



(formerly Lakshmi Machine Works Limited)

Our Ref: Sec/270/2026

Date: 29<sup>th</sup> June 2026

To,  
BSE Limited  
Listing Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001  
Scrip Code: 500252

National Stock Exchange of India Limited  
Listing Department  
Exchange Plaza, C-1, Block-G, Bandra Kurla Complex  
Bandra(E), Mumbai - 400 051.  
Symbol: LMW

Dear Sir /Madam,

**Sub: Annual Report for the Financial Year 2025-26.**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Annual Report of the Company for the financial year 2025–26 for your records.

A copy of the Annual Report is also available on the Company's website at [www.lmwglobal.com](http://www.lmwglobal.com)

This is for your information and records. Kindly acknowledge receipt of the same.

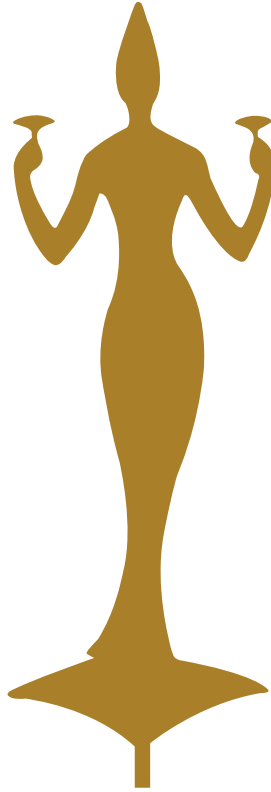
Thanking you,

Yours faithfully,

**For LMW LIMITED**

**C R SHIVKUMARAN**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: As above



**LMW**®

**LMW LIMITED**

formerly **LAKSHMI MACHINE WORKS LIMITED**

**ANNUAL REPORT 2025-26**

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# Enduring Foundations

LMW embodies an enduring, immovable presence, making strength a permanent state of being. Amidst the frantic pace of the market, LMW redefines endurance through structural integrity and unwavering reliability, remaining resolute against every industry shift. To choose LMW is to move beyond temporary progress and anchor your vision in absolute resilience.

**Few formations** on earth embody endurance as completely as the Himalayas. Shaped over millions of years, unmoved by the forces that have reshaped everything around them, they stand not as a spectacle of nature but as its most authoritative statement of permanence. They do not resist change - they simply outlast it. It is this same quality that defines LMW: not the endurance of effort or survival, but the endurance of structure - built deep, built right, built to remain.

# Built to Endure Cycles

## Trends shift. Foundations remain.

**LMW** is built on the belief that engineering depth, operational discipline, and customer trust create the kind of strength that outlasts economic cycles. While trends shift, foundations remain. Over decades, this approach has enabled the Company to build enduring capabilities—strengthening its operating model, refining execution frameworks and delivering consistency across changing market conditions.

Amidst extended investment cycles across the global industrial landscape, LMW's foundation remains anchored in precise engineering, customer proximity and long-term technology relevance.

Historically, phases of industry recalibration have been periods of

strategic preparation. Today is no different. While shifting global tariffs and geopolitical realignments have influenced the tempo of investment, the Company remains deeply embedded in customer ecosystems, supporting modernisation, productivity, and lifecycle performance.

*Kangchenjunga*

# Strengthening the Foundation

Growth builds size. Challenge builds strength.

**LMW** continues to sharpen cost structures, optimise utilisation and reinforce operational agility - ensuring that when demand returns, capacity and capability are ready to respond at scale.

At the same time, the increasing contribution from diverse engineering streams is strengthening the Company's

structural stability and reinforcing its ability to perform consistently across industry cycles.

*Panchachuli*

# The Discipline of Continuity

For institutions built over decades, progress is rarely about dramatic shifts.

It is about strengthening fundamentals while the environment evolves.

**LMW** continues to move forward with clarity - strengthening foundations, refining execution discipline and building capability that endures across cycles.

Because enduring strength is never accidental.

**It is engineered - over time.**



# The Human Core of Endurance

At the Heart of this Continuity lies a Constant Force - **People.**

Enduring strength at LMW is not built only through systems or scale. It is sustained by the individuals who design, operate and continuously improve those systems every day. Our enduring strength lies in our people. And we continue to enrich them through structured learning-on the job and beyond-ensuring they remain relevant in an evolving environment.

**As learning grows, skills sharpen.**

**As capability deepens, innovation follows.**

**And as innovation builds, the foundation becomes stronger.**

# Strength Through People

Where Capability Becomes a Continuous Force

LMW's people philosophy is anchored in participation, learning and ownership. Through structured frameworks and rigorous discipline, improvement is embedded into everyday work.

Operators contribute directly through suggestion schemes and Quality Control Circles, transforming real shop-floor challenges into measurable outcomes. Recognition is not reserved for scale; every valid idea is acknowledged, reinforcing a culture of continuous improvement.

This participation evolves into capability. Multi-skilling frameworks and structured development pathways enable employees to expand beyond defined roles into flexible, cross-functional contributors. A strong

apprenticeship-to-technician pipeline ensures continuity of skills while supporting workforce transition.

Digital systems further strengthen this capability. With connected machines, real-time interfaces, and ERP driven workflows, employees operate within a data-enabled environment-where performance is visible, decisions are informed, and execution is aligned.

Learning, safety, and engagement initiatives reinforce this foundation, building a workforce that is skilled, connected, and future-ready.

Nanda Devi

# Innovations That Strengthened the Core

## Making LMW More Relevant

At LMW, innovation is steadily strengthening the organisation's relevance across industries, technologies, and operating systems.

This capability-building is equally visible across businesses. Textile Machinery Division (TMD) and Machine Tool Division (MTD) expanded their portfolio with newer machinery, enhancing productivity and efficiency.

ATC meanwhile expanded into high-complexity aerospace applications through automation, advanced scanning technologies, and composites manufacturing, including nose cone structures.

# The Change That Builds

## Making LMW More Agile

LMW's transformation is anchored in Business Process Re-engineering (BPR), integrating operations into connected, end-to-end workflows across functions. This foundation is strengthened through Sales & Operations Planning (S&OP), aligning demand, production, and inventory through data-led planning, while CRM systems, ERP automation, and real-time dashboards are improving visibility, responsiveness, and execution across the value chain.

Together, these systems are converging into a unified Human Lifecycle Management (HLM) framework-integrating people, processes, and performance to build a more agile and future-ready organisation.

The impact is most visible in the evolution of the supply chain. Through a comprehensive Source-to-Pay framework, sourcing, supplier management, procurement, logistics,

and payment now operate within a unified, intelligence-led ecosystem. Supported by structured sourcing strategies, supplier integration, and digital connectivity from demand to shop-floor execution, the system has become more agile, predictable, and resilient.

The result is a supply chain that consistently strengthens continuity, cost optimisation, and performance—even amid volatility.

Trishul

# The LMW Continuum

**People build capability.**

**Capability reshapes systems.**

**Systems deliver value.**

**A continuous cycle—enabling LMW to pioneer global standards, through the strength of its people and the power of their innovation.**

*Parvati Valley, Kasol, The Himalayas*

# A Legacy in Engineering. A Global Technology Partner.

**With a legacy** spanning over six decades, LMW has been a cornerstone of Coimbatore's industrial evolution. Having fundamentally shaped the growth of India's textile industry, the Company has successfully transitioned into a diversified global engineering leader, leveraging its deep-rooted manufacturing excellence across multiple high-growth sectors.

Building on this engineering foundation, the Machine Tool Division serves the broader manufacturing sector with advanced turning and turn-mill centres, while the Foundry Division delivers high-precision castings across diverse industrial applications. Furthermore, the Advanced Technology Centre extends the Company's engineering frontier, providing end-to-end aerospace solutions in collaboration with leading global and domestic OEMs.

A rigorous quality culture remains central to LMW's operations. This is sustained through lean manufacturing practices, extensive in-house component production and multi-stage inspections that ensure precision, traceability and reliability from raw material sourcing to final performance.

## 01

### Foundry Division (FDY)

The Foundry Division serves as the metallurgical backbone of LMW's manufacturing operations. Besides in-house demand, the Foundry Division also produces high-precision metal castings for a diverse range of global industries.

## 02

### Textile Machinery Division (TMD)

TMD designs and manufactures world-class textile spinning machinery. Built on decades of experience, the division delivers reliable, efficient and high-quality solutions for cotton and man-made fibres.

## 03

### Machine Tool Division (MTD)

MTD manufactures high-precision CNC turning centres, machining centres and related solutions. Backed by strong engineering and in-house manufacturing, it serves the automotive, aerospace and general engineering industries, delivering accuracy, reliability, productivity and long-term performance for global customers.

## 04

### Advanced Technology Centre (ATC)

This division works closely with global aircraft manufacturers, Tier 1 suppliers and leading Indian partners, meeting stringent international quality standards and supplying high-quality aerospace components. LMW fulfills orders through advanced manufacturing processes, skilled expertise and disciplined execution, while supporting complex programmes and long-term technology development.



## Vision

To enhance customer satisfaction and our image globally and achieve exponential growth to leadership through world-class products and services.



## Values

- Excellence
- Integrity
- Learning and sharing
- Contribution to industry and society



## Mission

To deliver greater value to our customers by providing complete, competitive solutions through technological leadership and manufacturing excellence that are responsive to dynamic market needs.

STATEMENT FROM THE CHAIRMAN  
AND MANAGING DIRECTOR

**“At the core of our efforts are our people. Managing technological shifts and market pressures requires a skilled, agile, and committed workforce. Investing in our people will remain a strategic priority, as it is our teams who sustain and advance the LMW brand every day.”**



## STATEMENT FROM THE CHAIRMAN AND MANAGING DIRECTOR

*Dear Shareholders,*

It is my privilege to present a review of the Financial year 2025-26 - a period that tested our resilience while reaffirming the strength of our fundamentals.

Amidst broader macroeconomic headwinds, the global business environment continued to be challenging. In response, we remained focused on strengthening our core capabilities, improving operational efficiencies, optimising costs, and delivering tangible value to our customers and shareholders. Our commitment to innovation, customer-centricity, and long-term sustainability continues to guide our actions as we position ourselves for the future.

As we look ahead, uncertainty has become a defining feature of the global order. Fast-evolving geopolitical developments are creating an increasingly dynamic economic landscape, which in turn is reshaping competitive dynamics worldwide. Because these interconnected forces necessitate a thoughtful reassessment of traditional globalisation strategies, LMW is actively recalibrating its global approach. By doing so, we ensure that we remain resilient, relevant, and well-positioned to capture emerging opportunities.

Against this backdrop, the domestic market presents a compelling growth narrative. India continues to demonstrate strong economic momentum, supported by a clear policy thrust towards Atmanirbharta and a sustained focus on

strengthening manufacturing capabilities. The steady realisation of global supply chain diversification opportunities, along with Free Trade Agreements with key global partners, is reinforcing India's position as a competitive and reliable global manufacturing hub.

These structural tailwinds are creating a broad-based expansion of opportunities across sectors, providing a favourable environment for growth across our business divisions. We are aligning our strategies proactively to leverage these opportunities and drive long-term value creation.

At the same time, the industrial landscape is undergoing a significant transformation, with a clear shift towards smart and adaptive machinery across sectors.

Technology is central to this transformation. We are deepening our organisational understanding of Artificial Intelligence (AI) and driving its responsible adoption across our operations. In parallel, we are integrating AI into our products and services to enhance their intelligence, performance, and overall value proposition.

Equipment today must handle a wider range of materials while delivering consistent performance across varied specifications.

In this context, LMW is further reinforcing its established positioning as a comprehensive solutions partner, moving well beyond the traditional scope of a machinery manufacturer. With raw materials and applications growing increasingly complex—especially for customers adopting newer inputs—close collaboration is imperative to optimise operating parameters and deliver the desired outcomes. To achieve this, we are deepening our technical engagements and enhancing customer integration, empowering our clients to fully leverage the capabilities of next-generation technologies.

To support these strategic priorities, we are undertaking a focused internal transformation aimed at enhancing organisational effectiveness and efficiency. A key element of this effort is implementing a comprehensive Business Process Reengineering (BPR) programme across the enterprise. This initiative involves a fundamental redesign of our core processes to improve performance, streamline workflows, eliminate redundancies, and strengthen execution discipline. The objective is to build a more agile, responsive, and future-ready organisation.

Technology is central to this transformation. We are deepening our organisational understanding of Artificial Intelligence (AI) and driving its responsible adoption across our operations. In parallel, we are integrating AI into our products and services to enhance their intelligence, performance, and overall value proposition.

This is being complemented by a strong push towards enterprise-wide digitalisation. We have automated key processes across Sales and Operations Planning, Supply Chain Management, Customer Relationship Management, and the Human Lifecycle, improving efficiency, visibility, and decision-making. We are also advancing a pipeline of additional automation initiatives, with the objective of building a fully integrated, digitally enabled operating model.

Amid these changes, our ability to adapt and learn continuously remains critical. We are committed to staying closely aligned with evolving market realities, refining our strategies, and ensuring we consistently meet our customers' changing expectations.

At the core of this effort is our people. Managing technological shifts and market pressures requires a skilled, agile, and committed workforce. Investing in our people—through capability building, learning, and

empowerment—will remain a strategic priority, as it is our teams who sustain and advance the LMW brand every day.

With this strong foundation, we remain confident in our ability to pursue collaborative and sustainable growth in the years ahead.

I would like to place on record my sincere appreciation to the Board for its continued guidance and support in shaping the Company's strategic direction. I also extend my heartfelt thanks to the entire LMW team for their dedication and commitment to excellence.

I am equally grateful to all our stakeholders for their unwavering trust and continued engagement. Your support remains integral to our journey as we move forward with clarity, purpose, and positive intent.

Regards,

**Sanjay Jayavarthanavelu**  
Chairman & Managing Director

# Management Discussion & Analysis

## THE ECONOMY

### Shifting landscape, resilient growth

#### World Economy

Global growth remained resilient in 2025 at 3.30%, underpinned by robust tech investment and steady private-sector activity. However, the economic landscape was marked by significant divergence. The United States continued to serve as the primary engine of growth, though its pace began to moderate toward the year-end. China maintained its momentum despite persistent headwinds in its property sector, while Europe as a whole faced prolonged stagnation. Japan grappled with contraction due to sluggish domestic demand and a decline in housing investment.

#### EMERGING MARKETS AND THE INDIA FACTOR

Emerging and developing economies outperformed the global average with a growth rate of 4.40%. India emerged as a standout performer, with its GDP growth projected at upwards of 7.00% for the fiscal year, further solidifying its position as a major global economic force. While emerging Asia remained a growth hub, emerging Europe saw a sharp deceleration, and Russia experienced marginal growth amidst high inflation and fiscal strain.



Hardeol

## TRADE DYNAMICS AND THE SHIFT IN POLICY

The global trade environment is increasingly defined by a shift away from decades of globalisation toward more rigid protectionist policies. High tariffs and trade barriers have introduced significant friction into the world economy, distorting supply chains and increasing costs for manufacturers and consumers alike. This transition has fundamentally altered sectoral trade; for instance, textile trade now faces complex “rules of origin” and regional duties, while engineering goods are increasingly subject to “near-shoring” trends as companies seek to maintain competitiveness within restricted markets.

Furthermore, the potential for future trade restrictions on semiconductors and rare earth minerals threatens to distort global supply chains and compromise

product availability across high-tech industries. These structural pressures continue to underscore a volatile landscape for international commerce, as nations prioritise domestic industrial security over integrated global trade.

## GEOPOLITICAL SHOCKS AND INFLATIONARY HEADWINDS

While global inflation moderated to 4.20% in 2025, the landscape shifted dramatically in early 2026 amid the escalating crisis in West Asia.

- **Energy Shock:** A sharp rise in global energy prices threatens to reverse the disinflationary trend. For energy-dependent nations, sustained high per-barrel prices are expected to increase import bills and strain fiscal math.
- **Supply Chain Disruption:** Fresh volatility in the Strait of Hormuz

has impacted LNG and oil shipments, particularly affecting nations like China, India, Japan and South Korea.

- **Financial Volatility:** The crisis has triggered capital outflows from emerging markets and put downward pressure on currencies, with the Indian Rupee touching record lows against the US Dollar.

Ultimately, while the global economy appeared stable through 2025, the concentration of growth in specific regions—compounded by ongoing geopolitical tensions in Eastern Europe and renewed shocks from West Asia—underscores a fragile equilibrium. The persistence of conflicts around the world continues to weigh on global commodity markets and fiscal stability, adding a layer of long-term uncertainty to the global recovery.

by 10.30%, reflecting sustained urban demand and digital adoption.

- **Agriculture:** Growth is estimated at 2.50%, moderated by uneven weather conditions and a high base effect from the previous year.

## INFLATION AND MONETARY STABILITY

Inflation in the Indian economy remained broadly within the central bank’s tolerance band during FY 2025–26, supported by stable food prices and proactive monetary policy measures. Headline inflation trends moderated compared to previous periods, contributing to improved macroeconomic stability

and supporting consumption demand. The Reserve Bank of India’s calibrated approach to managing liquidity and interest rates has helped balance growth and inflation, ensuring a stable economic environment.

## GLOBAL TRADE DYNAMICS AND COMPETITIVE POSITIONING

Recent shifts in global trade have created favourable tailwinds for India. The reduction in U.S. tariffs on select Indian textile and manufacturing exports has improved export competitiveness, encouraging capacity expansion and investment within domestic

industries. This development aligns with the broader “China Plus One” strategy adopted by global supply chains, positioning India as a preferred alternative manufacturing base.

At the same time, China experienced a relatively slower and uneven recovery during FY 2025–26, marked by subdued domestic consumption, stress in the real estate sector, and weakening export momentum. This moderation has prompted global manufacturers to diversify sourcing and production bases, further strengthening India’s relative position in global trade and manufacturing.

## Indian Economy

### MACROECONOMIC OVERVIEW: SUSTAINED GROWTH AMID EVOLVING GLOBAL DYNAMICS

India continues to demonstrate strong economic resilience, supported by robust domestic demand, structural reforms, and a steadily improving investment climate. In a global environment marked by shifting trade dynamics and uneven recovery across major economies, India has reinforced its position as the fastest-growing major economy while maintaining relative macroeconomic stability.

### GDP GROWTH AND DOMESTIC DEMAND

India’s real GDP is estimated to expand by 7.60% in FY 2025–26, reflecting an upward revision

from the earlier estimate of 7.40% following the release of the Second Advance Estimates and the transition to a new base year (FY 2022–23). This performance is underpinned by resilient domestic demand, with Private Final Consumption Expenditure (PFCE) continuing to be the primary growth driver, while investment activity maintains strong momentum.

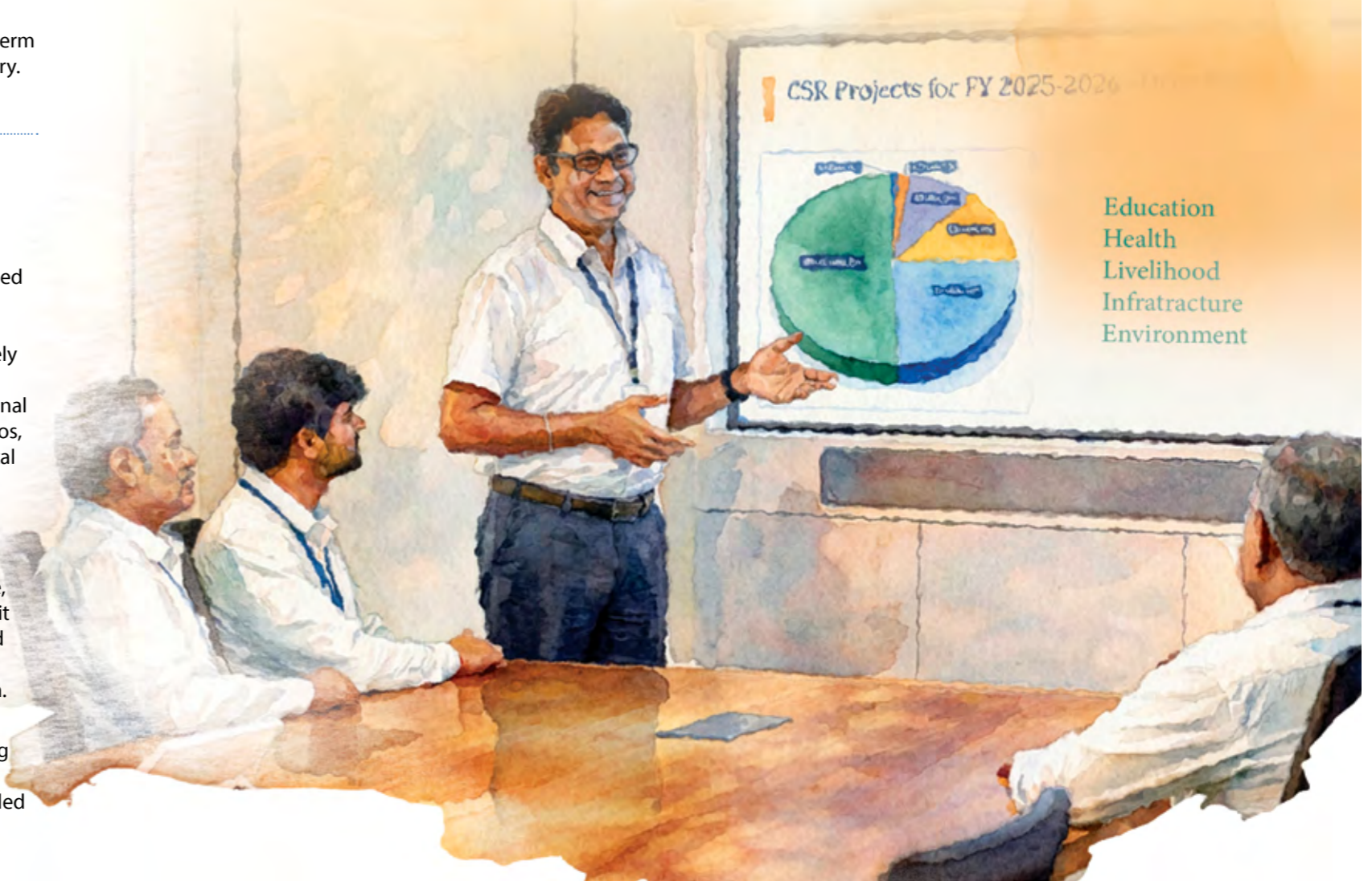
### REVISIONS AND METHODOLOGICAL UPDATES

- **Base Year Transition:** The Ministry of Statistics and Programme Implementation (MoSPI) has revised the GDP base year from 2011–12 to 2022–23, enabling a more accurate reflection of India’s evolving economic structure, particularly in digital and service-oriented sectors.

- **Economic Size Adjustment:** Under the revised series, nominal GDP is estimated at ₹345.47 lakh crore. While growth rates have been revised upwards, the overall size of the economy is currently estimated to be approximately 3.30% smaller than earlier estimates, leading to a marginal recalibration of key fiscal ratios, such as debt-to-GDP and fiscal deficit-to-GDP.

### SECTORAL PERFORMANCE

- **Manufacturing:** The sector remains a key growth engine, recording strong double-digit growth of 12.50%, supported by industrial recovery and improved capacity utilisation.
- **Services:** Growth remains robust at 8.90%, led by strong performance in Trade, Hotels and Transport, which expanded



## FISCAL AND EXTERNAL POSITION

- **Fiscal Prudence:** The government continues on its fiscal consolidation path, with the deficit estimated at 4.50% of GDP, adjusted marginally due to the revised GDP base.
- **External Buffer:** Foreign exchange reserves reached a record US\$728.49 billion in February 2026, while a manageable Current Account Deficit (CAD) of 1.30% of GDP strengthens resilience against global capital volatility.
- **Remittance Risks:** Rising geopolitical instability in West Asia poses risks to inward remittances, which play a critical role in offsetting the trade deficit. Any disruption could widen the CAD, put pressure on the Indian Rupee, and impact rural consumption, particularly since nearly 20% of rural households depend on such inflows.

## OUTLOOK AND RISK FACTORS

The outlook for FY 2026–27 remains positive, with GDP growth projected at 7.00% to 7.40% under the revised series. However, the economy faces several external risks:

- **Geopolitical Instability:** Ongoing tensions in Eastern Europe and West Asia could impact energy prices and fiscal stability.
- **Trade and Logistics Disruptions:** Increasing protectionism and maritime disruptions along critical routes, such as the Red Sea and the Strait of Hormuz, may increase import costs and disrupt global supply chains.



BUSINESS DIVISION 1

# Foundry Division

114.89

Revenue in FY 2025-26  
(₹ Crores)

5,593.70

Sales volume  
(tonnes)

## Diverse Applications. Integrated Support.

The Foundry Division (FDY) continues to serve as a vital pillar of the Company's precision engineering capabilities. Specialising in high-quality Grey Iron and Ductile Iron machined castings, the division supports internal captive requirements while catering to an expanding base of global clients in the locomotive, power and energy, compressor, valves, transportation, and marine sectors.

## Backbone of Heavy Engineering

Casting offers distinct advantages over machining by utilising liquid metal to fill a mould, enabling unmatched geometric complexity and intricate internal cavities. This process facilitates single-piece consolidation by producing large components as monolithic units, effectively eliminating the failure points. It also ensures high efficiency by producing parts extremely close to their final dimensions, thereby minimising waste and maximising repeatability.

The Foundry Division was awarded the GreenCo Platinum+ Certification, the highest environmental award. It is the only Foundry in India with this coveted recognition.

Consequently, metal casting serves as the fundamental backbone of heavy engineering, providing the structural essence for a wide spectrum of industrial sectors. Transforming molten metal into precise, high-strength components enables the creation of the massive and complex machinery that powers the modern world.

## Performance in FY26

The Foundry Division of LMW operated under challenging conditions during the year, reflecting the broader slowdown in the textile sector, resulting in reduced capacity utilisation.

Despite these headwinds, the Division demonstrated resilience, with both units showing steady improvement. This progress was driven by targeted cost-optimisation measures, including

## Sectoral Overview

The metal casting industry in 2025 has transitioned from a period of recovery to one of structural evolution. Globally, the market is valued at approximately US\$199.80 billion in 2025 and is projected to increase to US\$222.18 billion in 2026 and to approximately US\$400.74 billion by 2034, with a projected CAGR of 8.04% through 2034. In India, the metal casting market size was valued at ~US\$14

inventory rationalisation, improved energy efficiency, manpower optimisation, and reduced dependence on external vendors.

Additionally, the Division increased internal sourcing by converting previously outsourced casting procurement into in-house production, thereby enhancing capacity utilisation.

Export performance was mixed. Furthermore, a significant increase in input costs necessitated the Division's withdrawal from non-viable business opportunities.

Overall, the Division effectively balanced cost control with operational stability, positioning itself to capitalise on a potential recovery in demand.

billion in 2025 and is projected to reach ~US\$22 billion by 2034, growing at a CAGR of 5.29% from 2026 to 2034.

Advances such as AI-driven manufacturing, 3D sand printing and digital twins are transforming foundry operations into more precise, data-driven processes, supporting the growing demand for advanced components in sectors such as electric vehicles and aerospace.

## CHALLENGES

**Muted Demand:** Slowdown across key end-user industries in 2025 affected casting volumes. Given the sector's high fixed-cost structure, lower tonnage directly pressures margins and operational efficiency.

**Energy Volatility:** Foundry operations are energy-intensive. Rising electricity tariffs in India and fluctuating global LNG prices continue to impact profitability.

**ESG Compliance:** Stricter environmental regulations are compelling foundries to invest in cleaner technologies, such as Electric Arc Furnaces (EAFs), to meet carbon-reduction targets.

**Shifting Material Demand:** While grey iron remains dominant in infrastructure applications, higher-margin growth is increasingly concentrated in aluminium and magnesium die-casting, driven by 'lightweighting' requirements in EVs and aerospace.

## OPPORTUNITIES

**Automotive Ecosystem Expansion:** India has solidified its position as a global automotive hub, serving both domestic and export markets. Growth spans passenger, commercial, and two-wheeler segments, all requiring high volumes of cast components.

**Infrastructure & Industrial Acceleration:** Massive public works projects are creating sustained demand for heavy-duty castings. The Ministry of Railways is in the midst of massive infrastructure upgrade across the country.

**Energy & Utilities:** Casting demand is surging due to renewable energy installations (turbines/generators) and large-scale water management projects involving industrial pumps and valves.

**Self-reliant India:** Government initiatives such as Make in India and the National Infrastructure Pipeline support steady demand.



## Overview of the End-User Industries

### ENGINEERING INDUSTRY

The Capital Goods Industry, encompassing machinery and equipment essential for manufacturing and infrastructure, is a strategic pillar of India's economy. Growth is driven by robust public capital expenditure, and successful PLI schemes that boost domestic demand in the electronics and automotive sectors. Looking ahead, the industry will be propelled by Industry 4.0 adoption, green manufacturing initiatives, and India's expanding role as a resilient alternative in the global supply chain.

### LOCOMOTIVE INDUSTRY

India's Locomotive Industry, a vital segment of the rolling stock sector, designs, manufactures, and maintains high-power electric and diesel locomotives. It supports the world's fourth-largest rail network, facilitating the transport of over 1.5 billion tonnes of freight annually and driving industrial logistics

and mass transit. Bolstered by the 'Make in India' initiative and 100% electrification mandate, future growth hinges on high-horsepower indigenous electric locos, Vande Bharat Sleeper trains, and dedicated Freight Corridor expansion.

### PUMPS AND VALVES INDUSTRY

The Pumps and Valves Industry is a critical engineering sub-sector, providing essential fluid management solutions for key industries. In India, it has evolved from basic agricultural equipment to high-precision components for the oil and gas, power, and chemicals sectors. Growth is driven by the Jal Jeevan Mission, rising domestic oil and gas capex, and the infrastructure budget for 2026. Despite global high-interest challenges, India's domestic demand remains robust, supported by the 'Make in India' initiative and the increased global pivot from single-source to multi-source manufacturing. The industry's focus on smart, IoT-enabled systems delivers energy savings, positioning

India as a global export hub for specialised corrosion-resistant and solar-powered pumps, targeting GCC and ASEAN markets.

### POWER AND ENERGY INDUSTRY

India, one of the fastest-growing economies, ranks as the third-largest crude oil consumer, reflecting petroleum's vital role in mobility, logistics, and industry. Energy demand is projected to outpace most major economies through 2035, accounting for over 23% of global incremental demand by 2050. In FY25-26, the power sector transitioned to a Resource Adequacy Model, achieving 50% non-fossil capacity five years ahead of the 2030 Paris target, with installed capacity surpassing 513 GW, making India power-sufficient. Key reforms include private investment in nuclear SMRs (Small Modular Reactors), a 5 lakh-circuit-km grid, expanded gas pipeline coverage, smart meter deployment and the 2025 launch of CCTS (Carbon Credit Trading System).

## The Strategic Blueprint

The Foundry Division is pursuing a balanced strategy focused on margin improvement, operational efficiency and market expansion. At the same time, it aims to unlock operating leverage by utilising existing capacity more effectively, with a planned shift to higher utilisation levels driving profitability and efficient utilisation of capital employed.

### The strategic blueprint includes:

Increase business volumes with existing customers by leveraging global supply chain opportunities.

Position Foundry as a comprehensive product provider by expanding beyond grey and SG iron castings into a broader portfolio of value-added casting solutions.

Consolidate foothold in high-growth sectors such as railways, automotive and oil & gas.



BUSINESS DIVISION 2

# Textile Machinery Division (TMD)

**1,675.30**

Revenue in FY 2025-26  
(₹ Crores)

**1,902**

Number of machines  
sold during FY26

## The Core Business

The Textile Machinery Division (TMD) remains the cornerstone of LMW's operations, embodying the "original DNA" that drives the company's success. Even as LMW continues to diversify, it maintains a prominent presence in the Indian textile industry, where it stands as the primary preference within the spinning machinery segment. This influence extends well beyond domestic borders; LMW also holds a considerable presence globally, reinforcing its reputation as a true global player.

## End-to-End Solutions

LMW's TMD is among the few entities globally capable of engineering the entire yarn production value chain under one roof. Its role extends beyond selling individual machines to providing complete integrated systems. The division manufactures the entire range of spinning machinery—from blowroom to winder—catering to diverse applications and raw materials.

Recognised for high operational efficiency and delivering superior customer returns, LMW has installed over 50 million spindles worldwide. This extensive footprint reinforces its leadership in spinning technology and its commitment to providing comprehensive solutions to the textile industry.

## Performance in FY26

The Textile Machinery Division (TMD) operated through a challenging phase marked by weak export demand and delayed customer decisions. This dullness was primarily owing to tariffs and the non-availability of cotton, which compelled the textile sector to postpone capital investments.

In response, the Division focused on cost rationalisation across every line item in its divisional cost sheet and focused on operational streamlining.

Moreover, the Division continued investments in product development and digitalisation as part of its preparedness strategy for a sectoral rebound.

As tariffs mellowed, FTAs were formalised, and policy support for the textile sector strengthened, optimism for a sectoral rebound emerged. The division experienced a steady flow of orders from textile majors for projects and modernisation. Product innovation remained a key driver, with successful launch of newer versions of Ring Frame, Card, Draw Frame and the Winder machinery.

The division used the time well. It initiated a Business Process Reengineering exercise. This initiative re-examined every business process for its relevance and updation to align with prevailing business needs. The exercise focused on embedding automation and digitisation across all business processes to enhance efficiency and productivity. The Division focused on integrating AI and Machine Learning solutions into its machines and processes to transition to a Controlled Room manufacturing ecosystem.

## Sectoral Overview

The textile machinery industry remained in a cyclical slowdown during FY25–26, with investment activity subdued despite optimal utilisation across spinning mills.

### DOMESTIC MARKET

The Indian textile market currently presents a split scenario, with optimal operational activity but limited capacity expansion. Spinning mills are operating at very high utilisation levels of around 80–85%; however, new capital expenditure remains frozen. Instead

of expanding, mills are focusing on maximising output from existing assets. This cautious approach is driven by thin yarn margins and uncertainty around textile tariffs, which are discouraging fresh investments. Despite these challenges, long-term industry growth continues to be supported by government initiatives such as PLI schemes, PM MITRA parks and GST rationalisation for Man-Made Fibre (MMF). Lifting of the US tariffs has been a positive sentiment with a rise in exports and yarn prices resulting in textile mills looking for future investments. However the recent geo-political developments in West Asia is subduing this sentiment.

### INTERNATIONAL MARKET SHIFTS

The export market for textile machinery has shrunk significantly, with its contribution declining from a historical 20–25% to just 9–10% of total turnover. Investment activity in Turkey has slowed due to high inflation and rising production costs, while Bangladesh has faced geopolitical and economic challenges that have impacted machinery investments. In contrast, Egypt is emerging as a new spinning hub, supported by strong domestic cotton production and increasing foreign investments.

### TECHNOLOGICAL AND OPERATIONAL TRENDS

Textile hubs such as Tamil Nadu are gradually shifting from pure cotton production to blended and Man-Made Fibre (MMF) yarns, driving the need for advanced machinery



capable of handling multiple fibre types. Automation technologies, including robotic auto-piecing, are gaining traction in spinning mills, largely due to rising labour costs in export markets such as Turkey. Despite subdued domestic demand for new textile machinery, India continues to produce some of the most cost-effective yarn globally due to lower energy and conversion costs, supporting strong yarn exports. Demand for smart machines with artificial intelligence is on the rise.

## The Cotton Industry

India's Cotton Industry in the 2025-26 season is characterised by a surplus-driven market, with stable production but declining domestic consumption. The Cotton Association of India (CAI) estimates total cotton pressing at 317 lakh bales, a slight increase from the previous season, primarily driven by higher yields in Telangana and Maharashtra. However, total supply is projected to rise sharply to 427.59 lakh bales, driven by significant carry-forward stocks and a surge in imports.

### Key trends and figures for the FY25-26 include:

- **Consumption and Demand:** Domestic mill consumption is projected to fall to 305 lakh bales from 314 lakh bales the previous year. This decline is attributed to moderate demand and weak international orders for Indian yarn and fabric.

- **Government Support:** To protect farmers, the government increased the Minimum Support Price (MSP) to ₹7,710 per quintal for medium-staple and ₹8,110 per quintal for long-staple cotton. A 5-year mission for Cotton Productivity has been announced in the budget to boost yields, promote ELS varieties and also ensure sustainable cultivation of cotton.
- **Stock Levels:** Due to high supply and soft demand, closing stocks by 30<sup>th</sup> September 2026, is projected to rise ~78% to 107.59 lakh bales, ensuring comfortable raw material availability for domestic mills despite uneven monsoon and import pressures.
- **Adoption of Blends:** The industry is moving away from processing pure cotton to blends and Man-Made Fibres (MMF).
- **Cost Competitiveness:** India produces one of the most cost-effective yarns globally, driven by the 'cost of raw material itself' (cotton), along with lower energy and conversion costs. This raw material advantage sustains strong yarn exports to markets such as China and Bangladesh, even as domestic machinery Capex remains subdued.



## The Strategic Blueprint

With the launch of the Lakshmi Winder, LMW Limited has completed its "Bale to Cone" offering, enabling fully integrated spinning solutions that provide the mills with complete visibility and control over quality from fibre to cone. The Company is also moving beyond hardware into intelligent systems, focusing on digitisation, real-time monitoring, self-adjusting machines and automation to enhance efficiency and deepen customer engagement. At the same time, a large installed base of ageing machinery

in India presents a strong opportunity for replacement and modernisation, which LMW is targeting through efficiency-led upgrades.

Looking ahead to FY27, the Company plans to capitalise on this opportunity with a balanced mix of modernisation and new machine sales, supported by expanding its spare parts and service reach. LMW is also aligning its technology with evolving industry trends, including the growing use of recycled yarns, while continuing to focus on automation to reduce operational footprint and maintain long-term competitiveness.

BUSINESS DIVISION 3

# Machine Tool Division (MTD)

1,032.66

Revenue in FY 2025-26  
(₹ Crores)

4,231

Number of machines  
sold during FY26

## Precision Engineering. Market Diversification.

LMW's Machine Tool Division (MTD) capitalises on the Company's core engineering expertise to serve key sectors including automotive, aerospace, medical equipment, and oil & gas. LMW's Machine Tool Division is recognised for manufacturing high-precision CNC machines that deliver exceptional accuracy, consistent repeatability, and superior cost-efficiency per component.



As one of the pioneering facilities in India, MTD produces CNC Turning Centres, Machining Centres, and Turn-mill Centres, incorporating advanced technologies such as precision linear guideways, robust machine frameworks, automation solutions, pallet changers, and Industry 4.0-enabled monitoring systems.

### Automation Integration in CNC Machining

Catering to the Indian automotive sector, characterised by high volumes and stringent cost-per-component requirements, MTD offers comprehensive integrated automation solutions. These include simple loaders, gantry systems, and robotic arms, tailored to the customer's specific part mix and cycle time demands. Such customised solutions facilitate 'lights-out' manufacturing, enabling machines to operate autonomously for extended durations, thereby enhancing operational efficiency and productivity.

### Performance in FY26

The Machine Tool Division (MTD) has emerged as LMW's growth engine during FY25-26, offsetting cyclical weakness in the textile segment. The Division operated at about 70% to 75% capacity utilisation.

The Division is strategically leveraging the dynamic growth across the Automotive, EMS, Aerospace, and Defence sectors, all of which are experiencing accelerated expansion driven by the Atmanirbhar Bharat initiative. By aligning its internal policies with the national agenda of self-reliance and advancing its machine technology and performance to meet global standards, the Division has established itself as a key provider of import substitution solutions, successfully penetrating competitive markets traditionally dominated by international players.

The Division's core product portfolio, particularly Turning Centres and Vertical Machining Centres, has been instrumental in driving enhanced performance. Additionally, the Division has developed a comprehensive strategic roadmap to accelerate growth in its Horizontal Machining Centres segment, as user sectors have matured considerably and are now better able to absorb the technology.

