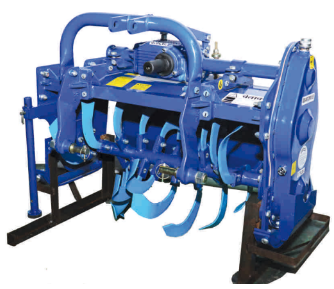
SAL AUTOMOTIVE LIMITED

(*Formerly* Swaraj Automotives Limited)

ANNUAL REPORT 2026



SAL Automotive Limited

BOARD OF DIRECTORS

RAJIV SHARMA
(Chairman)

R.K. SHARMA
(Managing Director)

JAMIL AHMAD
(Non-Independent Director)

K.N. AGARWAL
(Independent Director)

NAMRATA JAIN
(ED –Finance & CFO)

UTTAM SAHAY
(Independent Director)

Company Secretary & General Counsel
GAGAN KAUSHIK

Finance Controller & KMP
KULVINDER SINGH

Statutory Auditor
M/S MANGLA ASSOCIATES
Chartered Accountants

Bankers
ICICI Bank Ltd.
STATE BANK OF INDIA
AXIS BANK LIMITED

Registered Office
C-127, IV Floor, Satguru Infotech
Phase VIII, Industrial Area,
S.A.S.Nagar (Mohali)
Punjab -160 062

CIN : L45202PB1974PLC003516
Tel. : 0172-4650377
Email : kaushik.gagan@salautomotive.in

Works
(1) Focal Point, Kakrala Road, Nabha
Distt. Patiala, Punjab -147 201
(2) 183/I, Belur Industrial Area,
Dharwad, Distt. Dharwad, Karnataka-580011
(3) Khasra No. 11, Rameshpur, Rudrapur
Distt. Udham Singh Nagar, Uttrakhand-263153
(4) Gate No. 436, Alandi Phata, Chakan, Pune,
Maharashtra-410501
(5) Plot No. 44 & 45, Sector 2, IIE SIIDCUL,
Haridwar, Uttrakhand-249403

Website
www.salautomotive.in

Registrar and Transfer Agent
M/s MCS Share Transfer Agent Limited
Unit: SAL Automotive Ltd.
179-180, 3rd Floor, DSIDC Shed
Okhla Industrial Area, Phase - I
New Delhi - 110020
Tel: 011-41406149
Fax: 011-41709881
Email: helpdeskdelhi@mcsregistrars.com

ANNUAL GENERAL MEETING
on Monday, 21st September, 2026
Through Video Conferencing

CONTENTS	PAGE NO.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 51st Annual General Meeting of the members of SAL Automotive Limited ("Company") will be held on **Monday, 21st September 2026 at 03:00P.M. (IST)** through Video Conferencing (VC)/ Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Auditors' and the Directors' thereon.
2. To declare a final dividend of Rs. 2 per Equity Share of the face value of Rs. 10 each (i.e. 20%), of the Company for the financial year ended March 31, 2026.
3. To re-appoint Mr. Rajiv Sharma (DIN: 07418337), Non-Executive Non Independent Director, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES

4. To ratify remuneration of the Cost Auditor for the financial year ending March 31, 2027.

To consider and, if thought fit, to pass, the following Resolution 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 the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. SDM & Associates, Cost Accountants (Firm Registration No. 000281), appointed by the Board of Directors of the Company as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, amounting to Rs. 85,000/- (Rupees Eighty-Five Thousand only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the company or Company secretary be and are hereby severally authorized on behalf of the Company to do all acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To approve adoption of new set of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013.

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in conformity with Table A of the Schedule I of the Act and subject to such approvals, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company in substitution of and to the exclusion of the existing Memorandum of Association of the Company, inter-alia, incorporating the following changes:

1. All references to the "Companies Act, 1956" and the corresponding provisions/sections thereunder appearing in the existing Memorandum of Association be substituted with references to the "Companies Act, 2013" and the corresponding applicable provisions/sections thereof, wherever applicable.
2. In accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of the Company, be renamed and read as under:

Clause III (A)	The objects to be pursued by the Company on its incorporation are:
Clause III (B)	Matters which are necessary for furtherance of the objects specified in Clause III (A) are:
Clause IV	The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.

3. Existing Clause III (C) - "Other Objects of the Company not included in Clause III Sub Clause 'A' and 'B' above" is merged into Clause III (B).

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, any of the Directors or Company secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. To Re-appoint Mr. Uttam Sahay (DIN: 08608518) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulations 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Uttam Sahay (DIN: 08608518) who was appointed as an Independent Director of the Company for a term of three consecutive years commencing from January 31, 2024 and who holds office as such up to January 30, 2027 and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and being eligible for re-appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby re- appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Three consecutive years commencing with effect from January 31, 2027 up to January 30, 2030 (both days inclusive) on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and are hereby severally authorised to do all acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Re-appointment of Mr. Rama Kant Sharma (DIN: 00640581) as Managing Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197 and 198 read with 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, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (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), Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rama Kant Sharma (DIN: 00640581) who was appointed as Managing Director of the Company for a term of Five consecutive years commencing from February 4, 2022 and holds office as such up to February 03, 2027, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director and being eligible for re-appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby Re-appointed as the

Managing Director of the Company, not liable to retire by rotation, and Key Managerial Personnel of the Company for a term of 5 years with effect from February 04,2027, on such terms and conditions as mutually agreed between Mr. Rama Kant Sharma and the Company, including the remuneration as detailed below for a period of 3 years with effect from February 04, 2027:

Particular	Amount (Monthly, In Rs.)
Basic Salary	3,00,000
Other allowances and perquisites	6,00,000
Other benefit(s)/ reimbursement(s)	Any other benefits/ reimbursement(s) admissible to the Senior Officers of the Company as per Rules of the Company, from time to time

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as detailed above, may be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time), without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to alter, revise and vary the terms and conditions of aforesaid appointment including the remuneration payable from time to time within the limits as per the provisions of the Act, rules thereto, Schedule V of the Act and applicable provisions of the Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time) without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the "Act") the Secretarial Standards on General Meetings ("SS-2") issued by the Institute Of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.

2. In compliance with the circular issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025(hereinafter collectively referred to as "MCA Circulars"), applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and relevant circulars issued by Securities and Exchange Board of India ('SEBI') in this regard, the 51st Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), which does not require physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

3. Pursuant to the MCA Circulars, provisions of the Act, SS-2 and the Listing Regulations, the facility to appoint proxy to attend and cast vote on behalf of the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

5. Since, the AGM will be held through VC/ OAVM, pursuant to the MCA Circulars r/w Listing Regulations, physical attendance of the members is not required at the AGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act. Route map of the venue of the Meeting is accordingly not annexed hereto.

6. For enabling the members to participate at the 51st AGM through VC / OAVM, the Company has appointed National Securities Depository Limited ("NSDL") to provide VC/OAVM facility and e-voting facility, for the AGM. Participation at the AGM through VC / OAVM shall be allowed on a first-come-first-served basis for 1000 members. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT:

7. In accordance with the MCA Circulars read with Listing Regulations, the Notice of the 51st AGM along with the Annual Report for the financial year 2025-26 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs) or Registrar to issue and Share Transfer Agent ("RTA") of the Company. Physical copy of the Notice of the 51st AGM along with Annual Report for the financial year 2025-26 shall be sent to those members who request for the same. Members may send their request on kaushik.gagan@salautomotive.in. or through a request letter at the SAL Automotive Limited C-127, 4TH Floor, Sat Guru Infotech Industrial Area, Phase-VIII, SAS Nagar, Mohali Punjab 160062, addressed to the Company Secretary. The Company is also sending a letter providing the web-link, including the exact path, where complete details of this AGM Notice and the Annual Report is available to those Members who have not registered e-mail ids with Company/ RTA/ DP. Notice along with Annual Report for the financial year 2025-26 will also be available on the website of the Company at www.salautomotive.in., websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and also on the website of NSDL i.e. www.evoting.nsdl.com.

8. Members holding shares in physical form and who have not updated their e-mail ids with the Company / RTA/ DP are requested to update their e-mail ids and other details through updating their KYC by submitting the prescribed Form either to the RTA of the Company or directly to the Company in the manner specified hereunder in General Information - Update your KYC. Members holding shares in dematerialised (Demat) mode are requested to register/update their e-mail addresses with the relevant DPs. In case of any queries/difficulties in registering the e-mail address, members may write to the RTA at admin@mcsregistrars.com or to the Company at kaushik.gagan@salautomotive.in.

DIVIDEND RELATED INFORMATION:

9. Final dividend as recommended by the Board of Directors for the financial year ended March 31, 2026, if approved at the AGM, will be payable to those members of the Company who hold shares:

i. In demat mode, based on the list of beneficial owners to be received from NSDL and CDSL as at the close of business hours on September 14, 2026, being the record date.

ii. In physical form, if the names appear in the Company's Register of Members as on September 14, 2026, being the record date.

The final dividend will be payable on or before October 20, 2026.

10. Members holding shares in demat mode are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat mode are requested to intimate any change in their address and/or bank mandate to their DPs only, as the Company or its RTA cannot act on any request received directly on the same.

11. Members holding shares in physical form are requested to intimate any change of address and/ or bank mandate to RTA of the Company by sending a request in Form ISR-1 at 179-180, 3rd Floor, DSIDC Shed, Okhla Industrial Area, Phase-I, New Delhi - 110020 or by email to admin@mcsregistrars.com from their registered email id. SEBI vide its Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form whose folio(s) do not have PAN, Contact Details, Bank Account Details and Specimen Signature updated), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature.

    Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

Tax on Dividend:

12. Members may note that pursuant to the Finance Act, as amended, dividend income is now taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at the rates prescribed in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereto.

    i. For Resident Members: Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2024-25, subject to PAN details registered/updated by the member. If PAN is not registered/ updated in the demat account/folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961. No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed Rs. 10,000 (Rupees Ten Thousand Only). Further, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual who is of the age of 60 years and above), provided that the eligibility conditions are being met, no TDS shall be deducted. Notwithstanding the above, in case PAN of any member falls under the category of 'Specified Person', the Company shall deduct TDS @20% as per Section 206AB of the Income Tax Act 1961.

    ii. For Non-Resident Members: Tax at source shall be deducted under Section 195 of the Income-Tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income-Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident members. As per Section 90 of the Income Tax Act, 1961, members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement ("DTAA"). To avail the Tax Treaty benefits, the non-resident member will have to provide the following:

        a. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the member is a resident.

        b. Self-declaration in Form 10F.

        c. Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities, if any.

        d. Self-declaration, certifying the following points:

            – Member remained a tax resident of the country of its residence during the financial year 2025-26;

            – Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

- Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
- Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
- Member does not have a taxable presence or a permanent establishment in India during the financial year 2025-26.

13. Notwithstanding the above, in case PAN falls under the category of 'Specified Person', member is mandatorily required to submit a declaration providing status of Permanent Establishment in India for the financial year 2025-26. As per Section 206AB of the Income Tax Act 1961, if the said declaration is not furnished, the Company shall deduct tax at source at twice the applicable rate.

14. The Company shall not be obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the non-resident member.

15. In order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, members are requested to provide the aforesaid details and documents on or before September 14, 2026, at www.salautomotive.in or by sending over email to kaushik.gagan@salautomotive.in from your registered email ID. No communication on the tax determination/deduction shall be entertained post September 14, 2026, Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there would still be an option available to the member to file the return of income and claim an appropriate refund, if eligible.

16. In accordance with the provisions of the Income Tax Act 1961, TDS certificates can be made available to the members at their registered e-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said dividend.

17. Dividends, if not encashed for a consecutive period of 7 years, from the date of transfer to Unpaid/ Unclaimed Dividend Account of the Company, are liable to be transferred to Investor Education and Protection Fund ("IEPF"). Further, the shares of a member who does not encash his/ her dividend for a continuous period of 7 years, are also liable to be transferred to the demat account of IEPF Authority. In view of this, members, who have not yet claimed their dividend, paid by the Company upto and during the financial year ended March 31, 2026, are requested to claim their dividends from the Company / RTA, within the stipulated timeline. Information in respect of the unclaimed dividend as on March 31, 2026, will be uploaded on the website of the Company www.salautomotive.in. The members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same as well as the corresponding dividend by making an application to the IEPF Authority, in Form No. IEPF-5 available on https://www.mca.gov.in. The member can file only one consolidated claim in a financial year as per the IEPF Rules. The procedure for claiming the shares from IEPF Authority is available on https://www.mca.gov.in/content/mca/global/en/help-faq/faqs/iepf-website/iepf-5-Claimant.html.

GENERAL INFORMATION

18. KYC updation for physical members: SEBI vide its Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN (linked with Aadhaar); Contact Details; Postal Address with Pin code, Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, as may be applicable, only through electronic mode with effect from April 01, 2024. Further, such security holder shall not be able to lodge grievance or avail any service request from the RTA, until the KYC details are updated. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship /consequences as above. For facilitating to update their aforesaid KYC

details, nomination details and further for processing various service requests, the Company has uploaded required forms - ISR1, ISR2, ISR3, ISR4, ISR-5, SH13 and SH14, as applicable, on its website viz. www.salautomotive.in Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company along with requisite documents for updating the details.

19. Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective DPs.

20. All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.

21. As per Regulation 40(1) of the Listing Regulations, as amended, read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Members may also visit website of the depositories, NSDL viz. https://nsdl.co.in/faqs/faq.php or CDSL viz. https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

22. All the documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection through electronic mode, basis requests received on kaushik.gagan@salautomotive.in.

23. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, under Section 189 of the Act shall be available for inspection electronically upon login at NSDL e-voting system at https://www.evoting.nsdl.com.

24. The details of the Directors being re-appointed, at the 51st AGM are provided in Annexure-1 of this Notice. The Company has received the requisite consent/declarations for the re-appointment under the Act and the rules made thereunder and Listing Regulations.

25. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

    The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/its RTA.

    The process for initiation of Dispute Resolution process is enumerated below:

    - An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
    - If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines in accordance with the process laid out.

- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
- The SMART ODR Portal can be accessed at: https://smartodr.in/login and for more information shareholders are requested to visit the weblink .

26. VOTING THROUGH ELECTRONIC MEANS:

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended) and applicable Circulars, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has appointed NSDL, as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on the closure of September 14, 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.

iii. The members present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, shall be eligible to vote during the AGM. The e-voting module shall be activated 30 minutes before the scheduled time of the AGM and shall remain activated 15 minutes after the closure of AGM and shall be disabled by NSDL for voting thereafter.

iv. Mr. Ajay K Arora, Company Secretary in Practice (Membership No. FCS 2191) (C.P. No. 993), of M/s. A. Arora & Company, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting process for the AGM, in a fair and transparent manner.

27. INFORMATIONS AND INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS UNDER:

Members may cast their votes through electronic voting system from any place (remote e-voting).

The remote e-voting period begins on	Friday, September 18, 2026 at 09:00 A.M. (IST)
The remote e-voting period ends on	Sunday, September 20, 2026 at 05:00 P.M. (IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 14, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 14, 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 members holding securities in demat mode

In terms of SEBI master circular dated January 30, 2026, on e-Voting facility provided by Listed Companies, Individual members 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

Type of shareholders	Login Method
Individual shareholders holding securities in dematerialized mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

Type of shareholders	Login Method
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

   c) How to retrieve your 'initial password'?

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

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

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

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

28. General Guidelines for members

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

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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills, Compound, Senapati Bapat Marg, Lower Parel, Mumbai, 400 013, or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com.

29. Process for those members whose email ids are not registered with the depositories for getting the copy of this Notice, procuring user id and password and registration of email ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to kaushik.gagan@salautomotive.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to kaushik.gagan@salautomotive.in. If you are an Individual member 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 members holding securities in demat mode.
3. Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI master circular dated January 30, 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. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against the Company name SAL AUTOMOTIVE LIMITED. 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 this Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who have questions may send their questions in advance latest by September 14, 2026 mentioning their name, demat account number/folio number, email id, mobile number at kaushik.gagan@salautomotive.in The same will be replied by the Company suitably.

32. Registration as Speaker at the AGM:

1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at kaushik.gagan@salautomotive.in on or before September 14, 2026 (5:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for speaking, depending on the availability of time for the AGM.
2. Further members, who have registered themselves as speaker shareholder, will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

33. Other instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person so authorised, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be displayed at the Registered Office and Corporate Office of the Company, as well as placed on the Company's website www.salautomotive.in and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
3. The recorded transcript of the 51st AGM shall also be made available on the website of the Company, https://salautomotive.in/ in the Investor's section, as soon as possible after the AGM is over.
4. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of AGM, i.e. September 21st, 2026.
5. Members are requested to fill in and submit the Feedback Form available in the 'Investor' section on the Company's website www.salautomotive.in. , to aid the Company in its constant endeavour to enhance the standards of service to its members.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the "Act") the Secretarial Standards on General Meetings ("SS-2") issued by the Institute Of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Item No.4

The Board of Directors at its meeting held on May 22, 2026, on the recommendation of the Audit Committee, has approved the appointment of M/s. SDM & Associates, Cost Accountants (Firm Registration No. 000281), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of Rs. 85,000/- (Rupees Eighty Five Thousand only) plus applicable taxes and reimbursement on actual basis, of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.

The fee approved by the Board of Directors on the recommendation of the Audit Committee of the Board of the Company is after considering work & time involved, size of audit team and frequency of audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, approval of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

The Board recommends the resolution under Item No. 4 for approval of members of the Company by way of an Ordinary Resolution.

None of the Directors, key managerial personnel of the Company and their relatives (except to the extent of their shareholding in the Company, if any), are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

Item No.5:

The Members are being informed that the Company's existing Memorandum of Association ("MOA") currently includes provisions that are applicable under the Companies Act of the year 1956. However, Since the Companies Act, 1956 has been replaced and ("the Act") has been enacted (which has also undergone significant changes since then), it is proposed to align the Company's MOA with the latest provisions of the Act and further adopt a new set of MOA (primarily based on Table A as set out under Schedule I to the Act) in place of existing MOA.

The Board at its meeting held on the August 13, 2026 approved and recommended the adoption of new set of MOA as per the provisions of the Act in place of and to the exclusion of existing MOA of the Company.

Pursuant to the provisions of Section 13 of the Act read with applicable Rules framed thereunder, the said alteration requires the approval of members of the Company by way of Special Resolution.

The Board recommends the resolution under Item No. 5 for approval of members of the Company by way of a Special Resolution.

The existing MOA and the draft of the restated MOA proposed for approval, are uploaded on the website of the Company at https://salautomotive.in/ and also available for inspection by the shareholders of the Company during normal business hours on all working days at the registered office of the Company and shall also be open for electronic inspection during the AGM.

None of the Directors, key managerial personnel of the Company and their relatives (except to the extent of their shareholding in the Company, if any), are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

Item No.6:

Based on the recommendation of the Board of Directors, Mr. Uttam Sahay (DIN: 08608518) was appointed as an Independent Director by the members of the Company vide special resolution passed on April 06,2024 by way of postal ballot for a term of three consecutive years commencing from January 31, 2024, up to January 30, 2027.

Pursuant to Section 149, 150, 152 and Schedule IV (Code for Independent Directors) of the Companies Act, 2013 ("Act") read with Rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, after evaluating skills, experience, expertise, knowledge of Mr. Uttam Sahay and considering his contribution towards the Company and based on his performance evaluation and upon recommendation of the Nomination and Remuneration Committee ('NRC') of the Board, the Board, at its meeting held on August 13, 2026 approved to re-appoint Mr. Uttam Sahay, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, as Non- Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (Three) consecutive years, effective from January 31, 2027 up to January 30, 2030, subject to the approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director. In terms of Regulation 17(1C)(a) of the Listing Regulations, the Company is required to obtain the approval of Members for re-appointment of a Director at the next General Meeting or within a period of three months from the date of re-appointment, whichever is earlier. Furthermore, as per Regulation 25(2A) of the Listing Regulations, the re-appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Pursuant to the first proviso of Regulation 25(2A) of the Listing Regulations, where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such Independent Director shall be deemed to have been made as if the approval of the shareholders have been obtained by way of Special Resolution.

Mr. Uttam Sahay is the Ph.D. in Business Management, MBA, PG Diploma in HRM, M.A in Public Administration and BA- Political Science, and having more than 30 years as Head of HR in Vodafone Idea Ltd., Aditya Birla Group (2005-2019), worked with Jindal Vijaynagar Steels (Bangalore) in 1995 and Escotel Mobile Communication Ltd. He had worked as one of the Directors of Moreish Foods Ltd handling HR, Business Strategy, and New Projects etc.

In the opinion of the Board of Directors, Mr. Uttam Sahay possesses following skills and capabilities identified for the role of Independent Director of the Company:

i. Leadership- Guiding as a leader, deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualize and manage change.

ii. Visioning and Strategic Planning- Understanding strategies for sustainable and profitable growth in the changing business environment. Ability to assess the strengths and weaknesses of the Company and advise on strategies to gain competitive advantage.

iii. Regulatory requirements - Knowledge and experience in regulatory requirements affecting the Company.

iv. Governance - Strategic thinking, decision making and protecting interest of all stakeholders. Ability to identify key risks affecting the governance of the Company.

The Company has received from Mr. Uttam Sahay (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the aforesaid Rules to the effect that he is not disqualified under the provisions of Section 164 of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations 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 and (v) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr. Uttam Sahay has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the aforesaid Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board of Directors is of the view that Mr. Uttam Sahay is a person of integrity and possesses relevant expertise and experience to be re-appointed as an Independent Director of the Company. Further, in their opinion he fulfils the conditions specified in the Act and the rules made there under and Listing Regulations and is independent of the management.

Mr. Uttam Sahay, Non-Executive Independent Director shall also be entitled to receive Sitting fee for attending the meetings of Board/Committee(s) of Board, within the limits prescribed under the Act read with Listing Regulations, and as approved by the Board of Directors of the Company from time to time, based on the recommendation of the Nomination and Remuneration Committee. He shall be further entitled to receive reimbursement towards his travel, hotel and other incidental / out of pocket expenses incurred by him, in performance of his role and duties as an Independent Director of the Company.

A copy of the Letter of Appointment for Independent Directors is available on the website of the Company and can be accessed at www.salautomotive.in.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Uttam Sahay as an Independent Director.

The Board recommends the Special Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Uttam Sahay and/or his relatives, none of the Directors, Key Managerial Personnel ('KMP') of the Company or their respective relatives (except to the extent of their shareholding in the Company, if any) are, in any way, concerned or interested in the Resolution mentioned at Item No. 6 of the accompanying Notice.

Other requisite details of Mr. Uttam Sahay pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice as Annexure 1.

Item No.7:

Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Members of the Company at the 46th Annual General Meeting held on September 20, 2021 approved the re- appointment of Mr. Rama Kant Sharma as Managing Director for a period of five (5) years with effect from February 4, 2022.

Since the tenure of Mr. Rama Kant Sharma as Managing Director of the Company ends on February 03, 2027, the Board of Directors of the Company in its meeting held on August 13, 2026, pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 ("the Act") read with Schedule V thereto, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company, upon recommendation of Nomination and Remuneration Committee (NRC) of the Board and after evaluating the skills, experience, expertise, knowledge of Mr. Rama Kant Sharma, re-appointed him as the Managing Director of the Company subject to the approval of the Members, not liable to retire by rotation, for a period of five consecutive years with effect from February 04, 2027 till February 03,2032.