The team has been instrumental to the success of the Machine Tool Division (MTD), with every function consistently focused on enhancing both workforce capabilities and operational efficiency. To align talent development with evolving sectoral trends, the Division has strengthened its people capabilities,

ensuring a future-ready workforce capable of driving sustained innovation and competitive advantage.

Leveraging advanced Product Lifecycle Management (PLM) technology, the Division has markedly accelerated its transition from simulation to manufacturing, optimising the supply chain and reducing lead times to expedite time-to-market.

Proactive customer engagement facilitates the collection of vital firsthand feedback, allowing the team to align product development with market needs. This data-driven approach has bolstered their business acumen driving overall divisional performance.

### Sectoral Overview

**Global:** The global machine tool industry in 2025 was characterised by steady growth, underpinned by the integration of Industry 4.0 technologies, despite prevailing geopolitical and trade-related challenges.

The market is valued at US\$ 90.88 billion in 2025 and is projected to expand from US\$ 95.72 billion in 2026 to US\$ 189.06 billion by 2034, reflecting a compound annual growth rate (CAGR) of 8.90%. The Asia-Pacific region held a dominant 58% market share in 2025, driven





by substantial investments in precision machining and industrial automation, particularly in China and India.

CNC machines remain the primary growth catalyst, with the automotive sector being the largest consumer segment, driven by rising demand for high-precision electric vehicle (EV) components. Technological innovations, including AI-enabled machine control and digital twin applications, are revolutionising machining processes through real-time optimisation and virtual commissioning.

Nevertheless, the industry experienced margin pressure due to escalating U.S. tariffs in 2025, which disrupted supply chains and increased inventory costs for critical components such as bearings and motors.

**Domestic:** In India, the machine tool industry demonstrated robust growth in FY25–26, driven by the surge in electronics manufacturing and strategic defence localisation initiatives. The sector is projected to achieve approximately 10% growth in both production and consumption during FY26, with exports also experiencing a significant uptick.

The Machine Tool Division (MTD) is well-positioned to capitalise on the favourable long-term structural shift in Indian capital expenditure. However, competitive intensity is rising as global machine tool manufacturers, responding to slowdowns in Europe and China, increasingly target the Indian market.

While the automotive and auto components sector continues to account for nearly half of overall demand, the industry is

progressively diversifying into the aerospace, defence, railways, and electronics sectors to mitigate cyclical risks and enhance market resilience.

**Challenges:** While challenges persist, such as the influx of low-cost imports and the need for better indigenous high-precision technologies, the industry's expansion into strategic sectors and new export markets in the Middle East and Africa positions it for sustained growth.

**Future Outlook Drivers:** The industry is supported by the National Manufacturing Mission, announced in the Union Budget 2025–26, which focuses on five focal areas: ease of doing business, a future-ready workforce, MSME support, technology availability and quality products.

## The Strategic Blueprint

The Division is proactively diversifying beyond traditional automotive components, targeting high-growth sectors such as India's mobile manufacturing ecosystem and high-precision applications. Concurrently, it is realigning its product portfolio toward higher-value machining centres, including Vertical Machining Centres (VMCs) and Horizontal Machining Centres (HMCs), while expanding into locomotive and defence component applications.

Looking ahead to FY27, the strategic priority is the development of technologically advanced, IoT-enabled machines tailored to all segmental applications. This includes enhancing capabilities in artificial intelligence, salesforce integration, and application engineering to improve execution and customer engagement through customer relationship management. By expanding digital sales channels and incorporating smart machine features, the Division aims to meet global standards and position its machine tools as competitive, world-class solutions in international markets.

BUSINESS DIVISION 4

# Advanced Technology Centre (ATC)

171.29

Revenue in FY 2025-26  
(₹ Crores)

## Precision Expansion. Next-Frontier Shift.

To leverage its precision-engineering expertise in the high-growth aerospace and defence sectors, LMW established the Advanced Technology Centre (ATC). The primary rationale was to decouple growth from the cyclical volatility of the textile industry by diversifying into stable, long-term strategic sectors.

The Division represents the apex of LMW's technical diversification, serving as a one-stop solution for aerospace customers by manufacturing complex metallic and composite components & assemblies for space exploration, civil aviation and defence programmes.

By developing specialised capabilities in dealing with exotic alloys and composites, LMW has positioned itself to capture opportunities in India's A&D sector, becoming a trusted partner for national missions, including HAL's Tejas programme and ISRO's space initiatives.

## Transitioning to the Next Level

The ATC Division has successfully pivoted from a domestic defense focus toward a robust, export-driven revenue model.

This transition leverages the consistent and predictable demand of global aerospace majors, ensuring a steady growth trajectory and long-term operational stability.

Exports now represent 90% of ATC's turnover, with "Metallics" accounting for 75% of the segment's revenue. LMW's competitive advantage lies in its ability to provide both Metallic and Composite solutions—a dual

capability that increases wallet share with international customers and creates a significant moat for domestic tenders.

LMW remains deeply integrated into the domestic defence landscape, contributing its technical excellence to critical long-range projects that define the industry's future. The division is well-positioned for future localisation requirements, though current performance is anchored by immediate demand from export orders.

## Dynamic and Challenging World of Aerospace Technology

The aerospace industry is defined by extreme precision, complexity and zero-tolerance standards, where products must perform flawlessly in demanding environments such as space, high altitudes and combat conditions.

It involves long, capital-intensive development cycles, strict regulations and rigorous certification processes. With high barriers to entry and constant innovation in advanced materials and engineering, aerospace remains one of the most demanding and strategically significant industries globally.

## Performance in FY26

The ATC Division delivered a healthy performance in FY25–26, marked by revenue growth and improved margins, driven by the scaling up of the composite business. Moreover, the order book at the end of the fiscal year provides mid- to long-term revenue visibility.

The metallics segment continues to track industry growth rates while contributing the dominant share of revenues, providing stability to the overall business. In contrast, the composites segment is scaling at a materially higher growth rate,

with a robust order pipeline offering strong medium-term revenue visibility and upside potential. By contributing the critical payload fairings, adaptors, nose cone assembly for a heavy-lift rocket, the team showcased its ability to meet the rigorous technical demands of major space missions. The Division is now positioning the composite facility to take on more complex aerospace and space programs to drive future margin expansion.

Operationally, the Division navigated supply chain challenges and workforce attrition by strengthening retention, building bench strength and adopting advanced technologies to move from simple to complex parts and processes and improving the division's overall productivity.

As a predominantly export-driven business, ATC remains exposed to global trade dynamics, but its transition toward higher-

value, technologically advanced manufacturing positions it as one of the most future-ready and scalable segments within LMW's portfolio.

## Sectoral Overview

**Global:** Driven by heightened geopolitical tensions, military spending (US\$2.47 trillion in 2024) and subsequent military modernisation programmes, the global aerospace industry expanded at an annual rate of 6.20% to US\$847 billion in 2025. The aerospace and defence market is expected to grow strongly over the next few years. It is further expected to grow to US\$1.18 trillion by 2030, at a CAGR of 7.10%.

Simultaneously, commercial aviation is experiencing a robust recovery, with a combined industry (two major aircraft manufacturers) backlog exceeding 15,300 aircraft and passenger traffic projected to grow at 3.60% annually.

Technologically, the sector is pivoting toward Industry 4.0, integrating AI-native machining, digital twins and sustainable technologies such as Sustainable Aviation Fuel (SAF). Space commercialisation and autonomous systems are also critical growth frontiers.

However, significant headwinds persist; for instance, 2025 tariff escalations have sharply inflated costs for essential materials such as titanium and composites, while supply chain disruptions have risen 35% year-over-year. North America remains the dominant market with a majority share.



**Domestic:** The Indian aerospace and defence industry is experiencing a historic shift toward self-reliance, characterised by a transition from an import-dependent ecosystem to a robust indigenous production hub. This period has been defined by sweeping policy reforms aimed at modernising the armed forces through streamlined procurement and improved ease of doing business. A strategic mandate

prioritising domestic sourcing for capital equipment has catalysed the growth of local manufacturers, integrating them more deeply into global supply chains.

The private sector, including a burgeoning community of innovators and small enterprises, now plays a pivotal role in delivering cutting-edge solutions. Significant milestones include advancements in indigenous fighter jet programs and

the expansion of the national space economy, which has increasingly adopted a commercially oriented model. Strategic industrial corridors have strengthened regional manufacturing clusters. This comprehensive evolution reflects a unified national vision for technological sovereignty and strategic autonomy.

## OPPORTUNITIES

### Defence Policy Milestones:

Approval of the AMCA (Advanced Medium Combat Aircraft) program and implementation of the new Defence Procurement Manual (DPM) in Nov 2025.

**Union Budget Feb 2026:** Defence allocation sentiment boosted with a 15.20% increase to ₹7.85 lakh crore, including ₹20,000 crore for private-sector R&D.

**Space Sector Growth:** Expected to reach US\$44 billion by 2033, supported by a ₹13,705.63 crore budget allocation and a growing ecosystem of 300+ private start-ups.

**Aviation Market Size:** Already established as the world's third-largest domestic aviation market with 237.42 million passengers recorded between April and October 2025, India is now on an upward trajectory to become the third-largest aviation market overall (encompassing both domestic and international sectors) by 2030.

**Airport Infrastructure:** Airport network expanded to 163 operational airports by late 2025.

**Aircraft Fleet Expansion:** Airlines have placed orders for more than 1,500 aircraft, driving growth across the sector.

**MRO Industry Potential:** The Domestic Maintenance, Repair & Overhaul (MRO) market is expected to reach US\$4 billion by 2031.

**Global Supply Chain Integration:** Global OEMs already source over US\$2 billion in aerospace components annually from India.

## The Strategic Blueprint

The Division is focused on deepening relationships with existing global aerospace customers while expanding into new geographies, particularly Europe, where potential trade agreements could enhance its cost competitiveness. At the same time, the Division is scaling its composite capabilities to take on more complex aerospace and space programs, positioning this segment as a key driver of future margin expansion across both domestic and international markets.

ATC continues to transition towards high-value, technology-intensive

manufacturing, supported by a strong order pipeline and continuous capability upgrades. An important growth lever is the increasing focus on the defence sector, spanning drones, missiles, and radar systems, marking a shift beyond its traditional export-led commercial business.

This integrated approach of combining deeper customer engagement, increased product complexity, capability enhancement, and sector diversification, positions ATC to deliver scalable growth with improving profitability and sustained long-term value creation.



## Human Resource

People are at the core of LMW's progress. The Company believes that a resilient, motivated workforce directly shapes operational excellence and long-term competitiveness. With this conviction, LMW has embedded employee well-being, capability building and inclusivity into its strategic priorities.

A strong focus has been placed on building multi-skilled teams. Through structured cross-functional training, employees are equipped to handle diverse responsibilities, strengthening operational agility and enabling the organisation

to respond effectively to shifting business conditions. By rewarding merit and fostering professional growth, the Company ensures that specialised knowledge stays within the organisation, creating a steady and reliable pipeline of future leaders.

Diversity remains a growing priority, particularly through the increased participation of women in manufacturing functions, fostering a more balanced and progressive workplace culture.

Technology integration is reshaping HR and manufacturing processes alike. Smart systems and real-time monitoring tools are enhancing

productivity, transparency and decision-making, supported by comprehensive training to ensure teams confidently adopt new technologies.

Employee welfare initiatives continue to strengthen long-term engagement, extending support to both current and retired personnel. Looking ahead, LMW's people strategy will emphasise advanced skill development, technology-enabled workforce optimisation and structured system upgrades to ensure sustainable growth. As of 31<sup>st</sup> March 2026, the Company has been operating with 3,506 permanent employees.

## Risk Management

Risk management at the Company is embedded in its strategic framework and plays a vital role in safeguarding long-term performance. A structured system identifies potential threats, evaluates their impact and implements timely mitigation measures across functions.

Oversight rests firmly with the Board, which regularly examines the risk landscape and reviews the effectiveness of controls in place. Through ongoing evaluation and refinement of mitigation plans, the Board ensures that emerging challenges are addressed proactively and that governance

standards remain robust. This disciplined approach strengthens resilience, supports informed decision-making and reinforces the Company's commitment to sustainable and responsible growth.

## Internal Control System & Adequacy

The Company operates within a structured governance framework supported by a fully integrated ERP platform that documents and standardises key processes. At the start of each financial year, detailed operating plans are formulated, forming the basis for quarterly revenue and capital allocation targets. Performance is continuously

tracked against these benchmarks, with deviations analysed and corrective measures implemented promptly.

An independent internal audit function reviews operations across departments to ensure adherence to policies, process integrity and financial discipline. In parallel, a

dedicated statutory compliance team monitors regulatory obligations and reports its findings to management for prompt action.

The Audit Committee meets regularly to examine audit observations and review financial disclosures, reinforcing transparency, accountability and strong corporate oversight.

### Movement in Key Ratios

Ratio	2025-26	2024-25	Change %	Remarks
Current Ratio	2.21	2.60	-15.00%	-
Debt-Equity Ratio				Not Applicable
Debt Service Coverage Ratio				Not Applicable
Return on Equity*	5.27%	8.61%	-38.80%	***
Inventory Turnover Ratio	5.63	5.17	8.95%	-
Trade Receivables Turnover Ratio	12.64	14.94	-15.43%	-
Trade Payables Turnover Ratio	3.37	3.27	3.04%	-
Net Capital Turnover Ratio	2.34	1.79	30.74%	Better Working Capital Management
Operating Profit Ratio**	4.53%	2.16%	109.80%	Machine Tool division, Foundry and Advanced Technology Centre performed better during the year.
Net Profit Ratio*	5.14%	8.49%	-39.42%	***
Return On Capital Employed*	6.88%	9.81%	-29.82%	***
Return On Investment	6.82%	7.07%	-3.46%	****

\*Net Profit after exceptional items

\*\*Operating Profit before exceptional items

\*\*\* For the year 2024-25, profit includes a profit amount of ₹ 131.61 Crores (₹ 118.92 Crores after tax) on sale of Investment in the shares of wholly owned subsidiary companies such as LMW Textile Machinery (Suzhou) Co., Ltd, China and LMW Global FZE, UAE to LMW Holding Limited, UAE.

\*\*\*\* including interest income from Fixed Deposit with Banks.

### Financial Performance (₹ crores)

Particulars	2025-26	2024-25
Gross Profit before Interest, Depreciation and Tax*	322.31	394.13
Interest	-	-
Depreciation	114.43	107.26
Provision for Tax	53.96	48.63
Profit after Tax	153.92	238.24
Earnings Per Share (before exceptional item) (Amount in ₹)	156.42	99.81
Earnings Per Share (after exceptional item) (Amount in ₹)	144.08	223.01

\*Profit after exceptional items

### CAUTIONARY STATEMENT

THIS DOCUMENT CONTAINS FORWARD-LOOKING STATEMENTS REGARDING EXPECTED EVENTS AS WELL AS THE FINANCIAL AND OPERATIONAL RESULTS OF THE COMPANY. BY THEIR NATURE, FORWARD-LOOKING STATEMENTS REQUIRE THE COMPANY TO MAKE ASSUMPTIONS AND ARE SUBJECT TO INHERENT RISKS AND UNCERTAINTIES. THERE IS A SIGNIFICANT CHANCE THAT THE ASSUMPTIONS, PREDICTIONS, AND OTHER FORWARD-LOOKING STATEMENTS MAY NOT PROVE ACCURATE. READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON FORWARD-LOOKING STATEMENTS, AS SEVERAL FACTORS COULD CAUSE ASSUMPTIONS AND ACTUAL RESULTS AND EVENTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED HERE.



# Social Initiatives

At LMW, responsible business is a practice, lived every day.

Our CSR philosophy rests on a simple conviction: lasting business value and community well-being are inseparable. Every initiative reflects this belief - advancing environmental stewardship, expanding healthcare access, building local skills and strengthening the communities we call home.

We focus where it matters most - on people and places that deserve greater access to opportunity. Our programmes are designed for one purpose: to improve lives, develop capabilities and leave communities more resilient, more hopeful than we found them. Guided by responsibility,

integrity and inclusiveness, we grow in ways that give back - balancing economic progress with genuine care for people and the natural world. A company's true measure lies in what it builds - and the foundations it lays for tomorrow.

## Health & Safety: Empowering Communities Through Healthcare Excellence

### Strategic Healthcare Interventions

Some gaps in healthcare carry consequences that last a lifetime. LMW works to close them. In partnership with reputed hospitals, LMW funded spinal surgeries and advanced burn treatments - restoring mobility and dignity to 35 low-income patients. A paediatric vision screening programme, spanning 32 government schools across Coimbatore and Tirupur, ensured that a child's ability to see clearly never stands between them and their education. 892 standard and 64 specialised myopia spectacles have been provided during the financial year 2025-26.

### Tribal Health & Rural Outreach

In the tribal regions of Anaikatti, Palamalai, Karamadai and Thalavadi, Sickle Cell Anaemia quietly shapes lives. LMW, partnering with the Nilgiris Adivasi Welfare Association, responds with nutritional supplements, medication and counselling for trait carriers - bringing care to communities that have long deserved it. Across 121 remote villages, 34 mobile health camps have reached 4,111 rural citizens, treating a range of conditions and referring 132 high-risk cases to government hospitals for specialist care. Healthcare, here, travels to the people.

### Public Safety & Regional Welfare

LMW believes that safety is a right, whether inside a hospital or on a public road. Working with the UYIR Trust in Coimbatore, LMW runs road safety campaigns and behavioural awareness programmes across urban and semi-urban areas - reducing accidents and building safer transit corridors. Through civic safety drives and public educational initiatives, LMW helps shape communities that are informed, alert and better protected.

Saltoro kangri/k10

## Rural Infrastructure Development

LMW enhances living standards in remote regions by addressing critical gaps in clean energy and public education. Concurrently, LMW modernises rural government schools by carrying out structural repairs to buildings, updating sanitation facilities and establishing smart digital classrooms equipped with computers to equalise educational access.

## Village Livelihood Development

To secure and diversify agrarian economies, LMW provides tribal communities with income-generation training and essential infrastructure, including mushroom cultivation sheds, vermicompost bags, pulverizers and heavy-duty sewing machines. By leveraging the Self-Help Group model, LMW helps villagers secure state financial subsidies. Additionally, the company safe-guarded vital livestock assets by conducting 183 veterinary health and vaccination camps in partnership with state departments.

## Environmental Sustainability

The land that sustains communities deserves to be cared for in return. LMW takes that seriously.

To restore regional biodiversity and replenish groundwater, LMW has planted 5,670 native saplings across villages and town panchayats - establishing living carbon sinks that will grow long after the initiative does.

Closer to home, LMW partnered with civic bodies in Kaniyur and Mopperipalayam to build a Solid Waste Management system from the ground up. Household and commercial segregation was introduced, open dumping eliminated, and communities equipped with the tools to manage waste responsibly - dustbins, shredders, and incinerators that form a quiet but effective local infrastructure.

The results speak volumes: 1,051.53 kg of biodegradable waste treated, 468.78 kg of recyclables recovered, and 120.54 kg of hazardous sanitary and medical waste safely processed. Organic refuse, once discarded, now returns to the soil as agricultural compost. A cleaner village. Healthier land. A model that can travel.



Kamet

# Corporate Information

## Board of Directors

### Sri Sanjay Jayavarthanavelu

Chairman and Managing Director  
Executive and Non-Independent Director  
(DIN: 00004505)

### Sri S Pathy

Non-Executive and Non-Independent Director  
(DIN: 00013899)

### Sri Arun Alagappan

Non-Executive and Independent Director  
(DIN: 00291361)

### Sri Aroon Raman

Non-Executive and Independent Director  
(DIN: 00201205)

### Sri Venkataramani Anantharamkrishnan

Non-Executive and Independent Director  
(DIN: 00277816)

### Smt Pushya Sitaraman

Non-Executive and Independent Director (Woman)  
(DIN: 06537196)

### Dr Deepali Pant Joshi

Non-Executive and Independent Director (Woman)  
(DIN: 07139051)

### Sri Jaidev Jayavarthanavelu

Non-Executive and Non-Independent Director  
(DIN: 07654117)

### Sri M Sankar

Director Operations  
Executive and Non-Independent Director  
(DIN: 10362673)

## Chief Financial Officer

Sri V Senthil

## Company Secretary

Sri C R Shivkumaran

## Registered Office

SRK Vidyalaya Post,  
Perianaickenpalayam,  
Coimbatore - 641020,  
Tamil Nadu, India.  
Tel: +91 422 7192255  
E-mail: [secretarial@lmw.co.in](mailto:secretarial@lmw.co.in)  
website: [www.lmwglobal.com](http://www.lmwglobal.com)

## Corporate Office

34-A, Kamaraj Road,  
Coimbatore - 641018,  
Tamil Nadu, India.  
Tel: +91 422 7198100

## Registrar and Share Transfer Agent

MUFG Intime India Private Limited  
(formerly Link Intime India Private Limited)  
Surya, 35, Mayflower Avenue,  
Behind Senthil Nagar,  
Sowripalayam Road,  
Coimbatore - 641028,  
Tamil Nadu, India.  
Tel: +91 422 4958995, 2539835-36  
E-mail: [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com)

## Statutory Auditors

M/s S Krishnamoorthy & Co.,  
Chartered Accountants, Coimbatore

## Cost Auditor

Sri A N Raman  
Cost Auditor, Chennai

## Secretarial Auditors

MDS & Associates LLP  
Company Secretaries  
Coimbatore

## Bankers

Indian Bank  
Citibank N.A.  
HDFC Bank  
HSBC Bank

## LMW LIMITED

(formerly Lakshmi Machine Works Limited)

CIN: L29269TZ1962PLC000463

Registered Office: SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore – 641020, Tamil Nadu, India

Corporate Office: 34-A, Kamaraj Road, Coimbatore – 641018, Tamil Nadu, India

Phone: +91 422 7192255

Email: [secretarial@lmw.co.in](mailto:secretarial@lmw.co.in) | Website: [www.lmwglobal.com](http://www.lmwglobal.com)

# Notice to Shareholders

**NOTICE** is hereby given that the 63<sup>rd</sup> Annual General Meeting ("AGM") of the Shareholders of LMW Limited will be held at 02.45 PM India Standard Time ("IST") on Friday, the 24<sup>th</sup> day of July 2026, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") with virtual presence of the Shareholders to transact the following business(es):

## Ordinary Business:

- To receive, consider and adopt the standalone and consolidated Annual Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), along with the Statement of Cash Flow and the Statement of Changes in Equity for the financial year ended 31<sup>st</sup> March 2026, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon.
- To declare a Dividend.
- To appoint a Director in the place of Sri M Sankar (DIN: 10362673), who retires by rotation and being eligible, offers himself for re-appointment.
- To consider and approve the appointment of M/s Brahmayya & Co., Chartered Accountants as the Statutory Auditors of the Company for the first term of 5 (Five) consecutive financial years and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s Brahmayya & Co., Chartered Accountants, Chennai (Firm Registration No. 000511S) be and are hereby appointed as the Statutory Auditors of the Company with Sri P Babu and / or Sri L Ravi Sankar as signing partner(s), in the place of M/s S Krishnamoorthy & Co., Chartered Accountants, Coimbatore (Firm Registration No. 001496S), the retiring Statutory Auditors for the first term of 5 (Five) consecutive financial years commencing from the financial

year 2026-27 and shall hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held during the year 2031 at a remuneration of ₹30,00,000/- (Rupees Thirty Lakhs Only) per annum excluding applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

## Special Business:

- To consider the re-appointment of Sri Sanjay Jayavarthanavelu (DIN: 00004505) as Managing Director of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri Sanjay Jayavarthanavelu (DIN: 00004505) as the Managing Director of the Company for a period of 5 (Five) years commencing from 1<sup>st</sup> April 2027 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and as approved by the Audit Committee and the Board of Directors at their respective meetings held on 20<sup>th</sup> May 2026 notwithstanding that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to other Executive

Directors may exceed the limits as set out under the Act or the Listing Regulations for the time being in force.

**Terms of re-appointment:**

Term: The tenure of re-appointment of Managing Director shall be for a period of 5 (Five) years commencing from 1<sup>st</sup> April 2027.

Remuneration: The remuneration given below shall be for a period of the first 3 (Three) years commencing from 1<sup>st</sup> April 2027 and the remuneration payable for the remaining tenure of his office shall be subject to further approval of the Members.

- A. Salary: ₹16,00,000/- per month.
- B. Commission: At the rate of 4% on the Net Profits of the Company, payable annually.
- C. Perquisites: In addition to the salary & commission, the Managing Director shall also be entitled to the following interchangeable perquisites:  
Furnished accommodation, where accommodation is not provided 50% of the salary as House Rent Allowance (HRA), gas, electricity, water, furnishings, medical reimbursement, Leave Travel Allowance (LTA) for self and family, club fees, medical insurance, etc. in accordance with the rules of the Company. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax rules wherever applicable.
- D. Company's contribution to Provident Fund as per the rules of the Company, to the extent it is not taxable under the Income Tax Act, 2025 shall not be included in the computation of the ceiling on remuneration or perquisites.
- E. Gratuity payable shall not exceed half a month's salary for each completed year of service.  
The Managing Director is entitled to encashment of leave at the end of tenure which shall not be included in the computation of the ceiling on remuneration or perquisites.
- F. Provision of Company car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites.  
Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Managing Director.
- G. During his tenure as Managing Director, he shall not be liable to retire by rotation.
- H. In the event of loss or inadequacy of profits in any financial year, in compliance with Schedule V of the Companies Act, 2013, compensation / perquisites as mentioned above from point (A) to (F) shall be paid as minimum remuneration.

I. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or the Committees thereof.

**RESOLVED FURTHER THAT** the Board of Directors (including Committees thereof) be and are hereby authorised to alter and vary the terms of remuneration of Sri Sanjay Jayavarthanelu, Managing Director, as it may deem fit, subject to the same not exceeding the limits as approved by the Shareholders.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

6. To consider the re-appointment of Sri M Sankar (DIN: 10362673) as Whole-time Director (designated as Director Operations) of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as a **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri M Sankar (DIN: 10362673) as a Whole-time Director (designated as Director Operations) of the Company for a period of 3 (Three) years commencing from 25<sup>th</sup> October 2026 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors at their respective Meetings held on 20<sup>th</sup> May 2026 notwithstanding that the annual remuneration payable to him in any financial year during his tenure may exceed the limits as laid down under the Act or the Listing Regulations for the time being in force.

**Terms of re-appointment:**

- A. Salary: ₹1,50,00,000/- per annum.
- B. Perquisites: In addition to the salary, the Whole-time Director (designated as Director Operations) shall also be entitled to the following:
  - (i) Furnished accommodation, where accommodation is not provided 50% of the salary as House Rent Allowance (HRA).

- (ii) Medical reimbursement, club fees, medical insurance, etc., in accordance with the rules of the Company, wherein these perquisites will be restricted to an amount not exceeding ₹43,60,000/- per annum.

For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax rules wherever applicable.

- C. Company's contribution to Provident Fund as per the rules of the Company, to the extent it is not taxable under the Income Tax Act, 2025 shall not be included in the computation of the ceiling on remuneration or perquisites. No Leave Travel Allowance is payable to Sri M Sankar, Whole-time Director (designated as Director Operations).
- D. Gratuity payable shall not exceed half a month's salary for each completed year of service subject to maximum amount specified as per the Company policy.
- E. Provision of Company car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Whole-time Director (designated as Director Operations).
- F. During his tenure as Whole-time Director (designated as Director Operations), he shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director (designated as Director Operations).
- G. In the event of loss or inadequacy of profits in any financial year, in compliance with Schedule V of the Act, compensation/perquisites as mentioned above from point (A) to (E) shall be paid as minimum remuneration.
- H. The Whole-time Director (designated as Director Operations) shall not be paid any sitting fees for attending the Meetings of the Board of Directors or the Committees thereof.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196(3) and other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Sri M Sankar (DIN: 10362673) as Whole-time Director (designated as Director Operations) of the Company notwithstanding him attaining the age of 70 years on 13<sup>th</sup> December 2027.

**RESOLVED FURTHER THAT** the Board of Directors (including Committees thereof) be and are hereby authorised to alter and vary the terms of re-appointment and/or remuneration of Sri M Sankar (DIN: 10362673), Whole-time Director (designated as Director Operations),

as it may deem fit, subject to the same not exceeding the limits as approved by the Shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

7. To consider the re-appointment of Sri Aroon Raman (DIN: 00201205), as an Independent Director of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as a **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and pursuant to the Articles of Association of the Company, and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 20<sup>th</sup> May 2026, Sri Aroon Raman (DIN: 00201205), Independent Director of the Company who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 5 (Five) consecutive years with effect from 11<sup>th</sup> May 2027 and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

8. To consider and approve the appointment of Sri Narayanan Vellayan (DIN: 07774406) as an Independent Director of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as a **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and pursuant to the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri Narayanan Vellayan (DIN: 07774406), who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the first term of 5 (Five) consecutive years with effect from 25<sup>th</sup> July 2026 and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

9. To consider the ratification of remuneration payable to the Cost Auditor and in this regard, if thought fit, to give assent/ dissent to the following Resolution to be passed as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Sri A N Raman (Membership No: 5359) Cost Accountant, Chennai, who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company for the financial year 2026-27 on a remuneration of ₹7,00,000/- (Rupees Seven Lakhs Only) per annum exclusive of applicable taxes and

reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit as fixed by the Board of Directors, be and is hereby ratified and confirmed.

10. To consider and approve the material related party transactions to be entered with Lakshmi Electrical Control Systems Limited and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, (including any statutory modification(s) or amendment(s) or re-enactment (s) thereof for the time being in force), the Company's Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with Lakshmi Electrical Control Systems Limited, an entity falling within the definition of 'Related Party' pursuant to Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding ₹450 Crores (Rupees Four Hundred and Fifty Crores Only) on such terms and conditions as detailed in the explanatory statement to this Resolution notwithstanding that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements as specified in Schedule XII of the Listing Regulations or such other materiality threshold as may be specified under applicable laws / regulations from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee(s) thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the related party and to execute or authorise any person to execute all such documents, instruments and writings as may be necessary, relevant, usual, customary, proper and/or expedient for giving effect to the Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any 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.

By order of the Board

**C R Shivkumaran**  
Company Secretary  
ICSI Membership No: A38813

**Place :** Coimbatore  
**Date :** 20<sup>th</sup> May 2026

## Notes:

- The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business(es) as set out in the Notice is annexed hereto.
- The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 and General Circular No.03/2025 dated 22<sup>nd</sup> September 2025 permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Corporate Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.** Since this AGM is being held pursuant to the MCA Circulars / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPEG format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by email through its registered email address [lmw@mdsassociates.in](mailto:lmw@mdsassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- The Register of Members and share transfer books of the Company will remain closed from Saturday, 18<sup>th</sup> July 2026 to Friday, 24<sup>th</sup> July 2026 (both days inclusive) as per Section 91 of the Companies Act, 2013.
- Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Friday, 17<sup>th</sup> July 2026.
- Members who have not registered their Bank particulars with the Depository Participant(s) ("DP") / Company are advised to utilise the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., [www.lmwglobal.com](http://www.lmwglobal.com) and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent ("RTA").
- Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 the Company shall make the payment of Dividend to the Shareholders only in Electronic mode and payment of Dividend by way of cheque/warrant has been dispensed with.
- Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with Postal Identification Number Code) to their respective Depository Participant(s) and not with the Company. Regular updation of bank particulars is intended to prevent fraudulent activities.
- The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding(s) to electronic mode.
- Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1<sup>st</sup> April 2019.
  - Pursuant to the SEBI Master Circular dated 6<sup>th</sup> February 2026, and the operational guidelines issued by

the Securities and Exchange Board of India, listed entities are mandated to effect the issuance of securities only in dematerialised (demat) form for various investor service requests (including transfer, transmission, transposition, and issue of duplicate certificates). Accordingly, for all valid service requests, the Company/Registrar and Share Transfer Agent (RTA) will now directly credit the shares to the demat account provided by the Shareholder.

- c. Further, as per SEBI Master Circular dated 6<sup>th</sup> February 2026, Members holding shares in physical form, whose folio(s) lack Permanent Account Number (PAN), contact details, bank account details or updated specimen signature, will be eligible for payment of dividend only through electronic mode with effect from 1<sup>st</sup> April 2024 upon updating the aforementioned details with MUFG Intime India Private Limited (formerly Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through relevant ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend. Members may also note that in the absence of any of the aforementioned details, they will not be able to lodge grievances or avail any investor services until all required information and documents are duly submitted.

A copy of the aforementioned circular(s) is/are available on the Company's website [www.lmwglobal.com](http://www.lmwglobal.com).

12. a. Members are requested to immediately notify any change in their address:
- to their Depository Participant(s) ("DPs") in respect of the shares held in electronic form, and
  - to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz, Aadhar Card /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
- b. In case the registered mailing address is without the Postal Identification Number ("PIN Code"), Members are requested to kindly inform their PIN Code immediately to the Company / RTA / DPs.
13. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participant(s), as the case may be, immediately:
- the change in their residential status on return to India for permanent settlement or
  - the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.

14. As per the provisions of Section 72 of the Act, the facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the same from the Company's website namely [www.lmwglobal.com](http://www.lmwglobal.com). Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
15. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ("RTA"), the details of such folios together with the share certificates for consolidating their holdings into one folio.
16. Members are requested to make all correspondence in connection with shares held by them by addressing their letters directly to the Company Secretary of the Company or its RTA, namely, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Surya, 35, Mayflower Avenue, behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, Tamil Nadu, India, by quoting the Folio number or the Client ID number with DP ID number.
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. A Member who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary at [investors@lmw.co.in](mailto:investors@lmw.co.in), so as to reach him on or before Friday, 17<sup>th</sup> July 2026. Such queries will be replied by the Company suitably, during the AGM or through a separate e-mail.
19. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company.
20. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website [www.lmwglobal.com](http://www.lmwglobal.com). As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as

identified by the IEPF Authority. Details of Shareholders whose shares are liable to be transferred to IEPF are available on the Company's website: [www.lmwglobal.com](http://www.lmwglobal.com). The Shareholders whose unclaimed dividend / share has been transferred to the Investor Education and Protection Fund, may claim the same from the IEPF authority by filing Form IEPF-5 along with the requisite documents.

21. In compliance with the aforesaid MCA Circulars and the Listing Regulations, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email address is registered with the Company / RTA / Depository Participants. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the Shareholders who have not registered their email address. Members may note that the Notice and Annual Report 2025-26 is also available on the Company's website [www.lmwglobal.com](http://www.lmwglobal.com), websites of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Further, pursuant to the Listing Regulations, the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at [investors@lmw.co.in](mailto:investors@lmw.co.in).
22. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
23. Pursuant to Section 393 of the Income tax Act, 2025, the Company shall be required to deduct tax at source ("TDS") from dividends paid to Shareholders at the prescribed rates set out therein. For the prescribed rates for various categories, Shareholders are requested to refer to the Income Tax Act, 2025 and the amendments thereof. Shareholders are requested to update their Residential Status, Category as per Income Tax Act ("IT Act"), Permanent Account Number ("PAN") with the Company/RTA (in case of shares being held in physical mode) and depositories (in case of shares being held in demat mode) immediately. A resident individual Shareholder having PAN and entitled to receive dividend amount exceeding ₹10,000/- and who is not liable to pay Income Tax, can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by clicking on the link <https://web.in.mpms.mufg.com/client-downloads.html> on or before 24<sup>th</sup> July 2026. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, tax will be deducted at the applicable higher rate.

Non-resident Shareholders can avail beneficial rates under the relevant tax treaty between India and their country of residence, subject to providing necessary documents

i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form No. 41, any other document which may be required to avail the tax treaty benefits by clicking on the link <https://web.in.mpms.mufg.com/client-downloads.html>. The aforesaid declarations and documents need to be submitted by a Shareholder on or before 24<sup>th</sup> July 2026.

Separate intimation in this regard will be given to the Shareholders.

24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
25. The Securities and Exchange Board of India ("SEBI") has mandated for submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA.
26. a. Members may kindly note that in accordance with SEBI circular dated 31<sup>st</sup> July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members may utilise this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
- b. A Member shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he / she / they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: <https://www.lmwglobal.com/pdf/investors1/contact-information/SEBI-Circulars.pdf>.
27. Brief resume, details of shareholding and Directors' inter-se relationship; for Directors seeking election / re-election as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, are provided as Annexure to this Notice.

28. Shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form to enable the Company to serve documents in electronic mode.
29. Annual/provisional financial statements and related details of the wholly owned / step down subsidiary companies viz, LMW Holding Limited, United Arab Emirates (UAE), LMW Aerospace Industries Limited, India, LMW Textile Machinery (Suzhou) Co. Ltd., China, and LMW Global FZE, United Arab Emirates (UAE) are posted on the

Company's website and are also kept for inspection at the Registered Office of the Company and at the respective offices of the subsidiary companies. A copy of the same will be provided to the Members on request.

30. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members during the AGM.

### VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s), amendments, clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than the venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by National Securities Depository Limited ("NSDL") as an alternative, for all Members' of the Company to enable them to cast their votes electronically, on all the business items as set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting / e-voting during the AGM. Instructions to Shareholders provided hereinafter for e-voting explains the process and the manner for generating / receiving the password, and for casting of vote(s) in a secure manner.

However, the Members are requested to take note of the following items:

- I. Any person, who acquires the shares of the Company and becomes a Member of the Company after dispatch of the Annual General Meeting Notice and holding shares as of the cut-off date, i.e., Friday, 17<sup>th</sup> July 2026, may refer to this Notice of the Annual General Meeting, posted on Company's website [www.lmwglobal.com](http://www.lmwglobal.com) for detailed procedure with regard to remote e-voting. Any person who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote(s) again.

#### Instructions for Shareholders voting electronically are as under:

The remote e-voting period begins on Tuesday, 21<sup>st</sup> July 2026 at 09:00 AM, India Standard Time ("IST") and ends on Thursday, 23<sup>rd</sup> July 2026 at 05:00 PM, IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 17<sup>th</sup> July 2026, may cast their vote electronically. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 17<sup>th</sup> July 2026.

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





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

##### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI Master Circular dated 30<sup>th</sup> January 2026, on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with the National Securities Depository Limited ("NSDL")	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a Mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speed-e</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on :</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with the Central Depository Services (India) Limited ("CDSL")	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use their existing Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to Ms Pallavi Mhatre, Senior Manager at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at +91 22 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact the toll free number: 1800-21-09911

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a Mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for Shareholders other than Individual Shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process **for those Shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details / Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and/or casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

**General Guidelines for Shareholders**

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [lmw@mdsassociates.in](mailto:lmw@mdsassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- In case of any queries, you may refer to the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call: +91 22 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

- In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of the PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to [investors@lmw.co.in](mailto:investors@lmw.co.in).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to [investors@lmw.co.in](mailto:investors@lmw.co.in). If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
- Alternatively, Shareholders/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

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

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of **"VC/OAVM"** placed under **"Join meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investors@lmw.co.in](mailto:investors@lmw.co.in). The same will be replied by the Company suitably.
- Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number to [investors@lmw.co.in](mailto:investors@lmw.co.in) on or before 5.00 PM IST on Friday, 17<sup>th</sup> July 2026.
- Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting ("AGM").
- Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on a

first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- The voting rights of Shareholders shall be in proportion of their shares to the paid-up equity share capital of the Company reckoned as on the cut-off date, which is, Friday, 17<sup>th</sup> July 2026.
- Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-Voting shall not vote by e-Voting conducted during the Meeting.
- The Company has appointed Sri M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process and the vote by e-Voting conducted during the Meeting, in a fair and transparent manner.

- The Chairman, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, shall allow e-Voting for all those Members who are present at the Annual General Meeting by electronic means but have not already cast their votes by availing the remote e-Voting facility. The e-Voting module shall be disabled for voting thereafter.
- The Scrutiniser shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast by e-Voting during the AGM and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.lmwglobal.com](http://www.lmwglobal.com) and on the website of NSDL immediately after the declaration of the results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, where the shares of the Company are listed.

**Explanatory Statement in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Item No. 4**

M/s S Krishnamoorthy & Co., Chartered Accountants, Coimbatore (Firm Registration No. : 001496S), were re-appointed as the Statutory Auditors at the 58<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> July 2021, for a period of 5 (Five) i.e., from financial year 2021-22 to financial year 2025-26, to hold office till the conclusion of the 63<sup>rd</sup> Annual General Meeting of the Company. As such, their tenure as Statutory Auditors expires at this AGM.

Pursuant to Section 139(2) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, an audit firm cannot be re-appointed if it has completed two terms of 5 (Five) consecutive years. Accordingly, M/s S Krishnamoorthy & Co., would be completing their second term as the Statutory Auditors of the Company on conclusion of this Annual General Meeting and are not eligible for re-appointment.

Pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, and upon the recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on 20<sup>th</sup> May 2026, have also recommended, the appointment of M/s Brahmayya & Co., Chartered Accountants, Chennai (Firm Registration No. 000511S), as the Statutory Auditors of the

Company. M/s Brahmayya & Co., have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013. M/s Brahmayya & Co., will be the Statutory Auditors of the Company for the first term of 5 (Five) consecutive financial years commencing from the financial year 2026-27 and will hold office till the conclusion of the 68<sup>th</sup> Annual General Meeting, subject to the approval by the Shareholders at the ensuing Annual General Meeting.

The Audit Committee and Board of Directors of the Company have considered the following credentials of M/s Brahmayya & Co., Chartered Accountants, while considering their appointment.

M/s Brahmayya & Co., Chennai is a Chartered Accountants Firm registered with the Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. 000511S. The Firm has vast experience in audit of corporates and non-corporates engaged in engineering, manufacturing, BFSI sector, service industries etc. The Firm provides a range of services which include Audit & Assurance, Taxation, Valuation & Corporate Advisory, Management Consultancy etc. With over 94 years of experience, M/s Brahmayya & Co., is led by experienced partners across India, each of whom have commendable professional standing, experience and exposure in various fields associated with the audit profession.

M/s Brahmayya & Co., has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The Board of Directors propose to pay a fee of ₹30,00,000/- (Rupees Thirty Lakhs Only) per annum, exclusive of taxes and other out of pocket expenses incurred in connection with the audit, to the Statutory Auditors during the tenure of their appointment. The terms of appointment of the Statutory Auditors will be as specified by the Audit Committee & the Board of Directors of the Company in line with the Act.

LMW Limited is a major Company with an annual turnover of more than ₹3,000 Crores. The statutory audit fees of ₹15,00,000/- per annum, which was fixed in the year 2016-17 is being revised to ₹30,00,000/- per annum considering the growth in business volumes, regulatory and reporting requirements. The increase also factors the overall increase in costs and the increase in time required.

Considering the above, the Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

#### **Interest of Directors:**

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Resolution as set out in Item No. 4 of the Notice.

### **Explanatory statement in terms of Section 102 of the Companies Act, 2013**

#### **Item No. 5**

Sri Sanjay Jayavarthanavelu (DIN: 00004505) was re-appointed as the Managing Director of the Company for a period of 5 (Five) years commencing from 1<sup>st</sup> April 2022 and until 31<sup>st</sup> March 2027 on the terms and conditions as approved by the Shareholders at the 58<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> July 2021. Accordingly, the present tenure of his office is valid up to 31<sup>st</sup> March 2027.

Sri Sanjay Jayavarthanavelu has been a Director in the Company since 1993. He has a rich and varied experience profile and has led the Company with his leadership and vision.

Considering the above, the Nomination and Remuneration Committee at their meeting held on 20<sup>th</sup> May 2026, proposed the re-appointment of Sri Sanjay Jayavarthanavelu as Managing Director of the Company for a further period of 5 (Five) years commencing from 1<sup>st</sup> April 2027 and determined his remuneration as set out in the Resolution and recommended the same to the Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Audit Committee of the Board of Directors at their meeting held on 20<sup>th</sup> May 2026 have also approved

the remuneration payable to Sri Sanjay Jayavarthanavelu as Managing Director of the Company for a period of first 3 (Three) years and have recommended the same to the Board.

Considering his professional commitment to the Company, the results which have been achieved by him as a Managing Director and based on the inputs received from the performance evaluation exercise as carried out by the Independent Directors of the Company, and upon recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors of the Company ("Board") at their meeting held on 20<sup>th</sup> May 2026 have, subject to the approval of the Members at the ensuing Annual General Meeting, re-appointed Sri Sanjay Jayavarthanavelu (DIN: 00004505) as the Managing Director, for a further period of 5 (Five) years on such remuneration as set out in the Resolution for a period of first 3 (Three) years with effect from 1<sup>st</sup> April 2027. His re-appointment is expected to be greatly beneficial to the future growth plans of the Company. Further, Sri Sanjay Jayavarthanavelu is presently the Chairman of the Company.

Pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the re-appointment of Managing Director shall be subject to the approval of the Shareholders of the Company in the General Meeting. Hence, the necessary Resolution has been set out as Item No. 5 of the Notice for the approval of the Members.

Further, Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") also requires approval of the Shareholders by way of Special Resolution in the General Meeting, if the fees or compensation payable per annum to Executive Director who is a Promoter or Member of the Promoter Group exceeds ₹5,00,00,000/- (Rupees Five Crores only) or 2.50% of the Net Profits of the Company, whichever is higher. As the remuneration payable to Sri Sanjay Jayavarthanavelu during his tenure as Managing Director may exceed the limits prescribed above, the approval of the Shareholders is also being sought vide a Special Resolution in accordance with the Regulation 17(6)(e) of Listing Regulations. Further, the consent of the Members is also being sought for payment of remuneration to Sri Sanjay Jayavarthanavelu, as the same may be in excess of the 10% of Net Profits of the Company as enumerated in Section 197 of the Companies Act, 2013.

Further, pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in Companies Act, 2013 upon receipt of approval of the Shareholders by means of a Special Resolution. In this regard, considering the dynamic economic and ever-changing business conditions/scenarios, the Company may be in a situation of having inadequacy or absence of profits for payment of remuneration to the Directors. Thus, to ensure payment of minimum remuneration to Sri Sanjay

Jayavarthanavelu, approval of the Shareholders is being sought. Further, as on 31<sup>st</sup> March 2026 the Company has no debts.

Sri Sanjay Jayavarthanavelu, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") has been annexed and forms part of this Notice.

Based on the above points, the Board recommends the Resolution as set out in Item No. 5 of the Notice for approval of the Members as a Special Resolution.

#### **Interest of Directors:**

Except Sri Sanjay Jayavarthanavelu, being the appointee, and Sri Jaidev Jayavarthanavelu, Director, being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 5 of the accompanying Notice of the AGM.

#### **ITEM No. 6**

Sri M Sankar (DIN: 10362673) was appointed as a Whole-time Director (designated as Director Operations) of the Company for a period of three years commencing from 25<sup>th</sup> October 2023 on the terms and conditions as approved by the Shareholders through a Postal Ballot conducted by the Company during the year 2023. Accordingly, the present tenure of his office is valid up to 24<sup>th</sup> October 2026.

Sri M Sankar has four decades of experience in Strategic Management, Sales, Marketing, Manufacturing, R&D and Supply Chain Management.

Considering the above, the Nomination and Remuneration Committee at their Meeting held on 20<sup>th</sup> May 2026, proposed the re-appointment of Sri M Sankar as a Whole-time Director (designated as Director Operations) of the Company for a period of 3 (Three) years with effect from 25<sup>th</sup> October 2026 and determined his remuneration as set out in the Resolution and recommended the same to the Board.

Considering the dedication and excellent work done by Sri M Sankar over the past four decades, and based on the inputs received from the performance evaluation exercise as carried out by the Independent Directors of the Company and upon the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 20<sup>th</sup> May 2026 have, subject to approval of the Members at the ensuing AGM, re-appointed Sri M Sankar as a Whole-time

Director (designated as Director Operations) of the Company for a further period of 3 (Three) years with effect from 25<sup>th</sup> October 2026 on the terms and conditions as set out in the Resolution given under Item No.6 of the Notice.

Pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the re-appointment of Whole-time Director shall be subject to the approval of the Shareholders of the Company at the General Meeting. Hence, necessary Resolution has been set out in Item No. 6 of the Notice for the approval of the Members.

Further, pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in the Companies Act, 2013 upon receipt of approval of the Shareholders by means of a Special Resolution. In this regard, considering the dynamic economic and ever-changing business conditions/scenarios, the Company may be in a situation of inadequacy or absence of profits for payment of remuneration to the Directors. Thus, to ensure payment of minimum remuneration to Sri M Sankar, approval of the Shareholders is also being sought. Further, as on 31<sup>st</sup> March 2026, the Company has no debts.

Further, pursuant to the provisions of Section 196(3) of the Companies Act, 2013, a Whole-time Director of the Company who has attained the age of 70 years cannot continue to act as a Whole-time Director in the Company unless the approval of the Members is obtained through a Special Resolution.

Sri M Sankar will be attaining the age of 70 years on 13<sup>th</sup> December 2027, and accordingly, pursuant to the above said provisions, the approval of the Members by a Special Resolution is required to be obtained to enable Sri M Sankar to continue his directorship in the Company.

Considering his rich experience and valuable contribution made to the Company over the past four decades, the Board of Directors have recommended to continue the Directorship of Sri M Sankar, beyond the age of 70 years.

Sri M Sankar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been annexed and forms part of this Notice.

Considering the above, the Board recommends the Special Resolution as set out in Item No. 6 of the Notice for the approval of the Members.

### Interest of Directors:

Except Sri M Sankar, being the appointee, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 6 of this Notice.

### ITEM No. 7

Sri Aroon Raman (DIN: 00201205) was appointed as an Independent Director of the Company by the Shareholders at the 59<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> July 2022 to hold office for a term of 5 (Five) consecutive years up to 10<sup>th</sup> May 2027 ("first term").

As per Section 149 (10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of up to 5 (Five) consecutive years ("first term") on the Board of a Company and shall further be eligible for re-appointment upon passing a Special Resolution by the Company for another term of up to 5 (Five) consecutive years ("second term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the performance evaluation report of Sri Aroon Raman, has recommended his re-appointment as an Independent Director for a second term of 5 (Five) consecutive years with effect from 11<sup>th</sup> May 2027. Further, the Board of Directors considering the experience and expertise of Sri Aroon Raman, are of the opinion that his continued association would be immensely beneficial to the Company.

Sri Aroon Raman is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Order issued by the Securities and Exchange Board of India ("SEBI") or any other such authority. He has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that his name is included in the databank of Independent Director's as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Sri Aroon Raman fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his re-appointment as an Independent Director of the Company and is also independent of the Management.

The Company has also received a notice in writing from a Member as specified under Section 160 of the Act proposing the candidature of Sri Aroon Raman for the office of Independent Director of the Company.

A copy of the draft Appointment Letter to be issued to Sri Aroon Raman upon his re-appointment as an Independent Director, containing the terms and conditions of such re-appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 AM, India Standard Time ("IST") to 4:00 PM IST) on any business day without payment of fee.

The disclosure as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been annexed and forms part of this Notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 7 in relation to eligibility and re-appointment of Sri Aroon Raman as an Independent Director for another term of 5 (Five) consecutive years ("second term"), for approval by the Shareholders of the Company.

### Interest of Directors:

Except Sri Aroon Raman being the proposed appointee, none of the other Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 7 of the accompanying Notice of the AGM.

### Item No. 8

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 20<sup>th</sup> May 2026, have recommended the appointment of Sri Narayanan Vellayan (DIN: 07774406), as an Independent Director of the Company, to hold office for the first term of 5 (Five) consecutive years with effect from 25<sup>th</sup> July 2026. Further, the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 ('the Act'), proposing his candidature for the office of Independent Director of the Company.

Further, pursuant to Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Sri Narayanan Vellayan as an Independent Director of the Company shall require the approval of the Members of the Company by means of a Special Resolution.

Sri Narayanan Vellayan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority.

Sri Narayanan Vellayan has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that his name is included in the databank of Independent Director's as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014. He also has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Sri Narayanan Vellayan fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Sri Narayanan Vellayan with his experience and expertise will be of immense value addition to the Company.

Sri Narayanan Vellayan is an accomplished industry professional with over 16 years of leadership experience at Coromandel International Limited, spanning the full breadth of the agricultural inputs segment — complex fertilisers, speciality nutrients, organic fertilisers and new-generation products including nano fertilisers. Recognised for managing large-scale P&L responsibilities and driving cross-functional execution across the value chain.

A legally trained executive (LLB Hons, University of Bristol) who combines commercial depth with a strong orientation towards corporate governance, regulatory compliance and stakeholder engagement. Brings expertise in global commodity sourcing, international contracting, supply-chain risk management and government advocacy.

A copy of the draft appointment letter to be issued to Sri Narayanan Vellayan upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9.00 AM India Standard Time ("IST") to 4.00 PM IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Sri Narayanan Vellayan as an Independent Director for the first term of 5 (Five) consecutive years, for approval by the Members of the Company.

### Interest of Directors:

Except Sri Narayanan Vellayan, the proposed appointee, none of the other Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 8 of the Notice.

### ITEM No. 9

The Board of Directors, on the recommendation of the Audit Committee, had approved the appointment of and remuneration payable to Sri A N Raman, Cost Accountant for auditing the Cost Accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, for the financial year 2026-27 at a remuneration of ₹7,00,000/- (Rupees Seven Lakhs Only) per annum excluding the applicable taxes and reimbursement of out-of-pocket expenses incurred by him in connection with the Audit.

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is being sought for passing an Ordinary Resolution as set out in Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2026-27.

Considering the above, the Board recommends the Ordinary Resolution as set out in Item No. 9 of the Notice for the approval of the Members.

### Interest of Directors:

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Resolution as set out in Item No. 9 of the Notice.

### ITEM No. 10

Pursuant to Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("Listing Regulations") a transaction with a related party shall be considered "material", if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements as specified in Schedule XII of the Listing Regulations.

LMW Limited has a significant global presence in the business verticals of Textile Machinery, Machine Tools, high-precision Foundry Castings and components for the Aerospace industry. During the course of operations, the Company also leverages the capabilities, uniqueness and resources available with the related party entities.

It is expected that the demand for the various products of the Company is expected to increase in the forthcoming period. In this scenario, the Company may be in a situation wherein the transactions with a related party namely, Lakshmi Electrical Control Systems Limited (LECS) in the forthcoming period may be in excess of the limit as stated above.

Pursuant to Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30<sup>th</sup> January 2026 issued by SEBI, read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", necessary disclosures are given in **Annexure - 1** to this Notice for the reference of the Members for approving the transactions with a related party namely, Lakshmi Electrical Control Systems Limited (LECS).

Pursuant to Regulation 23(4) of the Listing Regulations, the prior approval of the Shareholders of the Company by way of an Ordinary Resolution would be required for the transactions entered with related party in excess of 10% of the annual consolidated turnover of Company as per the last audited financial statements ("material related party

transaction"). Further, pursuant to third proviso to Regulation 23(4) of the Listing Regulations and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30<sup>th</sup> January 2026, the omnibus approval granted by the Shareholders for the material related party transactions in an Annual General Meeting shall be valid up to the date of next Annual General Meeting.

The Audit Committee has reviewed the certificate provided by the Whole-time Director and the Chief Financial Officer of the Company as required under the aforesaid Industry Standards and has granted their approval for the related party transactions to be entered into by the Company with the above-mentioned related party.

Accordingly, the Board recommends and seeks the approval of the Members for the transactions proposed to be entered

into with the above-mentioned related party as per the details given above and such approval shall be valid up to the date of next Annual General Meeting.

**Interest of Directors:**

Except Sri Sanjay Jayavarthanelu, Chairman and Managing Director, Sri Jaidev Jayavarthanelu, Director and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 10 of the Notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the Resolution under Item No. 10 of the Notice.

**PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT**

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 – Clause 1.2.5 issued by the Institute of Company Secretaries of India)

**Sri Sanjay Jayavarthanelu**

Name	Sanjay Jayavarthanelu
Director Identification Number (DIN)	00004505
Date of Birth / Age / Nationality	15 <sup>th</sup> June 1968 / 57 years / Indian
Date of appointment on the Board	24 <sup>th</sup> February 1993
Inter-se relationship with other Directors / Key Managerial Personnel	Sri Sanjay Jayavarthanelu is the father of Sri Jaidev Jayavarthanelu, Non-Executive and Non-Independent Director of the Company.
Qualification	Postgraduate in Business Administration from Philadelphia University, USA with specialisation in Management and Finance.
Expertise in area / Experience	He has nearly three decades of experience in the fields of textile, textile engineering, machine tools, foundry, aerospace, logistics, finance and administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.
Number of Shares held in the Company (including shareholding as a beneficial owner)	1,42,291 Equity Shares of ₹10 each. Further, he holds 16.60% of beneficial interest in the Company along with others.
Board Position held	Chairman and Managing Director.
Terms and conditions of appointment / re-appointment	As specified in Item No. 5 of the Notice.
Remuneration paid during the financial year 2025-26	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Remuneration proposed to be paid	As specified in the Item No. 5 of the Notice.
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Directorships held in other companies	<p><b>Listed:</b></p> <ol style="list-style-type: none"> <li>The Lakshmi Mills Company Limited.</li> <li>Super Sales India Limited.</li> </ol> <p><b>Others:</b></p> <ol style="list-style-type: none"> <li>Lakshmi Cargo Company Limited.</li> <li>Lakshmi Technology and Engineering Industries Limited.</li> <li>Lakshmi Ring Travellers (Coimbatore) Private Limited.</li> <li>Lakshmi Life Sciences Private Limited.</li> <li>Chakradhara Aerospace and Cargo Private Limited.</li> <li>Petrus Technologies Private Limited.</li> <li>Rhodium Abrasives GmbH, Germany.</li> </ol>

Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> <li>Super Sales India Limited. Member of Share Transfer Committee.</li> <li>The Lakshmi Mills Company Limited. Member of Nomination and Remuneration Committee.</li> <li>Chakradhara Aerospace and Cargo Private Limited. Member of Corporate Social Responsibility Committee.</li> </ol>
Names of the listed entities from which the Director has resigned in the past 3 years	Was a Non-Executive and Non-Independent Director at Lakshmi Electrical Control Systems Limited (LECS) and at LECS Annual General Meeting held on 25 <sup>th</sup> August 2025 had retired by rotation, though being eligible for re-appointment had not sought re-appointment.

### Sri M Sankar

Name	M Sankar
Director Identification Number (DIN)	10362673
Date of Birth / Age / Nationality	13 <sup>th</sup> December 1957 / 68 years / Indian
Date of appointment on the Board	25 <sup>th</sup> October 2023
Inter-se relationship with other Directors / Key Managerial Personnel	Not related to any of the other Directors or Key Managerial Personnel of the Company.
Qualification	B Tech.,
Expertise in area / Experience	He has four decades of experience in Strategic Management, Sales, Marketing, Manufacturing, R&D and Supply Chain Management.
Number of Shares held in the Company (including shareholding as a beneficial owner)	Nil. Further, he does not hold any beneficial interest in the equity shares of the Company.
Board Position held	Whole-time Director (designated as Director Operations).
Terms and conditions of appointment / re-appointment	As specified in Item No. 6 of the Notice.
Remuneration paid during the financial year 2025-26	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Remuneration proposed to be paid	As specified in Item No. 6 of the Notice.
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Directorships held in other companies	<b>Listed:</b> Nil. <b>Others:</b> LMW Global FZE, United Arab Emirates.
Membership/ Chairmanship of Committees of other Boards	Nil.
Names of the listed entities from which the person has resigned in the past 3 years	Nil.

### Sri Aroon Raman

Name	Aroon Raman
Director Identification Number (DIN)	00201205
Date of Birth / Age / Nationality	21 <sup>st</sup> March 1960 / 66 years / Indian
Date of appointment on the Board	11 <sup>th</sup> May 2022
Inter-se relationship with other Directors / Key Managerial Personnel	Not related to any of the other Directors or Key Managerial Personnel of the Company.
Qualification	M.A. from Jawaharlal Nehru University and M.B.A. from University of Pennsylvania, USA.
Expertise in area / Experience	Has over three decades of experience in varied fields of technology, operations, general management, research & development.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the explanatory statement for Item No. 7 of the Notice.
Number of Shares held in the Company (including shareholding as a beneficial owner)	Nil. Further, he does not hold any beneficial interest in the equity shares of the Company.
Board Position held	Independent Director.
Terms and conditions of appointment / re-appointment	As per the Resolution as stated in Item No. 7 of the Notice.
Remuneration paid during the financial year 2025-26	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees. He shall also be paid a Commission on the Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Directorships held in other companies	<b>Listed:</b> Nil <b>Others:</b> <ol style="list-style-type: none"> <li>Nettur Technical Training Foundation.</li> <li>TVS Automobile Solutions Private Limited.</li> <li>Trichur Sundaram Santhanam &amp; Family Private Limited.</li> <li>Telos Investments &amp; Technologies Private Limited.</li> <li>EduTech NTTF India.</li> <li>TASL Automobile Solutions Private Limited.</li> </ol>
Membership/ Chairmanship of Committees of other Boards	Nil.
Names of the listed entities from which the person has resigned in the past 3 years	Nil.

### Sri Narayanan Vellayan

Name	Narayanan Vellayan
Director Identification Number (DIN)	07774406
Date of Birth / Age / Nationality	7 <sup>th</sup> February 1986 / 40 years / Indian
Date of appointment on the Board	Proposed to be appointed as an Independent Director of the Company, subject to approval of the Shareholders with effect from 25 <sup>th</sup> July 2026.
Inter-se relationship with other Directors / Key Managerial Personnel	None of the Directors and/or Key Managerial Personnel of the Company and their relatives are related to Sri Narayanan Vellayan.
Qualification	LLB (Hons) from University of Bristol, United Kingdom.
Expertise in area / Experience	<p>An accomplished industry professional with over 16 years of leadership experience at Coromandel International Limited, spanning the full breadth of the agricultural inputs segment — complex fertilisers, speciality nutrients, organic fertilisers and new-generation products including nano fertilisers. Recognised for managing large-scale P&amp;L responsibilities and driving cross-functional execution across the value chain.</p> <p>A legally trained executive who combines commercial depth with a strong orientation towards corporate governance, regulatory compliance and stakeholder engagement. Brings particular expertise in global commodity sourcing, international contracting, supply-chain risk management and government advocacy.</p>
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the explanatory statement for Item No. 8 of the Notice.
Number of Shares held in the Company (including shareholding as a beneficial owner)	Nil. Further, he does not hold any beneficial interest in the equity shares of the Company.
Board Position held	Proposed to be appointed as an Independent Director of the Company, subject to approval of Shareholders with effect from 25 <sup>th</sup> July 2026.
Terms and conditions of appointment	As per the Resolution as stated in Item No. 8 of the Notice.
Remuneration paid during the financial year 2025-26	Nil.
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees. He shall also be paid a Commission on the Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.
Number of Board Meetings attended during the year	Not applicable.

Directorships held in other companies	<p><b>Listed:</b></p> <ol style="list-style-type: none"> <li>1. Coromandel International Limited.</li> </ol> <p><b>Others:</b></p> <ol style="list-style-type: none"> <li>1. Stuccoedge India Private Limited.</li> <li>2. Southern India Chamber of Commerce &amp; Industry.</li> </ol>
Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> <li>1. Coromandel International Limited.</li> </ol> <p>Member of the Stakeholders Relationship Committee.</p>
Names of the listed entities from which the person has resigned in the past 3 years	Nil.

By order of the Board

**C R Shivkumaran**  
Company Secretary  
ICSI Membership No: A38813

**Place :** Coimbatore  
**Date :** 20<sup>th</sup> May 2026

## Statement of information as per Schedule V of the Companies Act, 2013

Relevant to the re-appointment of Sri Sanjay Jayavarthanelu as the Managing Director and Sri M Sankar as the Whole-time Director of the Company and the payment of remuneration to the Executive Directors of the Company.

### I. GENERAL INFORMATION

#### 1. Nature of Industry

Engineering Industry.

#### 2. Date or expected date of commencement of commercial production

The Company was incorporated on 14<sup>th</sup> September 1962 and commenced commercial production subsequently in the same year.

#### 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.

#### 4. Financial performance based on given indicators

(₹ in Crores)

Particulars	2025-26	2024-25
Total Income	3,221.40	3,033.79
Profit/ (Loss) before tax after exceptional items	207.88	286.87
Profit/ (Loss) after tax	153.92	238.24
Paid-up equity capital	10.68	10.68
Reserves and Surplus*	2,959.96	2,861.15
Basic Earnings Per Share	144.08	223.01

\*Forms part of Other Equity

#### 5. Foreign Investments or collaborations, if any

Refer to Note Number 5 of the Standalone Financial Statements.

### II. INFORMATION ABOUT THE APPOINTEE

Particulars	Sri Sanjay Jayavarthanelu
Background Details	Sri Sanjay Jayavarthanelu is the Chairman and Managing Director of the Company. His present tenure as Managing Director commenced from 1 <sup>st</sup> April 2022 and is until 31 <sup>st</sup> March 2027. Currently, he is responsible for overall management and operations of the entire organisation.
Past Remuneration	Kindly refer to the Corporate Governance Report.
Recognition/Awards	For nearly three decades, Sri Sanjay Jayavarthanelu has been both a member and/ or Chairman of various prestigious industrial bodies / association. He has also been suitably recognised by various forums/ industrial bodies/ association(s) for his contribution towards industrial growth and development.
Job Profile and Suitability	Sri Sanjay Jayavarthanelu as Chairman and Managing Director shall have all the powers and duties as the Board may determine from time to time. He has nearly three decades of suitable experience in the fields of textile, textile engineering, machine tools, foundry, aerospace, logistics, finance and administration.
Remuneration Proposed	The details of the remuneration proposed to be paid to Sri Sanjay Jayavarthanelu has been set out in Item No. 5 of the Notice.

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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Managerial Personnel in a similar role in other companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	Sri Sanjay Jayavarthanelu is the Promoter of the Company and father of Sri Jaidev Jayavarthanelu (Non-Executive and Non-Independent Director of the Company). He is not related to any other Director and/or Key Managerial Personnel of the Company.

Particulars	Sri M Sankar
Background Details	Sri M Sankar is the Whole-time Director of the Company. He was appointed as the Whole-time Director of the Company for a period of 3 (Three) years commencing from 25 <sup>th</sup> October 2023. Currently, he is responsible for the overall operations of the entire organisation.
Past Remuneration	Kindly refer to the Corporate Governance Report.
Recognition/Awards	Sri M Sankar has held Membership in CII's Textile Sub Committee, Southern Region, and in the National Committee. He held the position of Chairman, Textile Machinery Manufacturers Association (TMMA) India for the period 2023-25.
Job Profile and Suitability	Sri M Sankar as Whole-time Director (designated as Director Operations) shall have all the powers and duties as the Board may determine from time to time. He has over four decades of suitable experience in the fields of Strategic Management, Sales, Marketing, Manufacturing, R&D and Supply Chain Management.
Remuneration Proposed	The details of the remuneration proposed to be paid to Sri M Sankar has been set out in Item No. 6 of the Notice.
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/her origin)	Taking into consideration the size of the Company, the profile of Sri M Sankar, responsibility shouldered by him and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages payable to Managerial Personnel in similar Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	Besides the remuneration being received, the Whole-time Director (designated as Director Operations) does not have any pecuniary relationship with the Company.

### III. OTHER INFORMATION

#### 1. Reasons for loss or inadequate profits

Not applicable, as the Company has earned a profit for the financial year ended 31<sup>st</sup> March 2026. However, loss or inadequacy of profits may arise in future owing to economic and business slowdown caused by various external factors beyond the control of the Company.

#### 2. Steps taken or proposed to be taken for improvement

Not applicable.

#### 3. Expected increase in productivity and profits in measurable terms

Not applicable.

#### IV. DISCLOSURES

Annexure-1

- (i) **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:**

Please refer to the Section titled "Directors Remuneration" as contained in the Corporate Governance Report.

- (ii) **Details of fixed component and performance linked incentives along with the performance criteria:**

Please refer to the Section titled "Directors Remuneration" as contained in the Corporate Governance Report.

- (iii) **Service contracts, notice period, severance fees:**

Please refer to the Section titled "Directors Remuneration" as contained in the Corporate Governance Report.

- (iv) **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:**

The Company has not issued any Stock Options.

**Details as required under SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30<sup>th</sup> January 2026 read with the 'Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" (RPT Industry Standards)' are given below:**

- a) **Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable**

#### Part - A

##### A(1). Basic details of the related party

S. No	Particulars of the information	Information provided by the management
1	Name of the related party	Lakshmi Electrical Control Systems Limited.
2	Country of incorporation of the related party	India.
3	Nature of business of the related party	Manufacturing and selling of control panels and plastic components.

##### A(2). Relationship and ownership of the related party

S. No	Particulars of the information	Information provided by the management
1	<p>Relationship between the listed entity / subsidiary (in case transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:</p> <p>Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect in the Related Party.</p> <p>Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity / subsidiary / related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<p>The related party is a listed entity and is a member of the promoter group of the Company. The nature of interest is financial.</p> <p>The Company does not hold any shares directly in the related party. However, Smt Nethra JS Kumar, who is a relative of Sri Sanjay Jayavarthanavelu, Chairman and Managing Director, is a Director and holds 7,60,903 shares in Lakshmi Electrical Control Systems Limited, the Related Party.</p> <p>Lakshmi Electrical Control Systems Limited, the related party holds 88,800 shares in the Company. Further, Smt Nethra JS Kumar, who is a member of the Promoter group of the Company and a relative of Sri Sanjay Jayavarthanavelu, Chairman and Managing Director holds 720 shares in the Company.</p>

### A(3). Details of previous transactions with the related party

S. No	Particulars of the information	Information provided by the management		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>S. No</b>	<b>Nature of Transactions</b>	<b>FY 2025-26 (₹ in Crores)</b>
		1	Receiving of Services	2.10
		2	Purchase of Goods	162.76
		3	Sale of Goods	9.30
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not applicable.		
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.	There were no instances of defaults made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year.		

### A(4). Amount of the proposed transaction(s):

S. No	Particulars of the information	Information provided by the management	
1	Amount of proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders.	Up to ₹450 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 Related Party Transaction?	Yes.	
3	Value of the proposed transactions as a percentage of the listed entity's Annual Consolidated Turnover for the immediately preceding financial year.	14.03%.	
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).	Not applicable.	
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.	211.95% (based on the latest Audited Financial Statements for the FY 2024-25).	
6	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<b>Particulars</b>	<b>FY 2024-25 (₹ in Crores)</b>
		Turnover	212.31
		Profit after Tax	3.47
		Net worth	155.90

### A(5). Basic details of the proposed transaction

S. No	Particulars of the information	Information provided by the management	
1	Specific type of the proposed transaction (e.g. sale of goods / services, purchase of goods / services, giving loan, borrowing etc.).	Sale of goods / services, purchase of goods / services.	
2	Details of each type of the proposed transaction.	Receiving of Services - Operational & Engineering services. Purchase of Goods - Textile machinery parts & Components. Sale of Goods - Sale of spares. Rendering of Service - Administrative & operational services. Sale of Asset - Assets scrap.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified).	From the conclusion of 63 <sup>rd</sup> Annual General Meeting till the conclusion of 64 <sup>th</sup> Annual General Meeting to be held in the year 2027 which is approximately 13 months.	
4	Whether omnibus approval is being sought?	Yes.	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up Financial Year-wise.	The proposed transaction is sought from the conclusion of 63 <sup>rd</sup> Annual General Meeting till the conclusion of 64 <sup>th</sup> Annual General Meeting of the Company for an amount of up to ₹450 Crores as set out below: In the financial year 2026-27: ₹275 Crores. In the financial year 2027-28: ₹175 Crores. Provided that the aforementioned year wise estimated limits shall be fungible and can be utilised flexibly between the two financial years, provided that the total amount does not exceed ₹450 Crores in aggregate.	
6	Justification as to why the Related Party Transactions proposed to be entered into are in the interest of the listed entity.	The transaction is proposed to be undertaken on an arms' length basis in accordance with the business requirements of the Company and in the normal course of business. Nature and scope of transaction are proper considering the operations of the Company. Size of the transaction is reasonable in relation to the prevailing market / Industry trend.	
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. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.		
	a. Name of the Director / Key Managerial Personnel.	Sri Sanjay Jayavarthanavelu, Chairman and Managing Director.	
	b. Shareholding of the Director / Key Managerial Personnel, whether direct or indirect, in the related party.	Sri Sanjay Jayavarthanavelu does not hold any shares directly in the related party. However, Smt Nethra J S Kumar, who is a relative of Sri Sanjay Jayavarthanavelu, Chairman and Managing Director, holds 7,60,903 shares in Lakshmi Electrical Control Systems Limited, the Related Party.	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Shareholders.	Not applicable.	
9	Other information relevant for decision making.	Nil.	

## Part - B

### B(1). Disclosure only in case 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	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable, as the related party provides customised / tailor made products / services / solutions to the Company.
2	Basis of determination of price.	Cost Plus Margin Method / Comparable Uncontrolled Price Method.
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:	Nil.
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

**b) Justification as to why the proposed transactions are in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.**

As stated above and in the explanatory statement to Item No. 10 of the Notice.

**c) Whether the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole-time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.**

The Audit Committee has reviewed the certificate provided by the Whole-time Director and Chief Financial Officer as required under the RPT Industry Standards.

**d) Whether the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Shareholders for approval.**

The Material Related Party Transactions with Lakshmi Electrical Control Systems Limited has been approved by the Audit Committee, and the Board of Directors recommend the proposed transaction for the approval of the Shareholders.

**e) Web-link and QR Code, through which Shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.**

Not applicable, as no such valuation report or other reports by external parties have been relied upon by the Audit Committee while approving the transaction.

**f) Affirmation that, in its assessment, the redacted disclosures still provides all the necessary information to the public Shareholders for informed decision-making.**

Not applicable, as there is no information which has been redacted by the Audit Committee and the Board of Directors.

**g) Any other information that may be relevant.**

Nil.

# Board of Directors' Report to Shareholders

## Dear Shareholders,

The Board of Directors of your Company are pleased to present the 63<sup>rd</sup> Annual Report on the Business of the Company along with the Standalone summary of Financial Statements for the year ended 31<sup>st</sup> March 2026.

### 1. The State of Affairs of the Company, Reserve and Dividend

The Board has prepared its report based on the Standalone Financial Statements of the Company and the Annual Report contains a separate section wherein a report on the performance and financial position of its Wholly Owned Subsidiary Companies (including step-down Subsidiary Companies) are presented in Form AOC-1.

#### Financial Summary / highlights and transfer to General Reserve

(₹ in Crores)

S. No	Particulars	Current Year 2025-26	Previous Year 2024-25
1	Total Income	3,221.40	3,033.79
2	Operating Expenses	2,885.91	2,771.27
3	Exceptional Items	(13.18)	131.61
4	Gross Profit*	322.31	394.13
5	Depreciation	114.43	107.26
6	Profit before Tax*	207.88	286.87
7	Provision for Tax	53.96	48.63
8	Net Profit after Tax (before exceptional items)	167.10	106.63
9	Net Profit after Tax (after exceptional items)	153.92	238.24

\*includes exceptional items

The Company's Revenue from Operations is at ₹3,081.84 Crores during the year compared to ₹2,909.40 Crores in the previous year.

#### Transfer to Reserve

The Company has not transferred any amount from the current year profits to the General Reserve.

#### Dividend

The Board recommends a dividend of ₹35/- per Equity Share having a face value of ₹10/- each (350%) on the Equity Share Capital of ₹10,68,30,000/- for the year ended on 31<sup>st</sup> March 2026 aggregating to ₹37.39 Crores. Dividend on Equity Shares is subject to the approval of the Shareholders at the ensuing Annual General Meeting.

The Unclaimed Dividend relating to the financial year 2018-19 is due for transfer during August 2026 to the Investor Education and Protection Fund (IEPF) established by the Central Government. During the year under review, as per the requirements of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), 465 Equity Shares of ₹10/- each on which Dividend had remained unclaimed for a period of 7 (Seven) consecutive years have been transferred to the credit of the Demat Account identified by the IEPF Authority. As on 31<sup>st</sup> March 2026, 54,356 Equity Shares of the Company were in the credit of the Demat Account of the IEPF Authority.

Pursuant to Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Dividend Distribution Policy which has been duly approved by the Board of Directors. A copy of the Dividend Distribution Policy is available on the Company's website [https://www.lmwglobal.com/pdf/investors1/policies/05\\_Dividend\\_Distribution\\_Policy.pdf](https://www.lmwglobal.com/pdf/investors1/policies/05_Dividend_Distribution_Policy.pdf).

## STATE OF AFFAIRS

### OPERATIONS

A detailed overview of the global and Indian economy has been provided in the Management Discussion and Analysis Report. Also, the state of affairs of each division during the year under review has been provided in detail within the same report.

Overall, the Company's Gross Turnover increased by 6.65% from ₹2,807.40 Crores in 2024-25 to ₹2,994.14 Crores in 2025-26; the Profit before exceptional items and before tax stood at ₹221.06 Crores as against ₹155.26 Crores during FY 2024-25, increasing by 42.38%.

The Net Profit after Tax for the financial year 2025-26 is ₹153.92 Crores (before exceptional items it is ₹167.10 Crores) as against ₹238.24 Crores for the financial year 2024-25 (before exceptional items it was ₹106.63 Crores).

### FOUNDRY DIVISION (FDY)

The Foundry Division reported a Turnover of ₹114.89 Crores in 2025-26 as against ₹97.63 Crores in 2024-25, an increase of 17.68%.

### TEXTILE MACHINERY DIVISION (TMD)

During the year under review, the Textile Machinery Division had a Turnover of ₹1,675.30 Crores in 2025-26 as against ₹1,715.80 Crores during the financial year 2024-25, a decrease of 2.36%.

### MACHINE TOOL DIVISION (MTD)

The Machine Tool Division reported a Turnover of ₹1,032.66 Crores in 2025-26 as against ₹846.33 Crores in 2024-25, an increase of 22.02%.

### ADVANCED TECHNOLOGY CENTRE (ATC)

The Advanced Technology Centre had a Turnover of ₹171.29 Crores in 2025-26 as against ₹147.64 Crores in 2024-25, an increase of 16.02%.

Other income during the period under review was ₹35.53 Crores as against ₹21.56 Crores in the previous year.

### RENEWABLE ENERGY DIVISION

The Company has a policy of tapping renewable resources for power generation. The Company has the necessary infrastructure in place to generate electricity from wind and solar resources. This helps the Company to meet its own energy requirements mostly from sustainable sources.

As on 31<sup>st</sup> March 2026, the Company had 28 Wind Energy Generators (WEG) with a total power generation capacity of 36.80 MW. Cumulatively, windmills have generated 773 Lakh units of power during 2025-26.

The Company has 15 MW of Solar Power Generating capacity. As on 31<sup>st</sup> March 2026 these facilities have generated 284 Lakh units of power.

About 97.50% of the energy demand of the Company has been met through renewable energy and thereby helping the Company to reduce its power cost and its carbon footprint.

### OTHER DEVELOPMENTS

#### Arrangement for Monetization of surplus land:

The Company holds land at Keeranatham Village, Annur Taluk, Coimbatore District, measuring 4.21 acres. The Company, after contemplating various options for monetizing this land, has contributed this land under a Joint Development Agreement with M/s Infinium Developers LLP for development of residential units under a revenue sharing arrangement. The land continues to be carried at historical cost classified as Property, Plant & Equipment. The Company has also evaluated the requirements of Ind AS 105 and concluded that the criteria for classification as a 'Non current Asset Held for Sale' are not met. Income from monetization of this land will be recognised in accordance with applicable accounting standards based on the terms of the underlying arrangements.