Mr. Rama Kant Sharma is a Law Graduate and having 40 years of corporate experience. He is currently Director in b4S Solutions Pvt. Ltd., a leading manpower provider dealing in consultancy, outsourcing, and managing operations & maintenance in telecom industry. Since Mr. Rama Kant Sharma assumed the office of Managing Director, the Company has made all-round progress. He is spearheading the Company. The Board is of the view that Mr. Sharma's knowledge and experience will continue to be of immense value to the Company. He meets the following skills and capabilities required for the role as the Managing Director, as have been identified by the Board of Directors of the Company:

Mr. Rama Kant Sharma possesses over 40 years of distinguished entrepreneurial and leadership experience across diverse sectors including security services, telecom infrastructure, manpower outsourcing, automotive, manufacturing, agriculture equipment, packaging and hospitality. A Law Graduate with a Post Graduate Diploma in Business Administration (HR), he has demonstrated exceptional ability in building and scaling businesses through strategic vision and effective leadership.

His key skills and capabilities include:

- Strategic business planning and corporate leadership.
- Entrepreneurial vision and business expansion across diversified industries.
- Corporate governance and board leadership.
- Business development, mergers, diversification and growth strategy.
- Operational excellence and large-scale project execution.
- Human resource management and organizational development.
- Financial planning, resource optimization and performance management.
- Risk management and regulatory compliance oversight.
- Manufacturing operations and supply chain management.
- Telecom infrastructure operations and maintenance management.
- Automotive dealership and manufacturing business management.
- Stakeholder relationship management and strategic decision-making.

- Governance, policy formulation and long-term value creation.

Mr. Sharma commenced his professional journey in 1986 in the security services sector and, driven by strong entrepreneurial acumen, established his own security services enterprise in 1991. Under his leadership, the B4S Group has evolved into a diversified business conglomerate with interests in telecom infrastructure operations and maintenance, manpower outsourcing, automotive dealerships, manufacturing of automotive components, agricultural equipment, packaging materials (corrugated boxes and tin containers), and hospitality. Since joining the Board of SAL Automotive Limited (formerly Swaraj Automotives Limited) in February 2016, he has been instrumental in providing strategic direction, strengthening corporate governance and driving the Company's sustainable growth and long-term business objectives.

As per Section 196 and 197 of the Act, the appointment and remuneration of Managing Director shall be approved by the shareholders of the Company. Further, as per Regulation 17 (1C) of the Listing Regulations, for re-appointment of a person on the Board of Directors, the approval of the shareholders of the Company shall be taken at the next general meeting or within three months from the date of appointment, whichever is earlier.

The Company has received all statutory disclosures / declarations from Mr. Rama Kant Sharma including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the aforesaid Rules to the effect that he is not disqualified under Section 164 of the Act (iii) declaration that he satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Act and is not debarred for being appointed as Director of the Company by order of SEBI or any statutory authority.The Company has also received a notice under Section 160 of the Act from a Member, proposing the candidature of Mr. Rama Kant Sharma for the office of Managing Director of the Company.

Accordingly, the Board of Directors have recommended the re-appointment of Mr. Rama Kant Sharma as Managing Director of the Company, not liable to retire by rotation, and Key Managerial Personnel of the Company, for a period of five years effective from February 04, 2027, on terms and conditions as mutually agreed between Mr. Rama Kant Sharma and the Company, including the remuneration for a period of 3 years with effect from February 04, 2027 as detailed in Item No. 7 in this Notice.

The remuneration details and terms and conditions as set out in Item No. 7 in this Notice may be treated as a written memorandum setting out the terms of appointment pursuant to Section 190 of the Act.

The resolution seeks the approval of Members for the re-appointment of Mr. Rama Kant Sharma as the Managing Director of the Company for a term of 5 (Five) consecutive years effective from February 04, 2027 and including the remuneration for a period of 3 (Three) years with effect from February 04, 2027.

The Company having inadequate profits, the remuneration recommended and approved by the Board subject to the members approval, may exceed the limits prescribed under the Act read with Section II of Part II of Schedule V of the Act and applicable provisions of Listing Regulations and shall be treated as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing regulations.

The information as required under Section II of Part II of Schedule V of the Act is annexed to this Notice as Annexure 2.

Mr. Rama Kant Sharma and his relatives (to the extent of their shareholding in the Company, if any) are deemed to be concerned and interested in this resolution.

Save as except provided above, no other Director of the Company, Key Managerial Personnel or their relatives, is, in anyway concerned or interested in the proposed resolution.

The Board of Directors recommend the resolution set forth in the Notice as Item No. 7 for the approval of Members as a Special Resolution.

Other requisite details of Mr. Sharma pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice as Annexure 1.

Regd. Office :
C-127, IV Floor, Satguru Infotech
Phase-VIII, Industrial Area,
S.A.S. Nagar (Mohali), Punjab - 160 062
Tel: 0172-4650377, Fax: 0172-4650377
Email: kaushik.gagan@salautomotive.in
Website: www.salautomotive.in
CIN: L45202PB1974PLC003516
Place : Ghaziabad
Date : 13th August 2026

BY ORDER OF THE BOARD
FOR SAL Automotive Limited

(Gagan Kaushik)
Company Secretary &
General Counsel
Membership No. : F8080

Annexure-1

Details of the Director seeking re-appointment as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard 2 on General Meetings, (issued by Institute of Company Secretaries of India).

Name of Director	Mr. Rama Kant Sharma	Mr. Uttam Sahay	Mr. Rajiv Sharma
DIN	00640581	08608518	07418337
Age	63 Years	60 Years	62 Years
Date of birth	July 01, 1963	January 03, 1966	January 08, 1964
Nationality	Indian	Indian	Indian
Date of first appointment on the board	February 03, 2016	January 31, 2024	February 03, 2016
Qualification	PGDBM, LLB, BSC.	Ph.D. in Business Management,MBA, PG Diploma in HRM, M.A in PublicAdministration and BA- Political Science.	MBA from Faculty of Management Studies, a Fellow Member of the Institute of Company Secretaries of India, A Registered Valuer (Securities and Financial Assets) and has qualified examination of Certified Public Accountant from the United States.
Experience	Over 40 years of entrepreneurial and leadership experience in security services, telecom infrastructure, manpower outsourcing, automotive, manufacturing and hospitality, with expertise in business strategy and corporate management.	Over 30 years of leadership experience in human resource management, corporate administration, business strategy and project management across diversified industries.	Over 35 years of experience in the finance and financial services sector.
Nature of expertise in specific functional areas	As detailed in explanatory statement	As detailed in explanatory statement	Finance, financial services, corporate finance, valuation, corporate governance, regulatory compliance, strategic financial management and risk management.
Terms and condition of appointment	As detailed in explanatory statement	As detailed in explanatory statement	He was appointed as a Non-Executive Non Independent Director of the Company liable to retire by rotation, who retires at this Annual General Meeting and being eligible, offered himself for re-appointment. Once his re-appointment is

			approved, he will continue as a Non Executive Non Independent Director of the Company.
Details of remuneration last drawn	Mentioned in the Report on Corporate Governance for financial year 2025-26, forming part of the Annual Report for the said financial year.	Mentioned in the Report on Corporate Governance for financial year 2025-26, forming part of the Annual Report for the said financial year.	Mentioned in the Report on Corporate Governance for financial year 2025-26, forming part of the Annual Report for the said financial year.
Details of remuneration sought to be paid	Mentioned in Resolution No. 7 read with respective explanatory statement forming part of this notice	Entitled for sitting fee for attending meetings of the Board or Committees thereof, within the limits prescribed under the Companies Act, 2013 read with Listing Regulations, as may be approved by the Board of Directors of the Company from time to time.	Entitled for sitting fee for attending meetings of the Board or Committees thereof, within the limits prescribed under the Companies Act, 2013 read with Listing Regulations, as may be approved by the Board of Directors of the Company from time to time.
Directorships in other Companies	1. b4S Solutions Pvt. Ltd. 2. Sab Motors Pvt. Ltd. 3. b4S InfratechPvt. Ltd. 4. Bhardwaj Packaging and Components Pvt. Ltd. 5. Vascoda Holiday Resorts Pvt. Ltd. 6. ASB Automobiles Pvt. Ltd. 7. b4S Motors Pvt. Ltd 8. Insulation and Electricals Products Pvt. Ltd. 9. Saral Networks Services Pvt. Ltd.	1.Manoj Sinha @ HR Edge Private Limited	1.Pepper Management Services Private Limited 2.RT Global Infosolutions Private Limited
Membership/ Chairpersonship of Committees in other companies	None	None	None
Listed entities from which the Director has resigned in last 3 (three) years	Nil	Nil	Nil
No. of Board Meetings attended during FY 2025-26 (upto the date of this Notice)	6/6	6/6	6/6

Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None	None
No. of shares held (as on the date of this Notice)including shareholders as a beneficial owner	75% Held as beneficial Owner (Direct holding of B4s Solutions Private Limited)	None	None

Annexure - 2

Requisite disclosures as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules:

I. General Information:

Nature of Industry: Automotive (Manufacturing)

Date or expected date of commencement of commercial production: Not Applicable, since the Company has already commenced the business activity.

In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Financial Performance based on given indicators:

(Standalone)
(Amount in Lakhs)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Total Income	38676	37949	30848
Total Expenses	38087	37162	30170
Net Profit/(Loss)	429	527	484
Paid-up Capital	480	240	240
Reserves & Surplus	4132	4063	3644

Foreign Investments or collaborations, if any: The Company has not entered into any foreign collaboration and has not made any direct capital investment in the previous three financial years.

II. Information about the appointee:

Background Details: Please refer Annexure-1

Past Remuneration: Mentioned in the Report on Corporate Governance

Recognition or Awards: He is being awarded visionary leaders of the decade (Manpower Security and Operations & maintenance in telecom industry) by HRD ministry in 2019, Pride of the nation by Home Ministry for CSR activities in 2018, and Mahatma Gandhi Samman by NRI Welfare Society of India at House of Commons, London.

Job Profile and his suitability: Mr. Rama Kant Sharma, Managing Director, is responsible for day-to-day management & strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors. He has brought the Company to great achievements. Taking into consideration his qualifications and expertise in the business segment and, he is best suited for the responsibilities of current assigned role.

Remuneration Proposed: As detailed in resolution no. 7 read with explanatory statement as above.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: With increased size and turnover, it is also imperative for any related sector company to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behaviour, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. He has successfully proved his expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them is justified and commensurate with other organizations of the similar type, size and nature in the industry.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any: Apart from the remuneration proposed to be paid to Mr. Rama Kant Sharma as Managing Director, he has no pecuniary relationship with any other managerial personnel.

III. Other Information:

Reason of loss or inadequate profits: Due to adverse market conditions and expansion plans of the Company.

Steps taken or proposed to be taken for improvement: Company is working on diversifying its product range along with control over the expenses.

Expected Increase in productivity and profits in measurable terms: The Company has been able to focus very heavily on the cost reduction in the last 12 - 18 months while maintaining the same volumes of the business and the growth pattern, the Company expects to deliver positive results financial year ending March 2027 and going forward.

REPORT OF THE DIRECTORS TO THE MEMBERS

Your directors have the pleasure of presenting their 51st Annual Report along with the Audited Financial Statements for the year ended March 31, 2026.

FINANCIAL & OPERATIONAL PERFORMANCE HIGHLIGHTS

In compliance with the provisions of the Companies Act, 2013 ('Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company has prepared its financial statements as per Indian Accounting Standards (Ind AS) for the financial year 2025-26. The highlights of the audited financial statements of the Company for financial year 2025-26 and previous financial year 2024-25 are as under:

(Rs. in Crores)

Particulars	**Year ended 31st March, 2026**	**Year ended 31st March, 2025**
Net Revenue from Operations	**384.44**	377.76
Other Income	**2.32**	1.73
Total Revenue	**386.76**	379.49
Profit before Depreciation, Finance Charges and Tax	**13.26**	14.47
Finance Costs	**2.48**	2.32
Depreciation & Amortization Expense	**4.31**	4.28
Profit Before Tax and Exceptional Items	**6.47**	7.87
Exceptional Items	**0.58**	0
Profit Before Tax	**5.89**	7.87
Tax Provision		
– Current	**1.64**	2.18
– Deferred	**(0.01)**	0.30
Profit After Tax	**4.26**	5.40
Other Comprehensive Income	**0.03**	(0.12)
Total Comprehensive Income	**4.29**	5.27

REVIEW OF OPERATIONS

During the financial year 2025-26, the overall Indian economy performed well, and this positive trend extended to the automotive and Agri-implements sectors in which your Company operates and achieved an increase in revenue, with a marginal growth rate of 2% as compared to the previous year.

Resultant to above factors, your Company has achieved highest ever sales volume in financial year 2025-26 but there is a decline of 25% in PBT margins over previous financial year.

It is important to note that your Company's performance in the automotive and agriculture segments is influenced by various factors, including economic growth, new production facilities, monsoon patterns, automation in the agricultural sector, and the purchasing power of buyers. These factors lay a significant role in shaping the performance and prospects of your Company in these sectors.

Automotive Components: -

For the year under review, the Indian automotive industry (except Two-wheeler) witnessed growth of 3.5% which includes growth of Vehicle industry by 3.7 % and growth of Commercial Vehicle Industry by 2.8% However, your Company had shown de-growth of 10 % which includes de-growth in seat mechanisms for passenger vehicle of 11 % and growth of 126 % in seats for commercial vehicle.

Agriculture Implements: -

For the year under review, the Indian tractor industry had shown growth of 21.9% by achieving sales volume of 12.66 lakhs tractors against previous year volume of 10.39 lakhs and your Company had also recorded growth of 20.8% by achieving sales volume of 2.61 lakhs seats for tractor against previous year volume of 2.16 lakhs, and in case of Agri-implements, sales volume declined to 0.31 lakhs units against 0.35 lakhs units during the previous financial year resulting into decline of 12.0%.

The revenue of your Company reached to Rs. 384.44 crores against previous financial year figures of Rs. 377.76 Crores showing a marginal growth of 2% and however profit before tax stood at Rs. 5.89 Crores against previous year's profit before tax of Rs. 7.87 crores. Profit before depreciation, finance and tax was Rs. 13.26 Crores against previous year figure of Rs. 14.47 Crores, total comprehensive income was Rs. 4.29 Crores in comparison to Rs. 5.27 Crores of previous year which results in to an earnings per share of Rs. 8.95 against previous year figure of Rs. 21.99.

During the year under review, with objective of Business & Capacity expansion and business diversification, the Board of Directors at its meeting held on November 13, 2025, approved setting up of a new satellite plant at Haridwar, covering 1800 sq. meter, for seat frames business to cater to growing demand and construction of new shed at Nabha plant (Punjab), by adding 1,00,000. Sq feet of additional area for capacity enhancement of existing business as well as new Business.

DIVIDEND

The Board of Directors have recommended the Final Dividend of Rs. 2 per equity share of the Company (i.e. 20% of face value of Rs. 10 each) for the financial year ended March 31, 2026.

The dividend, if approved by the members of the Company, will be paid within 30 days of the Annual General Meeting. The total cash outflow on account of final dividend for the financial year 2025-26 will be Rs. 95.91 lakhs.

Pursuant to the amendments introduced in the Income tax Act, 1961 vide Finance Act, 2020, w.e.f. April 1, 2020, Dividend Distribution Tax (DDT), stands abolished. Instead, dividend income is now taxable in the hands of shareholders and subject to tax deduction at source (TDS) under the Income-tax Act, 1961.

RESERVES

The Company has transferred an amount of Rs. 239.77 lakhs out of General Reserves during the year under Review towards bonus issue.

SHARE CAPITAL

The Authorised share capital of the Company during the year under review remained unchanged and stood at Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each and 50,000 (fifty thousand) Redeemable cumulative preference share of Rs. 100/- each.

Pursuant to the approval of the shareholders dated March 15, 2025 via postal ballot and subsequent approvals from stock exchange i.e. BSE Ltd., the Company had allotted bonus equity shares on April 04, 2025 in the ratio of 1:1 i.e one (1) equity share of face value of Rs. 10/- (Rupees Ten only) each for every one (1) existing equity share of face value of Rs. 10/- (Rupees Ten only). Accordingly, 23,97,713 (Twenty Three Lakhs Ninety Seven Thousand Seven Hundred Thirteen) equity shares were allotted to the eligible shareholders on the record date (i.e April 03, 2025) as Bonus Equity Shares. Furtherance to this, issued and paid-up Equity Share Capital of the Company increased from Rs. 2,39,77,130/- (Rupees Two Crores Thirty-Nine Lakhs Seventy-Seven Thousand One Hundred Thirty Only) divided into 23,97,713 (Twenty Three Lakhs Ninety Seven Thousand Seven Hundred Thirteen) equity shares of Rs. 10/- each (Rupees Ten only) to Rs. 4,79,54,260/- (Rupees Four Crores Seventy-Nine Lakhs Fifty-Four Thousand Two Hundred Sixty Only) divided into 47,95,426 (Forty Seven Lakhs Ninety Five Thousand Four Hundred Twenty Six) equity shares of Rs. 10/- each (Rupees Ten only), by capitalizing General Reserve.

DEPOSITS

The Company has not accepted any deposit from the public, during the Year under Review, within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding or remained unclaimed as on the date of Balance Sheet.

INDUSTRIAL RELATIONS

In today's dynamic business environment, the foundation of our industrial and employee relation framework rests on the strong pillars of Employee Centricity, building and sustaining a positive work culture characterized by innovation, productivity, and competitiveness, backed with strong focus on fostering employee well-being, capability building to ensure a future ready workforce to build a performance driven organization. We ensure strong employee relations which is not just limited to managing personnel issues but it fosters a culture where employees feel valued, supported, and motivated to contribute to the company's success.

Employee Centricity

Employee centricity is one of the cornerstones of our employee relations. Our efforts are directed towards prioritizing the needs and aspirations of employees while aligning them with organizational goals. By understanding and addressing the concerns, aspirations, and motivations of the workforce, we have created an environment where employees feel valued. This involves providing clear communication channels, listening to employee feedback, and implementing policies that reflect their needs.

Positive Work Culture

Creating a positive work culture is another area of focus to maintain high employee morale and productivity. We believe in fostering a culture of respect, collaboration, and support. This is being achieved by promoting teamwork, recognizing and rewarding employee contributions, and ensuring a safe and inclusive workplace. Our leadership team also plays a pivotal role here, both our managers and supervisors always lead by example, demonstrating behaviours that promote positivity and mutual respect.

Employee Well-being

Employee well-being especially having access to health care benefits, wellness programs, and a safe working environment are fundamental aspects of our employee relation framework. This includes both physical and mental health. All our HR policies are designed and periodically updated in line with the idea of providing work life balance which improves productivity and also reduces absenteeism and turnover rates.

Capability Building

Investing in capability building is vital for our company to stay competitive and be future ready. As the industry evolves, so too must the skills of its workforce.

In line with our objective of capability building and developing a future-ready workforce, we have implemented numerous training and engagement programs throughout the year. These initiatives encompass a wide range of areas, including behavioural programs for enhancing team and individual effectiveness, safety and environmental training, quality tools skill building programs, continuous improvement practices, result orientation, relationship management, and decision-making skills. Our proactive and employee-centric shop floor practices have also thrived as we offer training programs, workshops, and opportunities for continuous learning which help employees to enhance their skills and stay updated with the latest technological advancements. This not only benefits the company by having a skilled workforce but also empowers employees, making them feel more confident and valued in their roles.

To be specific on building a Future-Ready Workforce and Teams, we have embarked on the journey of talent management and rolling out a Competency Framework for our company.

The competency framework will help us to identify right talent which can be groomed and prepared for future talent needs and succession planning. Coupled with it, encouraging a culture of continuous learning, adaptability, and innovation will ensure that our company remains competitive in the long term.

Leadership Effectiveness and Performance-Driven Organization

Leadership effectiveness is a key driver of a performance-oriented organization. Our leadership team is perfectly aligned to achieving organizational goals. We believe in setting clear goals, providing regular feedback, and fostering an environment where performance is recognized and rewarded. Being a performance-driven culture we encourage employees to take ownership of their work, strive for excellence, and contribute to the company's overall success. Effective leadership ensures that the organization's vision is communicated clearly, and that employees are aligned with the company's goals.

As we move forward into financial year 2026-27, we remain dedicated to nurturing a positive industrial relations environment, continuously improving our work culture, and upholding the principles of employee-centricity and proactive practices throughout our organization.

SAFETY OCCUPATIONAL HEALTH AND ENVIRONMENT

Your Company remained committed towards excellence in Safety, Occupational Health, and Environment in the year 2025-26.

Safety, Occupational Health, and Environment are critical pillars in maintaining a safe and productive workplace. While we have a well-established Safety, Occupational Health and Environmental Policy that prioritizes the safety of our employees, plant, equipment, and the general public and ensures compliance with all relevant statutory rules and regulations on a regular basis. Our employees are also proactive in adhering to safety protocols, reporting hazards, and participating in safety training to mitigate risks. We believe in promoting voluntary individual efforts at the work level in fostering a safety-conscious culture.

Our Organizational commitment to Safety, Occupational Health, and Environment is paramount and is equally vital, with regular audits and strict compliance ensuring adherence to industry standards and legal requirements we identify potential risks and implement corrective actions promptly as per guidelines.

Moreover, our focus on proactive and preventive measures is essential. We organize the: "World Environment Day" and tree plantation each year as our commitment to a green workplace and service to the mother Earth. As an organization we invest heavily in continuous training, safety drills, and the implementation of advanced safety technologies to anticipate and prevent accidents.

We organize National Safety Week in our organization to foster employees' commitment for safety and "ZERO ACCIDENT" during the year. Additionally, we conduct statutory safety audits of our facilities as required by law and promote eco-friendly activities. As part of our ongoing commitment to improving the well-being of our employees, we regularly organize Medical Check-ups, encompassing both curative and preventive measures, to keep a strong check on any potential risk of Occupation health challenges. Furthermore, we educate our employees on Industrial Hygiene in the workplace, reinforcing our dedication to their safety and health. We are certified for Environment Health and Safety Management System as ISO 14001:2015 and ISO 45001:2018.

By integrating these efforts into the company culture, both at the individual and organizational levels, we have created a safe, healthy, and environmentally responsible workplace.

SUSTAINABILITY INITIATIVE

In the year 2025-26, your Company maintained its steadfast commitment to environmental, social, and governance parameters. We strongly believe in sustainability, which we define as "Building enduring business by rejuvenating the environment and enabling stakeholders to grow." Throughout the year under review, we took several impactful actions across all aspects of our operations, focusing on three key pillars: Environment, Manpower, and Margins.

Under the pillar of Environment, we implemented a range of initiatives to minimize our ecological footprint and contribute to environmental preservation. This included adopting energy-efficient practices, reducing waste generation, and promoting the use of renewable resources. We actively pursued environmentally friendly alternatives and encouraged sustainable practices throughout our value chain.

In this respect we have increased the plantation of new trees in the campus, introduced the use of the LPG in our existing manufacturing process, in replacement to the HSD, which has substantially reduced and controlled air pollution.

In terms of manpower, we prioritized the well-being and development of our employees. We continued to invest in their training and skill enhancement, fostering a culture of learning and growth. Additionally, we emphasized diversity and inclusion, ensuring equal opportunities for all individuals within our organization. We also extended our efforts beyond our workforce by engaging with communities and supporting social initiatives.

The third pillar, Margins, underscores our commitment to responsible financial management. We implemented strategies to optimize our operations, improve cost-efficiency, and enhance profitability while maintaining ethical business practices. We believe that sustainable financial performance is crucial for long-term growth and delivering value to our stakeholders.

By focusing on these three pillars - Environment, Manpower, and Margins - we aim to create a positive impact and contribute to a more sustainable future. We remain dedicated to upholding these principles and continually seek opportunities to further enhance our ESG performance in the years ahead.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

DIRECTORS INDUCTIONS, RE-APPOINTMENT/RE-DESIGNATIONS, RETIREMENT & RESIGNATIONS

Based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Members of the Company, vide special resolution dated September 26,2025 passed at the 50th Annual General Meeting approved the: -

(a) Re-appointment of Mr. Kailash Nath Agarwal (DIN: 08829437) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from August 20, 2025, to August 19, 2030 (both days inclusive).

(b) Re-appointment of Ms. Namrata Jain (DIN: 07310940) as Whole Time Director designated as Executive Director-Finance (ED- Finance) and Chief Financial Officer (CFO), liable to retire by rotation, for a term of three years commencing from November 11, 2025.

In terms of Section 152 of the Companies Act, 2013 ("Act"), Mr. Rajiv Sharma (DIN: 07418337) Non-Executive Non-Independent Director retires by rotation at the forthcoming 51st Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment. The Board recommends the resolution for his re-appointment for the approval of the members of the Company at the ensuing AGM. A brief profile and other details relating to him is provided in the Notice of ensuing AGM.

The first term of Mr. Uttam Sahay (DIN: 08608518) as an Independent Director of the Company ends on January 30, 2027. Pursuant to Sections 149, 150, 152 and Schedule IV (Code for Independent Directors) of the Act read with Rules framed thereunder, Listing Regulations and the Articles of Association of the Company, after evaluating skills, experience, expertise, knowledge of Mr. Uttam Sahay and considering his contribution towards the Company and based on his performance evaluation and upon recommendation of the Nomination and Remuneration Committee ('NRC') of the Board, the Board, at its meeting held on Thursday, August 13, 2026 approved re-appointment of Mr. Uttam Sahay as Non- Executive Independent Director of the Company, not liable to retire by rotation, for a second term of Three consecutive years, effective from January 31, 2027 up to January 30, 2030, subject to the approval of the Members.

The tenure of Mr. Rama Kant Sharma (DIN: 00640581) as Managing Director of the Company ends on February 03, 2027. the Board of Directors of the Company in its meeting held on Thursday, August 13, 2026, pursuant to the provisions of Sections 196, 197 and 198 of the Act read with Schedule V thereto, applicable provisions of Listing Regulations and the Articles of Association of the Company, upon recommendation of Nomination and Remuneration Committee (NRC) of the Board and after evaluating the skills, experience, expertise, knowledge of Mr. Rama Kant Sharma, re-appointed him as the Managing Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from February 04, 2027 till February 03, 2032, subject to the approval of the Members.

Apart from the aforesaid, there were no changes in the Board of Directors.

KEY MANAGERIAL PERSONNEL (KMP)

During the year under review, there was no change in the KMP apart from the aforesaid.

As on the date of this report, your Company has following whole time KMP:

Mr. Rama Kant Sharma, Managing Director,

Mr. Gagan Kaushik, Company Secretary & General Counsel

Ms. Namrata Jain, ED-Finance and CFO

Mr. Kulvinder Singh, Finance Controller & KMP

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act read along with Rules framed thereunder and Regulation 16 of Listing Regulations and are not disqualified from continuing as an Independent Director of the Company and that they are not aware of any circumstance or situation, which exist 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 have also confirmed that they have complied with the Company's Code of Conduct for the Directors and the Senior Management Personnel and also that they are not debarred from holding the office of Director pursuant to any SEBI order or any such authority.

The Independent Directors have also confirmed compliance with the Code for Independent Directors prescribed under Schedule IV to the Act and further, all of them have registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA').

Based on the disclosures received, in the opinion of the Board all independent directors fulfil the conditions specified in the Act and Listing Regulations and possess strong sense of integrity and having requisite experience, qualifications and expertise and are independent of the management.

POLICY ON NOMINATION, REMUNERATION AND BOARD DIVERSITY

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilising different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. In terms of Listing Regulations and Act, the Company has in place Nomination & Remuneration Policy('Policy').

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Policy also lays down broad guidelines for evaluation of performance of Board as a whole, Committees of the Board, individual Directors including the chairperson and the Independent Directors. The Policy encourages the appointment of women at senior executive levels and thereby promoting diversity. The Policy is designed to attract, recruit, retain and motivate best available talent.

During the year under review, no changes have been carried out in the said Policy. The Policy is available on the website of the Company and can be accessed via. https://salautomotive.in/policies.

ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Act and Listing Regulations, the Board is required to carry out annual evaluation of its own performance and that of its Committees and individual Directors. The Nomination and Remuneration Committee (NRC) of the Board also carries out evaluation of every Director's performance. Accordingly, the Board and NRC of your Company have carried out the performance evaluation during the year under review.

For annual performance evaluation of the Board as a whole, it's Committee(s) and individual Directors including the Chairman of the Board, the Company has formulated a questionnaire to assist in evaluation of the performance. Every Director has to fill the questionnaire related to the performance of the Board, its Committees and individual Directors except himself by rating the performance on each question.

Independent Directors were additionally evaluated to assess their performance and adherence to independence criteria, ensuring their independence from management.

On the basis of the response to the questionnaire, a matrix reflecting the ratings was formulated and placed before the Board for formal annual evaluation by the Board of its own performance and that of its committees and individual Directors. The Board was satisfied with the evaluation results.

BOARD MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. The Board met five (5) times during the year under review. The period between any two consecutive meetings of the Board of Directors of the Company was not more than 120 days and details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report that forms part of this Annual Report.

AUDIT COMMITTEE

During and as at the end of the year under review, the Audit Committee comprised of the following Directors viz. Mr. Kailash Nath Agarwal (Chairman of the Committee), Mr. Rajiv Sharma and Mr. Uttam Sahay. The Company Secretary of the Company act as the Secretary of the Committee. All the recommendations made by the Audit Committee were accepted by the Board.

Further, the Company has several other Committees, which have been established in compliance with the requirements of the relevant provisions of applicable laws. The details about all the Committees of the Board of Directors of the Company including their composition, are provided in the Corporate Governance Report which forms an integral part of the Annual Report for the financial year 2025-26.

SUBSIDIARY / ASSOCIATE & JOINT VENTURE COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

During the year under review, the Company was not having any subsidiary or joint venture or associate company. Accordingly, statement containing the salient features of the financial statements of Subsidiaries, joint ventures and associate including their contribution towards the overall performance of the Company during the year under review, in the prescribed form AOC-1 is not required to be provided.

INVESTOR EDUCATION AND PROTECTION FUND

In accordance with the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 ('IEPF Rules'), all unclaimed dividends are required to be transferred to the Investor Education and Protection Fund ('IEPF') after a period of seven consecutive years. Additionally, shares on which dividends remain unclaimed by shareholders for seven consecutive years or more are required to be transferred to the demat account of the Investor Education and Protection Fund Authority ('IEPF Authority') as per the IEPF Rules.

During the year under review, the Company has transferred the unpaid/unclaimed dividend amounting to Rs. 97,250 to the IEPF established by the Central Government. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2026 on the website of the Company and can be accessed at https://salautomotive.in/unclaimed-dividend-iepf-sal-automotive-ltd.

Further, in terms Section 124(6) read with IEPF Rules, as amended, during the year under review, the Company has transferred 861 equity shares to the demat account of IEPF Authority, details of which are uploaded on the website of the Company and can be accessed at https://salautomotive.in/unclaimed-dividend-iepf-sal-automotive-ltd.

Following the transfer, shareholders can reclaim the aforementioned shares along with any accrued dividends by submitting an application to the IEPF Authority as per the prescribed procedure available on www.iepf.gov.in, accompanied by the requisite documents stipulated under the IEPF Rules. Upon receipt of the application, the Company submits an online verification report to the IEPF Authority, overseen by the Nodal Officer. All corporate benefits arising from such shares, including dividends (excluding rights shares), are credited to the IEPF.

STATUTORY AUDITORS

In terms of the provisions of Section 139 of the Act, M/s. Mangla Associates, Chartered Accountants (ICAI Firm Registration No.:006796C), were re-appointed as Statutory Auditors of the Company at the 47th AGM of the members of the Company to hold the office as such for a period of 5 years from the conclusion of the 47th AGM held in year 2022 until the conclusion of the 52nd AGM of the Company to be held in the year 2027.

M/s. Mangla Associates have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and satisfy the prescribed eligibility criteria.

AUDITORS' REPORT

The Auditors' Report on the financial statements of the Company for the financial year 2025-26, issued by Statutory Auditors, read along with notes to accounts is self-explanatory and therefore does not call for further comments. The Auditors' Report does not contain any qualification, reservation, or adverse remark.

During the year under review, the Auditors have not reported any instances of fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act (including the rules made thereunder) and Regulation 24A of the Listing Regulations, and on the basis of the recommendation of the Board of Directors, the Shareholders of the Company in their 50th AGM held on September 26, 2025 appointed M/s Arora & Co. (FCS No.2191, CP No. 993, peer reviewed No. 2120/2022) practicing Company Secretaries, as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from financial year 2025-26 to financial year 2029-30. They have also confirmed that they are not disqualified from continuing as Secretarial Auditors of the Company in terms of provisions of the Act and Rules made thereunder and the Listing Regulations and satisfy the prescribed eligibility criteria in accordance with the provisions of the Act and the Listing Regulations.

The Secretarial Audit Report for the financial year 2025-26, issued by the Secretarial Auditor, does not contain any qualification, reservation, adverse remark or disclaimer and has been provided in Annexure A to this Report. Further, during the period under review, the Secretarial Auditors have not reported any instances of fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

COST AUDITORS

The Cost Audit for financial year ended March 31, 2026 was conducted by M/s SDM & Associates, Cost Accountants (Firm Registration No. 000281), Cost Auditor of the Company .

The Company is maintaining proper cost records in compliance with the requirements of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended Further, during the year under review, the Cost Auditor has not reported any instances of fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

Upon the recommendation of the Audit Committee, the Board has appointed M/s SDM & Associates, Cost Accountants (Firm Registration No. 000281) as the Cost Auditor of the Company for the financial year 2026-27. Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor requires ratification by the shareholders. Therefore, the Board recommends the ratification of the remuneration payable to the Cost Auditor, by the shareholders at the ensuing AGM.

CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the provisions of Section 135 of the Act relating to Corporate Social Responsibility (CSR) were applicable to the Company. CSR for Company is an integral part of its core values and reflects its commitment to operate in an ethical and responsible manner. The Company endeavors to meet and exceed the ethical, legal, and societal expectations through sustainable initiatives that contribute meaningfully to the community.

In line with its philosophy of Good Corporate Citizenship, the Company undertook various CSR initiatives during the year, including tree plantation drives at multiple locations, awareness campaigns on the ill effects of tobacco, and contributions towards the well-being of underprivileged sections of society through the provision of medicines, beds, and linen to destitute homes.

In alignment with the Company's vision, it continues to promote inclusive and sustained growth by enhancing value creation for the society through its CSR initiatives. The CSR Policy of the Company, adopted by the Board, provides approach and direction given by the Board of the Company and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan.

During the year under review, as per the provisions of the Act, the Company was required to make CSR contribution of Rs. 14,29,045. Company contributed an amount of Rs. 14,29,045 to the Jivan Jyot Foundation in fulfilment of its CSR obligation for the financial year 2025-26. As the CSR obligation for the year under review is below Rs. 50 Lakhs, the constitution of a CSR Committee, as prescribed under Section 135(9) of the Act, is not applicable. Accordingly, the functions of the CSR Committee as prescribed under Section 135 of the Act are being discharged by the Board.

The Board oversees the formulation, implementation, and monitoring of CSR activities in accordance with the CSR Policy and the annual action plan. The CSR Policy outlines the Company's approach to social responsibility and serves as a guiding document for initiatives aimed at the welfare and sustainable development of the community. The CSR Policy is available on the Company's website at: https://salautomotive.in/policies/ . Further, no change was carried out therein during the year under review.

The Annual Report on CSR activities for the financial year 2025-26, prepared in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is annexed to this Report as Annexure-B.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under the Listing Regulations, is presented in a separate section, forms part of this Annual Report.

CORPORATE GOVERNANCE REPORT

A report on Corporate Governance forms part of this Annual Report .

INTERNAL FINANCIAL CONTROLS

The corporate governance policies guide the conduct of affairs of your Company and clearly defines the roles, responsibilities and authorities at each level of its governance structure and key functionaries involved in governance. All essential Standard Operating Procedures (SOP) are in place and are being intermittently reviewed and revised by the senior management.

Under Internal Audit program, on quarterly basis an independent external auditor conducts audit of key areas as per the pre-scheduled audit cycle on the basis of defined RCMs (Risk Control Matrix) and accordingly submits report to the management and share with the Audit Committee for their review. Your Company has implemented adequate internal financial controls to ensure accurate and reliable preparation of financial statements, custom-made to the size, scale, and complexity of its operations.

These controls have been diligently assessed throughout the year, adhering to the essential components outlined in the guidance note of internal financial control over financial reporting issued by the Institute of Chartered Accountants of India.

Upon cautious examination and evaluation conducted by the management, we are pleased to report that no reportable material weaknesses or significant deficiencies were identified in the design or functioning of our internal financial controls. We are using Oracle based ERP for recording of financial transactions and reporting, including inventory records, production records, HR related records, etc., by ensuring appropriate segregation of roles & responsibilities with duly approved authority matrix.

This affirms our commitment to maintaining a strong control environment that safeguards the integrity and reliability of our financial reporting. By prioritizing the establishment and continuous evaluation of these internal controls, we uphold the highest standards of financial governance and ensure transparency in our operations. These measures provide confidence to our stakeholders, assuring them of the accuracy and completeness of our financial statements.

RISK MANAGEMENT

Your Company understands the importance of various risks faced by it and has adopted a Risk Management Framework which establishes various levels of accountability within the Company. The framework covers identification, evaluation, and control measures to mitigate the identified business risk.

Your Company faces persistent pressure from the evolving marketplace that impacts important issues in risk management and impends margins. The Company emphasizes on those risks that threaten the achievement of business objectives over the short term to medium term. For the year under review, the Company does not anticipate any perilous risk which impends its existence.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the persons covered under the policy including Directors and employees are free to report misuse or abuse of authority, fraud or suspected fraud, violation of Company rules and policies, manipulations, negligence causing danger to public health and safety, misappropriation of funds, and other matters or activity on account of which the interest of the Company is affected. The reportable matters may be disclosed to the vigilance officer who operates under the supervision of the Audit Committee. Persons covered under the Whistle blower Policy may also report to the Chairman of the Audit Committee.

During the year under review, no employee was denied access to the Chairman of the Audit Committee. No complaints were received under Vigil Mechanism & Whistle Blower Policy during the year under review.

DETAILS OF LOANS, INVESTMENTS AND GUARANTEES UNDER SECTION 186

The Company has not advanced any Loan, Guarantee or made any Investment covered under the provisions of Section 186 of the Act during the year under review.

ANNUAL RETURN

The Annual Return in form MGT-7 of the Company for the financial year 2025-26, as required under Section 92 of the Act, is available on the website of the Company at https://salautomotive.in/annual-return.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party contracts/arrangements/transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. During the year under review, the Company had not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the Act read with Listing Regulations and the policy of the Company on materiality of related party transactions. There were no materially significant related party transactions made by the Company which may have a potential conflict of the interest with its Promoters, Directors, Key Managerial Personnel, or other persons. All such Related Party Transactions were placed before the Audit Committee for approval.

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable.

For further details, please refer to the notes (refer Note 2.36) to the financial statements.

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

The information with regard to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo in accordance with the provisions of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is given as Annexure C forming part of this Report.

PARTICULARS OF EMPLOYEES

In accordance with the provisions of Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requisite disclosures relating to the remuneration of Directors and employees are provided in Annexure - D to this Report.

Pursuant to Section 136 of the Act and the applicable rules thereunder, the Annual Report including the Financial Statements are being circulated to the shareholders excluding the statement containing particulars of employees' remuneration under Section 197 of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Any shareholder who wishes to obtain a copy of such information may request the same by sending an email to the Company Secretary and General Counsel Gagan Kaushik at kaushik.gagan@salautomotive.in.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There were no significant material orders passed by the Regulators/ Courts/ Tribunals during the financial year 2025-26 which would impact the going concern status of the Company and its future operations.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Act with respect to Directors' Responsibility Statement, it is confirmed that:

(A) in the preparation of the annual accounts for the year ended March 31, 2026, the applicable accounting standards have been followed and there are no material departures from the same.

(B) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit of the Company for the year ended on that date.

(C) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(D) the Directors have prepared the annual accounts of the Company on a going concern basis.

(E) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

(F) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

The Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has in place a Policy on Prevention of Sexual Harassment at the Workplace in line with the provisions of the said Act. An Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment. The policy and the Internal Complaints Committee is announced to all staff and is available with HR Department.The disclosure with respect to complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as follows:

Number of complaints of sexual harassment received in financial year 2025-26;	Nil
Number of complaints disposed of during financial year 2025-26; and	Nil
Number of cases pending for more than ninety days	Nil

COMPLIANCE TO THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961

The Company is in compliance with the applicable provisions of Maternity Benefit Act, 1961.

SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards as issued by the Institute of Company Secretaries of India (ICSI).

MATERIAL CHANGES AND COMMITMENTS WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There have been no material changes and commitments affecting the financial position of your Company between the end of the financial year 2025-26 and date of this report.

OTHER DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events happened in respect of such items during the year under review:

(a) Issue of equity shares with differential voting rights or issue of sweat equity shares or stock options.

(b) Changes in the nature of business activities.

(c) Revision of financial statement or Board's Report.

(d) Funds raising through preferential allotment or qualified institutions placement.

(e) Managing or Whole-time Director of the Company receiving any remuneration or commission from any holding company of the Company.

(f) Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review along with their status as at the end of the financial year.

(g) Difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

ACKNOWLEDGMENT

Your Directors place on record their deep appreciation for the contribution made by employees at all levels with dedication, commitment, and team efforts, which helped your Company in achieving the performance during the year.

Your Directors also acknowledge with thanks the support given by the Government, bankers, shareholders, and investors at large and look forward to their continued support.

FOR AND ON BEHALF OF THE BOARD

Rajiv Sharma
Chairman
DIN:07418337

Place : Ghaziabad
Date : 13th August, 2026

ANNEXURE-A TO DIRECTOR'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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

To,

The Members,
SAL Automotive Limited
C-127, 4th Floor, Sat Guru Infotech,
Industrial Area, Phase VIII,
S.A.S. Nagar, Mohali.

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

Based on my verification of the SAL AUTOMOTIVE LIMITED'S books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by SAL AUTOMOTIVE LIMITED ("the Company") for the financial year ended on March 31, 2026 under the provisions of below mentioned regulations:

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

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

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

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

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

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

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

c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021-Not Applicable to the company during the financial year under review.

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable for bonus issue of equity shares.

e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the financial year.

f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021: Not applicable during the financial year under review.

g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review

(vi) The major provisions and requirements have also been complied with as prescribed under The Factories Act, 1948 and all applicable Labour laws/ Codes and rules framed thereunder.

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

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

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

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

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

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

b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 being listed on BSE Limited;

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

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

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

2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

4. The company has proper board processes.

Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers, I am of an opinion that:

1. There are adequate systems and processes in the company, commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

2. Based on the examination of the relevant documents and records on test check basis the company has Complied with the following laws specifically applicable to the company:

a) The Static and Mobile Pressure Vessels Rules, 1981

b) The Gas Cylinder Rules, 1981, Amended 2004

c) The Batteries (M&H) Rules, 2001

I further report that during the audit period:

1. Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the company has transferred 861equity shares to the Investor Education and Protection Fund.

2. Pursuant to the approval of the shareholders vide resolutions passed on 14.03.2025 through Postal Ballot, the company has allotted 23,97,713 fully paid up equity shares of Rs. 10/- each, as Bonus Shares, to the existing shareholders in the ratio of 1:1.

I further report that, there were no instances of

(i) Public / Rights / Preferential issue of shares / debentures.

(ii) Redemption / buy-back of securities.

(iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.

(iv) Merger / amalgamation / reconstruction etc.

(v) Foreign technical collaborations.

For A. ARORA & COMPANY

AJAY K. ARORA
(Proprietor)
FCS No. 2191
C P No.: 993
Peer Review Cert No. 2120/2022

Date : 25.05.2026
Place : Chandigarh
UDIN : F002191H000459461

ANNEXURE-B TO DIRECTOR'S REPORT

ANNUAL REPORT ON CSR ACTIVITIES FOR FY 2025-26
(Pursuant to Section 135 of the Companies Act, 2013)

1. **Brief outline of the Company's CSR Policy:**

   The CSR Policy sets out our commitment to ensuring that our activities extend beyond business and include initiatives and endeavours for the benefit and development of the community and society. The CSR Policy lays down the guidelines for undertaking programmes geared towards social welfare activities or initiatives.

2. Composition of CSR Committee: As the CSR obligation for the year is below Rs. 50 Lakhs, the constitution of a CSR Committee, as prescribed under Section 135(9) of the Companies Act,2013('Act') is not applicable.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board is disclosed on the website of the Company:https://salautomotive.in/csr.

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 of Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules"), if applicable: Not Applicable

5. A) Average net profit of the Company as per section 135(5): Rs. 7,14,52,237/-

   B) Two percent of average net profit of the Company as per Section 135(5):Rs.14,29,045/-

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

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

   E) Total CSR obligation for the financial year [(B)+(C) -(D)]:Rs.14,29,045/-

6. (A) Amount spent on CSR projects (both ongoing project and other than ongoing project): Rs. 14,29,045/-

   (B) Amount spent in Administrative Overheads:Nil

   (C) Amount spent on Impact Assessment, if applicable:Nil

   (D) Total amount spent for the Financial Year (A+B+C):Rs.14,29,045/-

   (E) CSR amount spent or unspent for the Financial Year

<table>
<tr><th rowspan="3">Total Amount spent for the Financial Year (in Rs.) Transfer</th><th colspan="5">Amount Unspent (in Rs.)</th></tr>
<tr><th colspan="2">Total Amount transferred to Unspent CSR Account as per section 135(6)</th><th colspan="3">Amount transferred to any fund specified under Scheme VII as per second proviso to section 135(5)</th></tr>
<tr><th>Amount the Fund</th><th>Date of Transfer</th><th>Name of Transfer</th><th>Amount</th><th>Date of Transfer</th></tr>
<tr><td>14,29,045</td><td>0</td><td>NA</td><td>NA</td><td>0</td><td>NA</td></tr>
</table>

(f) Excess amount set off, if any

Sl. No.	Particulars	Amount (In Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	14,29,045
(ii)	Total amount spent for the Financial Year	14,29,045
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

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

S.No.	Preceding Financial Yes(s)	Amount transferred to unspent CSR Account under section 135(6) (Rs.)	Balance Amount in unspent CSR Account under sub-section (6) of Section 135 of the Act (Rs.)*	Amount Spent in reporting Financial Year (Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of Act, if any		Amount remaining to be spent in succeeding Financial Years (Rs.)	Deficiency, If any
					Amount Rs.	Date of Transfer		
1	2024-25	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2	2023-24	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3	2022-23	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: No.