### EXPORTS

The Export Turnover of the Company during the year under review is as follows:

(₹ in Crores)		
Particulars	2025-26	2024-25
Textile Machinery	143.72	144.14
CNC Machine Tools and Castings	36.84	16.31
Aerospace Parts	163.85	139.05
<b>Total Exports</b>	<b>344.41</b>	<b>299.50</b>

Export of Textile Machinery as stated above includes exports worth ₹142.98 Crores made to the Company's step-down subsidiary companies, LMW Textile Machinery (Suzhou) Co. Ltd., China and LMW Global FZE, United Arab Emirates. Amongst other countries, the Company's products are primarily exported to countries in Asia and Africa.

### RESEARCH AND DEVELOPMENT

The Research and Development efforts of the Company are focused on:

1. Developing eco-friendly, sustainable, energy efficient, low-carbon footprint technology.
2. Developing technology for production of innovative machinery.
3. Developing end-use products at optimal cost.

Separate Research and Development units have been established for the development of Textile Machinery and CNC Machine Tools. Both these facilities have been recognised by the Department of Science and Technology, Government of India as in-house R&D facilities.

During the year under review, the Company has filed applications for 17 new patents in India. Further, 2 patents were filed in the name of LMW Textile Machinery (Suzhou) Co. Ltd., (LMWTMSCL), China (step-down subsidiary). Also, 23 patent applications were filed in overseas countries for which applications were already filed by the Company in India. The Company has filed 1 application in India and 1 application overseas for Industrial Design.

### AWARDS

Some of the important awards bagged by the Company during the financial year 2025-26 are:

1. Engineering Exports Promotion Council (EEPC), Southern Regional Export Award for 2021-22 for Star Performer in the category of Heavy Industries.
2. Engineering Exports Promotion Council (EEPC), Southern Regional Export Award for 2022-23 for Star Performer in the category of Machine Tools.
3. Engineering Exports Promotion Council (EEPC), National Award for 2023-24 for large enterprises in the category of Machine Tools.
4. The Clarivate South Asia Innovation Awards 2025 for Heavy Industries.
5. Sustainability Star Award by Sustainability Magazine (BizClik).
6. Multiple awards from Quality Circle Forum of India (QCFI) for productivity and quality improvement.

The Company's Foundry Division has been certified with the GreenCo Platinum+ certification by the CII - Sohrabji Godrej Green Business Centre.

### INDUSTRIAL RELATIONS

Relationship with employees were cordial throughout the year.

### SUBSIDIARY COMPANIES

Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 defines a "material subsidiary" to mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

As per the aforementioned definition, LMW Holding Limited is identified as a material subsidiary of the Company based on the financial statements for the year ended 31<sup>st</sup> March 2026.

### Operations of Wholly Owned Subsidiary Companies:

#### a. LMW HOLDING LIMITED, DIFC, DUBAI, UNITED ARAB EMIRATES

The Consolidated Turnover of the Company during the year under review was ₹313.80 Crores as against ₹217.06 Crores during the previous year. During the year, the Company has incurred a net loss of ₹23.13 Crores as against a net loss of ₹4.02 Crores during the previous year. The Annual Financial Statements of LMW Holding Limited include the Standalone Financial Statements of its Wholly Owned Subsidiaries namely, LMW Textile Machinery (Suzhou) Co. Ltd., China and LMW Global FZE, JAFZA, Dubai, United Arab Emirates.

#### b. LMW AEROSPACE INDUSTRIES LIMITED, INDIA

This Company was incorporated as a wholly owned subsidiary with an objective of manufacturing components for the aerospace industry. As on date this subsidiary has not commenced business operations. The Company is exploring suitable business opportunities and will commence operations in a conducive business environment. Meanwhile, to rationalise compliance requirements, statutory payments and other expenses, the Board and the Shareholders of this wholly owned subsidiary Company had decided to change the status of the Company to a dormant company following the procedures as laid out by the Companies Act, 2013. Subsequently, an application for changing the Company's status was filed with the Ministry of Corporate Affairs (MCA) and the same was approved. Consequently, the Company's status changed to that of a dormant company effective from 17<sup>th</sup> January 2025.

Once the business conditions are conducive, an application will be filed with the MCA to change the Company's status from 'Dormant' to being 'Active'.

### Operations of step-down subsidiary companies:

#### a. LMW TEXTILE MACHINERY (SUZHOU) CO. LTD., CHINA

The Turnover of the Company during the year under review was ₹130.05 Crores as against ₹67.41 Crores during the previous year. During the year, the Company had incurred a net profit of ₹0.18 Crores as against a net loss of ₹6.48 Crores during the previous year.

## b. LMW GLOBAL FZE, UNITED ARAB EMIRATES

The Turnover of the Company during the year under review was ₹183.75 Crores as against ₹145.92 Crores during the previous year. During the year, the Company registered a net loss of ₹29.54 Crores as against a net profit of ₹1.86 Crores during the previous year.

The Consolidated Financial Statements incorporating the Financial Statements of the Wholly Owned Subsidiary Companies are attached to the Annual Report as required under the applicable Indian Accounting Standard(s) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The financial statements of LMW Holding Limited, DIFC, Dubai, United Arab Emirates, include the financial statements of the Company's step-down subsidiaries, namely, LMW Textile Machinery (Suzhou) Co. Ltd., China and LMW Global FZE, JAFZA, Dubai, United Arab Emirates.

The English translated version of the Standalone Annual Financial Statements of LMW Textile Machinery (Suzhou) Co. Ltd., China and LMW Global FZE, United Arab Emirates, both step-down subsidiaries are posted on the Company's website along with the Standalone Annual Financial Statements of LMW Holding Limited, United Arab Emirates and LMW Aerospace Industries Limited, India, both being Wholly Owned Subsidiaries.

Besides its Wholly Owned Subsidiary Companies namely, LMW Holding Limited and LMW Aerospace Industries Limited and the step-down subsidiary Companies namely, LMW Textile Machinery (Suzhou) Co. Ltd., and LMW Global FZE, the Company does not have any other Subsidiary / Joint Venture / Associate Company.

## 2. Annual Return

The Annual Return of the Company for the financial year 2025-26 as required under Section 92(3) of the Act is available on the website of the Company and can be accessed on the Company's website at the link <https://www.lmwglobal.com/investors/financial-and-meeting-information/annual-general-meeting.html>.

## 3. Number of Meetings of the Board

During the year under review, 5 (Five) Meetings of the Board of Directors were held. Further details regarding the number of Meetings of the Board of Directors and the Committees thereof and the attendance of the Directors at such Meetings are provided under the Corporate Governance Report.

## 4. Directors' Responsibility Statement

The Directors, based on representation received from the Operating Management, confirm that:

- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- Have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period;
- Have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- Have prepared the annual accounts on a going concern basis;
- Have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- Have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and are operating effectively.

## 5. Share Capital

As on 31<sup>st</sup> March 2026, the authorised, issued, subscribed and paid-up Share Capital is as follows:

Authorised Share Capital	5,00,00,000 Equity Shares of ₹10/- each
Issued, Subscribed and Paid-up Share Capital	1,06,83,000 Equity Shares of ₹10/- each

During the year under review, the Company

- Has not issued Equity Shares with differential rights as to dividend, voting or otherwise.
- Has not issued Equity Shares (including Sweat Equity Shares) to employees of the Company, under any scheme.
- Has not resorted to any buyback of the Equity Shares.

## 6. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016

During the year, no applications have been made and no proceedings are pending against the Company under the Insolvency and Bankruptcy Code, 2016.

## 7. Nomination and Remuneration Committee and Policy

The Nomination and Remuneration Committee of the Board of Directors has been formed and has been empowered and authorised to exercise powers as entrusted under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (both as amended from time to time). The Company has a policy on Directors' / Senior Management appointments and remuneration which specifies criteria for determining the qualification, positive attributes for Senior Management and Directors. The policy also specifies the criteria for the determination of Independence of a Director and other matters provided under sub-Section (3) of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Policy is available on the Company's website at: <https://www.lmwglobal.com/pdf/investors1/policies/08-Nomination-and-Remuneration-Policy--1-25.pdf>.

## 8. Declaration by Independent Directors

The Independent Directors have submitted their disclosures to the Board indicating that they comply with all the requirements that are stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to qualify themselves to act as Independent Directors in the Company. Further, they have also declared that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Independent Directors of the Company have complied with the requirements of the Independent Director's Databank as stated in the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time.

## 9. Explanation and Comments on Audit Report

The report of the Statutory Auditors (appearing elsewhere in this Annual Report) and that of the Secretarial Auditors (annexed hereto as **Annexure-1**) are self-explanatory having no adverse comments. Further, the Secretarial Compliance Report for the financial year ended on 31<sup>st</sup> March 2026 will be filed with the Stock Exchanges in which the Company's equity shares are listed. There were no instances of fraud reported by the Auditors to the Central Government or to the Audit Committee of the Company as indicated under the provisions of Section 143 (12) of the Companies Act, 2013.

## 10. Particulars of Loans / Guarantee / Investments / Deposits / Security

The Company has no Inter-Corporate Loans / Guarantees / Security. Information on investments of the Company in the Shares of other companies is provided under notes to Balance Sheet appearing elsewhere in this Annual Report. The amount of investment made by the Company does not exceed the limits as specified in Section 186 of the Companies Act, 2013. The Company has not accepted any Fixed Deposits.

## 11. Particulars of Contracts with Related Parties

All the transactions of the Company, entered into with its related parties are at arm's length basis and have taken place in the ordinary course of business. Further, the Company has complied with the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for transactions entered into with the related parties.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had obtained the approval of the Shareholders to enter into material related party transactions with one of its related parties.

The particulars of Material Related Party Transactions which are at arm's length basis is provided in Form AOC-2 and the same is annexed to the Board's Report as **Annexure-2**.

A copy of the Related Party Transaction Policy of the Company is available on the Company's website at the link <https://www.lmwglobal.com/pdf/investors1/policies/11%20Related%20Party%20Transaction%20Policy-25.pdf>.

Members may refer to the notes to the financial statements which sets out related party disclosures for the financial year 2025-26.

During the ensuing Annual General Meeting, a Resolution is being proposed for seeking Members approval for material related party transactions to be entered with Lakshmi Electrical Control Systems Limited.

## 12. Material Changes

There are no Material Changes or Commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of this report.

## 13. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo

The particulars pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are as under:

**STATEMENT FOR CONSERVATION OF ENERGY:**

Sl. No	Particulars	Related Disclosures
<b>(A)</b>	<b>Conservation of Energy</b>	
(i)	steps taken or impact on conservation of energy;	Company has invested in energy conservation devices to save power as detailed in point (iii) below.
(ii)	steps taken by the Company for utilising alternate sources of energy;	Company has installed windmills with a capacity of 36.80 MW. The Company also has a photo-voltaic solar power generating facility with an installed capacity of 15 MW. The Company uses electricity generated from renewable sources for captive power consumption.
(iii)	capital investment on energy conservation equipment;	Within the Textile Machinery Division (TMD), significant cost savings were realised through the strategic installation of variable frequency drives, the automation of lighting systems, and the deployment of energy-efficient motors. Parallely, the Foundry unit achieved operational efficiencies by optimising air compressor performance, automating internal street lighting, and retrofitting machinery with energy-efficient motors. These comprehensive energy conservation measures involved a total capital investment of ₹37 Lakhs, resulting in a substantial annual energy reduction of 9.50 Lakh units. Furthermore, these initiatives have bolstered the Company's sustainability profile by reducing carbon emissions by 650 tonnes of CO <sub>2</sub> per annum.

**TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

**(B1) Technology Absorption - Foundry Division**

(i)	Efforts made towards technology absorption;	Technical lectures in multiple subjects and specialisation/skill building exercises, visit to benchmark foundries & participation in Indian Institute of Foundrymen seminars and exhibitions to absorb the best practices and new technology.
(ii)	Benefits derived like product improvement, cost reduction, product development or import substitution;	<ol style="list-style-type: none"> <li>Ability to build heavy parts like Housing, Adaptor Flange and Bearing Flange for Windmills.</li> <li>Ability to build heavy parts like Hub for the construction &amp; mining industry.</li> <li>Alternative coating for core / mould that provide cost advantage were developed.</li> <li>Enhanced ability to make use of reclaimed sand.</li> <li>Successfully developed complete bogie parts consisting of Stator frames, Suspension tubes, Axle boxes, Gear box housings, Bearing flanges and End shields for Locomotive engines.</li> </ol>
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): a. details of technology imported; b. year of import; c. whether the technology has been fully absorbed; d. if not fully absorbed, areas where absorption has not taken place, and the reason thereof.	Nil
(iv)	Expenditure incurred on Research and Development.	Capital Expenditure: Nil Revenue Expenditure: Nil Total: Nil

**(B2) Technology Absorption - Textile Machinery Division**

(i)	Efforts made towards technology absorption;	<ol style="list-style-type: none"> <li>Technical guest lectures in various subjects and specialisations, skill building exercises, in-depth IPR analysis and review, theoretical simulation.</li> <li>Adoption of IoT technology for Industry 4.0.</li> </ol>
(ii)	Benefits derived like product improvement, cost reduction, product development or import substitution;	<ol style="list-style-type: none"> <li>Development of smart machines that are capable of self-correction to ensure quality output.</li> <li>Improved automation across machinery to address the shortage of skilled manpower.</li> <li>Development of Spinconnect platform encompassing IoT / AI.</li> <li>Reduction in power consumed by machinery.</li> <li>Continuous value engineering efforts to control the cost despite inflation.</li> <li>Specialised projects focused on parts reliability enhancement.</li> <li>Established a new global benchmark by redefining machine aesthetics through user-centric design principles.</li> <li>Successfully launched the Automatic Winder LW60, providing a full domestic alternative that competes directly with high-end machinery imported from European countries.</li> <li>Implementation of a systematic review to replace hazardous substances in the manufacturing process with non-hazardous alternatives and RoHS compliance.</li> </ol>
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): a. details of technology imported; b. year of import; c. whether the technology has been fully absorbed; d. if not fully absorbed, areas where absorption has not taken place, and the reason thereof.	Nil
(iv)	Expenditure incurred on Research and Development.	Capital Expenditure: ₹0.01 Crores Revenue Expenditure: ₹45.59 Crores Total: ₹45.60 Crores

**(B3) Technology Absorption - Machine Tool Division**

(i)	Efforts made towards technology absorption;	Technical guest lectures in various subjects and, specialisations / skill building exercises, in-depth IPR analysis and review, theoretical simulation, thermal compensation & tool wear prediction using AI / ML technique.
(ii)	Benefits derived like product improvement, cost reduction, product development or import substitution;	<p><b>Product Improvement:</b> Product enhancement on Vertical Machining Centre &amp; Turning Centre to meet the customer requirements.</p> <p><b>New Products under development:</b> New products are being developed in the product verticals / variants such as CNC multi tasking, double column Vertical Machining Centre, Vertical Machining Centre, Turning Centre, and the Horizontal Machining Centre.</p>

(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): a. details of technology imported; b. year of import; c. whether the technology has been fully absorbed; d. if not fully absorbed, areas where absorption has not taken place, and the reason thereof.	Nil
(iv)	Expenditure incurred on Research and Development.	Capital Expenditure: Nil Revenue Expenditure: ₹13.00 Crores Total: ₹13.00 Crores

#### (B4) Technology Absorption - Advanced Technology Centre

(i)	Efforts made towards technology absorption;	1. Technical guest lectures on various subjects and specialisations / skill building exercises. 2. Engaging with start-ups that are developing novel products leads to an understanding of emerging technologies.
(ii)	Benefits derived like product improvement, cost reduction, product development or import substitution;	1. Manufacture / development of components and sub-assemblies using metal / composite materials. 2. Identifying and developing the critical & high-value adding processes in-house.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): a. details of technology imported; b. year of import; c. whether the technology has been fully absorbed; d. if not fully absorbed, areas where absorption has not taken place, and the reason thereof.	Nil
(iv)	Expenditure incurred on Research and Development.	Capital Expenditure: Nil Revenue Expenditure: Nil Total: Nil

#### FOREIGN EXCHANGE EARNINGS AND OUTGO:

(₹ in Crores)

Foreign Exchange Earned	₹344.41
Foreign Exchange Outgo	₹502.42

#### 14. Risk Management

The Company follows a comprehensive and integrated risk appraisal, mitigation and management as stated in its Risk Management Policy. The identified elements of Risk and Risk Mitigation measures are periodically reviewed / revised by the Board of Directors as and when the need arises. The Board of Directors have also constituted a Risk Management Committee to oversee the Risk Management process.

#### 15. Corporate Social Responsibility (CSR)

The Company has constituted a CSR Committee of the Board of Directors and has adopted a CSR Policy. The same is posted on the Company's website <https://www.lmwglobal.com/pdf/investors1/policies/04%20CSR%20Policy.pdf>. A report in the prescribed format detailing the CSR expenditure for the financial year 2025-26 is attached herewith as **Annexure-3** and forms a part of this report.

#### 16. Evaluation of Board's Performance

On the advice of the Board of Directors, the Nomination and Remuneration Committee of the Board of Directors of the Company has formulated the criteria for evaluation of the performance of each individual Director, Board as a whole, Committees of the Board, Independent Directors, Non-Independent Directors and the Chairman of the Board based on the criteria of evaluation as specified by the Securities and Exchange Board of India (SEBI). Based on these criteria the performance evaluation process has been undertaken. The Independent Directors of the Company had also convened a separate Meeting for this purpose on 28<sup>th</sup> January 2026. The results from this evaluation process has been communicated to the Chairman of the Board of Directors.

#### 17. Directors and Key Managerial Personnel

There were no changes in the composition of the Board of Directors of the Company during the year ended 31<sup>st</sup> March 2026.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, have re-appointed Sri Sanjay Jayavarthanelu (DIN:00004505), as the Managing Director of the Company for a further term of 5 (Five) years commencing from 1<sup>st</sup> April 2027, subject to approval of the Shareholders in the ensuing Annual General Meeting on the terms and conditions as set out in the Notice convening the Annual General Meeting. Necessary Resolution in this regard has been included in the Agenda of the Notice for the approval of the Members. The Board recommends his re-appointment.

Sri M Sankar (DIN:10362673), who retires by rotation at the ensuing Annual General Meeting, being eligible offers himself for re-appointment. The Board recommends his re-appointment.

Further, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, have re-appointed Sri M Sankar (DIN:10362673), as a Whole-time Director (designated as Director Operations) for a further period of 3 (Three) years commencing from 25<sup>th</sup> October 2026 and for the continuance of the Directorship of Sri M Sankar (DIN:10362673), who will attain the age of 70 years on 13<sup>th</sup> December 2027, on the terms and conditions as set out in the Notice convening the Annual General Meeting, subject to the approval of Shareholders. Necessary Resolution in this regard has been included in the Agenda of the Notice for the approval of the Members. The Board recommends his re-appointment.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 20<sup>th</sup>

May 2026 after considering the qualifications, credentials and the required criteria as per statutory requirements, have recommended to the Shareholders for their approval, for the re-appointment of Sri Aroon Raman (DIN:00201205) as an Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years, with effect from 11<sup>th</sup> May 2027. Necessary Resolution in this regard has been included in the Agenda of the Notice for the approval of the Members.

Also, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 20<sup>th</sup> May 2026, after considering the qualifications, credentials and the required criteria as per statutory requirements, have recommended to the Shareholders for their approval, the proposal for appointment of Sri Narayanan Vellayan (DIN:07774406), as an Independent Director of the Company, to hold office for the first term of 5 (Five) consecutive years, commencing from 25<sup>th</sup> July 2026 and not liable to retire by rotation. Further details and information regarding the same can be found in the Notice to Shareholders forming a part of the Annual Report. Necessary Resolution in this regard has been included in the Agenda of the Notice for the approval of the Members.

Apart from the above, there are no other changes in the Directors and Key Managerial Personnel of the Company.

#### 18. Audit Committee / Whistle Blower Policy

The Audit Committee was formed by the Board of Directors, and it presently consists of:

1. Sri Aroon Raman, Chairman (Non-Executive and Independent Director)
2. Sri Arun Alagappan, Member (Non-Executive and Independent Director)
3. Dr Deepali Pant Joshi, Member (Non-Executive and Independent Director)
4. Sri M Sankar, Member (Executive Director)

The Board has accepted the recommendations of the Audit Committee and there were no incidents of deviation from such recommendations during the financial year under review. The Company has devised a vigil mechanism in the form of a Whistle Blower Policy in pursuance of Section 177(10) of the Companies Act, 2013 and details thereof is available on the Company's website at <https://www.lmwglobal.com/pdf/investors1/policies/12%20Whistle%20Blower%20Policy.pdf>. During the year under review, there were no complaints received under this mechanism.

#### 19. Prevention of Sexual Harassment of Women at the Workplace

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Information regarding the complaints received is given below:

- Number of complaints of sexual harassment received during the year: Nil.
- Number of complaints disposed off during the year: Nil.
- Number of cases pending for more than ninety days: Nil.

## 20. Compliance with the provisions of the Maternity Benefit Act, 1961

The Company has complied with the provisions relating to the Maternity Benefits Act, 1961 for the financial year ended 31<sup>st</sup> March 2026.

## 21. Listing of Shares

The Shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited. Applicable listing fees have been paid up to date. The equity shares of the Company have not been suspended from trading at any time during the year by the concerned Stock Exchanges.

## 22. Overall Maximum Remuneration

Particulars pursuant to Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- The ratio of remuneration of each Director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Director	Category of Directorship	Ratio
Sri Sanjay Jayavarthanavelu	Executive and Non-Independent	161.99
Sri S Pathy	Non-Executive and Non-Independent	1.03
Sri Arun Alagappan	Non-Executive and Independent	1.03
Sri Aroon Raman	Non-Executive and Independent	1.03
Sri Jaidev Jayavarthanavelu	Non-Executive and Non-Independent	1.03
Sri M Sankar	Executive and Non-Independent	16.52
Sri Venkataramani Anantharamakrishnan	Non-Executive and Independent	1.03
Smt Pushya Sitaraman	Non-Executive and Independent (Woman)	1.03
Dr Deepali Pant Joshi	Non-Executive and Independent (Woman)	1.03

Note: Sitting fees paid to the Directors is not considered as remuneration.

- The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year:

Director	Category of Directorship	% increase
Sri Sanjay Jayavarthanavelu	Executive and Non-Independent	107.71
Sri S Pathy	Non-Executive and Non-Independent	-
Sri Arun Alagappan	Non-Executive and Independent	-
Sri Aroon Raman	Non-Executive and Independent	-
Sri Jaidev Jayavarthanavelu <sup>1</sup>	Non-Executive and Non-Independent	Not comparable
Sri M Sankar	Executive and Non-Independent	-7.61
Sri Venkataramani Anantharamakrishnan <sup>2</sup>	Non-Executive and Independent	Not comparable
Smt Pushya Sitaraman <sup>2</sup>	Non-Executive and Independent (Woman)	Not comparable
Dr Deepali Pant Joshi <sup>2</sup>	Non-Executive and Independent (Woman)	Not comparable
Key Managerial Personnel	Designation	% increase
Sri V Senthil	Chief Financial Officer	-4.31
Sri C R Shivkumaran	Company Secretary	5.44

<sup>1</sup>During the financial year 2024-25, Sri Jaidev Jayavarthanavelu's directorship category transitioned from Executive Director to Non-Executive Director. Consequently, remuneration was drawn proportionately based on the respective tenures in each role. For the financial year 2025-26, the Director shall be eligible to receive only the commission payable to Non-Executive Directors, as per the prevailing Company policy.

<sup>2</sup>Were appointed during the financial year 2024-25 and had received remuneration for a part of that year. Hence figures are not comparable.

Note: For this purpose, sitting fees paid to the Directors is not considered as remuneration. The remuneration details are for the year 2025-26 (previous year: 2024-25).

- The percentage increase in the median remuneration of employees in the financial year: 1.85%.
- The number of permanent employees on the rolls of Company: 3,506.
- Average percentile spend decrease in the salaries of employees other than the managerial personnel in the last financial year is 2.14%. Average percentile increase in the managerial remuneration is 75.66% on account of increase in profit linked remuneration.
- Affirmation that the remuneration is as per the remuneration policy of the Company: Yes.
- Particulars of Employees as per [Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel Rules), 2014]:

### Particulars of Employees whose salary is not less than Rupees One Crore and Two Lakhs:

Table 1<sup>1,2&3</sup>

Name (Age in years)	Designation	Remuneration (in ₹)	Qualification	Date of commencement of employment (experience in years)	Previous employment
Sri Sanjay Jayavarthanavelu (57 years)	Chairman and Managing Director	15,76,53,344	MBA.	3 <sup>rd</sup> June 1994 (31 years)	-
Sri K Soundhar Rajhan (77 years)	Chief Strategy Officer	2,20,60,713	BSc.	9 <sup>th</sup> July 1973 (52 years)	Kovilpatti Lakshmi Roller Flour Mills Limited
Sri M Sankar (68 years)	Director Operations	1,60,76,590	BTech.	21 <sup>st</sup> August 1985 (40 years)	Star Marketing and Services Limited
Sri N Krishna Kumar (68 years)	President - Foundry & Advanced Technology Centre	1,14,97,265	BE., ME.	1 <sup>st</sup> July 1983 (42 years)	-
Sri S Rajasekaran (58 years)	President - Textile Machinery Division	1,07,56,039	DTT., AMIE., MTech., DBM.	2 <sup>nd</sup> May 1986 (39 years)	VR Textiles

<sup>1</sup>Remuneration includes Company's contribution to the provident fund, gratuity and perquisites.

<sup>2</sup>Remuneration details are for the financial year 2025-26 and all other particulars stated are as on 31<sup>st</sup> March 2026.

<sup>3</sup>Also refer to note 2 & 3 under Table 3.

### Details of employees in receipt of Remuneration / Salary for any part of the year, at a rate which, in the aggregate, was not less than ₹8,50,000/- per month:

Table 2<sup>1,2&3</sup>

Name (Age in years)	Designation	Remuneration (in ₹)	Qualification	Date of commencement of employment (experience in years)	Previous employment
Sri Siva Arvinth Ganga (52 years)	President - Machine Tool Division	1,35,55,876	BE.,	17 <sup>th</sup> April 2024 (1 year)	Setco Auto Systems Private Limited

<sup>1</sup>Remuneration includes Company's contribution to provident fund, gratuity and perquisites. Sri Siva Arvinth Ganga was in employment with the Company until 31<sup>st</sup> December 2025.

<sup>2</sup>Remuneration details are for the financial year 2025-26 and all other particulars stated are as on 31<sup>st</sup> March 2026.

<sup>3</sup>Also refer to note 2 & 3 under Table 3.

### Particulars of Top Ten employees in terms of remuneration drawn:

Table 3<sup>1,2,3 & 4</sup>

Name (Age in years)	Designation	Remuneration (in ₹)	Qualification	Date of commencement of employment (experience in years)	Previous employment
Sri V Senthil (47 years)	Chief Financial Officer	78,46,698	B.Com., ACA.	23 <sup>rd</sup> January 2015 (11 years)	LMW Textile Machinery (Suzhou) Co. Ltd
Sri R Chandrashekar (42 years)	General Manager	57,30,867	BE., MBA.	1 <sup>st</sup> March 2022 (4 years)	Adani Ports and Special Economic Zone Limited
Sri C R Shivkumaran (52 years)	Company Secretary	56,93,520	BA., MBA., ACMA., ACS., PhD.	21 <sup>st</sup> August 1996 (29 years)	SIV Industries Limited
Sri T Chandrasekar (47 years)	Senior General Manager - Foundry	54,92,252	BE.	4 <sup>th</sup> January 2023 (3 years)	Integra Automation Private Limited
Sri Suresh Kumar Mishra (45 years)	Head - (Manufacturing) - Composites - ATC	54,66,262	Post Graduate Diploma in Operations Management	15 <sup>th</sup> February 2022 (4 years)	Valdel Advanced Technologies Private Limited
Sri M Ranganathan (60 years)	Head HR & IR	54,19,210	BA.,MA.,BL.	1 <sup>st</sup> December 2004 (21 years)	Veejay Syntex Private Limited
Smt B Dhanalakshmi (56 years)	Associate Vice President - Finance	53,88,424	B.Com., ACA., ACS., ACMA (Inter).	19 <sup>th</sup> January 1996 (30 years)	-
Sri S Ravichandran (53 years)	Associate Vice President - SCM	52,86,581	DME., BE.	11 <sup>th</sup> November 1991 (34 years)	-
Sri Manoj Kumar (58 years)	Senior General Manager - Marketing & Sales	50,16,863	BE.	22 <sup>nd</sup> October 2007 (18 years)	BFCO Limited
Sri Shashank V Joshi (57 years)	Senior General Manager - Marketing & Sales	49,34,089	BE.	1 <sup>st</sup> April 1993 (33 years)	XLO Machine Tools Limited

<sup>1</sup>Remuneration includes Company's contribution to provident fund, gratuity and perquisites.

<sup>2</sup>Sri Jaidev Jayavarthanavelu, Non-Executive and Non-Independent Director is the son of Sri Sanjay Jayavarthanavelu, Chairman and Managing Director. Besides this, as at 31<sup>st</sup> March 2026, no other employee is a relative (in terms of the Companies Act, 2013) of any other Director of the Company.

<sup>3</sup>No employee of the Company is covered by Rule 5(2) (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, that is employee, drawing remuneration in excess of the remuneration paid to the Chairman and Managing Director or Whole-time Director and is holding by himself/herself or along with his/her spouse and dependent children, shares of 2% or more in the Company.

<sup>4</sup>The remuneration details are for the financial year 2025-26 and all other particulars stated are as on 31<sup>st</sup> March 2026.

Details of employees whose salary was not less than Rupees One Crore and Two Lakhs and were listed under top ten employees in terms of remuneration as at 31<sup>st</sup> March 2025 and had left the services of the Company during the year 2025-26:

Sl No	Name of the Employee	Date of Cessation	Reason
1	Sri V Vijay	31 <sup>st</sup> March 2025	Resignation
2	Sri P Ananthan	30 <sup>th</sup> June 2025	Resignation
3	Sri Siva Arvinth Ganga	31 <sup>st</sup> December 2025	Resignation
4	Sri P Elangovan	31 <sup>st</sup> December 2025	Resignation

### 23. Corporate Governance

As per Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance practices followed by the Company is provided elsewhere in this Report. A report of the Statutory Auditors of the Company confirming the compliance of conditions of Corporate Governance as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this report as **Annexure-4** and forms a part of this report.

### 24. Auditors

#### Statutory Auditor

M/s S Krishnamoorthy & Co., Chartered Accountants, Coimbatore, were re-appointed as Statutory Auditors of the Company for a second term of 5 (Five) consecutive financial years commencing from the financial year 2021-22 by the Shareholders at the 58<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> July 2021. The term of office of Statutory Auditors expires from the conclusion of the ensuing 63<sup>rd</sup> Annual General Meeting of the Company.

Pursuant to Section 139 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (as amended) and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee and Board of Directors, after considering the relevant professional experience and expertise, at their respective meetings held on 20<sup>th</sup> May 2026, have recommended to appoint M/s Brahmaya & Co., Chartered Accountants (Firm Registration Number: 000511S) as the Statutory Auditors of the Company with Sri P Babu and/or Sri L Ravi Sankar as signing partner(s) for the first term of 5 (Five) consecutive financial years commencing from the financial year 2026-27 and shall hold office from the conclusion of 63<sup>rd</sup> Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held during the year 2031.

M/s Brahmaya & Co., Chartered Accountants have consented and confirmed their eligibility for appointment as Statutory Auditors of the Company. The necessary Resolution for their appointment has been included in the Agenda of the Annual General Meeting Notice for the approval of the Members.

The terms and conditions of the appointment of Statutory Auditors have been included in the Notice of 63<sup>rd</sup> Annual General Meeting for the approval of Members.

#### Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (as amended), the Board of Directors, on the recommendation of the Audit Committee have appointed Sri A N Raman, Cost Accountant, Chennai, as the Cost Auditor of the Company for the financial year 2026-27. The remuneration payable to the Cost Auditor is subject to ratification of Members at the ensuing Annual General Meeting.

#### Secretarial Auditors

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Sections 179 & 204 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, M/s MDS & Associates LLP (LLPIN: ABZ - 8060), Company Secretaries, Coimbatore were appointed as Secretarial Auditors of the Company for the first term of 5 (Five) consecutive financial years commencing from the financial year 2025-26 by the Shareholders at the 62<sup>nd</sup> Annual General Meeting of the Company held on 17<sup>th</sup> July 2025.

### 25. Business Responsibility and Sustainability Report

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant SEBI Circulars, the Business Responsibility and Sustainability Report of the Company for the year ended 31<sup>st</sup> March 2026 is annexed as **Annexure-5** and forms an integral part of this report.

### 26. Compliance with Secretarial Standards

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and are operating effectively.

## 27. Additional Information

As per Rule 8(5) of the Companies (Accounts) Rules, 2014 the following additional information is provided:

(i)	The financial summary or highlights	The financial highlights including information on the state of affairs of the Company, dividend and transfer to reserve have been provided elsewhere in this report.
(ii)	The change in the nature of business, if any	There is no change in the business line of the Company.
(iii)	The names of Companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the year.	Nil.
(iv)	The details relating to deposits, covered under Chapter V of the Companies Act, 2013.	The Company has not accepted any amount which falls under the purview of Chapter V of the Companies Act, 2013.
(v)	The details of deposits which are not in compliance with the requirements of Chapter V of the Act.	Not applicable.
(vi)	The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.	Nil.
(vii)	The details in respect of adequacy of financial internal controls with reference to the Financial Statements.	Procedures are set to detect and prevent frauds and to protect the organisation's resources, both physical (e.g., machinery and property) and intangible (e.g., reputation or Intellectual property such as trademarks, patents, etc.). The Financial Statements are prepared as per the Indian Accounting Standards issued by the Ministry of Corporate Affairs.
(viii)	Maintenance of cost records under sub-Section (1) of Section 148 of the Companies Act, 2013.	Pursuant to the provisions of Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records. Accordingly, the Company has duly prepared and maintained the Cost Records as mandated by the Central Government.
(ix)	A statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year.	Not applicable; no Independent Director was appointed during the financial year 2025-26.

## 28. Details of difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking loans from the Banks or Financial Institutions along with the reasons thereof

Not applicable.

## 29. Acknowledgements

Your Directors thank all customers for their continued support and patronage. The Directors also thank the Company's Bankers, Selling Agents, Vendors, Central and State Governments for their valuable assistance.

The Directors wish to place on record their appreciation for the cooperation and contribution made by the employees at all levels towards the progress of the Company.

By order of the Board

**Sanjay Jayavarthanelu**  
Chairman and Managing Director  
DIN: 00004505

Place : Coimbatore

Date : 20<sup>th</sup> May 2026

## Form No. MR-3 Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> 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 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members,  
**LMW LIMITED**  
(Formerly Lakshmi Machine Works Limited)  
(CIN: L29269TZ1962PLC000463)  
SRK Vidyalyaya Post, Perianaickenpalayam,  
Coimbatore - 641020, Tamil Nadu.

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

Based on our verification of **M/s. LMW LIMITED's** (Formerly Lakshmi Machine Works Limited) books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **31<sup>st</sup> March 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.

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2026 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder.
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder.
- Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment.
- The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- 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 and
- The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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

- Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India ("ICSI").
- The Listing Agreement entered into by the Company with BSE Limited and the National Stock Exchange of India Limited.

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

We further report that, during the year under review, there were no actions / events in pursuance of the following Rules/Regulations requiring compliance thereof by the Company:

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

## Annexure to Secretarial Audit Report Issued by Company Secretary in Practice

- c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and
- e. The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021.

We further report that based on the information provided by the Company, its officers and authorized representatives, there are no laws specifically applicable to the Company.

We further report that having regard to the compliance system prevailing in the Company and on the review of quarterly compliance reports taken on record by the Board of Directors and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the labour and environmental laws as applicable.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditors and other designated professionals.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors. There were no

changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.

All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

There were no instances of

- Public / Rights / Preferential issue of shares / debentures / sweat equity.
- Redemption / buy-back of securities.
- Major decision taken by the members pursuant to Section 180 of the Companies Act, 2013
- Merger / amalgamation / reconstruction etc.
- Foreign technical collaborations

For **MDS & Associates LLP**  
Company Secretaries

**M D Selvaraj**  
Managing Partner  
FCS No.: 960 | C P No.: 411  
Peer Review No. 6468/2026  
UDIN: F000960H000367581

**Place :** Coimbatore  
**Date :** 20<sup>th</sup> May 2026

To  
The Members,  
**LMW LIMITED**  
**(Formerly Lakshmi Machine Works Limited)**  
(CIN: L29269TZ1962PLC000463)  
SRK Vidyalaya Post, Perianaickenpalayam,  
Coimbatore - 641020, Tamil Nadu.

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

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

For **MDS & Associates LLP**  
Company Secretaries

**M D Selvaraj**  
Managing Partner  
FCS No.: 960 | C P No.: 411  
Peer Review No. 6468/2026  
UDIN: F000960H000367581

**Place :** Coimbatore  
**Date :** 20<sup>th</sup> May 2026

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

## Form 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 transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions at arm's length basis:

a)	Name(s) of the Related Party and nature of relationship:	Lakshmi Electrical Control Systems Limited (LECS) The related party is a listed entity and is a member of the promoter group of the Company. The nature of interest is financial.
b)	Nature of contracts / arrangements / transactions:	Purchase and sale of goods, rendering and receiving of services, other transactions for the purpose of business, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and LECS.
c)	Duration of the contracts / arrangements / transactions:	For the period from the conclusion of the 62 <sup>nd</sup> Annual General Meeting till the conclusion of the 63 <sup>rd</sup> Annual General Meeting.
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	The Related Party Transactions (RPTs) entered during the period were in the ordinary course of business and at arm's length basis. Value of transaction approved: ₹450 Crores.
e)	Date(s) of approval by the Board, if any:	14 <sup>th</sup> May 2025
f)	Amount paid as advances, if any:	Nil

The above-mentioned transactions were entered into by the Company in its ordinary course of business. The materiality threshold is as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By order of the Board

**Sanjay Jayavarthanelu**  
Chairman and Managing Director  
DIN: 00004505

Place : Coimbatore  
Date : 20<sup>th</sup> May 2026

## Annual Report on Corporate Social Responsibility (CSR) Activities

for the financial year ended 31<sup>st</sup> March 2026

### 1. Brief outline on CSR Policy of the Company:

The Company has adopted the CSR Policy as approved by the Board of Directors at their Meeting held on 12<sup>th</sup> June 2014, the same has been amended from time to time in line with developing statutory requirements. The CSR Policy of LMW Limited ("LMW") is reflective of its long-held beliefs and commitment towards community development. The CSR Policy of LMW contains principles that guide future CSR projects / programmes / activities, such as prescribing the budgetary limits, scope for CSR activities, the geography within which such activities are to be carried out, procedure for sanction of funds, procedure for obtaining Board approval, monitoring mechanism for projects, programmes and activities etc.

### 2. Composition of the CSR Committee:

S. No	Name of the Director	Designation / Nature of Directorship	Number of CSR Committee Meetings held during the year	Number of CSR Committee Meetings attended during the year
1	Sri Sanjay Jayavarthanelu	Chairman of CSR Committee - Executive Director	2	2
2	Sri Arun Alagappan	Member - Independent Director		2
3	Sri Venkataramani Anantharamakrishnan	Member - Independent Director		1

### 3. Web-link where composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the Website of the Company.

Details regarding composition of the CSR Committee can be found on the Company's website at: <https://www.lmwglobal.com/pdf/investors1/leadership/committees%20board/Committees%20Board.pdf>; a copy of the Company's CSR Policy can be found on the Company's website at: <https://www.lmwglobal.com/pdf/investors1/policies/04%20CSR%20Policy.pdf> while details of the CSR Projects undertaken by the Company can be found on the Company's website at: <https://www.lmwglobal.com/csr-activities>.

### 4. Executive Summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of sub-Rule (3) of Rule 8, if applicable:

Not applicable.

### 5. a) Average Net Profit of the Company as per sub-Section (5) of Section 135:

₹350.54 Crores.

### b) Two percent of average Net Profit of the Company as per sub-Section (5) of Section 135:

₹7.01 Crores.

### 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 years, if any:

Nil.

### e) Total CSR obligation for the financial year (5b+5c-5d):

₹7.01 Crores.

6. a) Amount spent on CSR Projects: ₹7.20 Crores.  
b) Amount spent in Administrative Overheads: Nil.  
c) Amount spent on Impact Assessment, if applicable: Nil.  
d) Total amount spent for the financial year (6a+6b+6c): ₹7.20 Crores.  
e) CSR amount spent or unspent for the financial year:

[₹ in Crores]

Total Amount Spent for the financial year	Amount Unspent				
	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 provision to sub-Section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
7.20			Nil		

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

S. No	Particulars	[₹ in Crores]
(i)	Two percent of average net profit of the Company as per sub-Section (5) of Section 135	7.01
(ii)	Total amount spent for the financial year	7.20
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.19
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial year, if any	Nil
(v)	Amount available for set off in succeeding financial year [(iii)-(iv)]	Nil

7. Details of Unspent CSR amount for the preceding three financial years:

S. No	Preceding financial year	Amount transferred to Unspent CSR Account under sub-Section (6) of Section 135 [in ₹]	Balance Amount in Unspent CSR Account under sub-Section (6) of Section 135 [in ₹]	Amount Spent in the financial year [in ₹]	Amount transferred to a Fund as specified under Schedule VII as per second provision to sub-Section (5) of Section 135, if any		Amount remaining to be spent in succeeding financial years [in ₹]	Deficiency, if any
					Amount [in ₹]	Date of Transfer		
1	FY 2022-23							
2	FY 2023-24							Nil
3	FY 2024-25							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year:

No.

The details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

S. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity / Authority / beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address

Not applicable

9. Specify the reason(s), if the Company has failed to spend two percent of the average Net Profit as per sub-Section (5) of Section 135:

Fully spent, hence not applicable.

By order of the Board

**Sanjay Jayavarthanavelu**

Chairman and Managing Director

Chairman - CSR Committee

DIN: 00004505

Place : Coimbatore

Date : 20<sup>th</sup> May 2026

## Auditors' Certificate on Compliance of Conditions of Corporate Governance as per SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015

**TO THE MEMBERS OF LMW LIMITED**

(formerly Lakshmi Machine Works Limited)

We have examined the compliance of conditions of Corporate Governance by LMW Limited, for the year ended on 31<sup>st</sup> March 2026, as specified in the relevant provisions of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

On the basis of representation received from the Registrar and Share Transfer Agent (RTA) of the Company and on the basis of the records maintained by the Stakeholders Relationship Committee of the Company, we state that no Investor Grievance is pending for a period exceeding one month.

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

For **S Krishnamoorthy & Co.**,  
Chartered Accountants,  
Firm Registration No. 001496S

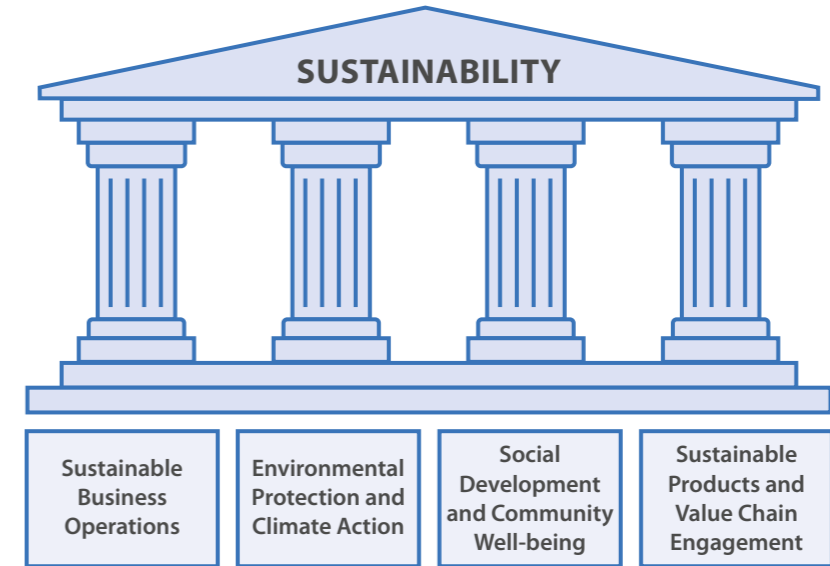
**B Krishnamoorthi**  
Partner  
Membership No. 020439  
UDIN: 26020439XLZOCZ1130

**Place :** Coimbatore  
**Date :** 20<sup>th</sup> May 2026

## Business Responsibility & Sustainability Report

**Four Pillars of Sustainability**

At LMW Limited, sustainability is deeply embedded within the operational framework and the Company's long-term strategic vision. The Company's approach focuses on harmonising economic performance with environmental stewardship and social well-being. Guided by its established sustainability philosophy, LMW has identified four core pillars that drive its environmental and social efforts:



1.	<b>Sustainable Business Operations</b>		Sustainability is integrated into the core of the Company's manufacturing and business processes. This involves optimising resource utilisation, enhancing energy efficiency, and incorporating circular economy principles into product design. LMW's smart machinery solutions are engineered to reduce energy consumption and minimise waste, delivering superior productivity and enabling sustainable value creation for both the Company and its clientele.
2.	<b>Environmental Protection and Climate Action</b>		Preservation of environment remains a primary focus for the Company. LMW is committed to reducing its ecological footprint through the adoption of renewable energy, water conservation, zero liquid discharge (ZLD) systems, and rigorous emissions monitoring. The manufacturing facilities leverage renewable power sources and implement water recycling initiatives and green belt development to conserve natural resources and mitigate climate impact.
3.	<b>Social Development and Community Well-being</b>		LMW extends its sustainability initiatives beyond industrial operations to facilitate community upliftment. Through targeted Corporate Social Responsibility (CSR) programmes, the Company supports education, healthcare, infrastructure, and economic development. These initiatives are designed to promote inclusive growth and enhance the quality of life in rural and underserved regions, fostering a long-term, sustainable societal impact.
4.	<b>Sustainable Products and Value Chain Engagement</b>		Company's products are engineered to champion sustainability throughout their lifecycle, with LMW's textile machinery enhancing resource efficiency and facilitating recycled fibre processing to promote circularity. This commitment extends across all business verticals: the Machine Tool Division employs methodologies to reduce environmental impact, the Foundry Division produces castings through eco-friendly processes, and the Advanced Technology Centre utilises sustainable manufacturing methods for high-precision components. Furthermore, the Company engages suppliers through a formal code of conduct to ensure responsible practices and environmental compliance across the extended value chain.

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

Sr. No.	Particulars	Details	
1.	NSE Symbol	LMW	
2.	BSE Scrip Code	500252	
3.	MSEI Symbol	Not listed in MSEI	
4.	ISIN	INE269B01029	
5.	Corporate Identity Number (CIN) of the Listed Entity	L29269TZ1962PLC000463	
6.	Name of the Listed Entity	LMW Limited (formerly Lakshmi Machine Works Limited)	
7.	Date of incorporation	14 <sup>th</sup> September 1962	
8.	Registered office address	SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore - 641020, Tamil Nadu, India.	
9.	Corporate office address	34A, Kamaraj Road, Coimbatore - 641018, Tamil Nadu, India.	
10.	Email	<a href="mailto:secretarial@lmw.co.in">secretarial@lmw.co.in</a>	
11.	Telephone	+91 422 7192255	
12.	Website	<a href="http://www.lmwglobal.com">www.lmwglobal.com</a>	
13.	Financial year for which reporting is being done	Start date	End Date
	Current Financial Year	01-04-2025	31-03-2026
	Previous Financial Year	01-04-2024	31-03-2025
	Prior to Previous Financial year	01-04-2023	31-03-2024
14.	Name of the Stock Exchange(s) where shares are listed	1. BSE Limited (Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001). 2. National Stock Exchange of India Limited (Address: Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra East, Mumbai - 400 051).	
15.	Paid-up capital	₹10,68,30,000/-	
16.	Name and contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR report		
	Name	Sri C R Shivkumaran, Company Secretary	
	Contact	+91 422 7192255	
	Email	<a href="mailto:secretarial@lmw.co.in">secretarial@lmw.co.in</a>	
17.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosures made under this report are on a standalone basis.	
18.	Whether the company has undertaken assessment or assurance of the BRSR Core?	Yes, Assurance	

19. Name of assessment or assurance provider					
Sr. no.	Company / LLP / Firm Name*	Company ID / LLP ID / Firm Registration No.*	Name of assessment or assurance provider	Designation of assessor or assurer	Date of signing
1.	Sustainability Actions Private Limited	U74999HR2021PTC093811	Sri Saket Sinha	Director	20 <sup>th</sup> May 2026
20.	Type of assessment or assurance obtained		Reasonable Assurance		

### II. Products/Services

21. Details of business activities (accounting for 90% of the turnover):

Sr. no.	Description of Main Activity	Description of Business activity	% of Turnover of the entity
1	Textile Machinery	Manufacturing	56%
2	CNC Machine Tools		35%

22. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. no.	Product/Service	NIC Code	% of total Turnover contributed
1	Textile Machinery	28261	56%
2	CNC Machine Tools	28221	35%

### III. Operations

23. Number of locations where plants and/or operations/offices of the entity are situated:

Locations	Number of plants	Number of offices	Total
National	10	2	12
International	Nil	Nil	Nil

24. Markets served by the entity:

a) Number of locations

Locations	Number
National (No. of States)	21 States and 6 Union Territories
International (No. of Countries)	30

b. What is the contribution of exports as a percentage of the total turnover of the entity? Contribution of exports during the financial year ended 31<sup>st</sup> March 2026 is 11.50%

c. A brief on types of customers

LMW Limited caters to both public and private sector customers in discrete and process industries including but not limited to Textiles, Aerospace & Defence, Iron & Steel, Automotives, Ports, Power, Railways, Renewables and Transportation.

#### IV. Employees

25. Details as at the end of financial year (as on 31<sup>st</sup> March 2026):

a) Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	<b>EMPLOYEES</b>					
1	Permanent (D)	2,397	2,311	96.41%	86	3.59%
2	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3	Total employees (D + E)	2,397	2,311	96.41%	86	3.59%
	<b>WORKERS</b>					
4	Permanent (F)	1,109	1,109	100.00%	Nil	Nil
5	Other than Permanent (G)	290	279	96.21%	11	3.79%
6	Total workers (F + G)	1,399	1,388	99.21%	11	0.79%

b) Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	<b>DIFFERENTLY ABLED EMPLOYEES</b>					
1	Permanent (D)	1	Nil	Nil	1	100.00%
2	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3	Total differently abled employees (D + E)	1	Nil	Nil	1	100.00%
	<b>DIFFERENTLY ABLED WORKERS</b>					
4	Permanent (F)	5	5	100.00%	Nil	Nil
5	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
6	Total differently abled workers (F + G)	5	5	100.00%	Nil	Nil

26. Participation/ Inclusion/ Representation of women:

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	9	2	22.22%
Key Management Personnel*	2	Nil	Nil

\* Key Management Personnel other than Board of Directors

27. Turnover rate for permanent employees and workers:

Particulars	Turnover rate in current FY (2025-26)			Turnover rate in previous FY (2024-25)			Turnover rate in the year prior to the previous FY (2023-24)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	21.16%	24.70%	21.29%	12.56%	26.64%	13.06%	12.27%	16.76%	12.45%
Permanent Workers	3.33%	NA	3.33%	Nil	NA	Nil	0.94%	NA	0.94%

Note: In the table NA means not applicable.

#### V. Holding, Subsidiary and Associate Companies (including Joint Ventures)

28. (a) Names of holding/ subsidiary/ associate companies/ joint ventures

Sr. No.	Name of the Holding/ Subsidiary/ Associate Companies/ Joint Ventures (A)	Indicate whether Holding/ Subsidiary/ Associate/ Joint Venture	Percentage of shares held by Listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the Listed entity? (Yes/No)
1	LMW Aerospace Industries Limited, India	Wholly Owned Subsidiary	100%	No
2	LMW Holding Limited, United Arab Emirates	Wholly Owned Subsidiary	100%	No

Note: LMW Textile Machinery (Suzhou) Co. Ltd., located in China and LMW Global FZE located in the United Arab Emirates are wholly owned subsidiaries of LMW Holding Limited located in the United Arab Emirates. Hence, they are step-down subsidiaries of the Company (the Listed entity). These two step-down subsidiaries do not participate in the Business Responsibility initiatives of the Listed Entity.

#### VI. CSR Details

29. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): Yes.

(ii) Turnover (in ₹): 30,81,84,36,546/-

(iii) Net worth (in ₹): 27,08,88,95,720/-

#### VII. Transparency and Disclosures Compliances

30. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If Yes, then provide weblink for grievance redress policy)	FY 2025-26 (Current financial year)		FY 2024-25 (Previous financial year)	
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Number of complaints filed during the year	Number of complaints pending resolution at close of the year
Communities	Yes*	Nil	Nil	Nil	Nil
Investors (Other than Shareholders)					
Shareholders		7	Nil	6	Nil
Employees and workers		Nil	Nil	Nil	Nil
Customers		1,694	184	1,652	248
Value Chain Partners		Nil	Nil	Nil	Nil
Others (Please specify)	Not applicable				

\* Please refer to the Whistle Blower Policy and Business Responsibility Policies available at:



<https://www.lmwglobal.com/pdf/investors1/policies/12%20Whistle%20Blower%20Policy.pdf>.






<https://www.lmwglobal.com/pdf/investors1/policies/business%20responsibility%20policy/02%20Business%20Responsibility%20Policy.pdf>.




Note: Necessary action is being taken to resolve the complaints pending as on 31<sup>st</sup> March 2026. Also, all pending complaints as at the close of the previous financial year stand resolved.

31. Overview of the entity's material responsible business conduct issue:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Emissions	Risk 	Increased carbon footprint contributes to climate risk. Climate change induced instability will have a direct consequence for vital Company infrastructure, as well as secondary repercussions on economic capabilities. Also, failure to adopt appropriate countermeasures to reduce the carbon intensity of the business can impact brand reputation & stakeholder confidence.	Consistent efforts to cut emissions. Evaluating low-carbon fuel adoption (e.g., biodiesel, natural gas, and CBG) to reduce operational emissions.	Impact on Company's reputation and brand value.
2.	Energy	Risk, Opportunity 	<b>Risk:</b> The energy intensive nature of LMW's manufacturing processes pose a risk to energy optimisation. Without intervention, the Company faces continued reliance on carbon-heavy energy sources and potential inefficiencies in both Scope 1 and Scope 2 energy use. <b>Opportunity:</b> Having already achieved a significant reliance on renewable energy, the Company remains committed to maintaining and strengthening this focus while continuously seeking opportunities to improve energy consumption efficiency.	The Company has set an internal target to offset 100% of energy consumption with renewable energy. With a 15.00 MW solar plant and 28 wind turbines totalling 36.80 MW, the Company significantly offsets emissions by reducing its reliance on conventional, non-renewable energy sources. Cross-divisional energy efficiency initiatives includes Variable Frequency Drive (VFD) installation, air compressor optimisation, lighting automation, and the transition to high-efficiency motors.	Reduction in energy and environmental costs. Increased operational efficiency. Improved equipment lifespan.

Sr. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Waste Management	Risk 	Manufacturing of equipment leads to the generation of a significant amount of waste across all divisions. The waste generated is both hazardous (metal scraps, paints, etc.) as well as non-hazardous (paper, wood, etc.). Lack of waste management and waste re-utilisation could lead to operational inefficiency and hinder product manufacturing.	Waste in the form of metal chips is used as raw material for the Foundry division. Meanwhile, hazardous waste generated during operations is disposed through authorised vendors.	Legal fines.
4.	Efficient Resource Utilisation	Opportunity 	The Company is committed to reducing the environmental impact of its operations and optimising natural resource consumption. This sustainable approach not only drives operational excellence but also resonates with eco-sensitive consumers.	-	Lower operational costs. Increase in revenue share from environment conscious customers.
5.	Occupational Health & Safety	Opportunity 	The Company's ability to provide a work environment free of injuries, fatalities, and illness, and promote better health and wellbeing of employees results in better productivity and boosts employee morale.	-	Reduced cost of talent acquisition.
6.	Training & Education	Opportunity 	Providing training to employees and workers leads to skill enhancement as well as reduced margin for errors/accidents, thus increasing the productivity of the workforce.	-	Increased productivity.
7.	Product Quality	Opportunity 	Efficient resource utilisation significantly reduces the wastage of raw materials and energy. By leveraging high-quality inputs in precise quantities and minimising process rejects, the Company consistently ensures superior product quality and safety standards.	-	Improved customer satisfaction. Increased product demand.

Sr. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8.	Customer Satisfaction	Opportunity 	The Company delivers world-class products and high-quality services aimed at enhancing value and ensuring customer delight. This is achieved through a dedicated focus on the continuous development of human capital, robust systems, streamlined processes, and the adoption of cutting-edge technology and best practices.	-	Increase in turnover, leading to a stronger bottom line.
9.	Business Ethics	Risk & Opportunity 	<b>Risk:</b> Non-adherence to ethical standards can expose the organisation to legal fines, penalties, and damaged reputation. <b>Opportunity:</b> Compliance with ethical standards can result in improved Company reputation and relations with other business entities.	Sensitising and upskilling internal stakeholders to foster a culture of ethical business conduct and corporate integrity. Effective mechanisms and management systems for ensuring that the Company and its employees are compliant with the laws, regulations, standards, and ethical practices that apply to the organisation and industry.	Legal fines and penalties.
10.	Technology & Innovation	Opportunity 	Driving customer delight through digital transformation and leveraging innovation to gain a competitive operational edge. Harnessing sustainable innovation to deliver meaningful social and environmental benefits alongside long-term economic gains for the Company.	-	By leveraging cutting-edge technology to drive operational efficiencies and expand market footprint, the Company aims to deliver a superior user experience. This strategic focus is expected to result in robust growth across both the topline and the bottom-line.

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

In alignment with the National Guidelines for Responsible Business Conduct (NGRBC) prescribed by the Ministry of Corporate Affairs, the Company has adopted comprehensive policies that embody the spirit of its nine core principles (P1–P9):

<b>Principle P1:</b> <ul style="list-style-type: none"> <li>Code of Conduct Policy</li> <li>Whistle Blower Policy</li> <li>Business Ethics Policy</li> <li>Business Responsibility Policy</li> <li>Legal and Regulatory Compliance Policy</li> </ul>	<b>Principle P2:</b> <ul style="list-style-type: none"> <li>Policy on Product Lifecycle Sustainability</li> <li>Customer Centricity Policy</li> </ul>	<b>Principle P3:</b> <ul style="list-style-type: none"> <li>Equal Opportunity Policy</li> <li>Business Ethics Policy</li> </ul>
<b>Principle P4:</b> <ul style="list-style-type: none"> <li>Policy towards Stakeholders</li> <li>CSR Policy</li> <li>Supplier Code of Conduct</li> </ul>	<b>Principle P5:</b> <ul style="list-style-type: none"> <li>Human Rights Policy</li> <li>Equal Opportunity Policy</li> <li>Welfare Policy</li> </ul>	<b>Principle P6:</b> <ul style="list-style-type: none"> <li>Environment Policy</li> <li>Policy on Product Lifecycle Sustainability</li> </ul>
<b>Principle P7:</b> <ul style="list-style-type: none"> <li>Policy towards Stakeholders</li> <li>Business Responsibility Policy</li> </ul>	<b>Principle P8:</b> <ul style="list-style-type: none"> <li>Equal Opportunity Policy</li> <li>CSR Policy</li> </ul>	<b>Principle P9:</b> <ul style="list-style-type: none"> <li>Customer Centricity Policy</li> <li>Preservation of Documents Policy</li> </ul>

### Key to P1-P9:

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Sl. No	Disclosure Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>										
1 a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)					Yes				
b.	Has the policy been approved by the Board? (Yes/No)					Yes				
c.	Web Link of the Policies, if available.									<a href="https://www.lmwglobal.com/investors/Policies.html">https://www.lmwglobal.com/investors/Policies.html</a>

SI. No	Disclosure Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
2.	Whether the entity has translated the policy into procedures. (Yes / No)					Yes				
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)					Yes				
4.	Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	LMW's manufacturing facilities and office premises have well defined Environment, Health, Safety, Information Security Management and Quality Management systems in place with stringent internal standards and are also certified with international standards like ISO 45001:2018: Occupational Health and Safety Management system; ISO 14001:2015: Environmental Management system, ISO 9001:2015: Quality Management system and ISO 27001:2022: Information security management system. Additionally, wherever necessary/applicable the respective laboratory facilities are NABL accredited with ISO/IEC 17025: 2017, Pressure Equipment Directive 2014/68/EU, AS9100D (Aerospace Quality Management System), NADCAP. Besides, the Company's foundry units have received the GreenCo Platinum+ level certification from CII – Sohrabji Godrej Green Business Centre, BIS Certification as per IS 210:2009 for Grey Iron Castings and the Marine Certification by BV and Lloyd's Register.								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	<b>Project</b>		<b>Target (in numbers)</b>						
		<b>Women Empowerment</b>								
		SHGs Development Training Programs		20						
		<b>Livelihood Projects</b>								
		Livelihood Training Programs		14						
		Veterinary Health Camps		100						
		<b>Health Projects</b>								
		Health Camps		15						
		Sickle Cell Anemia Intervention Project Beneficiaries		600						
		Spine Surgery & Rehabilitation Project Beneficiaries		20						
		Construction of Health Subcenter		1						
		Eye Screening Program		30						
		<b>Environment Projects</b>								
		Trees Plantation		4,000						
		Water Bodies Restoration		2						
		Solid Waste Management Project		100						
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company met with all specific commitments, goals and targets set.								

#### Governance, leadership, and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure).

#### Response:

Since its inception, the Company has maintained a strong and early commitment to environmental well-being, proactively integrating Environmental, Social, and Governance (ESG) principles into its operations well before they gained widespread recognition.

The Company is actively implementing measures aimed at reducing absolute carbon emissions across its facilities. This reduction is being achieved through various initiatives focused on enhancing operational efficiency, expanding renewable energy generation and procurement, minimise freshwater intake through water reuse, recycling technologies and transitioning to cleaner fuels.

Its business offerings encompass a comprehensive range of energy-efficient and environment-friendly products and solutions. These offerings enable industries to optimise energy consumption and decrease greenhouse gas emissions.

Recognising the evolving energy landscape and its potential to contribute to this shift, the Company has strategically focused its efforts on green energy solutions. Its strategies are proactively aligned with broader climate change mitigation and sustainability objectives. To strengthen its clean energy offerings and solidify its position as a trusted energy transition partner for its customers, the Company is investing in research and development, enhancing its digital capabilities, and forging partnerships with other technology companies.

On the social front, the Company is actively involved in initiatives aimed at fostering equal opportunities through education and empowering the informal workforce through dedicated programmes.

While the Company is steadfast in its mission, it acknowledges the inherent challenges in meeting ESG imperatives. These include the complexities of retrofitting legacy industrial infrastructure, managing the capital expenditure associated with green innovations, mitigating environmental risks within the supply chain, and ensuring rigorous data reporting. Despite these hurdles, the Company remains committed to continuous improvement through innovation and proactive stakeholder engagement, building on its progress to ensure a sustainable and inclusive future.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).  
**Response:** At the highest level, Executive Directors along with the other Board of Directors of the Company are responsible for the implementation and oversight of the Business Responsibility Policy(ies). The Corporate Social Responsibility Committee oversees the social factors affecting the environment in which the Company operates and provides necessary insights to the Board of Directors. Whereas, the Risk Management Committee of the Company oversees all the other factors related to the Environment, Social and Governance aspects of the organisation and provides adequate inputs to the Board of Directors.

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.

**Response:** As stated above, the Risk Management Committee and the Corporate Social Responsibility Committee provide inputs to the Board for decision making on sustainability related factors. Details regarding the composition of the Risk Management Committee and the Corporate Social Responsibility Committee are available in the Corporate Governance Report found elsewhere in the Annual Report.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Performance against above policies and follow up action	Board of Directors									Annually							
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	A Statutory Compliance Certificate on applicable laws is provided by the Company Secretary (based on the confirmation received from the respective business heads) to the Board of Directors.									Quarterly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9
No								

**12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:**

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)					NA				
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1**

Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable.

**Essential Indicators**

- Percentage coverage by training and awareness programmes on any of the principles during the financial year:  
The organisation prioritises the empowerment of its workforce by leveraging employee potential through focused talent development initiatives. These programmes are strategically designed to align individual career aspirations with the Company’s broader objectives. To facilitate this, a comprehensive range of interventions is provided, including leadership enhancement workshops and dedicated competency development projects.

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of Directors	4	The Board is made aware of critical areas through comprehensive familiarisation and awareness programs. These programs cover Business and Operations, Regulations and Compliance, the Code of Business Conduct and Ethics, Financial and Taxation Topics, Risk Management, and Internal Controls. Furthermore, the Board receives frequent updates on Company developments, key regulatory changes, risks, legal cases, and compliance matters, ensuring informed decision-making and effective oversight.	100.00%
Key Managerial Personnel	4	The Company’s KMP and employees are engaged in diverse training programs via a hybrid learning model encompassing virtual classrooms and e-learning. Beyond individual development, organisation-wide programs include Compliance Training, Information and Cyber Security Awareness, Code of Conduct, POSH Awareness, general awareness sessions, and CSR programs.	100.00%
Employees other than BoD and KMPs	194		78.32%
Workers	70	Safety, First Aid & skill up-gradation training, vocational training focused on achieving employable skills.	99.00%

2. Details of fines/penalties/punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Principle 4	Office of the Deputy State Tax Officer, Commercial Tax Department, Tamil Nadu.	₹11,40,524/-	Failure to generate an e-invoice for stock transfer between the taxpayer units.	Yes
		Office of the State Tax Officer (Intelligence), Roving Squad - II, Salem, Tamil Nadu	₹16,74,432/-	There is a discrepancy between the Customer GST number and the material delivery address printed on the invoice.	Yes
		Office of the Deputy State Tax Officer, Roving Squad, Coimbatore, Tamil Nadu.	₹5,87,988/-	There is a discrepancy between the Customer GST number and the material delivery address printed on the invoice.	Yes
Settlement					Not Applicable
Compounding Fee			Nil		
Non-monetary					
Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment			Nil		Not applicable
Punishment					

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of the regulatory/ Enforcement agencies/ judicial institutions
Penalty of ₹11,40,524/- for failure to generate an e-invoice for stock transfer between the taxpayer units.	Deputy Commissioner of State Tax, Tamil Nadu
Penalty of ₹16,74,432/- for discrepancy between the Customer GST number and the material delivery address printed on the invoice.	Deputy Commissioner of State Tax, Tamil Nadu
Penalty of ₹5,87,988/- for discrepancy between the Customer GST number and the material delivery address printed on the invoice.	Deputy Commissioner of State Tax, Tamil Nadu

4. Does the entity have an anti-corruption or anti-bribery policy? (Y/N/NA) If yes, provide details in brief. Provide a web-link if the entity has anti-corruption or anti-bribery policy

**Response:** Yes, the Company has an anti-corruption/anti-bribery policy as a part of the Business Ethics Policy. This policy is in line with applicable anti-corruption/anti-bribery regulations. LMW conducts its operations and activities in compliance with the Business Ethics Policy and expects everyone associated with it to conduct their business with integrity. The Company's policy strictly prohibits any form of improper / unethical payments. Any payment or benefit conveyed, and is ethical, must be fully transparent, adequately documented, and duly accounted. This policy is communicated to all employees through induction programmes, policy manuals and intranet portals. The web-link for the Policy is: [https://www.lmwglobal.com/pdf/investors1/policies/business responsibility policy/01 Business Ethics Policy.pdf](https://www.lmwglobal.com/pdf/investors1/policies/business%20responsibility%20policy/01%20Business%20Ethics%20Policy.pdf).

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Particulars	FY 2025-26	FY 2024-25
Directors	Nil	Nil
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

Particulars	FY 2025-26		FY 2024-25	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of conflict of interest of the KMPs				

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

**Response:** There was no instance of corrective action or issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

	FY 2025-26	FY 2024-25
i) Accounts payable x 365 days	22,68,46,22,39,980	19,91,84,15,10,890
ii) Cost of goods/services procured (in ₹)	25,20,99,80,846	23,99,80,90,362
iii) Number of days of accounts payables	90 days	83 days

Note: Previous year figures have been regrouped/ reclassified, wherever necessary, to confirm with the current period presentation.

9. Openness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format: (Amount in ₹)

Parameter	Metrics	FY (2025-26)	PY (2024-25)
Concentration of Purchases	a. i) Purchases from trading houses	Nil	Nil
	ii) Total purchases	19,67,73,64,623	18,09,76,65,295
	iii) Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made	Nil	Nil
	c. i) Purchases from top 10 trading houses	Nil	Nil
	ii) Total purchases from trading houses	Nil	Nil
	iii) Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil







- c. Whether you have processes for workers to report work related hazards and to remove themselves from such risks. (Yes/No)

**Response:** Yes. The Company maintains a robust safety culture by systematically encouraging workers to report near-miss incidents. Formal processes ensure that personnel can report work-related hazards and are fully trained on mitigation protocols to safely distance themselves from work related hazards.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

**Response:** Yes, LMW collaborates with local hospitals to provide its workers and employees with non-occupational medical and healthcare services.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	2
	Workers	25*	31*
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

\*including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

**Response:** The Company ensures that its operations are compliant with all safety related statutory norms. LMW also ensures that safety training is provided to staff and workmen immediately after joining. The Company has department wise Standard Operating Procedures (SOP) in place. All the manufacturing locations are certified for requirements under ISO 45001 (Occupational Health and Safety System). The comprehensive Environment, Occupational Health and Safety Management System (EOHS) ensures the workplace safety of the workforce. The Company also has in place various other initiatives/ measures to ensure a happy, healthy and safe workplace for its employees.

13. Number of Complaints on the following made by employees and workers:

Particulars	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions		Nil			Nil	
Health & Safety						

14. Assessments for the year:

Percentage of plants and offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices <sup>1</sup>	100.00%
Working Conditions <sup>1</sup>	

<sup>1</sup>All the factories and offices of the Company are subject to regular/periodical visit/inspection by relevant statutory authorities.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

**Response:** There are no such instances of safety-related incidents / risks / concerns arising from assessments of health & safety practices and working conditions.

#### PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders.

#### Essential Indicators:

- Describe the processes for identifying key stakeholder groups of the entity.  
The process of identifying key stakeholder groups involves gathering and analysing information to understand the interests, needs, and concerns of the stakeholders, categorising them based on their level of importance, and developing a plan to engage with them effectively.
- List of stakeholder groups identified as key for the entity and the frequency of engagement with each stakeholder group.

Stakeholder group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Visits, meetings, survey, newsletters, brochures, social media and email	Need basis	Information on business offering and to understand customer requirements
Employees	No	Bulletin boards, intranet, mailers and internal committees	Need basis	For career management, ensuring personal growth, provide learning opportunities and gather informal feedback
Investors	No	Meetings, print media and through Stock Exchanges	Quarterly and Need basis	Investor related communication
Suppliers	No	Supplier meetings, social media and mailers	Need basis (for any common topic)	To disseminate information about recent developments in the industry
Government / Regulatory Bodies	No	Policy advocacy, partnership with industry bodies and meetings	Need basis	Ensure compliance
Local Community / Society	Yes	Site visits, press release, social media, NGOs, case studies and mailers	Quarterly / periodic review meetings based on the characteristics of each CSR project	To develop the CSR project along with the community, according to the needs of the community









**PRINCIPLE 7**

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

**Essential Indicators:**

1. a. Number of affiliations with trade and industry chambers / associations:

**Response:** The Company is associated with about 30 trade and industry chambers/associations.

- b. List the top 10 trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to.

Sr. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers / associations (State/National)
1	Confederation of Indian Industry	National
2	Federation of Indian Chamber of Commerce and Industry	National
3	Federation of Indian Export Organisation	National
4	Indian Chamber of Commerce and Industry	National
5	Textile Machinery Manufacturers' Association of India	National
6	Indian Machine Tool Manufacturers' Association	National
7	Society of Indian Aerospace Technologies and Industries	National
8	Indian Wind Power Association	National
9	International Textile Manufacturers' Federation	International
10	The Institute of Indian Foundrymen	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

**Response:** There were no cases of anti-competitive conduct during the reporting period.

Name of authority	Brief of the case	Corrective action taken
	Nil	

**PRINCIPLE 8**

Businesses should promote inclusive growth and equitable development.

**Essential Indicators:**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

**Response:**

Sr. No.	Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency	Results communicated in public domain	Relevant Web link
Not applicable						

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

**Response:**

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

**Response:** The scope of the Company's Whistle Blower Policy covers external stakeholders, through which community members can raise their concerns. Along with this, we also implement a public grievance redressal mechanism, where any complaints or grievances of our stakeholders, including the community, can be addressed directly to our Administration Department at the following address.

Head - Administration,  
LMW Limited,  
SRK Vidyalaya Post,  
Perianaickenpalayam,  
Coimbatore - 641020,  
Tamil Nadu, India.  
Phone: +91 422 7192255  
Email: [info@lmw.co.in](mailto:info@lmw.co.in)

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particulars	FY 2025-26	FY 2024-25
Directly sourced from MSMEs / small producers	22%	17%
Directly from within India	88%	76%

Note: Figures are rounded off.

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

	FY (2025-26)	FY (2024-25)
<b>1. Rural</b>		
% of Job creation in Rural areas	Nil	Nil
<b>2. Semi-urban</b>		
% of Job creation in Semi-Urban areas	92.16%	93.65%
<b>3. Urban</b>		
% of Job creation in Urban areas	Nil	Nil
<b>4. Metropolitan</b>		
% of Job creation in Metropolitan area	7.84%	6.35%

(Places categorised as per RBI Classification System - rural / semi-urban / urban / metropolitan)

**PRINCIPLE 9**

Businesses should engage with and provide value to their consumers in a responsible manner.

**Essential Indicators:**

- Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

**Response:** Customer feedback and opinions are collected on a real time basis at frequent intervals. The Company has undertaken a customer centric methodology and aims to resolve issues of the consumers on a timely basis. The global service team receives customer complaints from service engineers or selling agencies. The complaints are registered online in the DEMS Portal (maintained within the Company), categorising the complaint received and assigning accountability. Daily meetings are held with cross-functional team members to discuss and analyse complaints. If a complaint is within the warranty period, free replacement parts are dispatched to the customer. Also, containment actions are initiated, and root cause analysis is performed. Corrective actions are proposed, implemented, and monitored. The effectiveness of corrective action is also evaluated to prevent recurrence. The quality team acknowledges these actions and updates relevant standardisation documents. If issues persist, further analysis is conducted. Horizontal deployment may be considered for similar products.

Scope of the Whistle Blower Policy allows all stakeholders to raise their concerns. Along with this, the Company also has a public grievance redressal mechanism, where any complaints or grievances can be addressed directly to the Administration department through an email address and phone number provided on the website.

- Turnover of products and/ services as a percentage of turnover from all products/services that carry information about environmental and social parameters relevant to the product, safe and responsible use, recycling and/or safe disposal.

**Response:**

LMW is compliant with disclosure requirements as per applicable laws.

Particulars	As a percentage of total turnover
Environmental and social parameters relevant to the product	Our products are engineered capital goods with long useful lives and are designed, manufactured and supplied in compliance with applicable environmental and safety standards.
Safe and responsible usage	All products supplied by LMW Limited are accompanied by comprehensive User/ Operation Manuals and Safety Instructions that cover safe installation, operation, maintenance and handling practices. These documents include hazard warnings, safety protocols, recommended practices and emergency procedures to ensure responsible and injury-free use of equipment. 100% of the turnover from products supplied is supported by such safety and responsible usage information.
Recycling and/or safe disposal	Our products have a long operating life, typically extending over several decades. Accordingly, the focus is on durability, efficient operation, and extended service life. The products and systems supplied to customers are accompanied by detailed manuals that include guidance on environmentally responsible handling, maintenance, and end-of-life management of components.

- Number of consumer complaints in respect of the following:

Particulars	FY 2025-26		Remarks	FY 2024-25		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil		Not applicable	Nil		Not applicable
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other	1,694	184		1,652	248	-

Note:

- All pending Complaints at the close of the previous year that is as on 31<sup>st</sup> March 2025 stand resolved.
- Necessary action is being taken to resolve the pending complaints as on 31<sup>st</sup> March 2026.

- Details of instances of product recalls on account of safety issues:

Particulars	Number	Reasons for recall
Voluntary recalls	Nil	
Forced recalls		

- Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

**Response:** Yes. The Company maintains a comprehensive framework for data security, encompassing an Information Security Policy and an Information Technology Policy applicable to all business operations. These policies, accessible via the Company's intranet, are structured to safeguard data and information systems against unauthorised access, use, disclosure, disruption, modification, or destruction, thereby ensuring the integrity, confidentiality, and availability of information assets. Standardised procedures and policies concerning Removable Devices, Antivirus Software, and Vulnerability Management are detailed within these documents to mitigate the risk of sensitive information loss or exposure and to minimise the potential for malware infections on Company systems. The Information Technology Committee, under the guidance of Management, formulates these policies. The Head of Information Technology holds overall administrative responsibility for these policies. However, Process Owners and Functional Heads are accountable for ensuring policy implementation within their respective domains. Regular monitoring and effective implementation are conducted by Process Owners and Functional Heads in accordance with the established policy guidelines. A copy of the policy can be found on the website of the Company at <https://www.lmwglobal.com/privacy-policy>.

- Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products/services.

**Response:** No corrective action taken by any regulatory authority on issues relating to advertising, cyber security, and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on the safety of products/services.

- Provide the following information relating to data breaches:

- Number of instances of data breaches - Nil.
- Percentage of data breaches involving personally identifiable information of customers - Nil.
- Impact, if any, of the data breaches - Nil.

To,  
The Board of Directors,  
LMW Limited,  
(formerly Lakshmi Machine Works Limited)  
CIN: L29269TZ1962PLC000463  
SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore 641020.

## Independent Assurance Statement

### Scope and Approach

Sustainability Actions Private Limited ("SAPL") has been engaged by the management of LMW Limited ("LMW" or "the Company"), to perform an independent reasonable assurance engagement of the Company's Business Responsibility and Sustainability Report ("BRSR") Core Matrices (refer to annexure 1) for the financial year 2025-26.

### Reporting Criteria for Reasonable Assurance Opinion

Identified Sustainability Information subject to assurance	Period subject to assurance	Level of assurance	Reporting Criteria
BRSR Core Attributes (Refer to Appendix I)	From 1 <sup>st</sup> April, 2025 to 31 <sup>st</sup> March, 2026	Reasonable Assurance	<ul style="list-style-type: none"> <li>Regulation 34(2)(f) of the Securities and Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements Regulations, 2015 (SEBI LODR).</li> <li>Guidance note for BRSR format issued by SEBI.</li> <li>Greenhouse Gas (GHG) Protocol (A Corporate Accounting and Reporting Standard) (Revised) developed by World Resources Institute (WRI) / World Business Council for Sustainable Development (WBCSD).</li> <li>SEBI/HO/CFD/PoD-1/P/CIR/2024/177 dated December 20, 2024 – Industry Standards Note on Reporting of BRSR Core.</li> <li>SEBI/HO/CFD/PoD-1/P/CIR/2025/42 dated 28<sup>th</sup> March 2025 - Measures to facilitate ease of doing business with respect to framework for assurance or assessment, ESG disclosures for value chain, and introduction of voluntary disclosures on green credits.</li> </ul>

### Reasonable Assurance Opinion

Based on our review and procedures followed for a reasonable level of assurance and evidence obtained, we are of the opinion that, the information covered by Reasonable Assurance in the Business Responsibility and Sustainability Report for the FY25-26 is prepared, in all material respects, in accordance with the Reporting Criteria and the Reporting Boundary as set out in Section A: General Disclosures 13 of the Business Responsibility and Sustainability Report.