If yes, enter the number of Capital assets created/ acquired: N.A.

Furnish the details relating to such assets so created or acquired through CSR amount spent in the Financial Year: N.A.

S.No.	Short Particulars of the property or asset(s) [including complete address and location of property]	Pincode of the property of asset(s)	Date of Creation	Amount of CSR Amount	Detail of Company / Authority / beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address
1.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): NA**.

FOR AND ON BEHALF OF THE BOARD

Place : Ghaziabad
Date : 13th August, 2026

Rajiv Sharma
Chairman
DIN : 07418337

Rama Kant Sharma
Managing Director
Din : 00640581

ANNEXURE-C TO DIRECTOR'S REPORT

Particulars as per the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2026

A. CONSERVATION OF ENERGY:

(a) Initiatives taken for conservation of energy during the year:

1. Optimum utilization of motor current with tuning of High-power wattage motors to reduce RPM at constant suction level at Shot Blasting and Painting Operations.

   Total annual estimated savings for the year - Rs. 0.92 lakhs.

(b) Capital investments on energy conservation Equipments: Nil

(c) Steps taken by the company for utilizing alternate sources of energy: Company is under the final stage of execution towards usage of PNG based heating burners as alternate source of energy in high energy consuming production facilities.

B. TECHNOLOGY ABSORPTION:

(a) Company is committed towards continual up-gradation of the technology, it has well established Research & Development department for designing of high strength seat mechanisms, next generation tractor seats, Seat and seat frames for passenger & commercial vehicles including buses and Agri Implements.

(b) Company got homologation certification from ICAT and CIRT for School Bus seat, EV - Driver Seat & Co- Driver Seat for LCV.

(c) Company is in advance stage of development for Reclining Bus Seats, High Strength Sliders and Round Geared Recliners. Design and Development of New agricultural implements like Disc Ridger, Potato Planter and Paddyvator completed. Design and Development of 3W EV seats initiated. High Back Seats for School Bus, Radiator Fan, Parking Brake are under advanced stage of development.

(d) Company has spent a revenue expenditure amounting to Rs 22.17 lakhs on product testing and renewals of software during the year and which was 0.06% of the total turnover.

(e) The Company has not imported any technology during the last three financial years.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year, the Company has NIL earning in foreign currency and NIL Foreign Exchange expense.

FOR AND ON BEHALF OF THE BOARD

Place : Ghaziabad
Date : 13th August, 2026

Rajiv Sharma
Chairman
DIN : 07418337

ANNEXURE-D TO DIRECTOR'S REPORT

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

Sr. No.	Requirements	Disclosure
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.	MD - 30 Times
2.	The percentage increase in remuneration of each Director, CEO, CFO & CS.	MD - 0.00 Times CFO - 0.13 Times CS - 0.95 Times
3.	The percentage increase in the median remuneration of employees in the financial year.	The median remuneration of the employees in the financial year was increased by 5% with previous year. The calculation of 10% increase in median remuneration has been done based on comparable employees.
4.	The number of permanent employees on the rolls of the company.	There are 342 permanent employees as on 31st March 2026.
5.	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average percentage change in Managerial employees is 4% whereas the average percentage change in non-managerial employees is (–)4% in 2025-26.
6.	Affirmation that the remuneration is as per the remuneration policy of the company.	Yes, it is affirmed.

FOR AND ON BEHALF OF THE BOARD

Place : Ghaziabad
Date : 13th August, 2026

Rajiv Sharma
Chairman
DIN : 07418337

MANAGEMENT DISCUSSION AND ANALYSIS

COMPANY PROFILE

SAL Automotive Limited ("SAL" or "the Company") is a leading manufacturer of automotive components and agricultural implements, catering to some of India's foremost Original Equipment Manufacturers (OEMs) across the passenger vehicle, commercial vehicle and tractor segments. Over the years, the Company has established a strong reputation for engineering excellence, product quality and reliable customer service, making it a preferred supplier to leading automobile manufacturers.

The Company's automotive portfolio comprises a comprehensive range of seating systems, seat mechanisms, seat frames and precision-engineered sheet metal components, developed to meet the evolving requirements of the automotive industry. Through continuous product development, technological upgradation and a strong focus on quality, SAL delivers innovative, reliable and value-driven solutions that enhance customer satisfaction.

Complementing its automotive business, SAL has built a strong presence in the agricultural implements segment through the manufacture of a wide range of farm equipment, including rotavators, planters, rotary tillers, box scrapers and other agricultural implements. The Company continues to expand its product portfolio in line with the increasing demand for farm mechanisation and modern agricultural practices.

Driven by a customer-centric approach, operational excellence and a commitment to continuous improvement, SAL remains focused on strengthening its manufacturing capabilities, expanding its product offerings and building long-term partnerships with its customers. With a diversified business portfolio, experienced management team and unwavering commitment to quality, the Company is well positioned to capitalise on emerging opportunities in both the automotive and agricultural sectors while creating sustainable value for all its stakeholders.

FINANCIALS OVERVIEW

While details of financial position and performance, for the financial year ended 31st March 2026 (the Financial Year), are available in the Balance Sheet, Statement of Profit & Loss, along with related notes, key aspects are highlighted in the following paragraphs:

(Rs. in Crores)

Particulars	2025-26	2024-25
Automotive Components: -	**187.65**	**147.86**
– Seats for Tractor & Commercial Vehicle	116.98	90.89
– Seat Mechanisms	19.19	16.30
– Seat Frames	47.63	40.67
– Others	3.85	3.85
Agriculture implements	**196.79**	**222.47**
– Rotavators	183.92	219.28
– Veg Planter & Others	12.87	6.77
Net Revenue from Operations	**384.44**	**377.76**
Other Income	2.32	1.73
Total Revenue	**386.76**	**379.49**

– **Equity & Reserves**

The Company's net worth as on 31st March 2026 stood at **Rs. 46.12 crores** (previous year Rs. 43.03 crores) comprising of an equity component of **Rs. 4.80 crores** (previous year Rs 2.40 crores) and Reserves & Surplus of Rs. **41.32 crores** (previous year Rs 40.63 crores).

Book value per share having facing value of Rs 10 each is **Rs 96.17** per share (previous year Rs. 179 per share). Dip in book value is primarily due to increase in number of shares post issuance of Bonus shares in the ratio of 1:1.

– **Trade Receivables**

Trade receivables as at 31st March 2026 stood at **Rs. 56.99 crores** (previous year Rs. 44.22 crores) having debtor turnover ratio of 7.60 times (previous year 9.33 times).

– **Trade Payables**

Trade payables as at 31st March 2026 stood at **Rs.59.20 crores** (previous year Rs. 49.85 crores).

– **Cost of Material Consumed**

During the Financial Year, the global economy experienced a geo-political crisis in middle east which led surge in commodity and fuel prices.

Despite the impact on raw material and other costs, SAL's management diligently worked to mitigate the effects and keep the expenses under control. Through their efforts, the company was able to improve raw material cost as a percentage of net revenue from operations. This figure stood at **77.9%**, compared to the previous year's level of **79.5%**.

SAL remains committed to adapting to market fluctuations while ensuring the production of high-quality automotive components and agricultural implements. Our focus on efficient cost management and development of new products as per requirements will deliver value to our customers in the upcoming financial year.

_ **Other Overheads**

Consisting of personnel cost, manufacturing expenses, administrative expenses and sales & distribution expenses during the year were **Rs.74.50 crores** (previous year Rs. 64.70 crores), which includes an amount of Rs 0.58 crores related to increase in gratuity and leaves liability on past services cost due to notification of provisions of Labour codes by the government during Nov'25..

_ **Depreciation & Amortization**

Depreciation for the year stood at **Rs. 4.31 crores** against previous year figure of Rs. 4.28 crore which increased primarily due to additional Capex made during the year under review.

– **Results**

Reflecting the above and after considering finance cost, Profit/(Loss) before Tax was **Rs. 5.89 crore** (previous year Rs. 7.87 crore. Total Comprehensive Income for the current year was **Rs. 4.29 crore** (previous year Rs. 5.27 crore)

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies Act 2013 as per the Section 133 read with rule 3 of Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies have been consistently applied.

INTERNAL FINANCIAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has in place an adequate and effective system of Internal Financial Controls ("IFC") commensurate with the size, scale, nature, and complexity of its business operations. The internal financial control framework has been designed to provide reasonable assurance regarding the orderly and efficient conduct of business, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, compliance with applicable laws and regulations, and the timely preparation of reliable financial information.

The Company has established well-defined policies, standard operating procedures, delegation of authority, approval matrices, and business processes to ensure that transactions are authorized, recorded, and reported appropriately. The internal control framework is supported by an appropriate information technology environment, periodic management reviews, and continuous monitoring mechanisms to enhance operational efficiency and financial discipline.

The Company has an independent Internal Audit function that carries out risk-based internal audits in accordance with an annual audit plan approved by the Audit Committee. The Internal Auditors periodically evaluate the adequacy and operating effectiveness of internal financial controls, risk management processes, governance practices, and compliance with internal policies and applicable statutory requirements. Significant audit observations, together with the status of corrective actions, are reviewed by the Audit Committee and the management to ensure timely implementation of remedial measures.

The Finance and Accounts function comprises experienced and qualified professionals who are responsible for maintaining robust financial reporting processes, ensuring compliance with applicable accounting standards, statutory requirements, and internal policies, and supporting effective financial governance across the Company.

The Audit Committee, on behalf of the Board of Directors, regularly reviews the effectiveness of the internal financial control system, internal audit reports, financial reporting processes, compliance framework, related party transactions, risk management practices, and the adequacy of internal control measures. The Board places significant reliance on the oversight exercised by the Audit Committee in strengthening the Company's governance framework.

Based on the evaluation carried out by the management, the reports of the Internal Auditors, the observations of the Statutory Auditors, and the review undertaken by the Audit Committee, the Board is of the opinion that the Company has, in all material respects, an adequate system of Internal Financial Controls over financial reporting, and that such controls were operating effectively throughout the Financial Year 2025-26. During the year under review, no material weakness or significant deficiency in the design or operating effectiveness of the Internal Financial Controls was observed that could have a material impact on the Company's financial statements.

HUMAN RESOURCES

SAL firmly believes that its people are its greatest strength and a key driver of sustainable growth. The Company continues to foster a performance-oriented, collaborative and inclusive work culture that encourages innovation, continuous learning and open communication across all levels of the organisation. This people-centric approach has enabled SAL to build a committed, skilled and motivated workforce capable of supporting the Company's long-term business objectives.

The Company has established a robust Performance Management System (PMS) to objectively evaluate individual and organisational performance. The framework aligns employee goals with the Company's strategic priorities and links performance with rewards and career development opportunities, thereby promoting a culture of accountability, meritocracy and continuous improvement.

Recognising that capability development is essential for long-term competitiveness, SAL continues to invest in employee learning and skill enhancement. A structured training and development framework is in place to identify competency gaps and deliver need-based technical, behavioural and functional training programmes. These initiatives enable employees to upgrade their skills, adapt to changing business requirements and contribute more effectively to organisational success.

Industrial relations remained cordial and harmonious throughout the year. The long-term settlement with the workers' union continued to provide a stable industrial environment, fostering mutual trust, constructive engagement and uninterrupted operations across the manufacturing facilities. The Company values its employees as key stakeholders and remains committed to maintaining a positive and collaborative workplace.

SAL also places the highest priority on occupational health, safety and employee well-being. The Company continued to strengthen its safety culture through strict adherence to statutory safety standards, regular safety audits, awareness programmes and preventive measures aimed at creating a safe and healthy workplace. Continuous improvement in safety practices remains an integral part of the Company's operational excellence framework.

The Company remains committed to nurturing talent, encouraging employee engagement and building a high-performance organisation. By investing in its people, strengthening leadership capabilities and promoting a culture of safety, learning and collaboration, SAL is well positioned to meet future business challenges while creating sustainable value for its employees, customers and other stakeholders.

Regular employee strength as on 31st March 2026 stood at 342 (as on 31st March 2025 - 324)

INDUSTRY STRUCTURE AND DEVELOPMENTS

FY 2025-26 marked another year of resilience for the Indian automotive industry, demonstrating its ability to adapt to a challenging global and domestic operating environment. Although inflationary pressures, supply chain disruptions, geopolitical uncertainties, and elevated commodity prices continued to influence business conditions, improving domestic demand, supportive government policies, and stable economic fundamentals enabled the industry to maintain its growth trajectory. The latter part of the year witnessed a notable improvement in market conditions, resulting in stronger production and increased demand across most vehicle segments. In addition, the GST rate realignment during the year impacted the working capital position by shifting a significant portion of GST cash outflows into recoverable GST refund receivables, thereby increasing working capital requirements until such refunds are realised.

The Indian automobile industry registered a healthy production growth of 11.8% during the financial year, with total vehicle production increasing to 3.47 crore units from 3.10 crore units in FY 2024-25. Growth was broad-based across all major segments, reflecting the strength of domestic consumption as well as improving supply-side conditions. Passenger vehicle production increased by 9.4%, commercial vehicles by 13.3%, three-wheelers by 23.8% and two-wheelers by 11.8%. The sustained momentum across these segments highlights the continued expansion of the Indian automotive ecosystem and reinforces the country's position as one of the world's fastest-growing automobile markets. (Source: Society of Indian Automobile Manufacturers - SIAM).

The agricultural machinery industry also delivered an encouraging performance during the year. Supported by favourable rural demand, healthy farm incomes and increasing adoption of mechanised farming practices, tractor production grew by 23.3%, reaching 12.42 lakh units compared with 10.08 lakh units in the previous financial year. The robust performance of the tractor segment reflects the continued emphasis on improving agricultural productivity and rural infrastructure. (Source :Tractors Manufacuring Association.)

As a key supplier to both the automotive and agricultural equipment sectors, SAL remained well positioned to benefit from these favourable industry trends. The Company continued to manufacture and supply seating systems, seat mechanisms and agricultural implements to leading OEMs in the passenger vehicle, light commercial vehicle, tractor and agricultural equipment segments. The Company's diversified customer base and strong manufacturing capabilities enabled it to effectively address evolving customer requirements while maintaining consistent standards of quality, reliability and timely delivery.

During the year, SAL remained focused on strengthening operational efficiency, enhancing product quality and deepening customer partnerships. Despite challenges such as volatility in raw material prices, intermittent shortages of critical components and changing global trade dynamics, the Company continued to demonstrate operational resilience through disciplined execution, prudent cost management and a customer-centric approach.

Looking ahead, the Company believes that favourable long-term fundamentals, increasing vehicle penetration, continued infrastructure development, rural demand and the Government's ongoing focus on manufacturing and agricultural growth will continue to create opportunities for the automotive and farm equipment industries. With its established market presence, experienced management team and commitment to innovation and operational excellence, SAL is well positioned to leverage these opportunities and create sustainable value for all its stakeholders.

OUTLOOK/OPPORTUNITIES

The outlook for the Indian automotive and tractor industries during FY 2026-27 remains positive, supported by favourable macroeconomic fundamentals, continued infrastructure investments, improving rural consumption and sustained policy support for domestic manufacturing. While the industry is expected to face challenges arising from global geopolitical uncertainties, commodity price volatility and evolving trade dynamics, India's resilient domestic demand and expanding manufacturing ecosystem are expected to underpin long-term growth.

The automotive industry is likely to witness steady growth across major vehicle segments, driven by rising disposable incomes, urbanisation, increasing replacement demand and continued investments by OEMs in new products and technologies. Government initiatives aimed at strengthening manufacturing competitiveness, improving logistics infrastructure and promoting cleaner mobility are expected to further support industry expansion. However, manufacturers will continue to monitor supply chain resilience, availability of critical components, fluctuations in raw material prices and changing regulatory requirements, all of which could influence operating margins.

The commercial vehicle segment is expected to benefit from sustained public infrastructure spending, higher freight movement and increased construction and mining activities. Passenger vehicle demand is likely to remain healthy, supported by new model launches, premiumisation and growing consumer preference for technologically advanced vehicles. The two-wheeler industry is also expected to maintain its recovery trajectory, aided by improving rural demand and stable financing conditions.

The tractor industry is expected to sustain its positive momentum, supported by favourable agricultural prospects, higher farm mechanisation, government initiatives for rural development and continued investments in the agricultural sector. Timely monsoons, improved crop realisations and higher rural incomes are expected to support tractor demand during the year. At the same time, continued focus on precision farming and farm productivity is likely to create additional opportunities for agricultural equipment manufacturers.

For SAL, the growth prospects of both the automotive and tractor industries provide a favourable business environment. The Company will continue to focus on strengthening customer relationships, expanding its product portfolio, enhancing manufacturing efficiencies and maintaining the highest standards of quality and delivery. Through continuous innovation, operational excellence and prudent cost management, SAL remains well positioned to capitalise on emerging opportunities while effectively navigating potential market uncertainties.

Overall, the medium- to long-term outlook for both the automotive and tractor industries remains encouraging, underpinned by India's strong economic fundamentals, increasing domestic consumption, expanding manufacturing capabilities and favourable demographic trends. The Company remains confident of sustaining its growth trajectory and creating long-term value for its stakeholders.

NEW DEVELOPMENTS

During FY 2025-26, SAL continued to strengthen its position as a trusted manufacturing partner, leveraging the significant opportunities emerging from India's growing manufacturing ecosystem. Supported by the Government of India's 'Make in India' initiative, the country continues to establish itself as a preferred global manufacturing destination, with the automobile sector remaining one of the key pillars of this transformation. Continued investments by global and domestic OEMs in expanding manufacturing capacities across India are expected to further strengthen the automotive supply chain and create long-term growth opportunities for the auto component industry.

The western and southern regions of India have emerged as major automotive manufacturing hubs, attracting substantial investments from vehicle manufacturers and component suppliers. In line with these industry developments, the Company is evaluating opportunities to establish manufacturing facilities in proximity to these automotive clusters. Such expansion will enable SAL to enhance customer proximity, improve operational efficiencies, optimise logistics and strengthen its presence in the fast-growing auto ancillary sector.

The agricultural implements business continued to be a significant contributor to the Company's overall performance. During the year, this segment, primarily comprising contract manufacturing of rotavators and allied agricultural implements, accounted for approximately 51% of the Company's total revenue. Encouraged by the growing demand for farm mechanisation and the favourable outlook for the agricultural sector, SAL has expanded its product development initiatives by introducing new products within this segment. The Company expects this business to remain an important driver of future growth.

The automotive business also witnessed continued focus on product expansion and capability enhancement. SAL is strengthening its seating systems portfolio through the development of new-generation seats for buses and electric vehicles, while simultaneously expanding its seat frame business for passenger and commercial vehicles. These initiatives are expected to enhance the Company's product offerings and contribute meaningfully to revenue growth over the medium term.

In addition, the Company has broadened its capabilities in tractor sheet metal components through the successful development of new products. This expanded product portfolio is expected to support deeper engagement with existing customers, create opportunities with new OEMs and contribute to sustained business growth in the coming years.

Going forward, SAL remains committed to expanding its manufacturing capabilities, diversifying its product portfolio and strengthening strategic partnerships with customers across the automotive and agricultural equipment sectors. By leveraging its engineering expertise, manufacturing excellence and customer-centric approach, the Company aims to capitalise on emerging opportunities, enhance operational competitiveness and deliver sustainable long-term value to all its stakeholders.

THREATS, RISKS & CONCERNS

As a leading supplier of components to tractor and automobile Original Equipment Manufacturers (OEMs), SAL's business performance is closely linked to the growth and overall health of these industries. The Company's operating environment is influenced by several external factors, including agricultural output and monsoon performance, rural income levels, Government policies and regulatory reforms, availability and cost of financing, interest rate movements, commodity price fluctuations, supply chain stability, evolving emission and safety regulations, and the competitive intensity within the automotive and agricultural equipment sectors.

The tractor industry, in particular, remains sensitive to rural economic conditions, farm incomes and seasonal factors. Variations in rainfall, agricultural productivity and Government support measures can influence farmer sentiment and, consequently, demand for tractors and farm equipment. Similarly, the automotive industry continues to operate in a dynamic environment characterised by changing consumer preferences, technological advancements, regulatory developments and volatility in raw material prices.

While short-term market fluctuations and macroeconomic uncertainties may impact industry performance, the long-term fundamentals of both the automotive and agricultural sectors remain robust, supported by increasing mechanisation, infrastructure development, rising vehicle penetration and sustained policy support for manufacturing and rural development.

SAL continues to proactively monitor industry developments and emerging market trends to ensure timely and effective business responses. The Company remains focused on strengthening customer relationships, diversifying its product portfolio, improving operational efficiencies and enhancing manufacturing capabilities to mitigate business risks. Its diversified presence across both automotive and agricultural equipment segments, coupled with long-standing customer partnerships and a prudent risk management framework, enhances its ability to withstand market volatility and capitalise on emerging growth opportunities.

With a strong focus on innovation, quality, operational excellence and customer satisfaction, SAL remains confident of sustaining its growth trajectory and creating long-term value for all stakeholders, while effectively navigating the evolving business environment.

The details of changes in the key financial ratios as compared to previous year are stated below:

Sr. No.	Particulars	2025-26	2024-25	Change (%)	Reason
1	Debtor Turnover Ratio	**7.60**	9.33	-19%	Down due to extended credit days with new customers over other customers having lesser credit days and decrease in sale with these customers.
2	Inventory Turnover Ratio	**11.89**	13.46	-12%	Down due change in product mix and lesser offtake in last quarter.
3	Debt Service Coverage Ratio	**1.35**	1.89	-29%	Declined due to decrease in earnings during the year.
4	Current Ratio	**1.17**	1.19	-2%	Down due to increase in working capital parameters viz Debtors, Inventory Creditors and accruals from Govt authorities.
5	Debt Equity Ratio	**0.72**	0.51	+41%	Primarily due to additional borrowings availed and decrease in earnings during the year.
6	Operating Profit Margin (percentage)	**1.6**	2.2	-30%	Revenue growth in segment biz where contribution margin is lower and increase in other overheads has impacted the overall margins.
7.	Net Profit / (loss) (percentage)	**1.1**	1.4	-20%	Revenue growth in segment biz where contribution margin is lower and increase in other overheads has impacted the overall margins.
8	Return on Net Worth (percentage)	**9.3**	12.3	-24%	Primarily due to decrease in profits.

ACCOUNTING TREATMENT

The financial statements of the Company are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 (the Act) and comply with the applicable Indian Accounting Standards.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis Report describing company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

For and on behalf of the Board

Rajiv Sharma
Chairman
DIN : 07418337

Place: Ghaziabad
Date: 13th August, 2026

CORPORATE GOVERNANCE REPORT

Company's philosophy on Code of Governance

At SAL Automotive Limited ("SAL" or the "Company"), Corporate Governance is founded on the principles of integrity, transparency, accountability, fairness and ethical business conduct. The Company is committed to creating sustainable value for all its stakeholders, including shareholders, customers, employees, business partners, regulators and society at large, through responsible and transparent business practices.

The Company's governance framework is designed to ensure effective oversight of management, strategic direction, regulatory compliance and risk management, while upholding the highest standards of corporate ethics and accountability. SAL firmly believes that sound governance practices are essential for long-term value creation, stakeholder confidence and sustainable business growth.