### Basis For Opinion and Conclusion

We conducted our engagement in accordance with Standard on Sustainability Assurance Engagements (ISAE - Revised) 3000. As part of our assurance process, a multi-disciplinary team of sustainability and assurance specialists reviewed the disclosures presented within the Report and referenced information. The procedures conducted were based on professional judgement and included inquiries, observation of processes performed, inspection of documents, evaluation of quantification methods and reporting policies, analytical procedures, and reconciliation with underlying records.

We interviewed with selected senior managers responsible for management of disclosures and review of selected evidence to support environmental KPIs and metrics disclosed in the Report. We were free to choose interviewees and interviewed those with overall responsibility of monitoring, data collation and reporting the selected indicators.

Given the circumstances of the engagement, in executing the procedures outlined above, we:

- Reviewed the disclosures under BRSR Core, encompassing the framework for assurance consisting of a set of Key Performance Indicators (KPIs) under 9 ESG attributes.

- Evaluation of the design and implementation of key systems, processes and controls for collecting, managing and reporting the BRSR Core indicators. Assessment of operational control and reporting boundaries.
- Seek extensive evidence across all relevant areas, ensuring a detailed examination of BRSR Core indicators. Engaged directly with stakeholders to gather insights and corroborative evidence for each disclosed indicator.
- The audit team conducted on-site audits for data testing and also, to assess the uniformity in reporting processes and also, quality checks at different locations of the Company. Sites for data testing and reporting system checks were selected based on the percentage contribution each site makes to the reported indicator, complexity of operations at each location (high/low/medium) and reporting system within the organization.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our reasonable assurance opinion.

### Management Responsibilities

The Company's Management is responsible for identification of key aspects, content and presentation of the Business Responsibility and Sustainability Report in accordance with the Criteria mentioned above. This responsibility includes:

- The design, implementation and maintenance of internal control relevant to the preparation of the Business Responsibility and Sustainability Report and measurement of BRSR Core and other Matrices, which are free from material misstatement, whether due to fraud or error.
- Selecting or developing suitable criteria for preparing the Assured Sustainability Information and appropriately referring to or describing the criteria.
- Ensuring compliance with law, regulation or applicable contracts.
- Making judgements and estimates that are reasonable in the circumstances.
- Identifying and describing any inherent limitations in the measurement or evaluation of information covered by assurance in accordance with the reporting criteria.

### Independence and Quality Control

We are independent from the entity in accordance with the requirements of independence and quality assurance set out in BRSR provisions and professional pronouncements and have fulfilled our additional professional obligations in accordance with these requirements.

Our assurance engagements are based on the assumption that the data and information provided by the company to us as part of our review have been provided in good faith and free from material misstatements. We were not involved in the preparation of any statements or data included in the Report except for Assurance Statement. Our firm applies International Standard on Quality Management and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. We apply SQC 1 for quality control in assurance and related services.

### Our Responsibility

Our responsibility is to express a reasonable assurance opinion and limited assurance conclusion on the identified sustainability indicators, based on the procedures we have performed and the evidence we have obtained. We conducted our engagement in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000'), and the terms of reference for this engagement as agreed with the Company. Those standards require that we plan and perform our engagement to obtain assurance about whether, in all material respects, the Identified Sustainability Subject Information is presented in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

### Inherent Limitations

We have relied on the information, documents, records, data, and explanations provided to us by the Company for the purpose of our review. The assurance scope excludes:

- Any disclosure other than those mentioned in the scope section above.
- Data and information outside the defined reporting period.
- Data related to Company's financial performance, strategy and other related linkages expressed in the Report.
- The reported financial data are based on audited financial statements issued by the Company's statutory auditors which is subject to a separate audit process. We were not involved in the review of financial data from the Annual Report.
- The Company's statements that describe expression of opinion, belief, aspiration, expectation, forward looking statements provided by the Company and assertions related to Intellectual Property Rights and other competitive issues.
- Mapping of the Report with reporting frameworks other than those mentioned in Reporting Criteria above.
- While we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls.
- The procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

**For and behalf of Sustainability Actions Private Limited**  
(CIN - U74999HR2021PTC093811)

Place: Gurgaon  
Date: 20<sup>th</sup> May 2026

**Saket Sinha**  
**(Director)**

## Annexure I - BRSR Core attributes - Reasonable assurance for financial year 2025-26

BRSR Core Indicator	Description of Indicator
<b>Section C – Principle 1 - E8</b>	Number of days of accounts payable
<b>Section C – Principle 1 - E9</b>	Concentration of purchases & sales done with trading houses, dealers and related parties Loans and advances & investments with related parties
<b>Section C – Principle 3 - E1(c)</b>	Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company
<b>Section C – Principle 3 - E11</b>	Details of safety related incidents including lost time injury frequency rate, recordable work-related injuries, no. of fatalities
<b>Section C – Principle 5 - E3(b)</b>	Gross wages paid to females as % of wages paid
<b>Section C – Principle 5 - E7</b>	Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, including complaints reported, complaints as a % of female employees and complaints upheld
<b>Section C – Principle 6 - E1</b>	Details of total energy consumption (in Joules or multiples) and its intensity
<b>Section C – Principle 6 - E3</b>	Details of water withdrawal by source
<b>Section C – Principle 6 - E3</b>	Details of water consumption and its intensity
<b>Section C – Principle 6 - E4</b>	Details of water discharged by destination and level of treatment
<b>Section C – Principle 6 - E7</b>	Details of greenhouse gas emissions (Scope 1 and Scope 2) and its intensity
<b>Section C – Principle 6 - E9</b>	Details related to waste generated by category of waste
<b>Section C – Principle 6 - E9</b>	Details related to waste recovered through recycling, re-using or other recovery operations
<b>Section C – Principle 6 - E9</b>	Details related to waste disposed by nature of disposal method
<b>Section C – Principle 8 - E4</b>	Input material sourced from following sources as % of total purchases – Directly sourced from MSMEs/ small producers and from within India
<b>Section C – Principle 8 - E5</b>	Job creation in smaller towns
<b>Section C – Principle 9 - E7</b>	Instances involving loss/breach of data of customers as a percentage of total data breaches or cyber security events

# Corporate Governance Report

In compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 1. PHILOSOPHY ON CODE OF GOVERNANCE:

LMW Limited (formerly Lakshmi Machine Works Limited) is driven by a vision to ensure a sustainable business that maintains market leadership, delights customers, and enhances value for every stakeholder. To achieve this, the Company employs systematic planning grounded in its core values and business ethics. LMW partners with customers to deliver quality products and services on time at competitive prices, while strictly adhering to transparency, accountability, and legal compliance. Recognising that prudent corporate governance is essential to meeting significant goals, LMW is committed to the continuous creation, monitoring, and upgrading of strong governance policies. These frameworks define and drive the organisation's performance, ensuring alignment with its cherished values and commitments.

## 2. BOARD OF DIRECTORS:

The Board provides leadership, strategic guidance, and objective judgment regarding Company's affairs, whilst upholding its vision, purpose, and values. The Board comprises seasoned specialists who are experts in their respective fields and possess decades of professional experience. As a collective body, the Directors are committed to ethical and lawful business conduct and possess the acumen to steer the Company in the right direction. The Board emphasises the highest standards of governance practice, ensuring the Company operates in the long-term interest of all stakeholders.

To ensure effective participation, an annual calendar for the Board, its Committees, and General Meetings is finalised and intimated to the Directors well in advance. The Company ensures that timely and relevant information is circulated to all Directors beforehand, thereby facilitating their effective participation and constructive contribution during meetings and deliberations.

The Board determines strategic policies and periodically approves annual plans, programmes, budgets, capital

expenditure, new projects, and investment plans. It also conducts performance reviews and ensures risk management and statutory compliance. A minimum of four Board meetings are held annually—one in each quarter—ensuring that the interval between two consecutive meetings does not exceed one hundred and twenty days. Various Board Committees also meet as per statutory mandates. Additionally, in accordance with regulatory requirements, the Independent Directors meet separately at least once a year.

### a) Details of the composition of the Board, category of Directorship, attendance at the Meetings of the Company along with information on other Directorship details of the Directors on the Board of the Company as on 31<sup>st</sup> March 2026:

The Board is constituted to comply with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board maintains an optimal structure, ensuring a judicious mix of Executive and Non-Executive Directors, alongside a combination of Independent and Non-Independent Directors.

As on 31<sup>st</sup> March 2026, the Board of Directors consists of nine members, including one Chairman and Managing Director, one Executive Non-Independent Director, and seven Non-Executive Directors. Of the Non-Executive Directors, two are Non-Independent and five are Independent Directors. Furthermore, the Board complies with the mandate of appointing an Independent Woman Director.

The details of the attendance of each Director at Board Meetings, last Annual General Meeting ("AGM") and their Directorship in other Indian Companies and membership & chairmanship in the Committees thereof, details of Listed Company(ies) in which the Director holds Directorship, are as under:

Name, DIN & Designation of the Director	Category of Directorship at LMW Limited	Attendance Particulars <sup>1</sup>		Directorship in other Indian Companies (Public + Private + Section 8)	Membership in Committees <sup>2</sup>		Names of other Listed Companies in which Directors hold Directorship	Designation in such other Listed Companies
		Board Meeting	AGM		Chair-person	Member		
Sri Sanjay Jayavarthanavelu DIN: 00004505 Chairman and Managing Director	Promoter - Executive and Non-Independent	▶▶▶▶▶	✔	8	0	0	The Lakshmi Mills Company Limited	Promoter Group Member, Non-Executive and Non-Independent Director
							Super Sales India Limited	Promoter, Chairman, Non-Executive and Non-Independent Director
Sri S Pathy DIN: 00013899 Director	Promoter Group Member - Non-Executive and Non-Independent	▶▶▶▶▶	✔	9	0	1	The Lakshmi Mills Company Limited	Promoter, Chairman and Managing Director (Executive)
							Lakshmi Engineering and Warehousing Limited (formerly Lakshmi Automatic Loom Works Limited)	Promoter, Chairman, Non-Executive and Non-Independent Director
Sri Arun Alagappan DIN: 00291361 Director	Non-Executive and Independent	▶▶▶▶▶	✔	5	0	1	Coromandel International Limited	Promoter, Executive Chairman (Whole-time Director)
							Thirumalai Chemicals Limited	Non-Executive and Independent Director
							NACL Industries Limited	Promoter Group, Chairman, Non-Executive and Independent Director

Name, DIN & Designation of the Director	Category of Directorship at LMW Limited	Attendance Particulars <sup>1</sup>		Directorship in other Indian Companies (Public + Private + Section 8)	Membership in Committees <sup>2</sup>		Names of other Listed Companies in which Directors hold Directorship	Designation in such other Listed Companies
		Board Meeting	AGM		Chair-person	Member		
Sri Aroon Raman DIN: 00201205 Director	Non-Executive and Independent	▶▶▶▶▶	☑	6	2	2	Nil	Nil
Sri Jaidev Jayavarthanavelu DIN: 07654117 Director	Promoter Group Non-Executive and Non-Independent	▶▶▶▶▶	☑	4	0	0	Nil	Nil
Sri M Sankar DIN: 10362673 Director Operations	Executive and Non-Independent	▶▶▶▶▶	☑	Nil	0	1	Nil	Nil
Smt Pushya Sitaraman DIN: 06537196 Director	Non-Executive and Independent	▶▶▶▶▶	☒	2	0	2	Nil	Nil
Sri Venkataramani Anantharamakrishnan DIN: 00277816 Director	Non-Executive and Independent	▶▶▶▶▶	☑	9	0	6	Shanthi Gears Limited	Non - Executive and Independent Director
							Avalon Technologies Limited	Non - Executive and Independent Director
							IP Rings Limited	Managing Director
Dr Deepali Pant Joshi DIN: 07139051 Director	Non-Executive and Independent	▶▶▶▶▶	☑	5	1	5	Coromandel International Limited	Non - Executive and Independent Director

<sup>1</sup>The Board Meetings were held on 14<sup>th</sup> May 2025, 17<sup>th</sup> July 2025, 05<sup>th</sup> November 2025, 15<sup>th</sup> December 2025 and 28<sup>th</sup> January 2026. The Annual General Meeting was held on 17<sup>th</sup> July 2025. A separate meeting of Independent Directors was held on 28<sup>th</sup> January 2026.

<sup>2</sup>Number of Chairpersonship and Membership in Committees (Audit Committee and Stakeholders Relationship Committee) of all the Directors are within the limits specified in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The numbers contained in the column titled "Membership in Committees" denote only the Chairmanship and Membership of the Directors in Audit Committee and Stakeholders Relationship Committees across all Public Limited Companies including LMW Limited, in which they hold a Board position. A Director who is a Chairperson of a Committee is also additionally counted as a Member of the said Committee.

Board Meeting attended: 1 meeting = ▶

☑ - Yes ☒ - No

#### b) Number and dates of Board Meetings/separate meetings of Independent Directors

Five Meetings of the Board of Directors were held during the financial year 2025-26; on 14<sup>th</sup> May 2025, 17<sup>th</sup> July 2025, 05<sup>th</sup> November 2025, 15<sup>th</sup> December 2025 and 28<sup>th</sup> January 2026.

Independent Directors had met separately on 28<sup>th</sup> January 2026 during which all the Independent Directors were present.

#### c) Directors inter-se relationship

As on 31<sup>st</sup> March 2026, except Sri Sanjay Jayavarthanavelu and Sri Jaidev Jayavarthanavelu, none of the other Directors are related to each other. Sri Jaidev Jayavarthanavelu is the son of Sri Sanjay Jayavarthanavelu, Chairman and Managing Director.

#### d) Number of Shares and convertible instruments held by the Non-Executive Directors

S No	Name of the Director	Number of Equity Shares held as on 31 <sup>st</sup> March 2026
1	Sri S Pathy	1,420
2	Sri Arun Alagappan	-
3	Sri Aroon Raman	-
4	Smt Pushya Sitaraman	-
5	Sri Venkataramani Anantharamakrishnan	-
6	Dr Deepali Pant Joshi	-
7	Sri Jaidev Jayavarthanavelu	460

Note: The Company has not issued any convertible instruments.

#### e) Familiarisation Program for Independent Directors

To familiarise all aspects of the Business of the Company, suitable presentations/familiarisation programs were made/ conducted to/for the Directors. The details of the Familiarisation Program conducted for the Directors is available on the Company's website at:

<https://www.lmwglobal.com/pdf/investors1/leadership/familiarisation%20program/2025-26.pdf>.




Directors and Officers are covered under the Directors & Officers' Liability Insurance Policy and the terms of the same have been reviewed by the Board.

#### f) Key Board qualifications, expertise, and attributes

The Board of Directors consists of accomplished professionals whose diverse skills, competencies, and expertise enable them to actively engage in and support the management's strategic decision-making.

The Board has identified a matrix of core skills and competencies required to successfully drive the Company's business objectives. The specific skills currently available and represented across the Board are as follows:

<b>Leadership</b>		Leadership and directorship experience that has enabled effective participation in and spearheading of key corporate initiatives. Possesses the ability to articulate a clear vision, nurture talent, formulate long-term plans, and champion essential organisational changes.
<b>Board Service, Legal and Governance</b>		Extensive experience in board operations and corporate governance, fostering a robust understanding of organisational governance frameworks to safeguard stakeholder interests. Proficient in legal processes and adept at interpreting applicable statutory laws and regulatory mandates to ensure compliance and protect the Company's interests.
<b>Business Strategy</b>		Proven expertise in developing and executing strategic initiatives. Capable of identifying viable opportunities for acquisitions, divestitures, or strategic alliances to strengthen the Company's portfolio. Skilled at analysing project viability in alignment with overarching business strategies to drive both organic and inorganic growth.
<b>Technology &amp; Innovation</b>		Forward-looking approach with the ability to develop long-term plans that sustain and support business operations. Skilful at anticipating evolving business models and driving innovation. Possesses a deep understanding of emerging technologies and their strategic suitability for advancing the Company's objectives.

<b>Financial</b>		Significant experience in overseeing principal financial officer or equivalent functions. Possesses a strong aptitude for reading, analysing, and interpreting complex financial statements. Demonstrates proficiency in corporate financial management, statutory reporting, and the implementation of robust financial processes.
<b>Sales and Marketing</b>		Extensive experience in spearheading sales and marketing functions. Adept at driving revenue growth, enhancing market presence, and strategically building and sustaining the organisation's brand reputation.
<b>Human Resources</b>		Comprehensive experience in human capital management, encompassing talent acquisition and retention, dispute resolution, and fostering positive interpersonal relations. Skilled in liaising effectively with both internal personnel and external stakeholders.

In the table below, the specific areas of focus or expertise of individual Board Members have been highlighted.

#### Board Qualifications - Area of Expertise

Name of the Director	Leadership	Board Service, Legal and Governance	Business Strategy	Technology & Innovation	Financial	Sales and Marketing	Human Resources
Sri Sanjay Jayavarthanavelu	✓	✓	✓	✓	✓	✓	✓
Sri S Pathy	✓	✓	✓	✓	✓	✓	✓
Sri Arun Alagappan	✓	✓	✓	✗	✓	✓	✓
Sri Aroon Raman	✓	✓	✓	✓	✓	✓	✓
Sri Jaidev Jayavarthanavelu	✓	✗	✓	✓	✓	✓	✓
Sri M Sankar	✓	✓	✓	✓	✓	✓	✓
Smt Pushya Sitaraman	✓	✓	✓	✗	✓	✗	✓
Sri Venkataramani Anantharamakrishnan	✓	✓	✓	✓	✓	✓	✓
Dr Deepali Pant Joshi	✓	✓	✓	✓	✓	✓	✓

✓ - Yes ✗ - No

- g) Based on declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

As per the requirements of the Companies Act, 2013, all the Independent Directors of the Company have registered themselves in the Independent Director's Data Bank as per Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and are exempted from undertaking online self-assessment test.

During the year under review, there were no instances of Independent Director(s) of the Company resigning before the expiry of applicable tenure.

#### h) Code of Conduct


The Company's Code of Conduct is based on its values and clearly defines the principles and expectations for everyone working within the organisation. It is applicable to all Employees, Officers, and Members of the Board. The Code of Conduct is hosted on the Company's website, [www.lmwglobal.com](http://www.lmwglobal.com).

The Board of Directors bear the responsibility of ensuring rules are established to avoid conflicts of interest for Board Members and the Management. Consequently, the Board has adopted a Code of Conduct for the Members of the Board and the Senior Management team. This Code provides that Directors are required to avoid any interest in contracts entered into by the Company. If an interest exists, they must make adequate disclosures to the Board and recuse themselves from discussion or voting on the matter. The Members of the Board and Senior Management Personnel confirm their adherence to the Code of Conduct annually. This specific Code acts in addition to this general Code of Conduct of the Company.

The Chief Executive Officer's declaration on Code of Conduct signed by Sri Sanjay Jayavarthanavelu, Chairman and Managing Director, affirming compliance with the Company's Code of Conduct forms a part of this Annual Report.

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has, inter-alia, adopted a Code of Conduct for Prohibition of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") duly approved by the Board of Directors of the Company.

### 3. AUDIT COMMITTEE:

AUDIT COMMITTEE			
	Sri Aroon Raman Chairman	Sri Arun Alagappan Member	Dr Deepali Pant Joshi Member
			Sri M Sankar Member
Audit Committee met 5 times during the financial year 2025-26			

The Audit Committee was constituted along with the terms of reference that are in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference include amongst other things review of financial statements, annual budgets, internal control systems, accounting policies and practices, internal audit and administration.

Sri C R Shivkumaran, Company Secretary serves as the Secretary of the Committee.

Chief Financial Officer, Statutory Auditors, Internal Auditors, and the Company Secretary were always present at the Audit Committee Meetings. The Audit Committee assures to the Board among other things adequacy of the internal control system, compliance with applicable accounting standards, adequacy and correctness of financial disclosures, compliance with the requirements as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee meets once in every quarter to carry out its Business.

The Committee met five times during the financial year under review on 14<sup>th</sup> May 2025, 17<sup>th</sup> July 2025, 05<sup>th</sup> November 2025, 15<sup>th</sup> December 2025 and 28<sup>th</sup> January 2026.





## 9. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Sri Sanjay Jayavarthanavelu | Sri Arun Alagappan | Sri Venkataramani Anantharamakrishnan  
Chairman | Member | Member

Corporate Social Responsibility Committee met 2 times during the financial year 2025-26

The Corporate Social Responsibility Committee was constituted in compliance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate policies, indicate the activities / projects and the amount of expenditure to be incurred in relation to the CSR activities of the Company.

The Committee met twice during the year under review on 14<sup>th</sup> May 2025 and 05<sup>th</sup> November 2025. The composition of the Corporate Social Responsibility Committee and the details of attendance of Members is as follows:

Name of the Member	Date of the meeting and attendance details	
	14 <sup>th</sup> May 2025	05 <sup>th</sup> November 2025
Sri Sanjay Jayavarthanavelu (Chairman)	✔	✔
Sri Arun Alagappan (Member)	✔	✔
Sri Venkataramani Anantharamakrishnan (Member)	✘	✔

Sri C R Shivkumaran, Company Secretary serves as the Secretary of the Committee.

✔ - Yes ✘ - No

## 10. PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR:

Name of Senior Management Personnel ("SMP")	Designation	Changes if any, since the previous financial year (Yes / No)	Nature of change and effective date
Sri K Soundhar Rajhan	Chief Strategy Officer	No	-
Sri N Krishna Kumar	President, Foundry & Advanced Technology Centre	No	-
Sri S Rajasekaran	President, Textile Machinery Division	No	-
Sri V Senthil	Chief Financial Officer	No	-
Sri S Ravichandran	Associate Vice President, Strategic Supply Chain Management	No	-
Sri C R Shivkumaran	Company Secretary	No	-
Sri M Ranganathan	Head - HR & IR	No	-

Note: Sri R Chandrashekar, Head - Foundry and Advanced Technology Centre (ATC), was identified as Senior Management Personnel with effect from 20<sup>th</sup> May 2026.

## 11. GENERAL BODY MEETINGS:

Information regarding the Annual General Meeting held during the last three financial years is given below:

Type	Venue	Day	Date	Time (IST)
AGM	via Video Conferencing from "Lakshmi", No.34-A, Kamaraj Road, Coimbatore - 641018, India.	Monday	31 <sup>st</sup> July 2023	03.30 PM
AGM	-do-	Wednesday	31 <sup>st</sup> July 2024	03.30 PM
AGM	-do-	Thursday	17 <sup>th</sup> July 2025	03.30 PM

## Details of Special Resolutions passed in the AGM

AGM Date	Particulars of Resolution
31 <sup>st</sup> July 2023	Appointment of Sri Jaidev Jayavarthanavelu (DIN: 07654117) as a Whole-time Director of the Company.
31 <sup>st</sup> July 2024	Payment of commission to Non-Executive Directors of the Company. Approval for payment of Remuneration to Sri Sanjay Jayavarthanavelu (DIN: 00004505), Chairman and Managing Director of the Company for the remaining two years in his present term. Approval for continuation of Directorship of Sri S Pathy (DIN: 00013899) as a Non-Executive and Non-Independent Director beyond the age of 75 years. Approval for appointment of Sri Venkataramani Anantharamakrishnan (DIN: 00277816) as an Independent Director of the Company. Approval for appointment of Smt Pushya Sitaraman (DIN: 06537196) as an Independent Woman Director of the Company. Approval for change of name of the Company from "Lakshmi Machine Works Limited" to "LMW Limited".

Note: No Special Resolution was passed at the Company's AGM held on 17<sup>th</sup> July 2025.

## 12. POSTAL BALLOT:

No Postal Ballot was conducted during the year.

Note: As per the requirements of Schedule V, Part C, 7(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is being informed that there is no proposal as on the date of this report to pass any Special Resolution through Postal Ballot.

## 13. MEANS OF COMMUNICATION:

The Company is conscious of the importance of timely dissemination of adequate information to the Stakeholders. The dates of General Body Meetings, Book Closure/Record Date and Quarterly Unaudited Results and Audited Financial Results are being published in The Hindu Business Line, English daily Newspaper and Hindu -Tamil, Tamil daily Newspaper and is also being informed to the Stock Exchanges regularly.

Besides, the Company's Profile, Corporate Information, Quarterly and Annual Financial Statements, Annual Reports, Shareholding Pattern, Corporate Governance Report, Code of Conduct for Directors and Officers, Product Range, official news releases, if any, and presentations, if any, made to institutional investors/ the analysts and other such information statutorily required are posted and updated on the Company's website [www.lmwglobal.com](http://www.lmwglobal.com).

### Shareholders outreach initiatives

The Investor Education and Protection Fund (IEPF) Authority launched a 100 Day Campaign titled 'Saksham Niveshak' in July 2025. This initiative aims to create awareness amongst investors and facilitate the resolution of pending issues relating to unclaimed dividends and shares transferred to the IEPF, updation of KYC and

nomination details and enables investors to claim their rightful entitlements. In line with this initiative, the Company has published newspaper advertisement and has made website disclosure to create awareness amongst the Shareholders for updating KYC and for claiming unpaid dividends.

Additionally, the Company's RTA also initiated a special drive for processing of unclaimed dividend of Shareholders. As part of this special drive, dividends outstanding was paid to Shareholders who had updated their bank details.

### Special window for re-lodgement of transfer requests of physical shares

Pursuant to SEBI Circular dated 2<sup>nd</sup> July 2025, the Company opened a special window for Shareholders holding shares in physical form to facilitate the re-lodgement of transfer deeds that were originally lodged prior to 1<sup>st</sup> April 2019 and were rejected/ returned, due to a deficiency in the documents. The re-lodgement window was open for a period of six months from 7<sup>th</sup> July 2025 until 6<sup>th</sup> January 2026.

In terms of the SEBI Circular dated 30<sup>th</sup> January 2026 another special window has been opened for a period of one year from 5<sup>th</sup> February 2026 until 4<sup>th</sup> February 2027. Shareholders may note that securities transferred under this special window shall be mandatorily credited in demat mode and shall be under lock-in for a period of one year from the date of transfer. Such securities shall not be transferred/ lien-marked/pledged during the said lock-in period.

Shareholders are encouraged to take advantage of this opportunity by submitting the necessary documents to the Company's RTA i.e. MUFG Intime India Private Limited.



### Address for Correspondence:

All Shareholder correspondence should be addressed to:  
Company Secretary,  
LMW Limited,  
SRK Vidyalaya Post,  
Perianaickenpalayam,  
Coimbatore - 641020,  
Tamil Nadu, India.  
E-mail: [secretarial@lmw.co.in](mailto:secretarial@lmw.co.in)  
Phone: +91 422 7192255

### Credit Rating:

The Company does not have any debt instrument or a fixed deposit program or any scheme or proposal involving mobilisation of funds either in India or abroad that requires a credit rating.

### 15. OTHER DISCLOSURES:

- There were no materially significant Related Party Transactions that would have potential conflict with the interests of the Company at large. Details of Related Party Transactions are given elsewhere in the Annual Report.
- No penalty or strictures have been imposed on the Company by any Stock Exchange(s) or Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years.
- Whistle Blower Policy has been adopted by the Company, the whistle blower mechanism is in vogue and no personnel has been denied access to the Audit Committee.
- All the mandatory requirements have been duly complied with.
- The Company's Policy relating to determination of Material Subsidiaries is available at the Company's website at: <https://www.lmwglobal.com/pdf/investors1/policies/09%20Policy%20on%20Material%20Subsidiary.pdf>.
- The policy of the Company relating to Related Party Transactions is available on the Company's website: [https://www.lmwglobal.com/pdf/investors1/policies/11 Related Party Transaction Policy-25.pdf](https://www.lmwglobal.com/pdf/investors1/policies/11%20Related%20Party%20Transaction%20Policy-25.pdf).
- The Policy for determining the materiality of an event or information for making disclosures to stock exchanges is available at the Company's website at: <https://www.lmwglobal.com/pdf/investors1/policies/material%20events%20policy/07-Policy-for-Disclosure-of-Material-Events-25.pdf>.

- The Policy for preservation & Archival of Documents is available at the Company's website at: <https://www.lmwglobal.com/pdf/investors1/policies/10%20Policy%20on%20Preservation%20of%20Documents.pdf>.
- The Company is not undertaking any commodity hedging activities, hence there is no risk of commodity hedging to the Company.
- The Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- A Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or in continuing as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority has been obtained and is annexed to the Annual Report.
- During the year under review, the recommendations made by various Committees of the Board of Directors have been accepted and there were no instances where the Board of Directors have not accepted any such recommendation.
- Total fees paid by the Company and its subsidiaries on a consolidated basis to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part, are as follows:

Particulars	Amount (₹ in Crores)
Audit fees	0.15
Other Services*	0.07
Out-of-pocket expenses	Nil
<b>Total</b>	<b>0.22</b>

\*Certification fees

- As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee. During the year 2025-26, no complaint was received by the Committee. As such, there are no complaints pending as at the end of the financial year.
- The Company has no inter-corporate loans as on 31<sup>st</sup> March 2026.

- Material Subsidiary: LMW Holding Limited is a material subsidiary of the Company as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the audited financial statements for the year ended 31<sup>st</sup> March 2026. LMW Holding Limited was incorporated on 10<sup>th</sup> July 2024 at Dubai International Financial Centre, Dubai, United Arab Emirates. M/s KSI Shah & Associates, Dubai, United Arab Emirates, are the statutory auditors of LMW Holding Limited and were appointed on 9<sup>th</sup> May 2025.

- All the requirements of Corporate Governance Report of sub paragraphs (2) to (10) Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been duly complied with.
- None of the discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been adopted.
- The internal auditors of the Company report to the Audit Committee and make detailed presentation at quarterly meetings.
- The Company is fully compliant with the Corporate Governance requirements as specified by Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 20. DETAILS OF UNCLAIMED SHARES KEPT IN DEMAT SUSPENSE ACCOUNT:

As required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Share Certificates issued on the subdivision of the face value of the Shares and remaining unclaimed after giving three reminders under registered post to the respective Shareholder's last known address, had been transferred to a separate Demat Account opened in the name of the Company with the Stock Holding Corporation of India, Coimbatore, Tamil Nadu, India.

As on 1<sup>st</sup> April 2026, the Company's Unclaimed Suspense Account had a nil balance of shares. This is on account of shares being either claimed by the Shareholders or because of transfer to the Investor Education and Protection Fund ("IEPF") during the previous years.

- In Compliance with SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022, the Company has opened a Suspense Escrow Demat Account. The Company issues "Letter of Confirmation" to the Shareholders, to enable them to dematerialise the same. There are no cases where the Letter of Confirmations are pending for dematerialisation for more than 120 days. Hence, no shares were liable to be transferred to LMW Limited Suspense Escrow Demat Account.
- There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By order of the Board

**Sanjay Jayavarthanelu**  
Chairman and Managing Director  
DIN: 00004505

Place : Coimbatore  
Date : 20<sup>th</sup> May 2026

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To  
**The Members of  
LMW LIMITED**  
(Formerly Lakshmi Machine Works Limited)  
(CIN: L29269TZ1962PLC000463)  
SRK Vidyalaya Post,  
Perianaickenpalayam,  
Coimbatore - 641020, Tamil Nadu.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. LMW LIMITED** (Formerly Lakshmi Machine Works Limited) having CIN: L29269TZ1962PLC000463 and having registered office at SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore – 641020, Tamil Nadu (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on **31<sup>st</sup> March 2026** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Sanjay Jayavarthanavelu (Chairman and Managing Director)	00004505	24/02/1993
2	Mr. Sundaram Pathy	00013899	21/03/1973
3	Mr. Venkataramani Anantharamakrishnan	00277816	05/08/2024
4	Mrs. Pushya Sitaraman	06537196	05/08/2024
5	Mr. Arun Alagappan	00291361	26/10/2016
6	Mrs. Deepali Pant Joshi	07139051	12/12/2024
7	Mr. Jaidev Jayavarthanavelu	07654117	11/05/2022
8	Mr. Aroon Raman	00201205	11/05/2022
9	Mr. Muthulingam Sankar (Whole-time Director designated as Director-Operations)	10362673	25/10/2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MDS & Associates LLP**  
Company Secretaries

**M D Selvaraj**  
Managing Partner  
FCS No.: 960 | C P No.: 411  
Peer Review No. 6468/2026  
**UDIN:** F000960H000367733

**Place :** Coimbatore  
**Date :** 20<sup>th</sup> May 2026

## CEO & CFO Certificate

The Board of Directors  
**LMW Limited**  
Coimbatore.

### Annual Confirmation pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required by Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the financial year ended 31<sup>st</sup> March 2026 and that to the best of our knowledge and belief:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal, or violative of the Company's Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- We have indicated to the Auditors and the Audit Committee of:
  - significant changes if any, in internal control over financial reporting during the financial year;
  - significant changes if any, in accounting policies during the financial year and that the same have been disclosed in the notes to the Financial Statements; and
  - that there were no instances of fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over Financial reporting.

**Place :** Coimbatore  
**Date :** 20<sup>th</sup> May 2026

**Sanjay Jayavarthanavelu**  
Chairman and Managing Director [CEO]  
DIN : 00004505

**V Senthil**  
Chief Financial Officer [CFO]

## Chief Executive Officer's Declaration On Code Of Conduct

I hereby declare that pursuant to Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company have adopted a Code of Conduct for the Board Members and Senior Management of the Company and the same has also been posted in the Company's website and that all the Board Members and Senior Management personnel to whom this Code of Conduct is applicable have affirmed compliance with the said Code of Conduct during the financial year 2025-26.

By order of the Board

**Sanjay Jayavarthanelu**

Chairman and Managing Director [CEO]

DIN: 00004505

**Place :** Coimbatore

**Date :** 20<sup>th</sup> May 2026

## Standalone Financial Statements

# Independent Auditor's Report

TO THE MEMBERS OF LMW LIMITED (formerly known as Lakshmi Machine Works Limited)

## Report on the Audit of the Standalone Financial Statements

### Opinion

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

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

### Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing ("SAs") specified

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

KEY AUDIT MATTER	RESPONSE TO KEY AUDIT MATTER
<p><b>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in respect of "Revenue from contracts with Customers" under Ind AS 115.</b></p> <p>The application of this revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period, and disclosures including presentations of balances in the financial statements. Estimated efforts is a critical estimate to determine revenue, as it requires consideration of progress of the contract, efforts incurred till date, efforts required to complete the remaining performance obligation.</p>	<p>Our audit approach consisted testing of the design and operating effectiveness of internal controls and procedures as follows:</p> <ul style="list-style-type: none"> <li>Evaluated the effectiveness of controls over the preparation of information that are designed to ensure the completeness and accuracy.</li> <li>Selected a sample of existing continuing contracts and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price.</li> <li>Tested the relevant information, accounting systems and change relating to contracts and related information used in recording and disclosing revenue in accordance with Ind AS 115.</li> <li>Reviewed a sample of contracts to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations.</li> <li>Performed analytical procedures and test of details for reasonableness and other related material items.</li> </ul>

KEY AUDIT MATTER	RESPONSE TO KEY AUDIT MATTER
<p><b>Assessment of carrying value of investments</b></p> <p>The company has invested in listed equity instruments and debt instruments. We consider this as a key audit matter given the relative significance of the value of investments.</p>	<p>Our procedures in relation to assessing the carrying value of investments include the following observations.</p> <ul style="list-style-type: none"> <li>The company has sold some of its investments in equities and the closing investments are carried at fair value as on 31<sup>st</sup> March 2026.</li> <li>The investments in unquoted equity instruments are carried at cost. During the year, the company has made additional investment in LMW Holding Limited.</li> <li>All the investments in debentures are measured at amortised cost.</li> <li>The company has sold some of its investments in debt oriented mutual funds, and the closing investment has been recognised at fair value as on 31<sup>st</sup> March 2026.</li> </ul>

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

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

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

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

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

### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that gives a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act

for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

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

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

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

with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

#### Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
  - On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
  - With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during

the year is in accordance with the provisions of section 197 of the Act.

- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 30.1 to the Standalone Financial Statements.
  - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 18 to Standalone Financial Statements.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded

Place : Coimbatore  
Date : 20<sup>th</sup> May 2026

in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
  - The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

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

For **Krishnamoorthy & Co**  
Chartered Accountants  
Firm's Registration No.0014965

**B. Krishnamoorthi**  
Partner, Auditor  
Membership No.020439  
UDIN: 26020439HUUOIQ3904

## Annexure “A” to The Independent Auditor’s Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ of the Independent Auditors’ section of our report to the Members of **LMW LIMITED** on the Standalone Financial Statements for the year ended March 31,2026)

To the best of our information and according to the explanations provided to us by the company and the books of accounts and records examined by us in the normal course of audit we state that:

(i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:

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

(B) The company has maintained proper records showing full particulars of Intangible assets.

(b) The company has a program of physical verification of Property, Plant and Equipment so to cover all assets once every three years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on our examination of the property tax receipts and lease agreement for land on which the building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties( other than properties where the company is lessee and the lease agreements are duly executed in favour of the lessee),disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the company as at the balance sheet date.

(d) The company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or pending against the company as at March 31, 2026 for holding any benami property under the Benami Transactions (prohibition) Act, 1998 (as amended in 2016) and rules made thereunder.

(ii) (a) The physical verification of inventory has been conducted by the management at reasonable intervals. The Company has maintained proper records of inventory and no material discrepancies were noticed on the physical verification of inventories as compared to the book records.

(b) During the year, the company has not borrowed any working capital loans from banks or financial institutions. Thus, no quarterly returns or statements have been filed by the company with such banks or financial institutions. Hence, reporting under this clause is not applicable to the company.

(iii) The company has made investments in subsidiary, during the year, in respect of which:

(a) The company has not provided any loans or advances in the nature of loans, or stood guarantee, or provided security to any other entity during the year.

(b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company’s interest.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The Central Government has prescribed the maintenance of cost records under section 148(1) of the Act. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however carried out a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

(c) Details of dues of Income Tax, Goods and Service Tax and Excise duty which have not been deposited as at March 31, 2026 on account of dispute are given below:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which amount relates	Tax disputes & Penalties (₹ in Crs)	Sum of Deposit (₹ in Crs)
Goods and Service Tax Act, 2017	E- Way bill and E-Invoice issues	Pending Before Karnataka State Tax Office, Mysore	2022-2023	0.05	0.05
		Pending Before Tamil Nadu State Tax Office, Salem	2022-2023	0.00**	0.00**
		Pending Before Tamil Nadu State Tax Office, Villupuram	2022-2023	0.15	0.15
			2023-2024	0.06	0.06
			2024-2025	0.00**	0.00**
		Pending Before Tamil Nadu State Tax, Tiruppur	2025-2026	0.28	0.28
Pending Before Tamil Nadu State Tax Office, Coimbatore	2025-2026	0.06	0.06		
The Central Excise Act, 1944	Cenvat Credit	Deputy/Assistant Commissioner	2001-2002	0.18	0.18
			2002-2003	0.92	-
			2006-2007	0.04	-
		CESTAT	1996-1997	0.00*	0.00*
			2000-2002	0.02	-
Goods and Service Tax Act, 2017	Cenvat Credit	CESTAT	2017-2018	0.55	0.47
			2023-2024	0.49	0.09
	GST Reversal	Deputy/Assistant Commissioner	2018-2023	0.47	0.02
Income Tax Act, 1961	Penalty	Commissioner of Income Tax	2019-2020	7.75	1.55

\*Disputed and deposited amounts to ₹32,047/- and ₹31,047/- respectively.