The Company continuously endeavors to align its governance practices with evolving regulatory requirements and globally recognized standards of corporate governance. The governance framework of the Company is guided by the following key principles:

(a) Maintaining an effective and balanced Board of Directors comprising an appropriate mix of Executive, Non-Executive and Independent Directors, capable of providing strategic guidance and objective oversight.

(b) Ensuring strict compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, regulations and governance standards.

(c) Providing timely, accurate and transparent disclosures of all material information to stakeholders to facilitate informed decision-making.

(d) Promoting ethical conduct through the implementation of a comprehensive Code of Conduct for Directors and Senior Management, a Code of Ethics, and a Policy on Prohibition of Insider Trading, supported by robust compliance mechanisms.

(e) Maintaining a strong framework for risk management, internal controls and compliance monitoring to safeguard stakeholder interests and business continuity.

(f) Ensuring effective stakeholder communication through regular dissemination of relevant information and timely updates on the Company's website at www.salautomotive.in.

1. BOARD OF DIRECTORS ("BOARD")

The Composition of the Board is in accordance with the Companies Act, 2013 ("Act") and the Listing Regulations. The Company has Non-Executive Chairperson and the number of Independent Directors is 2 out of the 6 i.e. total number of Directors on the Board of the Company. The number of Non-Executive Directors is more than one half of the total number of Directors. The Non-Executive Directors bring wide range of experience and independent judgment to the Board's deliberations and decisions.

The primary role of the Board is that of trusteeship, to protect and enhance shareholders' value through strategic supervision of Company's operations. The Board also provides direction and exercises appropriate control to ensure that the Company fulfills the stakeholders' aspirations and societal expectations.

Apart from the remuneration detailed under the relevant section and the re-imbursement of expenses incurred in discharge of their duties and the remuneration that some of the Non-Executive Directors would be entitled to under the Act, none of the Directors has any other material pecuniary relationship or transactions with the Company or its holding company, their Promoters, or Directors, its Senior Management.

Composition of the Board

As on March 31, 2026 the Board of the Company has a strength of Six (6) members comprising of two (2) Non- Independent Non-Executive Director, two (2) Executive Directors i.e. the Managing Director and Whole Time Director and remaining two (2) being Non-Executive Independent Directors.

Composition of Board of the Company and their Directorship(s)/ Committee Membership(s)/ Chairmanship(s), number of meetings held and attended by them etc. during the financial year ended March 31, 2026 are provided below:

Name of the Director	Category	Board meetings held during Director's tenure in the F.Y. 2025-26	Whether last AGM attended Yes/No	Director ship in comp-anies	Name of other listed entities in which director holds directorship and category of directorship	No. of Memberships/ Chairmanships of other Board Committees**	
						Member-ship***	Chairman-ship
Mr. Rajiv Sharma (DIN: 07418337)	Non-Executive - Non-Independent Director	5	Yes	2	NIL	NIL	NIL
Mr. Rama Kant Sharma (DIN:00640581)	Executive Director, Managing Director (MD)	5	Yes	9	NIL	NIL	NIL
Mr. Kailash Nath Agarwal* (DIN: 08829437)	Non-Executive - Independent Director	5	Yes	NIL	NIL	NIL	NIL
Mr. Jamil Ahmad (DIN: 07171910)	Non-Executive - Non-Independent Director	5	Yes	NIL	NIL	NIL	NIL
Mrs. Namrata Jain^ (DIN: 07310940)	Executive Director, Whole Time Director	5	Yes	NIL	NIL	NIL	NIL
Mr. Uttam Sahay (DIN: 08608518)	Non-Executive - Independent Director	5	Yes	1	NIL	NIL	NIL

The 50th Annual General Meeting was held on September 26, 2025.

* Re-appointment of Mr. Kailash Nath Agarwal as Non-Executive Independent Director for second term of five year with effect from August 20, 2025, to August 19, 2030 was approved vide special resolution dated September 26,2025 passed at the 50th Annual General Meeting.

^ Re-appointment of Ms. Namrata Jain as Whole-Time Director designated as ED finance and CFO, for a term of three years with effect from November 11, 2025 was approved vide special resolution dated September 26,2025 passed at the 50th Annual General Meeting.

**Only Audit Committee and Stakeholders Relationship Committee of public companies and debt listed entities, apart from SAL's have been considered in terms of Regulation 26 of the Listing Regulations.

***Membership in the aforesaid committees also includes Chairmanship in those Committees.

Note:

(i) As on March 31, 2026, none of the non-executive Directors of the Company hold equity shares in the Company.

(ii) The Company has not issued any convertible instruments.

(iii) The Directors of the Company are not related to each other.

(iv) None of the Directors of the Company holds directorship in any other listed entity.

Independent Directors

All the Independent Directors on the Company's Board:

(a) are Independent as per the criteria stipulated under section 149(6) of the Act read with the rules made thereunder read with Regulation 16 of the Listing Regulations and qualified to act as an Independent Directors. The maximum tenure of the Independent Director is in compliance with the Act.

(b) are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.

(c) have furnished a declaration before the Board that they satisfy the conditions of their being independent as laid down under Regulation 16 (1)(b) of Listing Regulations and under section 149(6) of the Act and all such declaration were placed before the Board. Based on the declarations received from the Independent Directors, the Board has confirmed that they meet the criteria of independence as mentioned under the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. In the opinion of the Board, Independent Directors are the person of integrity, expertise and experience (including the proficiency)

(d) apart from receiving sitting fee, they do not have any pecuniary relationship or transactions with the Company, its promoters/ promoter group, its directors, its senior management which may affect independence of the Directors.

The terms of appointment of Independent Directors has been issued and disclosed in Board section on website of the Company viz. https://salautomotive.in/wp-content/uploads/2026/01/SAL-Terms-of-Appointment-of-Independent-Directors-2020.pdf

During the year under review, there was no resignation of any Independent Director.

Familiarization Programme of the Independent Directors

The Familiarization Programme for Independent Directors aims to help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively discharge his/ her role as a Director of the Company. The Independent Directors have complete access to the information within the Company.

The Company conducts training sessions for the Independent Directors where specific presentations were provided to them about the Company's strategy, business model, operations, markets, organization structure, product offerings, finance, risk management framework, competitor's analysis and various other factors affecting the Company's business.

All important corporate communications/announcements are forwarded to all the Independent Directors on regular basis to keep them abreast with what is happening in the Company. Independent Directors have the freedom to interact with the Company's management as and when required.

The details of Familiarization programmes are uploaded on the website of the Company at https://salautomotive.in/wp-content/uploads/2026/03/SAL-Familiarization-process-of-Directors.pdf

Board Procedure

The Board meets at regular intervals and a detailed Agenda is sent to each Director prior to Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Board is apprised at every meeting regarding the overall performance of the Company. The Board also, inter alia, reviews strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any, adoption of quarterly/half-yearly/annual results, significant labour issues, and Minutes of Meetings of the Audit and other Committees of the Board.

During the financial year ended March 31, 2026, the Board met five (5) times April 04, 2025, May 23, 2025, August 12, 2025, November 13, 2025 and February 03, 2026 and the gap between two consecutive Board Meetings did not exceed one hundred and twenty (120) days. Requisite quorum was present in all the meetings of the Board.

Name of the Director	Category	Date of the Board Meeting				
		April 04, 2025	May 23, 2025	August 12, 2025	November 13. 2025	February 3, 2026
Mr. Rajiv Sharma	Non-Executive - Non-Independent Director	✓	✓	✓	✓	✓
Mr. Rama Kant Sharma	Executive Director, Managing Director (MD)	✓	✓	✓	✓	✓
Mr. Kailash Nath Aggarwal*	Non-Executive - Independent Director	✓	✓	✓	✓	✓
Mr. Jamil Ahmad	Non-Executive - Non-Independent Director	✓	✓	✓	✓	✓
Mrs. Namrata Jain^	Executive Director, Whole Time Director	✓	✓	✓	✓	✓
Mr. Uttam Sahay	Non-Executive - Independent Director	✓	✓	✓	✓	✓

Meeting(s) of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of Non- Independent Directors, Executive Director and any other management personnel. The meeting was conducted in a manner to enable the Independent Directors to discuss matter pertaining to, inter alia, review of performance of Non- Independent Directors, Chairman of the Company and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the year under review, one meeting of Independent Directors was held on March 19, 2026.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Schedule II of the Listing Regulations to the Board to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

Chart setting out the list of core skills/expertise/competencies identified by the Board as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board is given below:

The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating Directors on the Board

Leadership	Ability to inspire, motivate and offer direction and leadership to others and represent the Company before internal and external stakeholders
Management	Knowledge or expertise or understanding of sound management and business principles or experience of working in senior management position of any organization
Financial expertise	An understanding of financial statements and the accounting principles used by the Company to prepare its financial statements; including the ability to assess the general application of such accounting principles in connection with the accounting for the Company
Governance	Commitment to the highest standards of governance, including experience with a major organisation on governance practices along with clear understanding of roles and responsibilities of Board of a company and responsibilities as Director
Strategy Development and Implementation	Experience in developing and implementing business strategies or ability to give strategic insights to key business objectives.
Knowledge of sector	Understanding of the working of Sector including but not limited to areas like challenges, opportunities, business models, revenue streams, business processes & practices etc.
Information Technology	Knowledge and experience in the strategic use and governance of information management and information technology within the organisation.
Risk Management	Experience in enterprise risk management in the relevant industry, and understanding of the Boards, role in the oversight of risk management principles
Human Resource	Experience in developing strategies or handling matter like development of talent and retention, succession planning and driving change in long-term

In the table below, specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of the mark against a member's name does not necessarily mean the member does not possess the corresponding skill or qualification.

Key Board Qualifications:

Name of Directors	**Areas of Expertise**								
	Leadership	Management	Financial Expertise	Governance	Strategy Development and Imple-mentation	Knowledge of Sector	Information Technology	Risk Management	Human Resources
Mr. Rajiv Sharma	✓	✓	✓	✓	✓	✓	–	✓	✓
Mr. Rama Kant Sharma	✓	✓	✓	✓	✓	✓	–	✓	✓
Mr. Jamil Ahmad	✓	✓	✓	✓	–	✓	–	✓	✓
Mr. Kailash Nath Agarwal	–	✓	–	✓	–	✓	–	✓	✓
Ms. Namrata Jain	–	–	✓	–	✓	✓	✓	–	–
Mr. Uttam Sahay	–	✓	–	✓	–	✓	–	–	✓

2. BOARD COMMITTEES

In accordance with legal obligations, the Board has established several Committees with defined responsibilities and areas of focus. The aim is to efficiently address various matters and promptly resolve them. These Committees function as authorized representatives of the Board, operating within the guidelines specified in their charter or terms of reference. The Committee meetings are convened regularly to fulfill their entrusted duties and take appropriate actions. The minutes of the Committee Meetings are presented to the Board for acknowledgement.

a) Audit Committee

As on March 31, 2026, the Audit Committee comprised of three (3) Directors. All members of the Committee are financially literate and shall have accounting or related financial management expertise. The Chairman of the Committee is having expertise in financial management and the Company Secretary acts as the Secretary to Committee.

The composition of the Audit Committee meets the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.

Terms of reference of the Audit Committee, inter alia, includes the following:

a. Examination and overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.

b. Reviewing, with the management, the annual and quarterly financial statements and auditor's report thereon before submission to the Board for approval.

c. Recommending to the Board, the appointment, remuneration and terms of appointment of the statutory and internal auditors of the Company.

d. Reviewing and monitoring the auditor's independence and performance and effectiveness of the audit process.

e. Approving payment to statutory auditors for any other services rendered by the statutory auditors.

f. Reviewing the application of funds raised through public issue, rights issue, preferential issue, etc. and related matters.

g. Approving and/or recommending, as applicable, transactions of the Company with related parties or any subsequent modification thereto..

h. Scrutinizing inter-corporate loans and investments.

i. Approving the valuation of undertakings or assets of the Company, whenever it is necessary.

j. Reviewing the Internal Audit Reports.

k. Reviewing and evaluating internal financial controls, adequacy of the internal control and risk management systems.

l. Discussion with internal auditors of any significant findings and follow up thereon.

m. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

n. Reviewing the functioning of the Whistle Blower Mechanism.

o. Approving the appointment of Chief Financial Officer after assessing the qualifications, experience, suitability and background, etc. of the candidate.

p. Reviewing the utilization of loans and/ or advances from/investment by the Company in the subsidiary, if any, exceeding rupees 100 crore or 10% of the asset size of the subsidiary, if any, whichever is lower including existing loans / advances / investments existing.

q. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on Company and its shareholders.

The Audit Committee also considers the matters which are specifically referred to it by the Board besides considering the mandatory requirements of the Regulation 18 read with Part C of Schedule II of Listing Regulations and provisions of Section 177 of the Act.

The meetings of the Audit Committee are also attended by the Company Secretary and other senior functionaries of the Company as and when required.

Composition, Meetings of the Audit Committee & Attendance thereat

During the year under review, the Audit Committee met four (4) times on May 23, 2025, August 12, 2025, November 13, 2025, and February 03, 2026. The gap between the two consecutive meetings did not exceed 120 days. Requisite quorum was present in all meetings of the Committee.

The Statutory Auditors, Internal Auditors and Senior Executives of the Company, wherever required, were invited to attend the meetings of the Committee.

The composition of the Audit Committee as on March 31, 2026, and details of meetings of the Audit Committee held during financial year 2025-26 and attendance of members thereat are given below :

S. No.	Name of the Director	Designation	Category	No. of Meetings held during his / her tenure and attended	
				Held	Attended
1	Mr. Kailash Nath Agarwal	Chairman	Non-Executive Independent Director	4	4
2	Mr. Uttam Sahay	Member	Non-Executive Independent Director	4	4
3	Mr. Rajiv Sharma	Member	Non-Executive Non-Independent Director	4	4

Mr. Kailash Nath Agarwal, Chairman of the Audit Committee, attended the Annual General Meeting held on September 26, 2025 to answer the shareholders queries.

b) Stakeholders' Relationship Committee

As on March 31, 2026, the Stakeholders' Relationship Committee comprised of three (3) Directors. The composition of such Committee meets the requirements of Section 178 of the Act read with Rules framed thereunder and Regulation 20 of the Listing Regulations.

Terms of reference of the Stakeholders' Relationship Committee, inter alia, includes the following:

a. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

b. Review of measures taken for effective exercise of voting rights by shareholders.

c. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar to an Issue & Share Transfer Agent.

d. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

e. Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

The Stakeholders' Relationship Committee also considers the matters which are specifically referred to it by the Board besides considering the mandatory requirements of the Regulation 20 read with Part D of Schedule II of Listing Regulations and Section 178 of the Act read with Rules framed thereunder.

Composition, Meetings of the Stakeholders' Relationship Committee and Attendance thereat

The meetings of the Committee are generally held as and when deemed necessary, to review and ensure that all investor requests / grievances are redressed within stipulated time period.

During the year under review, the Stakeholders' Relationship Committee met three (3) times i.e. on May 23, 2025, June 17, 2025 and November 13, 2025. Requisite quorum was present in all the meetings of the Committee.

The composition of the Stakeholders' Relationship Committee as on March 31, 2026, and details of meetings of the Stakeholders' Relationship Committee held during financial year 2025-26 and attendance of members thereat are given below :

S. No.	Name of the Director	Designation	Category	No. of Meetings held / attended	
				Held	Attended
1.	Mr. Jamil Ahmad	Chairman	Non-Executive - Non-Independent Director	3	3
2.	Mr. Kailash Nath Agarwal	Member	Non-Executive Independent Director	3	3
3.	Mr. Rama Kant Sharma	Member	Executive Director	3	3

In Compliance with the Listing Regulations, Mr. Gagan Kaushik, Company Secretary & General Counsel is the Compliance Officer of the Company.

Number of investor complaints received and redressed during the Financial Year were as follows:

No. of Investor/ Shareholders complaints pending at the beginning of the Financial Year	No. of Investor/ Shareholders complaints received during the Financial Year	No. of Investor complaints not solved to the satisfaction of shareholders during the Financial Year	No. of Investor complaints pending at the end of the Financial Year
0	0	0	0

Mr. Jamil Ahmad, Chairman of Stakeholders Relationship Committee, attended the Annual General Meeting held on September 26, 2025, to answer the shareholders queries.

c) Nomination and Remuneration Committee

As on March 31, 2026, the Nomination and Remuneration Committee ("NRC") comprises of three (3) members. The composition of the NRC meets the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The Company Secretary acts as the secretary of the NRC.

Terms of reference of the NRC, inter alia, includes the following:

a. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

b. For every appointment of an Independent Director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

1. use the services of an external agencies, if required;
2. consider candidates from a wide range of backgrounds, having due regard to diversity; and
3. consider the time commitments of the candidates.

c. Formulation of criteria for evaluation of performance of Independent Directors and the Board;

d. Devising a policy on diversity of Board;

e. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

f. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors;

g. Formulation & review of remuneration policy of the Company.

h. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The NRC also considers the matters which are specifically referred to it by the Board besides considering the mandatory requirements of the Regulation 19 read with Part D of Schedule II of Listing Regulations and Section 178 of the Act read with Rules framed thereunder.

Composition, Meetings of the NRC and Attendance thereat

During the year under review, the NRC met one (1) time on August 12, 2025. Requisite quorum was present in such meeting of NRC.

The composition of the NRC as on March 31, 2026, and details of meetings of the NRC held during financial year 2025-26 and attendance of members thereat are given below:

S. No.	Name of the Director	Designation	Category	No. of Meetings held / attended	
				Held	Attended
1	Mr. Kailash Nath Agarwal	Chairman	Non-Executive Independent Director	1	1
2	Mr. Uttam Sahay	Member	Non-Executive Independent Director	1	1
3	Mr. Jamil Ahmad	Member	Non-Executive Non-Independent Director	1	1

*Mr. Kailash Nath Agarwal, Chairman of the NRC, attended the Annual General Meeting held on September 26, 2025 to answer the shareholders queries.

Succession Planning:

The successors for the Independent Directors shall be identified by the NRC. In case of separation of Independent Directors due to resignation or otherwise, successor will be appointed at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later.

The successors for the Executive Director(s) shall be identified by the NRC from among the Senior Management or through external source as the NRC may deem fit. The NRC will accord due consideration for the expertise and other criteria required for the successor.

3. PERFORMANCE EVALUATION

The Company believes that an effective governance framework requires periodic evaluation of the functioning of the Board as a whole, its committees and individual director's performance evaluation. Keeping this belief in mind, the Company on the recommendation of the NRC has established the Performance Evaluation criteria for (a) The Board as a whole including its Committees; (b) Chairperson of the Board; and (c) Individual Directors as required under the Act and provisions of Listing Regulations.

Some of the performance indicators for such evaluation include:

1. Attendance at Board Meetings/Committee Meetings.
2. Quality of participation in Meetings.
3. Ability to provide leadership.
4. Commitment to protect/enhance interests of all the stakeholders.
5. Contribution in implementation of best governance practices.
6. Understanding critical issues affecting the Company.
7. Bringing relevant experience to Board and using it effectively.

As part of the Evaluation Process:

1. The Board annually evaluates the performance of the Board as a whole and identify changes, if any, to further enhance its effectiveness.
2. The Chairperson of each Board Committee will annually share with Board, based on discussions among Committee members, an evaluation of the Committee's functioning.
3. The Nomination and Remuneration Committee shall arrange to carry out a confidential process of performance evaluation of every Director by the entire Board excluding the Director being evaluated.
4. The Independent directors shall hold at least one meeting a year to review performance of Chairperson, Non-Independent Directors and the Board as a whole.
5. Independent Directors underwent additional evaluation to assess their performance and adherence to independence criteria, ensuring their autonomy from management.

The Directors were satisfied with the evaluation results, which reflected the overall engagement and the effectiveness of the Board and its committees. All the Directors effectively contributed to the decision-making process by the Board. Further, all the Committees were duly constituted and were functioning effectively. Independent Directors are meeting all the prescribed criteria. The Board also expressed its satisfaction in relation to the provision of supporting documents to the Board enabling it to assess the policy & procedural requirements for proper functioning of the Company. The Board expressed its satisfaction with the decision making and decision implementing procedure followed by it.

4. REMUNERATION TO DIRECTORS

(i) Remuneration to Non-Executive Director including Independent Directors/ Criteria of making payments to non-executive directors:

Sitting fees subject to the prescribed limits under law, shall be paid to all Non-Executive Directors including Independent Directors for attending the meetings of the Board and Committees thereof as may be determined by the Board including the reimbursement of expenses incurred for attending the Board and Committee Meetings in accordance with the provisions of the Act, Listing Regulations and the Articles of Association of the Company, from time to time.

Currently, the sitting fees is paid as under:

– Rs.50,000 for every Board Meeting.
– Rs.40,000 for every Committee(s) Meeting (other than Stakeholders Relationship Committee).
– Rs.7,500 for every Stakeholders Relationship Committee Meeting.

(ii) Remuneration to Whole Time Directors and Managing Director:

The remuneration to Whole Time Director and Managing Director is recommended by NRC to the Board. The remuneration may consist of fixed and variable compensation and may be paid as salary, perquisites & allowances, and fringe benefits, if any, as approved by the Board and within the overall limits specified in the Shareholders resolution.

The details of Directors' remuneration for 2025-26 is as follows:

Non-Executive Directors/ Independent Directors

(Rs. in Lakhs)

Name of the Directors who were in receipt of sitting	Sitting Fees for Board and Committee Meetings paid during FY 2025-26
Mr. Rajiv Sharma	4.10
Mr. K. N. Agarwal	4.72
Mr. Jamil Ahmad	3.12
Mr. Uttam Sahay	4.50

During the year under review, apart from the sitting fees and reimbursement of expenses, there were no pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company.

Executive Directors **(Rs.in Lakhs)**

Name of Director	Salary (Basic and Allowance)	Commission	Contribution to Provident Fund	Other Perquisites	Stock Option	Total	Service Contract (Tenure)
Mr. Rama Kant Sharma (MD)	108.00	-	-	-	-	108.00	12 Months
Ms. Namrata Jain (Whole Time Director, ED-Finance & CFO.)	38.55	-	2.78	-	-	41.33	12 Months

Notes : (i) The Company is not having any Stock Option Plan/ Scheme.

(ii) Executive Directors are not eligible for any severance fees and their notice period is as per employment contract.

(iii) Service contract, Notice period, severance, fee are not applicable for Non Executive Directors.

5. General Body Meetings

Details of last three Annual General Meetings (AGMs) of the Company are given below *:*

Year	Date & Time	Venue	Special Resolutions passed, if any
2023	September 12, 2023 at 3.00 PM	Meeting was conducted through Video Conferencing/ Other Audio Visual Means pursuant to the MCA Circulars and SEBI circulars Registered Office of the Company was the deemed venue of for the meeting.	No special resolution passed
2024	September 25, 2024 at 3.00 PM	Meeting was conducted through Video Conferencing/ Other Audio Visual Means pursuant to the MCA Circulars and SEBI circulars Registered Office of the Company was the deemed venue of for the meeting.	To Approve continuation of Mr. Jamil Ahmad (din: 07171910 as a Non-Executive Non-Independent director beyond the age of 75 yearsRegistered

2025	September 26, 2025 at 3.00 PM	Meeting was conducted through Video Conferencing/ Other Audio Visual Means pursuant to the MCA Circulars and SEBI circulars Registered Office of the Company was the deemed venue of for the meeting.	1. To appoint a Director in place of Mr. Jamil Ahmad (DIN: 07171910) who retires by rotation and, being eligible, offers himself for re-appointment. 2. To Re-appoint Mr. Kailash Nath Agarwal (DIN: 08829437) as an Independent Director of the Company. 3. To Re-appoint Ms. Namrata Jain (DIN: 07310940) as a Whole-Time Director of the Company designated as ED-Finance & CFO.

6. Resolution passed through Postal Ballot/E-voting

During the year under review, no resolution was passed by way Postal Ballot/E-voting.

Further, as on date of this report, no special resolution is proposed to be passed by way of Postal Ballot/E-voting.

7. Means of Communication

a) In compliance with the requirements of the Listing Regulations, the Company regularly intimates quarterly un-audited as well as annual audited financial results to the Stock Exchange immediately after they are approved by the Board.

b) The shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited (BSE) are filed electronically. The Company has complied with filing submissions with BSE through BSE Listing Centre.

c) These financial results are normally published in one national daily newspaper circulating in the whole or substantially the whole of India in English language and in one daily newspaper published in the language of the region, where the registered office of the Company is situated i.e. Punjab. Generally, these are published in the Financial Express (English edition) and Ajit (Punjabi edition) and are also displayed on the Company's website www.salautomotive.in and website of the stock exchange i.e. at www.bseindia.com.

d) The official news releases are displayed on the Company's website www.salautomotive.in;

During the year under review, no presentations were made to institutional investors or analysts.

8. Shareholder Information

51st Annual General Meeting

Date : Monday, September 21, 2026

Time : 03:00 P.M.

Through Video Conferencing/Other Audio Visual Means pursuant to the MCA Circulars and SEBI circulars

9. Financial Calendar (tentative)

Financial Year: April 1st to March 31st.The tentative schedule for Board Meetings for consideration of financial results for the financial year 2026-27 are as follows:

First Quarter Results	Within 45 days of the end of the second quarter
Second Quarter & Half Yearly Results	
Third Quarter & Nine Months Results	Within 60 days of the end of the financial year
Fourth Quarter and Annual Results	

10. Dividend Payment:

TThe Board have recommended final Dividend of 20% of the face value of Rs. 10/- each (i.e., Rs. 2.0 per equity share of Rs. 10 each) for the financial year ended March 31, 2026. The dividend, if declared by the members of the Company will be paid within 30 days of the Annual General Meeting.

11. Listing on Stock Exchange

BSE Ltd. (BSE)
25th Floor, P.J. Towers, Dalal Street, Mumbai - 400001
Listing Fee for F.Y. 2025-26 and 2026-27 of BSE has been paid.

12. Stock Code

BSE Ltd. (BSE) : 539353

13. Registrar to an Issue and Share Transfer Agent

M/s MCS Share Transfer Agent Limited (MCS), at 179-180, 3rd Floor, DSIDC Shed, Okhla Industrial Area, Phase-I, New Delhi 110020 are the Registrar to an Issue and Share Transfer Agent ("RTA") of the Company.

14. Share Transfer/ Transmission Systems:

As mandated by SEBI and in accordance with Regulation 40 of Listing Regulations, shares of the Company can be transferred / traded only in dematerialised form effective from April 1, 2019. Shareholders holding shares in physical form are advised to avail the facility of dematerialization. All requests for transmission or transposition of securities are handled and disposed off by Company's RTA within prescribed time and manner from the date of receipt of request, provided the documents are found to be in order. The Company is in compliance with Listing Regulations read with applicable circulars issued in this respect, shall issue the securities in dematerialised form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc

Further, the Company has a robust mechanism in place to ensure efficient investor servicing. In compliance with the Listing Regulations, the systems and procedures relating to share transfers and investor services are subject to periodic review as prescribed, to ensure adherence to statutory timelines and regulatory requirements.

The Company in compliance with SEBI Master Circular dated HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 30 January, 2026, have disseminated the requirement for the holders of physical securities of the Company to furnish valid PAN (linked with Aadhaar), furnishing KYC details and Nomination details, on their respective websites. Form ISR-1 to furnish PAN, KYC details, Form SH-13, ISR-3 and SH-14 to furnish nomination and opting out nomination details, respectively and Form ISR-2 to furnish for bank attested signatures of the security holder are hosted on the website of the Company and RTA.

Further, the security holder/ claimant shall submit duly filled Form ISR-4 hosted on the website of the Company for requests regarding issue of duplicate certificate, transmission and other related service requests, along with the documents / details specified therein. The RTA/Company shall verify and follow the process of approving the service requests as prescribed in the aforesaid SEBI Master Circular, as amended from time to time.

The Company has advertised in the newspapers, the opening of special window with respect to transfer deed which were executed before April 1, 2019 and either a fresh lodgement which was never submitted earlier or a transfer request which was earlier rejected, returned or not attended to due to deficiencies in documents or process, initially for a period of six months from July 7, 2025 till January 6, 2026. The said window will now be open for a period of one year from February 05, 2026 to February 04, 2027. Transfer can be completed subject to the process and conditions laid in the circular issued by SEBI in this regard.

The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Further, the cases involving disputes between transferor and transferee will not be considered in this window and may be settled by transferor and transferee through court/NCLT process. Further, securities which have been transferred to Investor Education and Protection Fund (IEPF) shall not be considered under this window for processing.

The Company as required under Regulation 46 (2)(j) of the Listing Regulations, 2015 has designated one mail id viz. Kaushik.gagan@salautomotive.in for the purpose of registration of complaints, if any, by the investors and expeditious redressal of their grievances and the same has already been hosted on the Company's website.

15. Shareholding Pattern as on March 31, 2026 :

	Category of Shareholders	No. of Share-holders	No. of Shares Held	% of Holding
1.	Promoters	1	3596570	75.00
2.	Mutual Fund	-	-	-
3.	Financial Institution/Bank	1	212778	4.44
4.	Govt. (investor education protection fund)	1	33325	0.69
5.	Foreign Institutional Investors	-	-	-
6.	Bodies Corporate-Indian	16	102648	2.14
7.	NRIs	25	2856	0.06
8.	Indian Public	2444	787758	16.43
9.	OCB/Others	63	59491	1.24
	Total	**2551**	**4795426**	**100.00**

16. Distribution Pattern of Shareholding as on 31st March, 2026

No. of Equity Shares held	No. of Shareholders		No. of Shares Held	
	Numbers	% total	Numbers	% total
1 - 500	2334	91.4935	156477	3.26
501 - 1000	103	4.04	76405	1.59
1001 - 2000	43	1.69	61709	1.29
2001 - 3000	21	0.8232	51767	1.08
3001 - 4000	7	0.2744	27203	0.57
4001 - 5000	7	0.2744	31830	0.66
5001 - 10000	17	0.67	119086	2.48
And Above	19	0.75	4270949	89.06
Total	**2551**	**100**	**4795426**	**100.00**

17. Dematerialization of Shares :

As on March 31, 2026, 99.81% of the Company's total equity shares representing 47,86,284 were held in dematerialized form and 0.19 % equity shares representing 9142 shares were held in physical form.

The ISIN number allotted to the Company for dematerialization of shares is INE724G01014.

18. Commodity price risk or foreign exchange risk and hedging activities: The Company is not exposed to the Commodity price risk or foreign exchange risk and hedging activities.

19. Plant Location:

a) Focal point Kakrala Road, Nabha, Distt. Patiala, Punjab -147201

b) 183/1, Belur Industrial Area, Dhardwad, Distt. Dhardwad, Karnataka-580011

c) Khasra No - 11, Rameshpur Rudrapur, distt. Udham singh Nagar, Uttarakhand-263153

d) Gate No 436, Alandi Phata, Chakan, Pune, Maharashtra-410501

e) Plot No. 44 & 45, Sector-2, IIE SIIDCUL, Haridwar, Uttarakhand-249403.

20. Address for correspondence:

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

Mr. Gagan Kaushik, Company Secretary & General Counsel
Registered Office: SAL Automotive Limited
(Formerly Swaraj Automotives Limited)
C-127, 4th floor, Satguru Infotech, Industrial Area,
Phase - 8, SAS Nagar (Mohali) Punjab -160062, India
Phone : 0176-5516809
Fax : 0172-4650377
Email : kaushik.gagan@salautomotive.in

21. Credit Rating: The Company did not obtain or revise any credit ratings during the period under review.

22. Outstanding Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Warrants or any Convertible instruments, conversion date and likely impact on equity: Not applicable

23. Utilization of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32 (7A) : Not applicable

24. Total fees for all services made to statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part during FY 2025-26:

Rs. in Lakhs

Statutory Audit Fee	3.00
Limited Review Fee	2.16
Other Services	1.96
Reimbursement of Expenses	0.25
Tax Audit Fee	0.60
Total payable to statutory auditor	7.97

25. AFFIRMATIONS & DISCLOSURES

a) Disclosure of transactions with Related Parties.

During the year under review, all transactions entered into with related parties were in the ordinary course of business and on arm's length basis as well not material in nature. The Company has not entered into any transaction of material nature with the promoters, the directors or the management or their relatives etc. that may have potential conflict with the interests of the Company at large. Details of related parties and transactions with them are covered at Note no 2.36 of the Financial Statements of the Company for the financial year 2025-26 .

Save as otherwise disclosed in notes to the financial statements, there is no transaction entered by the Company with any person or entity belonging to the promoter/promoter group of the Company.

Also, the Company has not granted any kind of 'Loans and Advances' in the nature of loans to firms/ companies in which directors are interested.

The policy for related party transactions approved by the Board of the Company is available at the Company's website https://salautomotive.in/wp-content/uploads/2026/03/SAL-Related-Party-Transactions-Policy-2025-1.pdf

b) Details of non-compliance etc.

BSE Limited vide their e-mail/letter dated December 13, 2024 imposed a fine of Rs. 11,800/- (Including GST) (Rupees Eleven Thousand Eight Hundred only) each for non-compliance of Regulation 29 of the Listing Regulations. The said fine was fully paid by the Company on December 26, 2024. Apart from this, there has neither been any non-compliance by the Company of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchanges or SEBI or any other statutory authorities, on any matters related to capital market during the last three years.

c) Vigil Mechanism/Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the persons covered under the policy including Directors and employees are free to report misuse or abuse of authority, fraud or suspected fraud, violation of Company rules and policies, manipulations, negligence causing danger to public health and safety, misappropriation of funds, and other matters or activity on account of which the interest of the Company is affected. The reportable matters may be disclosed to the vigilance officer who operates under the supervision of the Audit Committee. Persons covered under the Whistle blower Policy may also report to the Chairman of the Audit Committee.

Accordingly, the Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach the Chairman of the Audit Committee of the Company or Chairman of the Company.

All Employees of the Company are eligible to make Protected Disclosures under the Policy. Protected Disclosures may be in relation to matters concerning the Company. Protected Disclosures should be reported as per the aforesaid policy.

During the year under review, no employee has approached the Audit Committee. Further, none of the personnel of the Company has also been denied access to the Audit Committee.

The details of Whistle Blower Policy are available at the Company's website and can be accessed at https://salautomotive.in/wp-content/uploads/2025/05/SAL-Whistle-Blower-Policy-2024.pdf

d) Policy on Material Subsidiary

The Company doesn't have any subsidiary company. Accordingly, Company has not formulated such Policy.

e) Details of Compliances with the Mandatory and Non-mandatory Requirements

In addition to the compliance with mandatory requirements, the Company has also adopted the following non-mandatory requirements in terms of the Listing Regulations:

i. The Board

The Chairman of the Company is a Non- Executive Non-Independent Director.

ii. Audit Qualifications

During the financial year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure regime of unqualified financial statements.

iii. Internal Auditor

The internal auditor reports directly to the Audit Committee.

The Company has not adopted the other non-mandatory requirements as specified in Part E of Schedule II of the Listing Regulations during the year.

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

There were no complaints received during the financial year under review.

No. of Complaints received during 2025-26	No. of Complaints disposed off during 2025-26	No. of Complaints pending at the end of FY 2025-26
–	–	–

h) Recommendation of Committee(s) of the Board of Directors

During the year, all recommendations of Committees of Board of Directors were accepted by the Board.

i) Disclosures with respect to demat suspense

There are no shares which are lying in demat suspense account/unclaimed suspense account.

26. CODE OF CONDUCT

The Company's Board has laid down a well-defined Code of Ethics & Conduct (the "Code") to be followed by Board Members and employees of the Company for ethical professional conduct. The Code is available on the website of the Company www.salautomotive.in. All Board Members and Senior Management Personnel have affirmed compliance with this Code. A declaration signed by the Managing Director to this effect is enclosed at the end of this Report as Annexure - A.

27. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Company has complied with the requirements of the para 2 to 10 of Part C of Schedule V of the Listing Regulations.

The Company has complied with the requirements of the Schedule V, regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

In terms of the Listing Regulations, the Certificate on compliance of Corporate Governance norms as issued by practicing company secretaries/Independent Auditors annexed as Annexure-B to this report

28. PARTICULARS OF SENIOR MANAGEMENT AS ON MARCH 31, 2026 AND THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR:-

Name	Designation	Date of Joining in Company	Date of Cessation	Brief Profile
Mr. Gagan Kaushik	Company Secretary & General counsel	04/02/2016	–	Mr. Gagan Kaushik, a fellow member of the Institute of Company Secretaries of India (Membership No. F8080) and having expertise in the field of Secretarial, Legal and Regulatory Compliance of more than 17 years.
Mr. Kulvinder Singh	Finance Controller (KMP)	01/11/2016	–	Mr. Kulvinder Singh currently working with the Company as Finance Controller. Mr. Singh is a Fellow Chartered Accountant by qualification and has 20 years of experience in Finance and Taxation.
Mr. Rajnish Grover	Business Head	01/12/2007	–	Mr. Rajnish Grover is B.Tech. with 32 years of experience in steel and automotive industry. His expertise include quality assurance, marketing and business development.
Mr. Aakash Bhardwaj	Senior VP	13/02/2024	–	Mr. Aakash Bhardwaj is MBA from IILM University with more than 9 years of experience in automobile industry, he is currently spearheading car dealership business with OEM like Tata Motors, KIA India and Citron India.
Ms. Namrata Jain	Executive Director Finances, Chief Financial Officer ("CFO")	03/02/2016	–	Mrs. Namrata Jain is the BA (Hons.) Economics and PGDM in Finance & Marketing and having more than 17 years of experience in corporate finance, project financing and financial research & analysis.

29. Disclosure of Agreements:

Further, in terms of Regulation 30A of Listing Regulations, there are no such agreements which are required to be disclosed in the Annual Report.

30. CEO/MD / CFO/ED-Finance CERTIFICATION

As required under Regulation 17(8) of the Listing Regulations, the Managing Director and the Executive Director-Finance of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2026. The same is annexed as Annexure-C.

33. CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE

Also, a certificate from a company secretary in practice dated May 25, 2026 that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority is attached as Annexure-D.

For and on behalf of the Board

Rajiv Sharma
Chairman
DIN : 07418337

Place: Ghaziabad
Date : 13th August, 2026

ANNEXURE-A TO CORPORATE GOVERNANCE

DECLARATION BY THE MANAGING DIRECTOR UNDER SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members
of SAL Automotive Limited

This is to confirm that the Board of Directors of SAL Automotive Limited ("the Company") has laid down a Code of Conduct for its members and Senior Management Personnel of the Company. The same has also been posted on the Company's website. It is further confirmed that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2026.

Rama Kant Sharma
Managing Director
DIN : 00640581

Place: Ghaziabad

Date : 22nd May, 2026

ANNEXURE-B TO CORPORATE GOVERNANCE

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF SAL AUTOMOTIVE LIMITED

1. We have examined the compliance of conditions of Corporate Governance by the Company for the year ended on March 2026, as stipulated in regulations 17 to 27 and clause (b) to (i) of regulation 46(2) and para C, D and E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations")

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Reports or Certificates for Special Purpose issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control for firms that perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clause (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2026.

8. We state that such compliance 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.

Restriction on use

9. This certificate is issued solely for the purpose complying with the aforesaid Listing Regulations, and may not be suitable for any other purposes.

For **Mangla Associates**
Chartered Accountants
(FRN 006796C)

(A.P. Mangla)
Partner
Membership No. 080173

Place : Noida
Date : May 22, 2026
UDIN : 26080173MGXMLM6631

ANNEXURE-C TO CORPORATE GOVERNANCE

The Board of Directors
SAL Automotive Limited
S.A.S.Nagar (Mohali)
Punjab

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

We, Rama Kant Sharma, Managing Director and Namrata Jain, ED- Finance & CFO, of SAL Automotive Limited, to the best of our knowledge and belief certify that:

(a) We have reviewed the Balance Sheet and Profit and Loss Account of the Company for the year ended 31st March, 2026 and all its schedules and notes on accounts, as well as Cash Flow Statement and to the best of our knowledge and belief:

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

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

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

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

(d) We have indicated to the Auditors and the Audit Committee

- (i) Significant changes, if any, in internal control over financial reporting during the year;
- (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Namrata Jain
ED– Finance & CFO

Date : 22nd May, 2026
Place : Ghaziabad

Rama Kant Sharma
Managing Director

Date : 22nd May, 2026
Place : Ghaziabad

ANNEXURE-D TO CORPORATE GOVERNANCE

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
SAL Automotive Limited
C-127, 4th Floor, Sat Guru Infotech,
Industrial Area, Phase VIII,
S.A.S. Nagar, Mohali.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SAL Automotive Limited having CIN: L45202PB1974PLC003516 and having registered office at C-127, 4th Floor, Sat Guru Infotech, Industrial Area, Phase VIII, S.A.S. Nagar, Mohali, Punjab(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) 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 31st 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 the Director	DIN	Date of appointment in the company
1.	Mr. Rama Kant Sharma	00640581	03.02.2016
2.	Mr. Rajiv Sharma	07418337	03.02.2024
3.	Mr. Jamil Ahmad	07171910	03.02.2016
4.	Ms. Namrata Jain	07310940	03.02.2016
5.	Mr. Kailash Nath Agarwal	08829437	20.08.2020
6.	Mr. Uttam Sahay	08608518	31.01.2024

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.

Ajay K. Arora
(Proprietor)
M No. 2191
C P No. 993
Peer Review Cert No. 2120/2022

Date: 25.05.2026
Place: Chandigarh
UDIN: F002191H000459661

INDEPENDENT AUDITOR'S REPORT

To the Members of SAL Automotive Limited

Report on Audit of the Standalone Financial Statements

We have audited the standalone Indian Accounting Standards (Ind AS) financial statements of SAL AUTOMOTIVE LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements, give the information required by the Companies, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ('Ind AS") and other principles generally accepted in India including the Ind AS;

a) of the state of affairs (financial position) of the Company as at March 31, 2026; and

b) its profit (financial performance including other comprehensive income), and

c) its Cash Flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under these Standards are further described in the Auditor's Responsibilities 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

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, Corporate Governance and Shareholder's information, but does not include the 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 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.

Responsibility of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, 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 financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company's or to cease operations, or has no realistic alternative to do so.

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

A. Our objectives are to obtain reasonable assurance about whether the standalone Ind AS 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 or assurance but is not a guarantee that an audit conducted in accordance with Standard on Auditing will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

   i) 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.

   ii) 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 operating effectiveness of such controls.

   iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

   iv) 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 Standalone

   Financial Statements, or if, such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

   v) 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.

C. 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.

D. 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.

E. 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 reasonable be thought to bear on our independence, and where applicable, related safeguards.

F. 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 for the year ended March 31, 2026, and are therefore the key audit matters. We describe that a matter should not be communicated in our report because the adverse consequences of doing so would reasonable be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

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

2) As required by section 143(3) of the Act, we report that:

   a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

   c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014

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

   f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 'B'

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

      i. the Company has disclosed the impact of pending litigations, if any on its financial positions in its Standalone financial statements.

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

      iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.

      iv. a) the management of the company has represented that to the best of its knowledge and belief, the company has not advanced or leased or invested any funds (either from borrowed funds or share premium or any other sources or kind of funds), to or in any other person(s) or entity, including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall whether directly or indirectly lend or invest in other person(s) or entity identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiary") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;

b) it has been represented by the management, that to the best of its knowledge and belief, the company has not received any funds from any person(s) or entity including foreign entities ("funding parties"), with the understanding, whether recorded in writing or otherwise, that the company shall whether, directly or indirectly lend or invest in other person(s) or entity identified in any manner whatsoever by or on behalf of the funding party ("ultimate beneficiary") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

c) based on such audit procedures that the auditors have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused them 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.

v 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 stated in Note 2.12 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123of the Act to the extent it applies to declaration of dividend

vi Based on our examination, which includes test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2026 which has a 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 the audit trail feature being tempered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Mangla Associates**
Chartered Accountants
(FRN 006796C)

Place : Noida
Date : May 22, 2026
UDIN : 26080173MGXMLM6631

(A.P. Mangla)
Partner
Membership No. 080173

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENT OF SAL AUTOMOTIVE LIMITED

I. (a) (A) The Company is maintaining proper records to show full particulars, including quantitative details and situation of fixed assets (property, plant, and equipment)

(B) The Company is maintaining proper records showing full particulars of intangible assets.

(b) As explained, the company has a regular programme of physical verification of its fixed assets (property, plant, and equipment) by which fixed assets (property, plant and equipment) are verified in a phased manner. In accordance with the programme, certain assets (property, plant and equipment) were verified during the year and no material discrepancies were noticed on such verification. in our opinion, the periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties, which are disclosed in the financial statements, are held in the name of the Company.

(d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and its intangible assets, during the year. Accordingly, the requirements under clause 3(i)(d) of the Order are not applicable to the Company.

e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2026 for holding any benami property under the Prohibition of Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in clause 3(i)(e) of the Order are not applicable to the Company.

II. (a) According to the information and explanations given to us, Physical verification of inventory has been conducted during the year by the management and at the year-end by an independent firm of Chartered Accountants. In our opinion, the coverage and procedure of such verification is reasonable. Further no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

(b) The company has been sanctioned working capital limit in excess of 5 crores, from a bank on the basis of security of current assets, and according to the information and explanations given to us the quarterly returns/statements filed by the Company with the bank are in agreement with the books of account of the Company.

III. (a) According to the information and explanations given to us, the Company, during the year, has not made any investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Party Partnerships or any other parties. Hence, the requirements under clause 3(iii) of the Order are not applicable to the Company.

IV. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee, loan, security or made any investment which falls under the provisions of sections 185 and 186 of the Act.

V. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits or deemed deposits covered by clause 3(v) of the order.

VI. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act in respect of the products manufactured by the Company and are of the opinion that prima-facie the prescribed accounts have been made and maintained, We have, however, not made a detailed examination of the records with a view to determine whether they are accurate and complete.

VII. (a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and any other statutory dues, and other statutory dues as applicable.

(b) According to the information and explanations given to us and examination of records of the Company, the outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows:

Name of the Statute	**Nature of Dues**	**Amount**	**Period to which the amount relates**	**Forum where dispute is pending**
Central Excise and Service Tax Act, 1994	Input credit of Service Tax	6,29,384	2017-18	Commissioner (Appeals)- Central Goods and Service Tax

VIII. According to the information and explanations given to us, 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). Hence the provisions stated in clause 3(viii) of the Order is not applicable to the Company.

IX. (a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us the Company has not been declared a wilful defaulter by any lender.