\*\* Penalty disputed and deposited amount is ₹50,000/-

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

- (ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based upon the audit procedures performed and information and explanations given to us by the management, we report that no fraud by the company or on the company by its officers/ employees have not been noticed or reported during the course of our audit.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports till year ended 31<sup>st</sup> March 2026 under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a) and (b) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c) and (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance

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

- (xx) As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.

For **S. Krishnamoorthy & Co**  
Chartered Accountants  
Firm's Registration No.001496S

Place : Coimbatore  
Date : 20<sup>th</sup> May 2026

**B. Krishnamoorthi**  
Partner, Auditor  
Membership No.020439  
UDIN: 26020439HVUOIQ3904

## Annexure “B” to Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ of the Independent Auditors’ section of our report to the Members of **LMW LIMITED** on the Standalone Financial Statements for the year ended March 31,2026)

### Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of LMW LIMITED (“the Company”) as of March 31, 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

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

### Auditor’s Responsibility

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

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

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### Meaning of Internal Financial Controls Over Financial Reporting

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at

March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S. Krishnamoorthy & Co**  
Chartered Accountants  
Firm’s Registration No.0014965

**B. Krishnamoorthi**  
Partner, Auditor  
Membership No.020439  
UDIN: 26020439HVUOIQ3904

Place : Coimbatore  
Date : 20<sup>th</sup> May 2026







## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

make estimates and judgements that affect the reported amounts of assets, liabilities, revenue, expenses and other comprehensive income (OCI) that are reported and disclosed in the financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates. Changes in estimates are reflected in the standalone financial statements in the year in which the changes are made.

Significant estimates and assumptions are used for, but not limited to,

- Estimation of useful life of Property, Plant and Equipment, Refer Note: 2.3 & Note 3
- Estimation of useful life of Intangible Assets – Refer Note 2.4 & Note 4
- Provisions and Contingent Liabilities – Refer Note: 30.1
- Recognition of deferred taxes – Refer Note: 14
- Key actuarial assumptions for measurement of future obligations under employee benefit plans – Refer Note: 30.9

### Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2026, MCA has notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 applicable to the company w.e.f. April 1, 2025.

- In May 2025, the MCA notified amendments to Ind As 21, the amendment requires the Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The amendments are effective for annual reporting periods beginning on or after April 1, 2025. When applying the amendments, an entity cannot restate comparative information. The amendments do not have a material impact on the financial statements.

In August 2025, MCA notified the following amendments to:

- Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to

classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has reviewed the amendment and based on its evaluation has determined that it has no impact on its financial statements.

- Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. During the year, the company has not entered into any supplier finance arrangements. Hence, the amendment does not have any impact on the financial statements.
- Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively.

### 2.3 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any.

Increase/Decrease in rupee liability in respect of foreign currency liability related to acquisition of Property, Plant and Equipment is added to the cost of the asset.

Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Spare parts, stand-by equipment and servicing equipment are recognised when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Property, plant and equipment represent a significant proportion of the asset base of the Company. Depreciation on Property, Plant and Equipment is provided using Straight Line Method (SLM) over the estimated useful life.

The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end with the effect of any changes in estimate accounted for on a prospective basis. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

The management estimates of the useful lives of the Property, Plant and Equipment are as follows:

Asset Type	Estimated Useful life
Buildings	20-60 years
Plant and Equipment	
a. Main Machines	8-20 years
b. Ancillary Machines	3-7 years
Windmills	22 years
Solar Project	10 Years
Furniture & Fixtures	8-10 years
Vehicles	6-8 years
Office Equipment's	7-15 years

The useful lives as given above best represent the period over which the management expects to use these assets, based on technical assessment. The estimated useful lives for these assets are therefore different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains or losses arising from derecognition of an item of property, plant and equipment, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is de-recognised.

For transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

### 2.4 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

The useful life of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end with the effect of any changes in estimate accounted for on a prospective basis. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

The management estimates of the useful lives of the intangible assets are as follows:

Asset Type	Useful Life
Technical Knowhow	6 years
Software	6 years

The useful lives as given above best represent the period over which the management expects to use these assets, based on technical assessment. The estimated useful lives for these assets are therefore different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise.

Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

For transition to Ind AS, the company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

### 2.5 Investment Property

Investment properties are properties held to earn rentals and / or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

Investment properties are depreciated using the straight-line method over their estimated useful lives. The useful life has been determined based on technical evaluation performed by the management's expert.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the investment property is recognised in profit or loss in the period of disposal.

### 2.6 Impairment of assets

Property, Plant and Equipment or Intangible asset is evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment has to be recognised in the Statement of Profit and Loss.

An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation) had no impairment loss been recognised for the asset in prior years.

### 2.7 Financial Instruments

#### Financial Asset

##### Initial recognition

The Company recognises financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price.

Transaction costs that are directly attributable to the acquisition of financial assets (except for financial assets carried at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

#### Subsequent measurement

##### (i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### (ii) Financial assets carried at fair value through other comprehensive income (FVTOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. All fair value changes are recognised in the Other Comprehensive Income except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss.

##### (iii) Financial assets carried at fair value through profit or loss (FVTPL)

Financial assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortised cost or at FVTOCI. Movement in Fair value changes are recognised in the statement of profit and loss.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

#### Effective Interest Rate Method

The effective interest rate method is a method of calculating the amortised cost of financial asset and of allocating interest income over the expected life. The Company while applying EIR method, generally amortises any fees, transaction costs and other premiums or discount that are integral part of the effective interest rate of a financial instrument.

Income is recognised in the Statement of Profit and Loss on an effective interest rate basis for financial assets other than those classified as at FVTPL. EIR is determined at the initial recognition of the financial asset. EIR is subsequently updated at every reset, in accordance with the terms of the respective contract.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

Once the terms of financial assets are renegotiated, other than market driven interest rate movement, any gain/loss measured using the previous EIR as calculated before the modification, is recognised in the Statement of Profit and Loss in period during which such renegotiations occur.

#### Investments in Equity Instruments

All equity investments other than in subsidiaries, joint ventures and associates are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company at initial recognition makes an irrevocable election to classify it as either FVTOCI or FVTPL. The Company chooses to make an irrevocable election and designates it as FVTOCI.

An equity investment classified as FVTOCI is initially measured at fair value plus transaction costs. Subsequently, it is measured at fair value and, all fair value changes are recognised in Other Comprehensive Income (OCI) and accumulated in "Reserve for Equity instruments through OCI". On disposal of such instruments, the cumulative gain or loss recognised in OCI is transferred directly to Retained Earnings / General Reserve and is not recycled to the Statement of Profit and Loss. However, the difference between the actual sale proceeds and the fair value of the instrument at the date of derecognition, if any, is recognised in the Statement of Profit and Loss.

#### Investment in subsidiaries, associates and joint venture

Investment in subsidiaries, associates and joint venture are measured at cost less provision for impairment. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

#### Impairment of financial assets

Trade receivables, contract assets, lease receivables, investments in debt instruments that are carried at amortised cost, investments in debt instruments that are carried at FVTOCI are tested for impairment based on the expected credit losses for the respective financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates

cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) throughout the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses.

To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

#### De-recognition of financial assets

The Company derecognises a financial asset when the



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

**Interest Income:** Interest income is accrued on a timely basis, reference to principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**Rental Income:** Rental Income is recognised on accrual basis in accordance with terms and conditions of respective rental agreements.

**Income from Wind Energy:** Revenue from power supply is recognised in terms of power purchase agreement entered with state distribution companies and is measured at the value of consideration received or receivable, net of discounts if any.

### 2.12 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of respective assets during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

### 2.13 Dividends

Final dividend on shares are recorded as a liability on the date of approval by the shareholders at the annual general meeting and interim dividend are recorded as a liability on the date of declaration by the Company's Board of Directors.

### 2.14 Earnings per Share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

### 2.15 Employee Benefits

#### Short term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

### Defined Contribution Plans

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

### Defined Benefit Plans

For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not re classified to profit or loss. Past services cost is recognised in profit or loss in the period of plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements); net interest expense or income and remeasurement. The company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs. The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

### 2.16 Research and Development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs are capitalised as an intangible asset if it can be demonstrated that the project is expected to generate future economic benefits; it is probable that those future economic benefits will flow to the entity and the costs of the asset can be measured reliably, else it is charged to the Statement of Profit and Loss.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

### 2.17 Taxes on Income

Income tax expense comprises current and deferred income tax.

#### Current Tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting date. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

#### Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets / liabilities is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

#### Current and Deferred Tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case,

the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 2.18 Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities / assets are not recognised but are disclosed in the notes to financial statements when an inflow of economic benefits is probable. Provisions, contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Present obligations, legal or constructive, arising under onerous contracts are recognised and measured as provisions.

An onerous contract is considered to exist where the company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

Provisions for the expected cost of warranty obligations are recognised at the date of sale of the relevant products, at the management's best estimate of the expenditure required to settle the company's obligation.

### 2.19 Cash Flow Statement and Cash and Cash equivalents

Cash Flows are reported using Indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. Cash and cash equivalents include cash on hand and balances with banks in current and deposit accounts.

### 2.20 Segment Reporting

An operating segment is a component of the company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the company's Chief Executive Officer (CEO), who is the





## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

Particulars	Technical Knowhow	Software	Total
<b>Net Carrying Amount</b>			
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>3.36</b>	<b>15.41</b>	<b>18.77</b>
Additions	-	2.67	2.67
Eliminated on disposals of assets	-	-	-
Amortisation Expense	(0.63)	(6.90)	(7.53)
<b>Balance as at 31<sup>st</sup> March 2026</b>	<b>2.73</b>	<b>11.18</b>	<b>13.91</b>

### Other Intangible Assets for the year ended 31<sup>st</sup> March 2025

Particulars	Technical Knowhow	Software	Total
<b>Gross carrying amount</b>			
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>12.95</b>	<b>32.55</b>	<b>45.50</b>
Additions	-	12.59	12.59
Eliminated on disposals of assets	-	-	-
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>12.95</b>	<b>45.14</b>	<b>58.09</b>
<b>Accumulated depreciation and impairment</b>			
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>8.90</b>	<b>22.51</b>	<b>31.41</b>
Eliminated on disposals of assets	-	-	-
Amortisation Expense	0.69	7.22	7.91
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>9.59</b>	<b>29.73</b>	<b>39.32</b>
<b>Net Carrying Amount</b>			
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>4.05</b>	<b>10.04</b>	<b>14.09</b>
Additions	-	12.59	12.59
Eliminated on disposals of assets	-	-	-
Amortisation Expense	(0.69)	(7.22)	(7.91)
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>3.36</b>	<b>15.41</b>	<b>18.77</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 5. Investments

Particulars	As at 31 <sup>st</sup> March 2026		As at 31 <sup>st</sup> March 2025	
	Quantity	Amount	Quantity	Amount
<b>NON CURRENT INVESTMENTS</b>				
<b>INVESTMENT IN EQUITY INSTRUMENTS</b>				
<b>Investment in unquoted equity instrument of wholly owned subsidiary [At Cost]</b>				
LMW Holding Limited, UAE (Face value increased from AED 10 in FY 2025 to AED 1000 per share in FY 2026)	1,63,450	377.36	90,00,000	205.85
LMW Aerospace Industries Limited, India (Face Value ₹10 per share)	25,00,000	2.50	25,00,000	2.50
<b>Total</b>		<b>379.86</b>		<b>208.35</b>
<b>a) Investment in quoted equity instruments (fully paid up) [At fair values]</b>				
Cholamandalam Investment & Finance Co. Limited (Face Value ₹2 per share)	17,12,810	231.89	17,12,810	260.27
Indian Bank (Face Value ₹10 per share)	69,562	5.88	69,562	3.77
Lakshmi Engineering And Warehousing Limited (formerly known as Lakshmi Automatic Loom Works Limited) (Face Value ₹100 per share)	44,111	9.04	44,111	9.47
Pricol Limited (Face Value ₹1 per share)	24,975	1.28	24,975	1.13
Rajshree Sugars & Chemicals Limited (Face Value ₹10 per share)	1,00,000	0.27	1,00,000	0.38
Super Sales India Limited (Face Value ₹10 per share)	-	-	3,00,000	24.38
The Lakshmi Mills Company Limited (Face Value ₹100 per share)	26,916	19.08	26,916	16.49
<b>b) Investment in unquoted equity instruments (fully paid up) [At Cost]</b>				
Sharada Chambers Premises Co-op Society Limited (Face Value ₹50 Per share)	5	0.00	5	0.00
LMW Employees Co-operative Stores Limited (Face Value ₹10 per share)	500	0.00	500	0.00
REPCO Bank (Face Value ₹10 per share)	750	0.00	750	0.00
CIRC Inc, USA (Face Value \$ 0.00001 per share)	1,38,542	8.34	1,38,542	8.34
<b>Total (a+b)</b>		<b>275.78</b>		<b>324.23</b>
<b>INVESTMENT IN NON CONVERTIBLE DEBENTURES (at amortised cost)</b>				
8.3 % Fedbank Financial Services Limited NCD 3 years - (Face Value 1 Lakh per unit)	1,000	10.01	1,000	10.01
9.25% Cholamandalam Investment and Finance Company Limited-NCD - 8 years (Face Value 1 Crore per unit)	10	9.98	-	-
8.40% Muthoot Finance Limited - Redeemable NCD - 3 years (Face Value 1 Lakh per unit)	1,000	10.15	-	-
7.02% Bajaj Finance Limited - Redeemable NCD - 5 years (Face Value 10 Lakhs per unit)	250	24.48	-	-
9.15% Shriram Finance Limited - Redeemable NCD - 3 years (Face Value 1 Lakh per unit)	2,500	26.10	-	-
<b>Total Non Convertible Debentures</b>		<b>80.72</b>		<b>10.01</b>
<b>Total Other Investments - Non current</b>		<b>356.50</b>		<b>334.24</b>
<b>Total Non-Current Investments</b>		<b>736.36</b>		<b>542.59</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 5. Investments (Contd.)

Current Investments	As at 31 <sup>st</sup> March 2026		As at 31 <sup>st</sup> March 2025	
Investments in Mutual Funds [At Fair value]				
Particulars	Quantity	Amount	Quantity	Amount
Aditya Birla Sun Life Mutual Fund	1,84,78,887	23.97	2,32,48,482	28.24
Axis Mutual Fund	96,50,813	33.88	96,50,813	31.75
Bharat Bond Mutual Fund	-	-	2,54,08,299	32.63
DSP Mutual Fund	28,42,023	7.25	28,42,023	6.94
Edelweiss Mutual Fund	98,98,949	12.90	4,94,31,761	61.80
ICICI Prudential Mutual Fund	32,18,764	22.03	32,18,764	20.62
Bandhan Bond Mutual Fund	2,49,07,126	41.88	2,74,19,529	35.49
Kotak Mutual Fund	70,06,292	61.75	70,06,292	58.16
Nippon India Mutual Fund	98,90,904	21.95	98,90,904	20.82
SBI Mutual Fund	1,73,73,841	30.05	3,08,93,184	44.50
HDFC Mutual Fund	53,41,577	18.23	53,41,577	17.40
LIC Mutual Fund	1,33,37,870	51.74	-	-
Parag Parikh Dynamic Asset Allocation Fund	1,09,37,979	12.53	-	-
<b>Total Current Investment</b>		<b>338.16</b>		<b>358.35</b>
NON CURRENT INVESTMENT				
Aggregate book value of quoted investments		5.71		20.62
Aggregate market value of quoted investments		267.44		315.89
Aggregate book value of unquoted investments		468.92		226.70
Aggregate amount of impairment in the value of investments		-		-
CURRENT INVESTMENT				
Aggregate book value of quoted investments		270.41		288.81
Aggregate market value of quoted investments		338.16		358.35
Category-wise investments - as per Ind AS 109 classification				
Financial assets carried at fair value through profit or loss (FVTPL)		338.16		358.35
Financial assets carried at amortised cost		468.92		226.70
Financial assets carried at fair value through Other Comprehensive Income (FVTOCI)		267.44		315.89
<b>Total</b>		<b>1,074.52</b>		<b>900.94</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 6. Inventories

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Inventories (lower of cost and net realisable value)		
Raw materials	316.04	325.44
Work in progress	145.16	119.15
Finished goods	29.71	39.78
Stores and spares	44.37	43.51
<b>Total</b>	<b>535.28</b>	<b>527.88</b>

The cost of inventories recognised as an expense during the year is ₹1,930.84 Crores. [Previous year ₹1,769.10 Crores]

### 7. Trade Receivables

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Current		
Unsecured, considered good		
From related parties	136.08	82.57
From others	159.92	119.90
<b>Total</b>	<b>296.00</b>	<b>202.47</b>
Less : Allowance for doubtful debts (Expected credit loss allowance)	17.03	7.54
<b>Total</b>	<b>278.97</b>	<b>194.93</b>

#### Concentration of Risk

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consists of a large number of customers in various industries and geographical areas. Based on historical information about customer default rates management considers the credit quality of trade receivables that are not past due or impaired to be good. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

The company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

The provision matrix at the end of the reporting period is as follows:-

Ageing	Expected Credit loss (%)
Within the credit period	0.15%
Less than one year	4.78%
More than one year	35.59%

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### Trade Receivables ageing schedule

for the year ended 31<sup>st</sup> March 2026 and 31<sup>st</sup> March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	75.47	157.66	42.19	9.75	0.80	10.13	296.00
<i>Previous Year</i>	85.75	99.35	7.26	0.38	2.61	7.12	202.47
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total Trade Receivable</b>	<b>75.47</b>	<b>157.66</b>	<b>42.19</b>	<b>9.75</b>	<b>0.80</b>	<b>10.13</b>	<b>296.00</b>
<i>Previous Year</i>	85.75	99.35	7.26	0.38	2.61	7.12	202.47
<b>Less : Allowance for doubtful debts (Expected credit loss allowance)</b>							<b>17.03</b>
<i>Previous Year</i>							7.54
<b>Total Trade Receivable net of credit loss allowance</b>							<b>278.97</b>
<i>Previous Year</i>							194.93

### Movement in the expected credit loss allowance

Age of Receivables	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Balance at the beginning of the year	7.54	13.52
Less: Bad debts written off	(0.10)	(0.73)
<b>Total</b>	<b>7.44</b>	<b>12.79</b>
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	9.59	(5.25)
<b>Balance at the end of the year</b>	<b>17.03</b>	<b>7.54</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 8. (a) Cash and cash equivalents

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Balances with Banks</b>		
Current account	67.63	64.84
Deposits with maturity less than 3 months	69.05	13.05
<b>Cash on hand</b>	<b>0.06</b>	<b>0.06</b>
<b>Total</b>	<b>136.74</b>	<b>77.95</b>

There are no repatriation restrictions with regard to cash and cash equivalents at the end of the reporting period and prior periods.

### 8. (b) Other Bank balances

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Deposits held as Margin money	0.09	0.09
Unpaid dividend account	0.59	0.89
Deposits with maturity more than 3 months and less than 12 months	869.08	1,212.26
<b>Total</b>	<b>869.76</b>	<b>1,213.24</b>

### 9. Other financial assets

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Non-current</b>		
Capital advances	1.81	7.27
Advances other than capital advances		
a. Security Deposit	6.96	11.38
b. Other advances	2.68	2.63
Bank deposits with maturity more than 12 months	276.27	8.29
Interest accrued on bank deposits	0.72	0.14
<b>Total</b>	<b>288.44</b>	<b>29.71</b>
<b>Current</b>		
Interest accrued on Bank Deposits, Bonds and Debentures	25.29	36.67
Other Income receivable	10.06	27.30
<b>Total</b>	<b>35.35</b>	<b>63.97</b>

### 10. Current Tax Assets (Net)

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Current tax assets</b>		
Income tax advances	335.79	272.57
<b>Current tax liabilities</b>		
Income tax provisions	323.05	264.31
<b>Total</b>	<b>12.74</b>	<b>8.26</b>

























































## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### Capital-Work-in Progress (CWIP) as on 31<sup>st</sup> March 2026 and 31<sup>st</sup> March 2025

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1.00	-	-	-	1.00
Previous Year	4.16	-	-	-	4.16
Projects temporarily suspended	-	-	-	-	-
Previous Year	-	-	-	-	-

### Capital-Work-in Progress (CWIP) as on 31<sup>st</sup> March 2025 and 31<sup>st</sup> March 2024

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4.16	-	-	-	4.16
Previous Year	9.31	-	-	-	9.31
Projects temporarily suspended	-	-	-	-	-
Previous Year	-	-	-	-	-

### 4.Other Intangible Assets

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Carrying amounts of:</b>		
Technical Knowhow	2.73	3.36
Software	11.18	15.41
<b>Total</b>	<b>13.91</b>	<b>18.77</b>

Particulars	Technical Knowhow	Software	Total
<b>Gross Carrying Amount</b>			
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>12.95</b>	<b>45.14</b>	<b>58.09</b>
Additions	-	2.67	2.67
Eliminated on disposals of assets	-	-	-
<b>Balance as at 31<sup>st</sup> March 2026</b>	<b>12.95</b>	<b>47.81</b>	<b>60.76</b>
<b>Accumulated depreciation and impairment</b>			
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>9.59</b>	<b>29.73</b>	<b>39.32</b>
Eliminated on disposals of assets	-	-	-
Amortisation Expense	0.63	6.90	7.53
<b>Balance as at 31<sup>st</sup> March 2026</b>	<b>10.22</b>	<b>36.63</b>	<b>46.85</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

Particulars	Technical Knowhow	Software	Total
<b>Net Carrying Amount</b>			
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>3.36</b>	<b>15.41</b>	<b>18.77</b>
Additions	-	2.67	2.67
Eliminated on disposals of assets	-	-	-
Amortisation Expense	(0.63)	(6.90)	(7.53)
<b>Balance as at 31<sup>st</sup> March 2026</b>	<b>2.73</b>	<b>11.18</b>	<b>13.91</b>

### Other Intangible Assets for the year ended 31<sup>st</sup> March 2025

Particulars	Technical Knowhow	Software	Total
<b>Gross carrying amount</b>			
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>12.95</b>	<b>32.55</b>	<b>45.50</b>
Additions	-	12.59	12.59
Eliminated on disposals of assets	-	-	-
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>12.95</b>	<b>45.14</b>	<b>58.09</b>
<b>Accumulated depreciation and impairment</b>			
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>8.90</b>	<b>22.51</b>	<b>31.41</b>
Eliminated on disposals of assets	-	-	-
Amortisation Expense	0.69	7.22	7.91
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>9.59</b>	<b>29.73</b>	<b>39.32</b>
<b>Net Carrying Amount</b>			
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>4.05</b>	<b>10.04</b>	<b>14.09</b>
Additions	-	12.59	12.59
Eliminated on disposals of assets	-	-	-
Amortisation Expense	(0.69)	(7.22)	(7.91)
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>3.36</b>	<b>15.41</b>	<b>18.77</b>





## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 8. (a) Cash and cash equivalents

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Balances with Banks</b>		
Current account	147.96	118.06
Deposits with original maturity of less than 3 months	246.67	21.51
<b>Cash on hand</b>	0.08	0.35
<b>Total</b>	<b>394.71</b>	<b>139.92</b>

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

### 8. (b) Other Bank balances

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Deposits held as Margin Money	0.09	0.09
Unpaid dividend account	0.59	0.89
Deposits with original maturity of more than 3 months but less than 12 months	869.08	1,212.26
<b>Total</b>	<b>869.76</b>	<b>1,213.24</b>

### 9. Other financial assets

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Non-current</b>		
Capital advances	1.81	7.27
Advances other capital advances		
a. Security Deposit	6.96	12.13
b. Other advances	2.76	2.63
Bank deposits with original maturity of more than 12 months	276.27	8.29
Interest accrued on bank deposits	0.72	0.14
<b>Total</b>	<b>288.52</b>	<b>30.46</b>
<b>Current</b>		
Interest accrued on bank deposits	26.48	36.67
Income receivable	10.06	27.30
<b>Total</b>	<b>36.54</b>	<b>63.97</b>

### 10. Current Tax Assets (Net)

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Current tax assets</b>		
Income tax advances	335.79	272.57
<b>Current tax liabilities</b>		
Income tax provisions	323.08	264.31
<b>Total</b>	<b>12.71</b>	<b>8.26</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 11. Other current assets

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Advance to suppliers and others	132.85	97.77
Prepaid Expenses	14.07	9.89
Balances with Central Excise, VAT, Customs etc.	5.01	0.72
Miscellaneous Expenditure to the extent not written off	-	0.05
<b>Total</b>	<b>151.93</b>	<b>108.43</b>

### 12. Equity Share Capital

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Authorised Share Capital</b>		
5,00,00,000 fully paid equity shares of ₹10 each	50.00	50.00
<b>Issued and subscribed and fully paid up capital comprises</b>		
1,06,83,000 fully paid equity shares of ₹10 each	10.68	10.68

Fully paid up equity shares	Number of shares	Share Capital
Balance as on 31 <sup>st</sup> March 2025	1,06,83,000	10.68
<b>Balance as on 31<sup>st</sup> March 2026</b>	<b>1,06,83,000</b>	<b>10.68</b>

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period error	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
10.68	-	10.68	-	10.68

The Group has issued only one class of Equity share having a par value of ₹10 per share. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the Group in proportion to the number of and amounts paid on the shares held. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.



## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 13.1 Capital Reserve

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Balance at the beginning of the year</b>	<b>7.01</b>	<b>7.01</b>
Add: Movements during the year	-	-
<b>Balance at the end of the year</b>	<b>7.01</b>	<b>7.01</b>

Capital reserve represents the reserves arising out of earlier business combinations.

### 13.2 Capital Redemption Reserve

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Balance at the beginning of the year</b>	<b>1.69</b>	<b>1.69</b>
Add: Transfer from General Reserve	-	-
<b>Balance at the end of the year</b>	<b>1.69</b>	<b>1.69</b>

Capital Redemption Reserve is a statutory reserve created at amounts equal to the face value of the shares bought back as per the provisions of company law.

### 13.3 General Reserve

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Balance at the beginning of the year</b>	<b>244.83</b>	<b>244.83</b>
Add: Transfer from retained earnings	-	-
Add: Transfer from OCI on disposal of Listed Equity Instrument measured at FVTOCI	6.39	-
<b>Balance at the end of the year</b>	<b>251.22</b>	<b>244.83</b>

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

### 13.4 Reserve for equity instruments through other comprehensive income

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Balance at the beginning of the year</b>	<b>295.28</b>	<b>243.91</b>
Add/(Less): Net fair value gain on investments in equity instruments at FVTOCI	(27.14)	51.37
Less: Transfer to General reserve on disposal of Listed Equity Instrument measured at FVTOCI	(6.39)	-
<b>Balance at the end of the year</b>	<b>261.75</b>	<b>295.28</b>

The company has elected to recognise changes in fair value of investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI reserve which represents the the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, net of amounts reclassified to retained earnings when those assets have been disposed off. Remeasurement of post employment defined benefit plans is included in OCI.

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 13.5 Retained Earnings

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Balance at the beginning of the year</b>	<b>2,211.33</b>	<b>2,188.79</b>
Add: Profit attributable to the owners of the company	130.73	102.61
Less: Payment of dividends on equity shares	(32.05)	(80.12)
Less: Transfer to General Reserve	-	-
(Less)/Add: Remeasurement of post-employment benefit obligations [Net of tax]	4.08	0.05
<b>Balance at the end of the year</b>	<b>2,314.09</b>	<b>2,211.33</b>

In financial year 2025-26, on 14.08.2025 a dividend of ₹30 per share (Total dividend ₹32.05 Crores) was paid to the holders of fully paid equity shares.

In respect of the year ended 31<sup>st</sup> March 2026 the directors propose that a dividend of ₹ 35 per share be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares. The total estimated equity dividend payable is ₹37.39 Crores.

### 13.6 Foreign Currency Translation Reserve

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Balance at the beginning of the year</b>	<b>6.60</b>	<b>6.73</b>
Exchange differences arising on translating the foreign operations	13.48	(0.13)
<b>Balance at the end of the year</b>	<b>20.08</b>	<b>6.60</b>

Exchange differences relating to the translation of the results and net assets of the group's foreign operations from their functional currency to the group's presentation currency i.e INR are accumulated in the foreign currency translation reserve.

### 14. Deferred Tax liability (Net)

Analysis of deferred tax assets / (liabilities) presented in the balance sheet:

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Deferred Tax assets	-	-
Deferred Tax liabilities	(46.22)	(52.51)
<b>Total</b>	<b>46.22</b>	<b>52.51</b>

### 2025-26

Particulars	Opening balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Closing balance
On account of VRS	0.86	(0.52)	-	0.34
On account of Property, Plant and Equipment	(60.46)	2.47	-	(57.99)
On account of Expected credit loss on receivables	1.90	2.39	-	4.29
On account of actuarial loss	5.19	-	(1.37)	3.82
On account of Mutual Fund measured at FVTPL	-	0.44	-	0.44
On account of Business Loss	-	2.88	-	2.88
<b>Total</b>	<b>(52.51)</b>	<b>7.66</b>	<b>(1.37)</b>	<b>(46.22)</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 2024-25

Particulars	Opening balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Closing balance
On account of VRS	2.37	(1.51)	-	0.86
On account of Property, Plant and Equipment	(58.46)	(2.00)	-	(60.46)
On account of Expected credit loss on receivables	3.40	(1.50)	-	1.90
On account of actuarial loss	5.21	-	(0.02)	5.19
<b>Total</b>	<b>(47.48)</b>	<b>(5.01)</b>	<b>(0.02)</b>	<b>(52.51)</b>

### 15. Other Non-current liabilities

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Security deposits received against supply of machinery	193.44	171.95
<b>Total</b>	<b>193.44</b>	<b>171.95</b>

### 16. Trade Payables

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Current		
Due to Micro, Small & Medium Enterprises [Refer Note 30.4]	75.52	53.54
Due to related parties	85.90	88.67
Others	459.72	379.33
<b>Total</b>	<b>621.14</b>	<b>521.54</b>

### Trade Payable Aging schedule as at 31<sup>st</sup> March 2026 and 31<sup>st</sup> March 2025

Particulars	Outstanding for following periods				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	75.52	-	-	-	75.52
Previous Year	53.54	-	-	-	53.54
(ii) Others	516.59	4.88	9.24	14.91	545.62
Previous Year	424.36	25.44	18.20	-	468.00
(iii) Disputed dues – MSME	-	-	-	-	-
Previous Year	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
Previous Year	-	-	-	-	-
<b>Total</b>	<b>592.11</b>	<b>4.88</b>	<b>9.24</b>	<b>14.91</b>	<b>621.14</b>
Previous Year	477.90	25.44	18.20	-	521.54

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 17. Other Financial liabilities

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Current</b>		
Unpaid dividends	0.59	0.89
Other liabilities	146.79	140.53
<b>Total</b>	<b>147.38</b>	<b>141.42</b>

### 18. Other Current liabilities

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Security deposit received against supply of machinery	179.55	142.60
Other advances	195.42	189.24
<b>Total</b>	<b>374.97</b>	<b>331.84</b>

### 19. Provisions

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Current</b>		
<b>Provision for employee benefits</b>		
Provision for gratuity	0.38	-
<b>Other provisions</b>		
Provision for warranty	11.98	11.21
<b>Total</b>	<b>12.36</b>	<b>11.21</b>

The provision for employee benefits include provision for gratuity and leave encashment. For detailed disclosure on the same, please refer note 30.10.

The Group gives warranties for its products undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. The Provisions for warranty claims represents the present value of the Management's best estimate of the future outflow of economic benefits that will be required under the Group's obligations for warranties under sale of goods legislations. The estimate has been made on the basis of historical warranty trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality. The timing of the outflows is expected to be within a period of one year.

Particulars	Provision for Warranty	
	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Carrying amount at the beginning of the year</b>	<b>11.21</b>	<b>18.08</b>
Additional provision made during the year	11.98	11.21
Amount used during the year	(11.21)	(18.08)
<b>Carrying amount at the end of the year</b>	<b>11.98</b>	<b>11.21</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 20. Revenue from operations

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
<b>Gross Sale of Products</b>	3,119.45	2,908.85
<b>Other Operating Revenues</b>		
Repairs and service charges & miscellaneous income	64.69	55.27
Sale of scrap	12.96	11.17
Export Incentives	10.32	36.72
<b>Total</b>	<b>3,207.42</b>	<b>3,012.01</b>

### Disaggregation of Revenue

Refer note no. 30.11 for disaggregated revenue information. The Management determines that the segment information reported is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 "Revenue from contracts with customers".

### 21. Other Income

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
Interest income from financial assets at amortised cost	88.37	86.03
Dividend income from equity investments designated at FVTOCI	0.58	0.69
Profit from redemption of debentures/Mutual Funds / Sale of shares	22.57	3.81
Fair value gain/(loss) on Financial Assets at FVTPL	(0.22)	24.42
Rental income	0.75	0.58
Exchange differences on foreign currency transactions and translation	15.96	5.79
Net Gain on sale of assets	15.53	3.15
Sale of wind energy	2.40	0.20
<b>Total</b>	<b>145.94</b>	<b>124.67</b>

### 22. Cost of materials consumed

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
Raw materials at the beginning of the year	349.18	370.12
Add: Purchases	2,035.58	1,835.96
Less: Sales	(46.30)	(48.19)
Less: Raw materials at the end of the year	(343.45)	(349.18)
<b>Total</b>	<b>1,995.01</b>	<b>1,808.71</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 23. Changes in inventories of finished goods and work-in-progress

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
<b>Opening Stock</b>		
Work-in-progress	122.45	147.90
Finished goods	56.16	63.85
<b>Total</b>	<b>178.61</b>	<b>211.75</b>
<b>Closing Stock</b>		
Work-in-progress	151.88	122.45
Finished goods	35.58	56.16
<b>Total</b>	<b>187.46</b>	<b>178.61</b>
<b>Total</b>	<b>(8.85)</b>	<b>33.14</b>

### 24. Employee Benefit Expense

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
Salaries and wages	344.20	331.41
Contribution to Provident and other funds	21.57	20.29
Staff welfare expenses	24.36	29.44
<b>Total</b>	<b>390.13</b>	<b>381.14</b>

### 25. Depreciation and amortisation expense

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
Depreciation of property, plant and equipment	112.51	104.55
Amortisation of intangible assets	7.67	8.05
<b>Total</b>	<b>120.18</b>	<b>112.60</b>

### 26. Impairment losses on financial assets and reversal of impairment on financial assets

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
Impairment loss [Expected credit loss] allowance on trade receivables	9.59	(5.25)
<b>Total</b>	<b>9.59</b>	<b>(5.25)</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 27. Other expenses

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
Sales commission to agents	56.76	58.36
Consumption of stores and spare parts	79.77	90.06
Consumption of packing material	54.44	48.57
Power and fuel net of Green Energy (Green Energy adjusted Current year ₹64.78 Crores; Previous year ₹56.92 Crores)	35.15	34.58
Rent expense	8.92	4.72
Repairs and Maintenance		
Repairs to buildings	20.52	31.87
Repairs to machinery and others	83.32	80.59
Insurance	7.77	6.26
Rates and taxes, excluding taxes on income	9.67	5.73
Auditors' remuneration		
For Audit	0.26	0.22
For Certification and Reimbursement	0.10	-
Loss on sale of assets	0.49	2.74
Donation*	11.56	0.72
Directors sitting fees	0.43	0.40
Non-executive directors' commission	0.70	0.67
Corporate Social Responsibility expenses	7.20	8.02
Export expenses	10.34	16.24
Travelling Expenses & Maintenance of Vehicles	53.25	47.71
Research and development expenses	58.67	54.89
Service Outsourcing expenses	41.53	47.00
Sales Expenses	46.99	51.65
Miscellaneous expenses	64.47	64.05
<b>Total</b>	<b>652.31</b>	<b>655.05</b>

\* Donation include contribution to political parties is ₹10.03 Crores during the year (Previous year - Nil)

### 28. Income tax relating to continuing operations

#### 28.1 Income tax recognised in profit or loss

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
<b>Current tax</b>		
Current tax on profits for the year	58.74	43.67
Adjustments for current tax of prior periods	-	-
<b>Total current tax expense</b>	<b>58.74</b>	<b>43.67</b>
<b>Deferred Tax</b>		
Decrease / (increase) of deferred tax assets	(3.81)	3.01
(Decrease) / increase in deferred tax liabilities	(3.85)	2.00
<b>Total deferred tax expense</b>	<b>(7.66)</b>	<b>5.01</b>
<b>Total income tax expense recognised for the year</b>	<b>51.08</b>	<b>48.68</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 28.2 Reconciliation of income tax expense to the accounting profit for the year

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
<b>Profit before tax after exceptional items</b>	<b>181.81</b>	<b>151.29</b>
Enacted tax rate in India	25.17%	25.17%
<b>Computed expected tax expense at enacted tax rate</b>	<b>45.76</b>	<b>38.08</b>
Tax effect on account of tax deductions / exemption	(2.20)	(9.13)
Tax effect of non-deductible expenses	4.72	5.40
Tax effect on account of Business Loss	2.88	-
Tax effect on account of differential tax rate	(0.08)	14.33
<b>Total Income Tax Expense recognised for the year</b>	<b>51.08</b>	<b>48.68</b>

### 29. Income tax recognised in other comprehensive income

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
<b>Arising on income and expenses recognised in other comprehensive income</b>		
Net fair value gain on investments in equity shares at FVTOCI	-	-
Remeasurement of defined benefit obligations	(1.37)	(0.02)
<b>Total</b>	<b>(1.37)</b>	<b>(0.02)</b>
<b>Bifurcation of income tax recognised in other comprehensive income into</b>		
Items that will not be reclassified to profit or loss	(1.37)	(0.02)
Items that may be reclassified to profit or loss	-	-
<b>Total</b>	<b>(1.37)</b>	<b>(0.02)</b>

### 30.1 The Subsidiary Companies considered in the Consolidated Financial Statements and their reporting dates are as under :

Name of the Company	Country of incorporation	% of Ownership Interest	Reporting date
<b>For 31<sup>st</sup> March 2026</b>			
LMW Holding Limited	UAE	100	31st March, 2026
LMW Aerospace Industries Limited	India	100	31st March, 2026
LMW Textile Machinery (Suzhou) Co. Ltd	China	100	31st March, 2026
LMW Global FZE	UAE	100	31st March, 2026
<b>For 31<sup>st</sup> March 2025</b>			
LMW Holding Limited	UAE	100	31 <sup>st</sup> March 2025
LMW Aerospace Industries Limited	India	100	31 <sup>st</sup> March 2025
LMW Textile Machinery (Suzhou) Co. Ltd	China	100	31 <sup>st</sup> March 2025
LMW Global FZE	UAE	100	31 <sup>st</sup> March 2025

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

Name of the entity in the group	Net Assets i.e total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated Assets	Amount	As % of Consolidated Profit or loss	Amount
<b>Parent Company</b>				
LMW Limited	90.37%	2590.70	117.73%	153.92
Previous Year	95.91%	2,663.73	103.92%	106.63
<b>Subsidiary- Indian</b>				
LMW Aerospace Industries Limited	0.09%	2.44	(0.05%)	(0.06)
Previous Year	0.09%	2.50	-	-
<b>Subsidiary- Foreign</b>				
LMW Holding Limited (Consolidated)	9.54%	273.38	(17.68%)	(23.13)
Previous Year	4.00%	111.19	(3.92%)	(4.02)
Non controlling Interests in subsidiary	-	-	-	-
<b>TOTAL</b>	<b>100%</b>	<b>2,866.52</b>	<b>100%</b>	<b>130.73</b>
Previous Year	100%	2,777.42	100%	102.61

Name of the entity in the group	Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated OCI	Amount	As % of Total Comprehensive Income	Amount
<b>Parent Company</b>				
LMW Limited	100%	(23.06)	121.53%	130.86
Previous Year	100%	51.42	102.61%	158.05
<b>Subsidiary- Indian</b>				
LMW Aerospace Industries Limited				
<b>Current Year</b>	-	-	<b>(0.05%)</b>	<b>(0.06)</b>
Previous Year	-	-	-	-
<b>Subsidiary- Foreign</b>				
LMW Holding Limited (Consolidated)				
<b>Current Year</b>	-	-	<b>(21.48%)</b>	<b>(23.13)</b>
Previous Year	-	-	(2.61%)	(4.02)
Non controlling Interests in subsidiary	-	-	-	-
<b>TOTAL</b>	<b>100%</b>	<b>(23.06)</b>	<b>100%</b>	<b>107.67</b>
Previous Year	100%	51.42	100%	154.03

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 30.2 Contingent Liabilities and Commitments, to the extent not provided for

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Contingent liabilities</b>		
<b>Claims against the company not acknowledged as debt</b>		
Central Excise demand	0.98	5.77
Goods and Service Tax	0.93	0.98
Income Tax demand	6.20	6.20
<b>Other money for which the company is contingently liable</b>		
Letters of Credit	28.64	36.00
Bank Guarantee	26.90	31.84

Disputed tax dues are appealed before concerned appellate authorities. The Company is advised that the cases are likely to be disposed off in favour of the Company and hence no provision is considered necessary therefor.

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account not provided for	14.89	8.06

### 30.3 Details of dividend proposed and paid

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
a) Final dividend paid	32.05	80.12
b) In respect of the current year, the directors propose that a dividend of ₹35 per share be paid on equity shares on or before 12 <sup>th</sup> August 2026. This equity dividend is subject to approval by shareholders at the ensuing Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all shareholders on the Register of Members on 17 <sup>th</sup> July 2026. The total estimated equity dividend to be paid is ₹37.39 Crores.		

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 30.4 Disclosure as per Schedule III

As defined under Micro, Small and Medium Enterprises Development Act, 2006, the disclosure in respect of the amounts payable to such enterprises as at the end of the year has been made in the financial statements based on information received and available with the Company.

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	75.52	53.54
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

### 30.5 Financial Instruments

#### i) Financial instruments by category

Particulars	As at 31 <sup>st</sup> March 2026			As at 31 <sup>st</sup> March 2025		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
<b>Financial Assets</b>						
<b>Measured at amortised cost / FVTPL/FVTOCI</b>						
a) Cash and bank balances			394.71			139.92
b) Other financial assets -non current			288.52			30.46
c) Trade receivables			280.23			176.87
d) Bank balances			869.76			1213.24
e) Other financial assets -current			36.54			63.97
f) Investments in equity		267.44	8.34		315.89	8.34
g) Investment in Mutual Funds and Decarbonisation Fund	349.13			366.90		
h) Investment in debentures [NCD]			80.72			10.01
<b>Total</b>	<b>349.13</b>	<b>267.44</b>	<b>1958.82</b>	<b>366.90</b>	<b>315.89</b>	<b>1642.81</b>
<b>Financial Liabilities</b>						
a) Trade Payables			621.14			521.54
b) Other financial liabilities			147.38			141.42
<b>Total</b>	<b>-</b>	<b>-</b>	<b>768.52</b>	<b>-</b>	<b>-</b>	<b>662.96</b>
<b>Financial Assets</b>			<b>2575.39</b>			<b>2,325.60</b>
<b>Financial Liabilities</b>			<b>768.52</b>			<b>662.96</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### ii) Fair Value Hierarchy

The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at 31<sup>st</sup> March 2026 and 31<sup>st</sup> March 2025 is as follows:

Particulars	Fair value measurement at end of the reporting period using			Fair value measurement at end of the reporting period using		
	As at 31 <sup>st</sup> March 2026			As at 31 <sup>st</sup> March 2025		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial assets</b>						
Financial Investments at FVTOCI						
Quoted Equity Investments	267.44			315.89		
Financial Investments at FVTPL						
Mutual Funds and Decarbonisation Fund	338.16		10.97	358.35		8.55
<b>Total Financial Assets</b>	<b>605.60</b>		<b>10.97</b>	<b>674.24</b>		<b>8.55</b>

### iii) Fair Value of financial assets and liabilities measured at amortised cost

For trade receivables and trade payables and other assets and payables maturing within one year from the Balance Sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

### 30.6 Exceptional Items

Exceptional items represents

- Compensation towards Voluntary Retirement Scheme opted by Employees ₹1.68 Crores (Previous year ₹ Nil)
- Statutory impact of New Labour Codes: Effective from 21<sup>st</sup> November 2025, the Government of India has consolidated multiple existing labour laws into a unified framework comprising four Labour codes collectively referred to as 'New Labour Codes'. Under Ind AS 19 and as per the guidance issued by the ICAI, changes to employee benefit plans arising from legislative amendment constitute a plan amendment, requiring recognition of past service cost immediately in the statement of profit and loss. The New Labour Codes has resulted in estimated one time increase in provision for employee benefits of ₹11.50 Crores as per actuarial valuation report and considering the materiality and non-recurring nature of this impact, the Company has presented such incremental impact as "Statutory impact of new Labour Codes" under "Exceptional items" in the profit and loss for the year ended 31<sup>st</sup> March 2026.

### 30.7 Corporate Social Responsibility Expenditure

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
Gross Amount required to be spent as per Sec. 135 of the Act	7.01	8.00
Amount spent during the year on:		
Construction / acquisition of an asset	-	-
On purposes other than above	7.20	8.02
<b>Total</b>	<b>7.20</b>	<b>8.02</b>
Amount spent through approved trusts and institutions	7.15	7.52
Amount spent directly	0.05	0.50
<b>Total</b>	<b>7.20</b>	<b>8.02</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

CSR Expenditure during the year on construction/acquisition of an asset is ₹Nil. CSR Expenses relating to gross amount required to be spent for the year and the actual amount spent by the Company during the year is furnished as Annexure to the Board of Directors' Report.

### 30.8 Earnings Per Share

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
Net Profit before exceptional items and after Tax [₹ In Crores]	143.91	102.61
Weighted Average Number of Equity Shares used as denominator in calculating basic earnings per share	1,06,83,000	1,06,83,000
Nominal value per Equity Share [in ₹]	10.00	10.00
Basic & Diluted Earnings Per Share [in ₹]	134.71	96.05

### 30.9 Related party transactions

#### Related Party Relationships (As identified by the Management)

##### Key Management Personnel

Sri. Sanjay Jayavarthanavelu, Chairman and Managing Director

Sri. M.Sankar, Whole time Director(Designated as Director Operations)

Sri. V.Senthil, Chief Financial Officer

Sri. C R Shivkumaran, Company Secretary

##### Non Executive Directors

Sri. S Pathy, Non Executive - Non - Independent Director

Sri. Arun Alagappan , Non Executive - Independent Director

Sri. Aroon Raman, Non Executive - Independent Director

Sri. Jaidev Jayavarthanavelu, Non Executive - Non - Independent Director

Smt. Pushya Sitaraman, Non Executive - Women Independent Director

Sri. Venkataramani Anantharamakrishnan, Non Executive - Independent Director

Dr. Deepali Pant Joshi, Non Executive - Women Independent Director

##### Post Employment benefit plans

LMW Limited Employees' Gratuity Fund

##### Other companies/firms in which directors or their relatives are interested

Adwath Lakshmi Industries Private Limited, Chakradhara Aerospace and Cargo Private Limited, Chakradhara Agro Farms Private Limited, Dhanajaya Agro Farms Private Limited, Dhanuprabha Agro Private Limited, Eshaan Enterprises Private Limited,GKD Charity Trust, Harshni Textiles Private Limited, Hermes Academy of Training Private Limited,Imperium Global FZE, Dubai, UAE,Lakshmi Caipo Industries Limited, Lakshmi Card Clothing Mfg Co. Private Ltd, Lakshmi Cargo Company Limited, Lakshmi Electrical Control Systems Limited, Lakshmi Electrical Drives Private Limited, Lakshmi Energy and Environment Designs Private Limited, Lakshmi Life Sciences Private Limited, Lakshmi Precision Technologies Limited, Lakshmi Ring Travellers (Coimbatore) Private Limited, LCC Cargo Holdings Private Limited, Lakshmi Technology and Engineering Industries Limited, Lakshmi Global FZE, Dubai, UAE, Mahalakshmi Engineering Holdings Private Limited, Petrus Technonologies Private Limited, Quattro Engineering India Private Limited, Rajyalakshmi Machine Works Private Limited, Revantha Agro Farms Private Limited, Revantha Services Private Limited, Shri Kara Engineering Private Limited, Sowbarnika Enterprises Private Limited, Sri Dwipa Properties Private Limited, Sri Kamakoti Kamakshi Enterprises Private Limited, Starline Travels Private Limited, Sudhasruthi Agro Private Limited, Super Sales India Limited, Supreme Dairy Products India Private Limited, The Lakshmi Mills Company Limited, Titan Paints Private Limited, The Coimbatore Lakshmi Cotton Press Private Limited.

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### Key Management personnel compensation

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
Short term employee benefits	16.19	11.78
Post employment benefits*	4.73	0.50
<b>Total compensation</b>	<b>20.92</b>	<b>12.28</b>

\*includes statutory impact of New Labour Code

### Related Party Transactions

Particulars	Other Related Parties		Key Management Personnel	
	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025
Purchase of goods	353.77	361.47	-	-
Sale of goods	47.62	34.22	-	-
Purchase of Fixed Assets	26.63	26.95	-	-
Sale of Fixed Assets	15.29	0.07	-	-
Rendering of Services	1.54	1.79	-	-
Receiving of Services	186.10	190.55	-	-
Contribution to Gratuity Fund	15.00	3.68	-	-
Agency arrangements	11.70	12.98	-	-
Managerial remuneration	-	-	20.92	12.28
Sale of Investment in shares	14.75	-	7.00	-
Outstanding Payables	144.53	119.54	9.37	5.11
Outstanding Receivables	40.87	23.23	-	-

- Purchase of Goods includes Lakshmi Electrical Control Systems Limited ₹163.26 Crores (Previous Year ₹161.78 Crores); Lakshmi Electrical Drives Limited ₹38.74 Crores (Previous Year ₹38.63 Crores); Lakshmi Life Sciences Private Limited ₹58.76 Crores (Previous Year ₹55.74 Crores) & Other related parties-Associates ₹93.01 Crores (Previous Year ₹105.32 Crores)
- Sale of Goods includes Lakshmi Electrical Control Systems Limited ₹9.30 Crores (Previous Year ₹9.50 Crores); Lakshmi Life Sciences Private Limited ₹7.66 Crores (Previous Year ₹5.61 Crores); Super Sales India Limited ₹13.76 Crores (Previous Year ₹11.61 Crores); Lakshmi Precision Technologies Limited ₹6.12 Crores (Previous Year ₹6.62 Crores); Adwath Lakshmi Industries Private Limited ₹9.20 Crores (Previous Year ₹Nil) & Other related parties - Associates ₹1.58 Crores (Previous Year ₹0.88 Crores)
- Purchase of Fixed Assets includes Revantha Services Private Limited ₹8.33 Crores (Previous Year ₹26.95 Crores); GKD Charity Trust ₹18.30 Crores (Previous Year ₹Nil)
- Sale of Fixed Assets includes Lakshmi Life Sciences Private Limited ₹4.85 Crores (Previous Year ₹0.004 Crores); Chakradhara Aerospace and Cargo Private Limited ₹3.25 Crores (Previous Year ₹Nil); Revantha Services Private Limited ₹7.19 Crores (Previous Year ₹Nil) and Super Sales India Limited-₹Nil (Previous Year ₹0.065 Crores).
- Rendering of Services includes Super Sales India Limited ₹0.17 Crores (Previous Year ₹0.3 Crores); Chakradhara Aerospace and Cargo Private Limited ₹0.39 Crores (Previous Year ₹0.51 Crores); Lakshmi Life Sciences Private Limited ₹0.37 Crores (Previous Year ₹0.55 Crores); Petrus Technologies Private Limited ₹0.37 Crores (Previous Year ₹0.37 Crores) & Others - Other related parties-Associates ₹0.24 Crores (Previous Year ₹0.06 Crores)
- Receiving of Services includes Chakradhara Aerospace and Cargo Private Limited ₹85.86 Crores (Previous Year ₹80.97 Crores); Revantha Services Private Limited ₹40.20 Crores (Previous Year ₹39.16 Crores); Petrus Technologies Private Limited ₹20.37 Crores (Previous Year ₹30.92 Crores) & Other related parties-Associates ₹39.67 Crores (Previous Year ₹39.5 Crores)

# Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

- 7 Contribution to gratuity fund includes LMW Limited Employees' Gratuity Fund ₹15 Crores (Previous Year ₹3.68 Crores)
- 8 Agency arrangement includes Super Sales India Limited ₹11.70 Crores (Previous Year ₹12.98 Crores)
- 9 Managerial Remuneration includes amount paid to Chairman and Managing Director, Sri. Sanjay Jayavarthanavelu ₹15.77 Crores (Previous Year ₹7.59 Crores); Sri. Jaidev Jayavarthanavelu ₹2.19 (Previous Year ₹1.59 Crores); Mr. M.Sankar, Director Operations ₹1.61 Crores (Previous Year ₹1.74 Crores); Mr. V.Senthil, Chief Financial Officer ₹0.78 Crores (Previous Year ₹0.82 Crores); Mr. C R Shivkumaran, Company Secretary ₹0.57 Crores (Previous Year ₹0.54 Crores)
- 10 Sale of Investment in shares of Super Sales India Limited includes sale to Chairman and Managing Director, Sri. Sanjay Jayavarthanavelu ₹7 Crores (Previous Year ₹Nil); Ms. Shivali Jayavarthanavelu ₹5 Crores (Previous Year ₹Nil); Quattro Engineering India Private Limited ₹3 Crores (Previous Year ₹Nil) and Revantha Services Private Limited ₹6.75 Crores (Previous Year ₹Nil).
- 11 Outstanding Payables include Lakshmi Electrical Control Systems Limited ₹54.14 Crores (Previous Year ₹40.92 Crores); Super Sales India Limited ₹14.87 Crores (Previous Year ₹16.92 Crores); Chakradhara Aerospace and Cargo Private Limited ₹18.61 Crores (Previous Year ₹8.45 Crores); Sri. Sanjay Jayavarthanavelu ₹8.94 Crores (Previous Year ₹5.09 Crores); Sri. Jaidev Jayavarthanavelu ₹0.43 Crores (Previous Year ₹0.02 Crores) & Other related parties-Associates ₹56.91 Crores (Previous Year ₹53.25 Crores).
- 12 Outstanding Receivables include Adwath Lakshmi Industries Private Limited ₹4.56 Crores (Previous Year ₹Nil); Lakshmi Electrical Control Systems Limited ₹6.11 Crores (Previous Year ₹4 Crores); Chakradhara Aerospace and Cargo Private Limited ₹10 Crores (Previous Year ₹3.25 Crores); Lakshmi Precision Technologies Limited ₹3.94 Crores (Previous Year ₹1.21 Crores) & Others - Other related parties - Associates ₹16.26 Crores (Previous Year ₹14.77 Crores)

## 30.10 Employee defined benefit and contribution plans

### I. Defined Benefit Plans

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025
<b>A. Expense recognised in Income Statement</b>				
1. Current Service cost	6.21	5.25	2.16	2.40
2. Interest expense on DBO	8.61	7.67	0.93	0.75
3. Interest (Income on plan asset)	(9.19)	(7.89)	(1.23)	(1.00)
4. Net Interest	(0.58)	(0.22)	(0.30)	(0.25)
5. Immediate recognition of (gain) / losses	-	-	(0.56)	0.25
6. Defined Benefits cost included in P & L	<b>17.13</b>	<b>5.03</b>	<b>1.30</b>	<b>2.40</b>
<b>B. Expense recognised in Comprehensive Income</b>				
1. Actuarial (gain)/losses due to demographic assumption changes in DBO	-	-	-	-
2. Actuarial (gain)/losses due to financial assumption changes in DBO	(11.40)	(3.09)	(2.93)	0.62
3. Actuarial (gain)/losses due to experience on DBO	5.41	3.38	1.63	(0.03)
4. Return on plan assets (greater) / less than discount rate	0.54	(0.36)	0.73	(0.34)
5. Total actuarial (gain) / loss included in OCI	(5.45)	(0.07)	(0.57)	0.25
6. Cost recognised in P & L	17.13	5.03	1.30	2.40
7. Remeasurement effect recognised in OCI	(5.45)	(0.07)	-	-
8. Total defined benefit cost	<b>11.68</b>	<b>4.96</b>	<b>1.30</b>	<b>2.40</b>

# Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025
<b>C. Net asset/Liability recognised in the Balance Sheet</b>				
1. Present value of benefit obligation	125.71	116.10	12.29	13.86
2. Fair value of plan assets	129.03	116.10	16.49	16.00
3. Funded Status [Surplus / (deficit)]	3.32	-	4.20	2.14
4. Net Asset /(Liability) recognised in the balance sheet	<b>3.32</b>	<b>-</b>	<b>4.20</b>	<b>2.14</b>
<b>D. Change in Present value of the obligation during the year</b>				
1. Present value of the obligation at beginning of year	116.10	108.62	13.85	11.83
2. Plan amendment	11.50	-	-	-
3. Current service cost	6.21	5.25	2.16	2.40
4. Interest cost	8.61	7.67	0.93	0.75
5. Benefits paid	(10.72)	(5.73)	(3.36)	(1.72)
6. Actuarial (gain) loss on obligation	(5.99)	0.29	(1.29)	0.59
7. Present value of obligation at end of the year	<b>125.71</b>	<b>116.10</b>	<b>12.29</b>	<b>13.85</b>
<b>E. Reconciliation of opening &amp; closing values of Plan Assets</b>				
1. Fair value of plan assets at the beginning of the year	116.10	109.90	15.99	14.65
2. Expected return on plan assets	9.19	7.89	1.23	1.00
3. Contributions made	15.00	3.68	-	-
4. Benefits paid	(10.72)	(5.73)	-	-
5. Actuarial gain / (loss) on plan assets	(0.54)	0.36	(0.73)	0.34
6. Fair value of plan assets at the end of the year	129.03	116.10	16.49	15.99
7. Actual return on plan assets	<b>8.65</b>	<b>8.25</b>	<b>0.50</b>	<b>1.34</b>
<b>F. Amounts recognised in Other Comprehensive Income</b>				
1. Opening unrecognised losses / (gains)	12.43	12.50	-	-
2. Actuarial Loss / (gains) on DBO	(5.99)	0.29	(1.29)	0.59
3. Actuarial Loss / (gains) on assets	0.54	(0.36)	0.73	(0.34)
4. Amortisation Actuarial loss / (gain)	-	-	(0.56)	0.25
5. Total recognised in Other comprehensive income	6.98	12.43	-	-
<b>G. Major categories of plan assets as a percentage of total plan</b>				
1. Qualifying insurance policies	129.03	116.10	16.49	15.99
2. Own plan assets-Bank balances	2.10	0.78	-	-
	<b>131.13</b>	<b>116.88</b>	<b>16.49</b>	<b>15.99</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025
<b>H. Actuarial Assumptions</b>				
1. Discount rate	7.70%	7.77%	7.70%	6.85%
2. Salary escalation	6.50%	8.50%	6.50%	8.50%
3. Attrition rate	7.00%	7.00%	7.00%	7.00%
4. Expected rate of return on plan assets	7.70%	7.77%	7.70%	6.85%
5. Mortality rate	Indian Assured Lives Mortality (2012-14) Ultimate			

The salary escalation considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Gratuity is applicable to all employees of the company as per New Labour Code 2025. The Scheme takes into account each completed year of service or part thereof in excess of six months. The entire contribution is borne by the company.

Leave encashment benefits are provided as per the rules of the Company. The liabilities on account of defined benefit obligations are expected to be contributed within the next financial year.

The company expects to make a contribution of ₹5 Crores (as at 31<sup>st</sup> March 2026: ₹15 Crores) to the defined benefit plans during the next financial year.

### I. Sensitivity Analysis

	Gratuity (Funded)		Leave Encashment (Funded)	
	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025
Impact of +1% change in rate of discounting	(5.75)	(5.94)	(1.04)	(1.29)
Impact of -1% change in rate of discounting	6.37	6.58	1.23	1.54
Impact of +1% change in rate of salary increase	6.43	6.54	1.19	1.47
Impact of -1% change in rate of salary increase	(5.90)	(6.02)	(1.02)	(1.25)
Impact of +1% change in rate of attrition	(0.01)	(0.69)	0.04	(0.27)
Impact of -1% change in rate of attrition	0.01	0.76	(0.06)	0.29

The above sensitivity analyses are based on change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as and when calculating the defined benefit liability recognised in the balance sheet.

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### J. Brief description of the Plans & risks

These plans typically expose the company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

#### Investment risk

The present value of the defined benefit plan liability is calculated using a discount which is determined by reference to market yields at the end of the reporting period on government bonds. Plan investment is a mix of investments in government securities, other debt instruments and equity shares of listed companies.

#### Interest Rate risk

A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments, if any.

#### Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

#### Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

### II. Defined Contribution Schemes

	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025
Provident Fund Contribution	14.67	14.62

### 30.11 Segment information

#### Products and services from which reportable segments derive their revenues

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the type of goods or services delivered or provided. The group has chosen to organise the group around differences in products and services. No operating segments have been aggregated in arriving at the reportable segments of the group.

Specifically, the group is organised into three main reportable segments viz., (1) Textile Machinery Division (2) Machine Tool & Foundry Division and (3) Advanced Technology Centre.

OPERATING SEGMENTS	₹ In Crores							
	Textile Machinery Division		Machine Tool & Foundry Division		Advance Technology Centre		Total	
	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025
Revenue from external customers	1,800.61	1,817.25	1,147.55	943.96	171.29	147.64	3,119.45	2,908.85
Inter Segment Revenue	54.93	48.44	42.02	44.89	-	-	96.95	93.33
Allocable other income	77.59	76.46	15.37	14.29	35.53	21.56	128.49	112.31
<b>Total Segment Revenue</b>	<b>1,933.13</b>	<b>1,942.15</b>	<b>1,204.94</b>	<b>1,003.14</b>	<b>206.82</b>	<b>169.20</b>	<b>3,344.89</b>	<b>3,114.49</b>
Less : Inter Segment Revenue							96.95	93.33
Add : Unallocable other Income							105.42	115.52
<b>Enterprise revenue</b>							<b>3353.36</b>	<b>3,136.68</b>

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

₹ In Crores								
OPERATING SEGMENTS	Textile Machinery Division		Machine Tool & Foundry Division		Advance Technology Centre		Total	
	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025
<b>Revenue</b>								
<b>Result</b>								
Segment Result	(16.32)	(20.66)	97.20	59.29	28.74	16.98	109.62	55.61
Operating Profit							109.62	55.61
Add : Unallocable other income net of unallocable expenses							72.19	95.68
Less : Interest Expenses							-	-
Income tax expenses (Current)							58.74	43.67
Income tax expenses (Deferred)							(7.66)	5.01
<b>Net Profit after Tax</b>							<b>130.73</b>	<b>102.61</b>
<b>Other Information</b>								
Segment assets	1,892.59	1,933.67	1,443.47	1,213.85	207.63	150.97	3,543.69	3,298.49
Add : Unallocable corporate assets							718.34	709.40
<b>Enterprise Assets</b>							<b>4,262.03</b>	<b>4,007.89</b>
Segment Liabilities	952.25	847.00	358.03	297.39	38.42	32.68	1,348.70	1,177.07
Add : Unallocable corporate liabilities							2913.33	2,830.82
<b>Enterprise Liabilities</b>							<b>4,262.03</b>	<b>4,007.89</b>
Capital Expenditure	42.71	104.05	8.25	25.03	25.94	5.82	76.90	134.90
Depreciation	85.07	93.66	20.73	6.46	14.38	12.48	120.18	112.60

### Notes :

- The accounting policies of the reportable segments are the same as the group's accounting policies. Inter Segment transfers are accounted on cost plus basis vis-a-vis at competitive market price charged to Unaffiliated customers for similar goods.
- Segment profit represents the profit before tax earned by each segment without allocation of unallocable expenses, finance costs and unallocable income. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.
- Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

Operating Segment	Segment Assets		Segment Liabilities	
	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Textile Machinery Division	1,892.59	1,933.67	952.25	847.00
Machine Tool & Foundry Division	1,443.47	1,213.85	358.03	297.39
Advanced Technology Centre	207.63	150.97	38.42	32.68
<b>Total Segment assets &amp; segment liabilities</b>	<b>3,543.69</b>	<b>3,298.49</b>	<b>1,348.70</b>	<b>1,177.07</b>
<b>Adjustments of unallocated assets and liabilities</b>				
Share capital	-	-	10.68	10.68
Reserves and Surplus	-	-	2,855.84	2,766.74
Investments	705.63	701.14	-	-
Advance tax	12.71	8.26	-	-
Deferred tax	-	-	46.22	52.51
Unpaid Dividends	-	-	0.59	0.89
<b>Total assets &amp; liabilities as per balance sheet</b>	<b>4,262.03</b>	<b>4,007.89</b>	<b>4,262.03</b>	<b>4,007.89</b>

### Geographical information

The group operates in two principal geographical area, India (country of domicile) and outside India.

The group's revenue from external customers based on location of customers is as per the table below:

Particulars	Year ended 31 <sup>st</sup> March 2026		
	India	Outside India	Total
Textile Machinery and Spares	1,531.58	269.03	1,800.61
Machine Tools and Foundry Castings	1,110.71	36.84	1,147.55
Aerospace Parts and component	7.44	163.85	171.29
<b>Gross Sale of Products</b>	<b>2,649.73</b>	<b>469.72</b>	<b>3,119.45</b>

Particulars	Year ended 31 <sup>st</sup> March 2025		
	India	Outside India	Total
Textile Machinery and Spares	1,571.66	245.59	1,817.25
Machine Tools and Foundry Castings	927.65	16.31	943.96
Aerospace Parts and component	8.59	139.05	147.64
<b>Gross Sale of Products</b>	<b>2,507.90</b>	<b>400.95</b>	<b>2,908.85</b>

### 30.12 Approval of financial statements

The financial statements were reviewed and recommended by the Audit Committee and has been approved by the Board of Directors at their meeting held on 20<sup>th</sup> May 2026.

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### 30.13 Details Of Leasing Arrangements

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
<b>As Lessor</b>		
<b>Operating lease</b>		
The group has entered into operating lease arrangements for certain surplus facilities. The lease is non-cancellable for a period from 3 to 5 years and may be renewed for a further period based on mutual agreement of the parties.		
<b>Future minimum lease receipts</b>		
not later than one year	0.67	0.42
Later than one year and not later than five years	2.54	1.68
More than 5 years	1.61	1.68

### 30.14 FINANCIAL RISK MANAGEMENT OBJECTIVES

The group's activity exposes itself to variety of financial risks which includes market risk, credit risk, liquidity risk, interest rate risk and price risk. The group monitors and manages the above financial risks relating to the operations of the group through internal risk reports which analyses exposures by degree and magnitude of risks. The primary focus is to identify risks and take steps for mitigation of risk or to minimise the potential adverse effects on the financial performance of the group. The group does not enter into any derivative financial instruments to hedge risk exposures.

#### Foreign Currency Risk

The group undertakes transactions denominated in foreign currencies and consequently has exposure to exchange rate fluctuations. The group operates internationally and a major portion of the international sales transaction are in USD and balance in EUR, purchases from overseas suppliers are in various foreign currencies. The exposure at the end of the reporting period does not reflect the transaction during the year and there is a natural hedge in the currency for USD and EUR. The exchange rate between INR and other currency does have an impact on the business. The group is a net exporter and export realisation combined with a depreciating INR has given the group a net foreign exchange gain.

Particulars	Currency	Amount in Foreign Currency		Equivalent ₹	
		As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Sundry Creditors	AED	18,96,489	19,40,051	4.83	4.32
	CHF	1,98,439	3,13,358	2.40	3.03
	CNY	98,44,827	3,86,834	13.40	0.46
	EUR	26,35,901	28,46,867	29.22	26.26
	GBP	23,730	37,617	0.30	0.41
	JPY	36,87,31,750	26,09,89,143	22.25	14.88
	SEK	85,000	85,000.00	0.09	0.07
	SGD	34,604	48,074	0.26	0.31
	USD	1,89,89,754	99,66,858	181.83	85.18
	Sundry Debtors	CNY	5,60,98,142	11,41,190	76.35
EUR		12,88,355	13,37,457	13.84	12.35
GBP		1,20,678	24,565	1.50	0.27
AED		12,99,845	-	3.31	-
USD		2,73,06,840	2,09,16,116	257.37	179.00

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

Particulars	Currency	Amount in Foreign Currency		Equivalent ₹	
		As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Cash and Bank Balances	AED	4,81,408.05	2,74,157	1.23	0.61
	BDT	59,17,559	12,15,089	0.45	0.09
	CNY	3,33,82,192.03	91,163	45.43	0.11
	EUR	-	65,967	-	0.59
	KES	94,671	-	0.01	-
	TRY	67,312	5,30,033	0.01	0.12
	USD	15,15,340	52,08,400	14.22	44.49
	VND	8	-	0.00	-

#### Foreign currency sensitivity analysis

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 5% against the respective functional currencies.

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>Sundry Creditors</b>		
USD	181.83	85.18
Euro	29.22	26.26
<b>Sundry Debtors</b>		
USD	257.37	179.00
Euro	13.84	12.35
<b>Net receivable</b>		
USD	75.54	93.82
Euro	(15.38)	(13.91)
<b>Total</b>	<b>60.16</b>	<b>79.91</b>
Impact on profit : 5 % increase in currency rate	3.01	4.00
Impact on profit : 5 % decrease in currency rate	(3.01)	(4.00)

**Interest rate risk** – The group holds interest bearing assets in the form of fixed deposits with banks. The variation in interest risks is managed by distributing deposits among wide base of banks and financial institutions.

#### Interest rate sensitivity analysis

The entity prepares sensitivity analysis for interest rate risk associated with fixed deposits by assuming various magnitudes of interest rate changes, which includes a 0.25% increase or decrease in interest rates.

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Fixed deposits in Banks	1,392.02	1,242.06
Impact on profit : increase of 25 basis points	3.48	3.11
Impact on profit : decrease of 25 basis points	(3.48)	(3.11)

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

**Price risk** – Holding marketable financial assets expose the group to risk of price fluctuation. Price escalations will have insignificant impact on carrying amounts of respective financial assets. However, the group is exposed to equity price risks from equity investments. Certain of the group's equity investments are held for strategic rather than trading purposes.

### Price sensitivity analysis

The sensitivity analysis for equity price risk is conducted by assuming a range of equity price changes, which involves a 5% increase or decrease in equity prices. Additionally, we take into account other relevant factors such as changes in equity prices for different equity markets and individual equity securities, correlations between these markets and securities, and the holding period.

Particulars	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Fair value of Equity investments	286.75	332.78
Impact on Other Comprehensive Income :increase by 5%	14.34	16.64
Impact on Other Comprehensive Income :Decrease by 5%	(14.34)	(16.64)

**Credit risk** – Credit risk arises from the risk of default on its obligation by the counterparty resulting in financial loss, such as cash and cash equivalents, and outstanding receivables.

Credit risk on cash and cash equivalents is considered negligible as the group generally invests in fixed deposits with reputable banks. They are not impaired or past due for each of the reporting dates

Credit risk on outstanding receivables is the exposure to billed receivable and are normally unsecured and derived from revenue earned from customer mostly from India. Credit risk is managed by the group through credit approvals and continuously monitoring the credit worthiness of the customer to which the group grants credit in the normal course of business. The group applied simplified approach of estimated credit loss for trade receivable, which provide for expected credit loss based on life-time expected losses. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. The group does not have any significant credit risk exposure to any single counterparty. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

**Liquidity risk** – Liquidity risk refers to the risk that the group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The group's principal source of liquidity is from cash and cash equivalent and the cash flow from operations. The group does not have any external borrowings from banks or any other financial institution. The group believes that the working capital through internal accruals is sufficient to meet its current requirements and hence the group does not perceive any such risk.

### Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

### Equity Price risk

Equity Price risk is related to the change in market reference price of the investments in equity securities. The fair value of some of the group investments measured at fair value through other comprehensive income exposes the group to equity price risks. These investments are subject to changes in the market price of securities. The fair value of the group's investment in quoted and unquoted equity securities as of 31<sup>st</sup> March 2026 and 31<sup>st</sup> March 2025 was ₹286.75 Crores and ₹332.78 Crores respectively.

A 5% change in equity price as of 31<sup>st</sup> March 2026 and 31<sup>st</sup> March 2025 would result in an impact of ₹14.34 Crores and ₹16.64 Crores respectively.

**(Note:** The impact is indicated on equity before consequential tax impact, if any).

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

### Capital management

Capital management – The group's objective is to safeguard its financial stability, financial independence and its ability to continue as a going concern in order to generate returns for the shareholders and benefits for the other stake holders. The group incentivise the shareholders by paying optimum and regular dividends.

The group determines the amount of capital required on the basis of annual operating plans and other strategic investment plans. The funding requirements are met through internally generated funds . The group does not have any borrowings in its capital portfolio.

### 30.15 Revenue Recognition

The Group derives revenue primarily from the sale of Textile Machinery, Machine Tools, Accessories and Parts, Foundry castings and Aerospace Components.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Arrangements with customer for sale of above-mentioned products or services are on fixed price. Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration entity expects to be entitled in exchange for those goods or services.

Revenue on fixed price contract are recognised at the time of dispatch of goods. Till then the consideration received is accounted as 'Advance received' shown under financial liabilities. Control over the goods passed to the customer at the time of dispatch of the goods at the Group's factory.

The expected cost of warranty issued is accounted as provision. The contract with customers are entered between the Group and the end customers. The Group is primarily responsible for honouring the contract entered with customer. Since the Group acts as a "Principal" for the contracts entered into through selling agent the revenue is to be recognised in gross by the Group.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

Revenue from operations for the year ended 31<sup>st</sup> March 2026 and 31<sup>st</sup> March 2025 is as follows:

Particulars	Year ended 31 <sup>st</sup> March 2026	Year ended 31 <sup>st</sup> March 2025
(i) Revenue from sale of products	3,119.45	2,908.85
(ii) Revenue from rendering of services*	77.65	66.44
<b>Total revenue from operations</b>	<b>3,197.10</b>	<b>2,975.29</b>

\*Export incentive amounting to ₹10.32 Crores for the year ended 31<sup>st</sup> March 2026 and ₹36.72 Crores for the year ended 31<sup>st</sup> March 2025 is not included in Revenue from rendering of services.

### 30.16 The Exchange rate adopted for conversion of subsidiary accounts is as follows :

The Exchange Rate as at 31<sup>st</sup> March 2026 : 1 CNY = ₹13.61 (Previous Year ₹11.78)

: 1 AED = ₹25.46 (Previous Year ₹23.79)

Average exchange rate : 2025-26 : 1 CNY = ₹12.54 (Previous Year ₹11.73)

: 1 AED = ₹24.17 (Previous Year ₹23.12)

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2026

(All amounts in ₹ Crores, unless otherwise stated)

**30.17** Depreciation / amortisation includes ₹ 0.14 Crores (Previous Year ₹0.13 Crores) towards amortisation of leasehold land as per audited accounts of LMW Textile Machinery (Suzhou) Co. Ltd, China.

### 30.18 Additional regulatory information required by Schedule III

#### i) Details of benami property held

No proceedings have been initiated on or are pending against the group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

#### ii) Wilful Defaulter

The Group had not been declared a wilful defaulter by any bank or Financial Institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines of the wilful defaulter issued by the Reserve Bank of India.

#### iii) Relationship with struckoff companies - Nil

#### iv) Compliance with number of layers of companies

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

#### v) Compliance with approved scheme(s) of arrangements

No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013

#### vi) Utilisation of borrowed funds

The Group does not have borrowed funds.

#### vii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

#### viii) Details of crypto currency or virtual currency

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

#### ix) Valuation of Property, Plant & Equipment, intangible asset and investment property

The Group has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

**30.19** Previous years' figures have been restated to comply with Ind AS to make them comparable with the current period. Further, previous years' figures have been regrouped / reclassified, wherever necessary, to conform with the current period presentation.

In terms of our report attached  
for **S.Krishnamoorthy & Co**  
Firm Registration No.0014965  
Chartered Accountants

For and on behalf of the Board of Directors

**Sanjay Jayavarthanelu**  
Chairman and Managing Director  
DIN: 00004505  
Place: Coimbatore  
Date : 20<sup>th</sup> May 2026

**Jaidev Jayavarthanelu**  
Director  
DIN: 07654117  
Place: Dubai  
Date : 20<sup>th</sup> May 2026

**B. Krishnamoorthi**  
Partner  
Membership No.020439  
Place: Coimbatore  
Date : 20<sup>th</sup> May 2026

**V.Senthil**  
Chief Financial Officer  
Place: Coimbatore  
Date : 20<sup>th</sup> May 2026

**C R Shivkumar**  
Company Secretary  
ICSI Membership No. A38813  
Place: Coimbatore  
Date : 20<sup>th</sup> May 2026

### CORPORATE INFORMATION Based on Standalone Financial Statement

Particulars	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26
<b>Profit and Loss Account</b>										
Sales (excluding excise duty)	2,136.86	2,426.61	2,546.20	1,508.64	1,638.89	3,016.76	4,456.69	4,520.17	2,807.40	2,994.14
Other Income	166.98	178.68	195.78	155.09	129.97	135.84	232.57	218.77	226.39	227.26
Profit before tax	266.31	303.15	323.67	64.41	74.20	236.95	485.41	479.88	286.87	207.88
Profit after tax	190.60	211.42	189.28	45.00	47.45	179.68	350.22	371.38	238.24**	153.92
<b>Balance Sheet</b>										
Fixed Assets	465.59	536.16	659.71	694.02	669.18	686.59	885.62	939.56	955.22	908.62
Non Current Investments	126.24	147.98	138.46	112.50	200.18	255.29	255.69	355.63	542.59	736.36
Net Current Assets	946.60	1,037.51	892.19	864.65	935.09	1,066.58	1,207.11	1,414.58	1,426.53	1,374.76
<b>Total</b>	<b>1,538.43</b>	<b>1,721.65</b>	<b>1,690.36</b>	<b>1,671.17</b>	<b>1,804.45</b>	<b>2,008.46</b>	<b>2,348.42</b>	<b>2,709.77</b>	<b>2,924.34</b>	<b>3,019.74</b>
Share Capital	10.96	10.96	10.68	10.68	10.68	10.68	10.68	10.68	10.68	10.68
Reserves and Surplus	1,527.47	1,710.69	1,679.68	1,645.63	1,769.58	1,974.54	2,289.31	2,651.61	2,861.15	2,959.96
Deferred Tax Liability	-	-	-	14.86	24.19	23.24	48.43	47.48	52.51	49.10
<b>Total</b>	<b>1,538.43</b>	<b>1,721.65</b>	<b>1,690.36</b>	<b>1,671.17</b>	<b>1,804.45</b>	<b>2,008.46</b>	<b>2,348.42</b>	<b>2,709.77</b>	<b>2,924.34</b>	<b>3,019.74</b>
<b>RATIOS</b>										
Measures of Investment									<b>2024-25</b>	<b>2025-26</b>
Dividend per share (₹.)									30.00	35.00
EPS (₹)*									223.01	144.08
Dividend Cover (Times)									7.43	4.12

\* The EPS before exceptional item for the year ended 31<sup>st</sup> March 2025 is ₹99.81 and 31<sup>st</sup> March 2026 is ₹156.42.

\*\* includes the exceptional income of ₹ 131.61 Crores resulting from sale of investment held by LMW Limited, India in shares of wholly owned subsidiary companies such as LMW Textile Machinery (Suzhou) Co., Ltd. China and LMW Global FZE, UAE to LMW Holding Limited, UAE a wholly owned subsidiary of LMW Limited.







**LMW LIMITED**

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