(c) According to the information and explanations given to us the short-term loans raised by the Company have been utilised for the purposes for which the loans were raised.

(d) According to the information and explanations given to us funds raised by the Company on short terms basis have not been utilised for long term purposes.

(e) According to the information and explanations given to us the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.

(f) According to the information and explanations given to us 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) According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in clause 3(x)(a) of the Order are not applicable to the Company.

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in clause 3(x)(b) of the Order are not applicable to the Company.

XI. (a) In our opinion and as per information and explanations given and during the course of our examination of the books and records of the Company carried out in accordance with generally accepted auditing practices in India, we have neither come across any fraud by the Company nor any material fraud on the Company by its officers or employees noticed or reported during the year.

(b) We have not come across of any instance of material fraud by the Company or on the Company during the course of the audit of the standalone financial statements for the year ended March 31, 2026, accordingly the provisions stated in clause (xi)(b) of the Order is not applicable to Company.

(c) In our opinion and as per information and explanations given to us, no whistle-blower complaints have been received by the Company during the year. Accordingly, the provisions stated in clause (xi)(c) of the Order is not applicable to Company.

XII. In our opinion and according to the information and explanation given to us the Company is not a Nidhi Company. Accordingly, the provisions stated in clause 3(xii)(a) to (c) of the Order is not applicable to Company.

XIII. According to the information and explanations given to us and based on our examination of the records of the Company transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

XIV. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the internal auditors for the period under audit were considered by us.

XV. According to the information and explanations given to us, in our opinion during the year the Company had not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, provisions stated in clause 3(xv) of the Order are not applicable to the Company.

XVI. (a) According to the information and explanations given to us, in our opinion the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated inclause 3(xvi)(a) of the Order are not applicable to the Company.

(b) In our opinion, the Company has not conducted any Non-Banking Financials or Housing Finance Activities without any valid Certificate of Registration from Reserve Bank of India. Hence the reporting under clause 3(xvi)(b) of the Order are not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under clause 3(xvi)(c) of the Order are not applicable to the Company.

(d) The Company does not have any CIC as part of its group. Hence the Provisions stated in clause 3(xvi)(d) of the Order are not applicable to the Company.

XVII. According to the information and explanations given to us the Company has not incurred cash losses during the current financial year and in the immediately preceding financial year.

XVIII. There has been no resignation of the statutory auditor during the year, hence the provisions stated in clause 3(xviii) of the Order are not applicable to the Company.

XIX According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realization of financial assets and payment of liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, are of the opinion that this is not an assurance as to the future viability of the Company.

We are further of the view that our reporting is based on the facts brought to our notice up-to the date of the audit report and we neither give any guarantee nor any assurance that all the liabilities due within a period of one year from the balance sheet date, will get discharged by the Company as and when they become due.

XX. (a) According to the information and explanations given to us, in respect of other than ongoing projects there are no unspent amount that are required to be transferred to a fund specified in schedule VI of the Companies Act (The Act), in compliance with second proviso to sub section 5 of section 135 of the Act.

(b) According to the information and explanations given to us, there are no unspent amount in respect of ongoing projects, that are required to be transferred to a special account in compliance of provisions of sub section 6 of section 135 of Companies Act.

XXI. According to the information and explanations given to us, the Company does not have any Subsidiaries in India. Accordingly. Reporting under clause 3(xxi) of the Order is not applicable

For **Mangla Associates**
Chartered Accountants
(FRN 006796C)

(A.P. Mangla)
Partner
Membership No. 080173

Place : Noida
Dated : May 22, 2026
UDIN : 26080173MGXMLM6631

ANNEXURE 'B' TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIALS STATEMENTS OF SAL AUTOMOTIVE LIMITED

Report on the Internal Financial Control under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to standalone financial statements of SAL AUTOMOTIVE LIMITED (the 'Company') as of 31st March 2026 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

In our opinion, 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.

Management's and Board of Directors' Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that are operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS 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 opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparations 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 standalone Ind AS 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

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For **Mangla Associates**
Chartered Accountants
(FRN 006796C)

(A.P. Mangla)
Partner
Membership No. 080173

Place : Noida
Dated : May 22, 2026
UDIN : 26080173MGXMLM6631

BALANCE SHEET as at 31st March, 2026

(Rs. in Lakhs)

Particulars	Notes	As at 31st March, 2026	As at 31st March, 2025
ASSETS			
Non-Current Assets			
Property, Plant and Equipment and Intangible Assets			
– Property, Plant and Equipment	2.1	**3,524.59**	3,470.25
– Capital Work in Progress	2.1	**113.33**	37.24
– Intangible Assets	2.2	**11.72**	17.71
– Lease Assets (Right to Use)	2.3	**530.40**	146.79
– Intangible Assets under Development			
Financial Assets			
(a) Investments		**–**	–
(b) Loans		**–**	–
(c) Others	2.4	**1,034.85**	965.97
– Deferred Tax Assets (net of provisions) (Refer Note 1.9 (ii))	2.5 (a)	**–**	–
– Other Non-Current Assets	2.6	**142.78**	48.13
Current Assets			
– Inventories	2.7	**2,727.73**	2,309.36
Financial Assets			
(a) Trade Receivables	2.8	**5,699.32**	4,421.58
(b) Cash & Cash Equivalents	2.9	**4.24**	122.92
(c) Bank Balances (other than covered in (b) above)	2.9	**4.92**	63.09
(d) Other Financial Assets	2.10	**444.44**	252.72
– Income Tax (net of provisions) [Refer Note 1.9 (i)]	2.5 (b)	**25.00**	–
– Other Current Assets	2.11	**817.26**	473.32
TOTAL ASSETS		**15,080.58**	12,329.08
EQUITY & LIABILITIES			
Equity			
– Share Capital	2.12	**479.54**	239.77
– Other Equity (Refer SOCE)	2.13	**4,132.27**	4,062.80
Non-Current Liabilities			
– Financial Liabilities			
(a) Interest Bearing Loans & Borrowings	2.14	**650.96**	515.91
(b) Lease Liabilities	2.3	**434.55**	97.38
(c) Others	2.15	**3.43**	4.28
– Deferred Tax Liabilities (net of advances) (Refer Note 1.9 (ii))	2.5 (a)	**16.94**	16.92
– Provisions	2.16	**166.29**	152.86
Current Liabilities			
– Financial Liabilities			
(a) Interest Bearing Loans & Borrowings	2.17	**2,671.17**	1,684.76
(b) Trade Payable			
- MSME	2.18	**698.32**	643.81
– Others	2.18	**5,221.26**	4,341.58
(c) Lease Liabilities	2.3	**96.78**	68.58
(d) Others	2.19	**11.08**	9.82
– Provisions	2.20	**175.60**	142.15
– Current Tax Liabilities (net of advances) [Refer Note 1.9 (i)]	2.5 (b)	**–**	14.56
– Other Current Liabilities	2.21	**322.39**	333.90
TOTAL EQUITY & LIABILITIES		**15,080.58**	12,329.08
Significant Accounting Policies	1		
Notes to Accounts	2		

As per our report of even date attached

The Notes referred to above form an integral part of these financial statements.

For **MANGLA ASSOCIATES**
Chartered Accountants (FRN006796C)

A.P. MANGLA
Partner
Membership No. 080173
UDIN : 26080173MGXMLM6631

Noida, 22nd May, 2026

FOR AND ON BEHALF OF THE BOARD

RAJIV SHARMA
Chairman

R.K. SHARMA
Managing Director

NAMRATA JAIN
Executive Director- Finance & CFO

GAGAN KAUSHIK
Company Secretary & General Counsel

Ghaziabad, 22nd May, 2026

STATEMENT OF PROFIT AND LOSS for the period ended 31st March, 2026 (Rs. in Lakhs)

Particulars	Notes	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Income			
Total Income from Operations	2.22	**38,443.97**	37,775.97
Other Income	2.23	**231.76**	173.14
Total Income		**38,675.73**	37,949.11
Expenses			
Cost of Materials Consumed	2.24	**29,982.29**	30,086.85
Changes in Inventories of Finished Goods and Work-in-Progress	2.25	**(25.16)**	(54.78)
Employee Benefits Expense	2.26	**5,289.38**	4,570.72
Finance Costs	2.27	**247.64**	231.59
Depreciation & Amortization Expense	2.1, 2.2 & 2.3	**431.30**	428.06
Other Expenses	2.28	**2,103.70**	1,899.33
Total Expenses		**38,029.15**	37,161.77
Profit before exceptional items and tax		**646.58**	787.34
Exceptional items		**(57.50)**	–
Profit Before Tax		**589.08**	787.34
Tax Expense			
– Current Tax	2.5 (c)	**156.52**	189.09
– Deferred Tax (Net)	2.5 (c)	**(1.05)**	30.11
– Tax provision in earlier years (Short / Excess)	2.5 (c)	**7.65**	28.54
Net Profit / (Loss) for the period		**425.96**	539.60
Other Comprehensive Income			
– Items that will not be reclassified to profit & loss account			
(a) Remeasurement of post employement benefit obligation		**4.24**	(16.58)
(b) Change in revaluation surplus			
(c) Income Tax relating to above items	2.5 (c)	**(1.07)**	4.17
– Items that will be reclassified to profit & loss account			
Total Comprehensive Income for the period		**429.13**	527.19
Earnings Per Share		**8.95**	21.99

As per our report of even date attached

The Notes referred to above form an integral part of these financial statements.

For **MANGLA ASSOCIATES**
Chartered Accountants (FRN006796C)

A.P. MANGLA
Partner
Membership No. 080173
UDIN : 26080173MGXMLM6631

Noida, 22nd May, 2026

FOR AND ON BEHALF OF THE BOARD

RAJIV SHARMA
Chairman

R.K. SHARMA
Managing Director

NAMRATA JAIN
Executive Director- Finance & CFO

GAGAN KAUSHIK
Company Secretary & General Counsel

Ghaziabad, 22nd May, 2026

1. COMPANY'S OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

SAL Automotive Limited (SAL) is a public limited company incorporated under the provisions of the Companies Act, 1956 on 20th November,1974 having its registered office at C-127, IV Floor, Satguru Infotech, Phase VIII, Industrial Area, SAS Nagar, (Mohali), Punjab - 160062.

SAL has its principal place of manufacturing at Nabha located in the State of Punjab and other manufacturing plants are located at Dharwad in the State of Karnataka, Rudrapur in the State of Uttarakhand and Pune in the State of Maharashtra.

SAL is engaged in manufacturing business of Automobile Components, which includes Tractor seats, LCV seats, Seat mechanisms and Seat frames for passenger vehicles & commercial vehicles and Agriculture Implements which includes Rotavators, Box Scrapper, Rotary Filter and Planter etc.

The company is listed at Bombay Stock Exchange Limited (BSE).

1.1 Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies Act, 2013 as per Section 133; read with rule 3 of Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy thereto in use.

1.2 Use of Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

1.3 Revenue Recognition

i) Sales Revenue is recognized at the time of dispatches to customers or their respective transporters for onward dispatches and upon transfer of ownership to customers. Hence, finished goods dispatched whose ownership has not been transferred to customers at the end of last working day of the period, have been considered as Finished Goods-In-Transit and are excluded from being recognized as operational revenue.

ii) Impact of variation in selling price with respect to goods sold, are recognized on a periodical basis based on the agreements with the customers. Sales Revenue is recorded on net of Trade Discounts, Rebates and any taxes or duties collected on behalf of the government if any.

iii) In respect of Tools and fixtures developed to produce components exclusively for the customer concerned, revenue is recognized on completion of development process for production readiness.

iv) Incomes from services rendered are booked based on agreements / arrangements with the concerned parties, in proportion to the stage of completion of the transactions at the reporting date when the outcome of the transaction can be estimated reliably.

v) Interest on fixed deposits is recognized on a time proportion basis considering the underlying interest rate.

1.4 Inventories

i) Stores, Spare Parts, Loose Tools, Raw Materials, Components and Packing Materials are valued at material cost determined on the basis of moving weighted average cost method with due provisioning for non-useable / obsolete items and impact of provisioning for price variation, if any.

ii) Work-in-progress and Finished goods are valued at lower cost or net realizable value as certified by Management, with due provisioning for slow moving / obsolete items. Cost includes material cost and an appropriate portion of manufacturing overheads, wherever applicable, incurred in bringing them to their present location and condition. Finished goods include government taxes, wherever applicable.

iii) Finished Goods - In - Transit, whose ownership has not been transferred to customers at the end of last working day of the period and are not recognized for Sales revenue, are valued at cost plus taxes as applicable.

iv) Scrap / damaged goods value is incorporated in books based on expected realizable value.

v) Rejected goods pending for quality approval are valued at 10% of the actual cost till further disposal/ rework.

1.5 Property, Plant and Equipment

The Cost of an item of Property, Plant and Equipment comprises:

(a) its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates.

(b) any attributable expenditure directly attributes for bringing an asset to the location and the working condition for its intended use, and

(c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or because of having used the item during a particular period for purposes other than to produce inventories during that period.

(d) Depreciation is provided on Straight Line Method based on useful lives of such assets specified in Schedule II to the Companies Act, 2013 except the following assets: -

   i) Vehicles (cars) where depreciation is charged @ 25%.

   ii) Capital spares are amortized in a systematic manner over the useful life of the assets to which it relates.

   iii) Assets individually costing up to Rs. 5000/- are depreciated at 100% within one year from the date of purchase.

   Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such dates are disclosed under 'Capital work-in-progress'.

   Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

   The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.6 Intangible Assets

Intangible assets are stated at cost less accumulated amount of amortization. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on several factors including the effects of obsolescence, etc.

Intangible Assets (Others than Software) are amortized over a period of 6 years, which is the estimated useful life of the asset. Software expenditure capitalized during the year is amortized over 3 years from the date of its capitalization.

1.7 Employees Benefits

(i) Defined Contribution Plans

The Company's contribution to the Provident Fund is considered as defined contribution plan and is charged as an expense to the Statement of Profit and Loss for the year when the contributions are due. The Company contributes to Life Insurance Corporation of India to cover its liability towards its master policies of employee's superannuation and gratuity. Payment of gratuity at the time of retirement is routed through the Gratuity Fund created by the company with LIC.

(ii) Defined Benefit Plans

The company operates a defined benefit plan for its employees in the form of gratuity fund. The cost of providing benefits under the plan is determined based on actuarial valuations being carried out at each Balance Sheet date. Re-measurements comprising of actuarial gains and losses, the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognized in Other Comprehensive Income which are not reclassified to profit or loss in subsequent periods.

(iii) Short-term / Long-term employee benefits

All employee benefits payable within twelve months of receiving the employee services are classified as Short-term employee benefits and benefits payable after twelve months of receiving the employee services are classified as Long-term employee benefits.

The undiscounted amount of short-term employee benefits expected to be paid in exchange of services rendered by employees is recognized during the period when the employee renders services. These benefits include salaries, bonuses, and leave travel allowance and performance incentives.

The employees of the Company are entitled to compensate them for the absences. The Company has a policy for leave encashment, whereby the balance of leave is either availed or encashed in the following year, and hence the same is classified as short-term. The short-term leave encashment liability has been measured based on actuarial valuations based on actual leave balance outstanding at the year end.

1.8 Earnings per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued later.

Dilutive potential equity shares are determined independently for each period presented.

1.9 Income Taxes

(i) **Current Tax** is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act 1961. Advance tax and provision for current tax are presented in the balance sheet after off-setting advance tax paid and income tax provisions.

(ii) **Deferred Tax** is recognised, subject to consideration of prudence, on timing differences, being the difference between carrying amount and tax base of all assets and liabilities that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax charge or credit is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred Tax liabilities are recognised for all timing differences.

Deferred Tax assets arising from unabsorbed depreciation or carry forward losses are recognised only if there is virtual certainty of that there will be sufficient future taxable income available to realise such assets.

Deferred Tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised.

Deferred Tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off.

Deferred Tax Assets are reviewed at each balance sheet date for their realizability.

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and

Disclosure requirements for exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The amendments had no impact on the Company's financial statements as the Company is not in scope of the Pillar Two model rules.

1.10 Foreign Currency Transactions

Foreign currency transactions are recorded at exchange rates prevailing at the date of the transaction. Exchange differences, if any, arising from settlement of transactions except those relating to fixed assets are recognized as income or expense in the year in which they arise.

In the case of fixed assets, the cost is adjusted for exchange differences arising on payment of liabilities incurred for the purpose of acquiring such fixed assets.

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules,2025, which amend Ind AS 21, 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.

However, there is no such transaction entered into during the financial hence these amendments do not have any material impact on the Company's financial statements.

1.11 Dividends

Dividends are recommended by the board in the board meeting while approving annual financial results and subsequently approved by the shareholders in the annual general meeting. Post approval of dividend in AGM, dividends are paid and recorded in books accordingly.

1.12 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments are recognized in the balance sheet when the company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial instruments at initial recognition.

1.13 Impairment of assets

Financial assets: The company recognizes loss allowances using the expected credit loss (ECL) model for financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables is measured at an amount equal to lifetime ECL and charged to the statement of profit & loss account subject to the provisions created so far.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in statement of profit or loss.

Non-financial assets: Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

1.14 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand, balances with banks in Current Accounts, demand deposits with banks / corporates and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

1.15 Cash Flow Statement

The cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities.

1.16 Provisions

A provision shall be recognized when:

(a) an entity has a present obligation as a result of a past event

(b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

(c) a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

1.17 Product Warranty

In respect of warranty given by the company on sale of rotavators, the estimated cost of warranty is provided at the time of sale. The estimate for accounting of warranty is reviewed and revisions are made on a quarterly basis. In respect of seat & seat mechanism, warranty cost is recognized as per actuals as and when incurred.

1.18 Segment Reporting

The Company identifies primary segments based on the dominant nature of products, risks and returns, category of customers dealt with and the internal reporting system, organization and management structure.

The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The Company's business is primarily dominated by Automobile components and Agriculture Implements. Revenue and expenses directly attributable to segments are reported under each reportable segment. All other income and expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. In addition, corporate assets or liabilities which are not directly attributable to the business activities of any operating segment are not allocated to a segment.

1.19 Leases

Transition to Ind AS 116 notified under Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards). Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors.

The Company recognizes a right-of-use asset (ROU) and a corresponding lease liability for all lease arrangements where the lease period is more than 12 months except for leases with a term of twelve months or less (short-term leases) and low value leases.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the company changes its assessment whether it will exercise an extension or a termination option.

1.20 Borrowing Costs

Borrowing costs directly attributable to acquisition or construction or production of qualifying assets, which necessarily take a substantial period to get ready for their intended use are capitalized as part of cost of the asset. Other borrowing costs are recognized as expense in the period in which they are incurred.

1.21 Current and Non-Current Liabilities

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees-after the reporting period but before the financial statements are approved for issue-not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

However, there is no such transaction entered into during the financial hence these amendments do not have any material impact on the Company's financial statements.

Statement of Changes in Equity (SOCE)

A. CHANGES IN EQUITY SHARE CAPITAL

(Rs in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Outstanding at the beginning of the year	**239.77**	239.77
Changes during the year	**239.77**	–
Outstanding at the end of the year	**479.54**	239.77

B. CHANGES IN OTHER EQUITY

(Rs in Lakhs)

Particulars	As at 31st March, 2026				As at 31st March, 2025			
	General Reserve	Retained Earnings	Other comprehensive Income	Total	General Reserve	Retained Earnings	Other comprehensive Income	Total
Opening Balance	**1,872.24**	**2,216.92**	**(26.36)**	**4,062.80**	1,872.24	1,785.22	(13.95)	3,643.51
Profit / (Loss) after tax for the period	**–**	**425.96**	**3.17**	**429.13**	–	539.60	(12.41)	527.19
Dividend paid on Equity Shares	**–**	**(119.89)**	**–**	**(119.89)**	–	(107.90)	–	(107.90)
Bonus Issued	**(239.77)**	**–**	**–**	**(239.77)**	–	–	–	–
Closing Balance	**1,632.47**	**2,522.99**	**(23.19)**	**4,132.27**	1,872.24	2,216.92	(26.36)	4,062.80

For **MANGLA ASSOCIATES**
Chartered Accountants (FRN006796C)

A.P. MANGLA
Partner
Membership No. 080173
UDIN : 26080173MGXMLM6631

Noida, 22nd May, 2026

FOR AND ON BEHALF OF THE BOARD

RAJIV SHARMA
Chairman

R.K. SHARMA
Managing Director

NAMRATA JAIN
Executive Director- Finance & CFO

GAGAN KAUSHIK
Company Secretary & General Counsel

Ghaziabad, 22nd May, 2026

2.1 PROPERTY, PLANT AND EQUIPMENT as at 31st March, 2026 (Refer Note 1.5) (Rs in Lakhs)

Description of Assets	Land	Buildings	Plant and Equipment	Electrical Installations	Office Equipment	Furniture and Fixtures	Vehicles	Total
Gross Carrying Value as at 1st April, 2025	344.02	1,936.54	2,972.89	366.73	334.77	88.34	288.11	6,331.40
Additions during the year	-	16.90	344.88	0.28	20.64	3.96	33.65	420.31
Disposals / Adjustments during the year	-	-	(21.10)	-	(18.90)		(48.52)	(88.52)
Gross Carrying Value as at 31st Mar, 2026	**344.02**	**1,953.44**	**3,296.67**	**367.01**	**336.51**	**92.30**	**273.24**	**6,663.19**
Accumulated Depreciation as at 1st April, 2025	-	568.31	1,648.78	191.85	244.05	43.33	164.83	2,861.15
Depreciation expense for the year		69.98	200.08	22.53	28.29	6.87	23.64	351.39
Adjustment on disposals during the year		-	(10.11)	-	(17.74)	-	(46.09)	(73.94)
Accumulated Depreciation as at 31st Mar, 2026	**-**	**638.29**	**1,838.75**	**214.38**	**254.60**	**50.20**	**142.38**	**3,138.60**
Net Carrying Value as at 31st Mar, 2026	**344.02**	**1,315.15**	**1,457.92**	**152.63**	**81.91**	**42.10**	**130.86**	**3,524.59**
Net Carrying Value as at 31st Mar, 2025	344.02	1,368.23	1,324.11	174.88	90.72	45.01	123.28	3,470.25
Capital Work in Progress as at 31st Mar, 2026*								**113.33**
Capital Work in Progress as at 31st Mar, 2025								37.24

* Rs. 107.45 Lakhs is fresh addition in CWIP and Rs. 31.34 Lakhs has been capitalised during FY 2025-26

2.2 INTANGIBLE ASSETS as at 31st March, 2026 (Refer Note 1.6) (Rs in Lakhs)

Description of Assets	Software	Design & Development	Patents	Total
Gross Carrying Value as at 1st April, 2025	110.53	67.45	0.09	178.07
Additions during the year	-	-	-	-
Disposals / Adjustments during the year	-	-	-	-
Gross Carrying Value as at 31st Mar, 2026	**110.53**	**67.45**	**0.09**	**178.07**
Accumulated Depreciation as at 1st April, 2025	96.26	64.04	0.06	160.36
Depreciation expense for the year	5.99	-	-	5.99
Adjustment on disposals during the year	-	-	-	-
Accumulated Depreciation as at 31st Mar, 2026	**102.25**	**64.04**	**0.06**	**166.35**
Net Carrying Value as at 31st Mar, 2026	**8.28**	**3.41**	**0.03**	**11.72**
Net Carrying Value as at 31st Mar, 2025	14.27	3.41	0.03	17.71

2.3 LEASES

a) Effective from 01 April, 2019, the company has adopted Ind AS - 116, "Leases". The Company recognizes a right-of-use asset (ROU) and a corresponding lease liability for all lease arrangements where lease tenure is more than 12 months.

LEASE ASSETS (Right to Use) **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Balance	**146.79**	216.43
Additions during the year	**539.21**	-
Disposal during the year	**(81.68)**	-
Amortisation during the year	**(73.92)**	(69.64)
Closing Balance	**530.40**	146.79

LEASE LIABILITIES (Rs in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Balance	**165.96**	233.46
Additions during the year	**539.21**	-
Disposal during the year	**(97.29)**	-
Accretion of Interest	**18.33**	21.30
Lease Payments	**(94.88)**	(88.80)
Closing Balance	**531.33**	165.96
Current Liabilities	**96.78**	68.58
Non-Current Liabilities	**434.55**	97.38
Total	**531.33**	165.96

b) Contractual maturities of lease liabilities on an undiscounted basis is given below.

Particulars	As at 31st March, 2026	As at 31st March, 2025
Less than One Year	**152.16**	88.80
One Year to Two Years	**304.32**	189.80

c) Rental Expense related to short-term leases amounting to Rs. 152.16 Lakhs has been accounted for during the year. (Previous Year - Rs 88.80 Lakhs)

2.4 NON-CURRENT FINANCIAL ASSETS

(Rs. in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Deposits Others (unsecured considered good)	**42.72**	38.22
Deposits with Govt Authorities	**41.66**	36.19
Deposits with Banks against OD Limit and Demand Loans	**950.47**	891.56
	1,034.85	965.97

Deposits include refundable deposits against rental shed, deposits with Govt. Authorities and earnest money deposits with various State Road Transport Undertakings.

2.5 (a) DEFERRED TAX ASSET / (LIABILITY) **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Deferred Tax Liabilities		
– PPE	**(121.10)**	(108.33)
Deferred Tax Assets		
– Provision for Gratuity	**28.78**	20.88
– Provision for Leave Encashment	**47.86**	42.86
– Provision for Bonus	**7.38**	6.43
– Provision for Warranty	**3.54**	4.64
– Provision for Doubtful Debts / Advances	**16.60**	16.60
Deferred Tax Assets / (Liabilities)	**(16.94)**	(16.92)

2.5 (b) Income Tax Recognised in Balance Sheet **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
– Income Tax (net of provisions)	**25.00**	(14.56)
	25.00	(14.56)

2.5 (c) Income Tax recognised in Profit and Loss Account **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
– Current Tax	**164.17**	217.63
– Deferred Tax	**0.02**	25.94
	164.19	243.57

2.5 (d) Reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income before income tax is summarised below:- **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Profit before Tax	**589.08**	787.34
Income Tax expense	**148.27**	198.17
Income not considered for tax purposes	–	–
Effect of estimated non-deductible expenses	–	–
Others (including temporary difference)	**8.25**	(9.08)
Income Tax recognised in profit & loss account	**156.52**	**189.09**

2.6 NON-CURRENT OTHER ASSETS

(Rs. in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Capital Advances	**135.17**	35.98
Prepaid Expenses	**7.61**	12.15
	142.78	48.13

2.7 INVENTORIES (Refer Note 1.4)

(Rs. in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Raw Materials & Components *	**1,690.79**	1,313.03
Work-in-Progress	**494.79**	425.92
Finished Goods	**322.05**	348.39
Goods in Transit	**76.45**	93.82
Stores and Spares	**111.82**	98.13
Loose Tools	**31.83**	30.07
	2,727.73	2,309.36

Inventory as at 31st March, 2026 has been physically verified by an independent firm of chartered accountants and certified by the management.

* Includes Goods in Transit of **Rs 9.42 Lakhs** (2025 - Rs 33.83 Lakhs)
The amount of inventories includes an amount of **Rs 159.09 Lakhs** (2025 - Rs. 129.54 Lakhs) in respect of slow & non-moving items which have been valued at **Rs 47.01 Lakhs** (2025 - Rs. 40.44 Lakhs) to arrive at its net realizable value.

2.8 TRADE RECEIVABLES

(Rs. in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Debts outstanding from the date they are due for payment		
Unsecured		
For more than six months		
– Considered Doubtful	**42.58**	42.58
Less : Provision for doubtful debts (Refer Note 1.13 and 2.43)	**(42.58)**	(42.58)
– Considered good	**257.04**	226.65
For less than six months		
– Considered good	**5,442.28**	4,194.93
	5699.32	4,421.58

AGEING SCHEDULE FOR TRADE RECEIVABLES AS AT 31st Mar, 2026

Particulars		Outstanding from due dates of payments					
	Not yet due	< 6 months	6 months - 1 Year	1 - 2 Years	2-3 Years	> 3 Years	Total
(i) Undisputed - Having significant increase in credit risk	**4792.36**	**649.91**	**31.59**	**58.64**	**119.89**	**46.93**	**5699.32**
(ii) Undisputed - Credit Impaired	–	–	–	–	–	–	–
(iii) Disputed - Considered Good	–	–	–	–	–	–	–
(iv) Disputed - Having significant increase in credit risk	–	–	–	–	–	–	–
(v) Disputed - Credit Impaired	–	–	–	**0.06**	**0.11**	**42.41**	**42.58**
Total	**4792.36**	**649.91**	**31.59**	**58.70**	**120.00**	**89.34**	**5741.90**

AGEING SCHEDULE FOR TRADE RECEIVABLES AS AT 31st Mar, 2025

Particulars		Outstanding from due dates of payments					
	Not yet due	< 6 months	6 months - 1 Year	1 - 2 Years	2-3 Years	> 3 Years	Total
(i) Undisputed - Having significant increase in credit risk	2,893.03	1,301.90	43.58	128.85	9.34	44.88	4,421.58
(ii) Undisputed - Credit Impaired	–	–	–	–	–	–	–
(iii) Disputed - Considered Good	–	–	–	–	–	–	–
(iv) Disputed - Having significant increase in credit risk	–	–	–	–	–	–	–
(v) Disputed - Credit Impaired	–	–	0.06	0.11	0.08	42.33	42.58
Total	2,893.03	1,301.90	43.64	128.96	9.42	87.21	4,464.16

2.9 CASH & BANK BALANCES

(Rs. in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Cash & Cash Equivalents		
– Cash in hand	**2.57**	12.25
– Cheques & Drafts in hand	**–**	–
– Fixed Deposits with Banks maturing within 3 months	**–**	–
– Balance with Banks	**1.67**	110.67
Bank Balances other than Cash & Cash Equivalents		
– Earmarked Balances with Banks - Unpaid/Unclaimed Dividend	**4.92**	5.62
– Fixed Deposits with Banks against OD Limit and Demand Loans	**–**	20.00
– Fixed Deposits with Banks maturing within 12 months	**–**	37.47
	9.16	186.01

Cash and cash equivalents comprise cash balances on hand, bank balance and term deposits with banks.

Cash and cash equivalents as of 31st March, 2026 include restricted bank balances of **Rs. 4.92 Lakhs** (2025 - Rs.25.62 Lakhs). The restrictions are primarily on account of deposits with bank held as security against interest and repayment of borrowings lying in the form of OD limit , term loans and balance with banks against payment of unpaid / unclaimed dividends.

2.10 OTHER FINANCIAL ASSETS

(Rs. in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Insurance Claim Recoverable	**–**	1.33
Other Recoverable	**281.00**	164.74
Loans & Advances to Employees	**21.24**	17.44
Interest Accrued on Fixed Deposits	**105.75**	45.73
Deposits Others	**33.96**	15.99
Deposits with Govt. Authorities	**2.49**	7.49
	444.44	252.72

2.11 OTHER CURRENT ASSETS

(Rs. in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Prepaid Expenses	**65.49**	29.06
Balance with Govt. Authorities (other than income tax)	**585.48**	251.66
Advances to Suppliers	**140.14**	166.45
Value Added Tax Recoverable	**26.15**	26.15
	817.26	473.32

2.12 EQUITY SHARE CAPITAL (refer SOCE) **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Authorised		
Equity Shares, Rs.10/- par value		
1,00,00,000 (2025 - 1,00,00,000) **Equity Shares**	**1,000.00**	1,000.00
Redeemable Cumulative Preference Shares, Rs.100/- par value		
50,000 (2025 - 50,000) **Redeemable Cumulative Preference Shares**	**50.00**	50.00
	1, 050.00	1,050.00
Issued, Subscribed & Paid-up		
Equity Shares, Rs.10/- par value		
47,95,426 (2025 - 23,97,713) **Equity Shares fully paid-up***	**479.54**	239.77
	479.54	239.77

The Company has issued only one class of shares referred to as Equity Shares having a par value of Rs.10/-. Each Equity Shareholder is entitled to one vote per share.

*Pursuant to the approval of the shareholders on dated 15th March, 2025 via postal ballot and subsequent approvals from stock exchange i.e. BSE Ltd. Accordingly 23,97,713 equity shares got allotted to the eligible shareholders on the record date (i.e April 4, 2025) as Bonus Equity Shares. Furtherance to this, **issued and paid-up Equity Share Capital** of the company has increased to **Rs. 479.54 Lakhs** from Rs 239.77 Lakhs by capitalising General Reserve.

Dividend Paid : The Board of Directors in their meeting held on 23rd May, 2025 opted for proposing a dividend of Rs 2.50 per Equity Share for the financial year ended 31-03-2025. Dividend as proposed by the board of directors was approved by the shareholders in their Annual General Meeting held on 26th Sep, 2025.

Proposed Dividend : The company declares and pays dividend in Indian Rupees. The Board of Directors in their meeting held on **22nd May, 2026** proposed a Dividend of **Rs 2/- per Equity Share** for the financial year ended 31-03-2026. Dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Upon approval of the proposed dividend in the Annual General Meeting, same would result in a cash outflow of **Rs 95.91 Lakhs** and the same shall be taxable in the hands of shareholders.

Shareholding of the promoters as at 31-03-2026 :

– Name of Promoter	b4S Solutions Private Limited
– Nos. of Shares Held	35,96,570
– % of total shares	75%
– % change during the year	Nil

Equity Shareholders holding more than 5% shares :

Particulars	As at 31st March, 2026		As at 31st March, 2025	
Name	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
b4S Solutions Private Limited	**35,96,570**	**75%**	17,98,285	75%

Reconciliation of number of Equity Shares outstanding and the amount of Share Capital :

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	No. of Shares held	**Share Capital (Rs. in Lakhs)**	No. of Shares held	Share Capital (Rs. in Lakhs)
Number of equity shares at the beginning	**23,97,713**	**239.77**	23,97,713	239.77
Movement in equity shares during the year	**23,97,713**	**239.77**	–	–
Number of equity shares at the closing	**47,95,426**	**479.54**	23,97,713	239.77

In the last 5 years, the Company has :

- not allotted any shares as fully paid-up pursuant to contract(s) without being received in cash
- allotted bonus shares in the ratio of 1 : 1 i.e. one (1) equity shares of face value of Rs. 10/- each for every one (1) existing equity share of face value of Rs. 10/-
- not bought back its shares

2.13 OTHER EQUITY (refer SOCE) **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
General Reserve	**1,632.47**	1,872.24
Retained Earnings	**2,499.80**	2,190.56
	4,132.27	4,062.80

2.14 NON-CURRENT BORROWINGS **(Rs. in Lakhs)**

Particulars		As at 31st March, 2026		As at 31st March, 2025
Secured Loans				
Loan from Banks	**41.35**		16.84	
Less : Current Maturities of Long-Term Loan (Ref Note No. 2.17)	**(17.64)**	**23.71**	(6.12)	10.72
Drop Line Overdraft - Secured against Factory Land	**1123.30**		1,188.62	
Less : Current Maturities of Long-Term Overdrafts (Ref Note No. 2.17)	**(496.05)**	**627.25**	(683.43)	505.19
		650.96		515.91

Loan from Banks is in nature of Vehicle Loan with ICICI Bank and is repayable over a period of maximum upto January, 2029.

Drop Line Overdrafts with ICICI Bank are repayable over a period of maximum upto April, 2029 and carry interest rates which are linked to Repo rate with spread of 0.30% Per annum.

2.15 NON-CURRENT FINANCIAL LIABILITIES **(Rs. in Lakhs)**

Particulars		As at 31st March, 2026		As at 31st March, 2025
Capital Subsidy	**4.28**		5.13	
Less : Current Maturities of Long-Term Subsidy	**(0.85)**	**3.43**	(0.85)	4.28
		3.43		4.28

2.16 NON-CURRENT PROVISIONS **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits (Refer Note 1.7)		
– Provision for Gratuity (Refer Note 2.39)	**12.26**	30.67
– Provision for Leave Encashment (Refer Note 2.40)	**154.03**	122.19
	166.29	152.86

2.17 CURRENT FINANCIAL LIABILITIES **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Current Maturities of Long-Term Loan (Ref Note No. 2.14)	**17.64**	6.12
Current Maturities of Long-Term Drop Line Overdrafts (Ref Note No. 2.14)	**496.05**	683.43
Bank Borrowings:		
– Overdrafts - Secured against FDR's	**836.77**	699.81
– Cash Credits - Secured against Factory Land *	**1,320.71**	295.40
	2,671.17	1,684.76

* Company maintains Cash Credit and Drop Line Overdraft Limits with ICICI Bank Ltd and submits monthly statement of current assets with ICICI Bank in the form as prescribed by the bank.

2.18 TRADE PAYABLES **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Trade Payables - Micro & Small Enterprises	**698.32**	643.81
Trade Payables - Other than Micro & Small Enterprises	**5,124.16**	4,283.37
Trade Payables - Under supplier finance arrangements	**–**	–
Other Accruals	**97.10**	58.21
	5,919.58	4,985.39

DISCLOSURE RELATED TO MICRO AND SMALL ENTERPRISES

Categorization of Micro and Small Enterprises has been revised as per the provisions of amended MSMED Act effecting from July '20. Company has revalidated the MSMED suppliers based on the UDYAM Aadhar Certificates as per the new guidelines and outstanding dues at the year end have been calculated accordingly.

(Rs. in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
a) Dues remaining unpaid as at 31st March		
– Principal	**205.89**	188.59
– Interest on above	**3.51**	1.13
b) Interest paid in terms of section 16 of the Act along with		
– Principal paid beyond the appointed date	**2819.06**	2068.19
– Interest paid in terms of section 16 of the Act	**29.71**	3.38
c) Amount of interest due and payable for the period of delay in payments made beyond the appointed date during the year	**29.71**	25.80
d) Further interest due and payable even in the succeeding year, until such date when the interest due as above are actually paid to the small enterprises.	**7.65**	–
e) Amount of interest accrued and remaining unpaid as at 31st March	**40.87**	26.93

AGEING SCHEDULE FOR TRADE PAYABLES AS AT 31st Mar, 2026

Particulars	Not yet Due	Outstanding from due date of payments				
		< 1 Year	1-2 Years	2-3 Years	> 3 Years	Total
(i) MSME	**492.43**	**205.89**	**-**	**-**	**-**	**698.32**
(ii) Others	**3080.69**	**2132.73**	**1.99**	**0.40**	**5.45**	**5221.26**
(iii) Disputed Dues - MSME	**-**	**-**	**-**	**-**	**-**	**-**
(iv) Disputed Dues - Others	**-**	**-**	**-**	**-**	**-**	**-**
Total	**3573.12**	**2338.62**	**1.99**	**0.40**	**5.45**	**5919.58**

AGEING SCHEDULE FOR TRADE PAYABLES AS AT 31st Mar, 2025

Particulars	Not yet due	Outstanding from due date of payments				
		< 1 Year	1-2 Years	2-3 Years	> 3 Years	Total
(i) MSME	455.22	188.59	-	-	-	643.81
(ii) Others	2436.15	1873.80	0.93	21.32	9.38	4341.58
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	2891.37	2062.39	0.93	21.32	9.38	4985.39

2.19 OTHER CURRENT FINANCIAL LIABILITIES **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Deposits & Earnest Money	**5.31**	3.35
Unpaid / Unclaimed Dividend *	**4.92**	5.62
Others	**0.85**	0.85
	11.08	9.82

* Excludes an amount of **Rs. 0.97 Lakhs** (2025 - Rs 0.97 lakhs) credited to Investor Education and Protection Fund during the Year.

2.20 CURRENT PROVISIONS **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits		
– Provision for Gratuity (Refer Note 2.39)	**102.07**	52.28
– Provision for Leave Encashment (Refer Note 2.40)	**36.10**	48.10
Others		
– Warranty Claim (Refer Notes 1.17 & 2.42)	**14.08**	18.42
– Provision against doubtful advances (Refer Note 2.43)	**23.35**	23.35
	175.60	142.15

2.21 OTHER CURRENT LIABILITIES **(Rs. in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Advances from Customers	**101.01**	131.73
Statutory Dues Payable	**52.20**	48.64
Employees Dues Payable	**169.18**	153.53
	322.39	333.90

2.22 TOTAL INCOME FROM OPERATIONS **(Rs. in Lakhs)**

Particulars	For the year ended	
	31st March, 2026	31st March, 2025
Sale of Products (Refer Note 2.38 A)	**38,051.87**	37,323.04
Other Operating Income		
– Sale of Scrap	**366.56**	442.79
– Job Charges	**25.54**	10.14
	38,443.97	37,775.97

2.23 OTHER INCOME **(Rs. in Lakhs)**

Particulars	For the year ended	
	31st March, 2026	31st March, 2025
Interest Income	**68.82**	62.20
Profit on Sale of fixed assets	**0.51**	–
Miscellaneous Income*	**162.43**	110.94
	231.76	173.14

*Includes **Rs. 113.35 Lakhs** towards incentive recoverable on account of incentive available under Punjab Industrial and Business Development Policy, 2017 towards exemption in deposit of net SGST payable from Apr'23 to Mar'26 (2025 Rs 106.00 Lakhs towards exemption in Electricity Duty from power bill from April'21 to Mar'24)

2.24 COST OF MATERIALS CONSUMED (Refer Note 2.38 B) **(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Opening Stock	**1,343.10**	1,261.63
Add : Purchases*	**29,987.40**	29,823.29
Job Charges	**374.41**	345.03
	31,704.91	31,429.95
Less : Closing Stock*	**(1,722.62)**	(1,343.10)
	29,982.29	30,086.85

* Includes Goods in Transit of **Rs 9.42 Lakhs** (2025 - Rs 33.83 Lakhs)

2.25 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS **(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Opening Stock		
– Work in Progress	**425.92**	268.76
– Finished Goods	**442.21**	544.59
	868.13	813.35
Closing Stock		
– Work in Progress	**494.79**	425.92
– Finished Goods	**398.50**	442.21
	893.29	868.13
	(25.16)	(54.78)

2.26 EMPLOYEE BENEFITS EXPENSE **(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Salaries & Wages	**4,821.37**	4,134.05
Contribution to Provident & Other Funds	**128.36**	116.65
Gratuity	**38.05**	34.99
Workmen & Staff Welfare	**301.60**	285.03
	5,289.38	4,570.72

2.27 FINANCE COSTS **(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Processing Charges	**8.01**	2.50
Interest Charges	**237.83**	227.33
Interest on Vehicle Loan	**1.80**	1.76
	247.64	231.59

2.28 OTHER EXPENSES

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Power, Fuel & Water Charges	**895.48**	769.38
Consumption of Stores & Spares	**13.79**	26.43
Rent	**86.26**	79.51
Rates and Taxes	**25.38**	26.90
Insurance	**30.19**	26.79
Repairs and Maintenance		
– Buildings	**10.24**	7.54
– Machinery	**231.40**	242.77
– Others	**112.87**	102.29
Postage & Telephone	**8.43**	8.11
Printing & Stationery	**16.35**	15.79
Legal and Professional Charges	**31.62**	24.47
Advertisement	**8.95**	12.10
Freight Outward	**270.79**	227.92
Business Promotion Expenses	**1.42**	7.16
Festival Expenses	**28.73**	22.84
Travelling & Conveyance Expenses	**121.48**	112.37
Provisions for doubtful debts & Advances	**–**	–
Auditors' Remuneration		
– Statutory Audit Fee	**3.00**	3.00
– Limited Review Fee	**2.16**	2.16
– Other Services	**1.96**	1.73
– Reimbursement of Expenses	**0.25**	0.39
– Tax Audit Fee	**0.60**	0.60
Cost Auditor's Fee	**0.84**	0.84
Secretarial Audit Fee	**0.72**	0.72
Internal Auditor's Fee	**5.40**	5.40
Internal Auditor's Expenses	**0.70**	0.26
Directors' Sitting Fee	**16.45**	16.95
Design & Development Expenses	**22.17**	18.31
Warranty Claims	**5.62**	2.91
Loss on Sale of Fixed Assets	**–**	–
Bank Charges	**0.11**	3.88
Interest & Penalties	**–**	0.93
Testing Charges	**8.59**	7.02
Security Services	**95.40**	85.49
Corporate Social Responsibility (CSR) Expenses	**14.64**	7.21
Miscellaneous Expenses	**31.71**	29.16
	2,103.70	1,899.33

2.29 CAPITAL MANAGEMENT

Equity share capital and other equity are considered for the purpose of company's capital management.

The company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to the shareholders. The capital structure of the company is based on management's judgment of its stategic and day to day needs with a focus on total equity so as to maintain investors, creditors and market confidence.

The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The company may take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

A. Debt/Equity Ratio **(Rs. in Lakhs)**

Particulars	**As at 31st March, 2026**	As at 31st March, 2025
– **Net Debts**	**3,322.13**	2,200.67
Total	**3,322.13**	2,200.67
– **Total Equity**		
– Share Capital	**479.54**	239.77
– Other Equity Capital	**4132.27**	4062.80
Total	**4611.81**	4302.57
Net Debts to Equity Ratio	**0.72**	0.51

B. Dividends **(Rs. in Lakhs)**

Particulars	**As at 31st March, 2026**	As at 31st March, 2025
– Final Dividend for the year ended 31st March, 2025 @ Rs 2.50/- per equity share.	**119.89**	–
– Final Dividend for the year ended 31st March, 2024 @ Rs. 4.50 per equity share.	–	107.90

In addition to above paid dividends, dividend of Rs. 2 per equity share proposed by the board of directors for the financial year ended 31st March, 2026 is subject to the approval of the shareholders in the ensuing Annual General Meeting.

2.30 FINANCIAL INSTRUMENTS
(Refer Note 1.12)

Categories of Financial Assets and Liabilities as at 31st March, 2026 **(Rs. in Lakhs)**

Particulars	**Amortised Cost**	**Fair Value through Profit & Loss**	**Fair Value through OCI**	**Total Carrying Value**	**Total Fair Value**
Non-Current Assets					
– Loans	-	-	-	-	-
– Other Financial Assets	**1034.85**	-	-	**1034.85**	**1034.85**
	1034.85	-	-	**1034.85**	**1034.85**
Non-Current Liabilities					
– Loans	**650.96**	-	-	**650.96**	**650.96**
– Other Financial Liabilities	**3.43**	-	-	**3.43**	**3.43**
	654.39	-	-	**654.39**	**654.39**
Current Assets					
– Trade Receivables	**5699.32**	-	-	**5699.32**	**5699.32**
– Cash & Cash Equivalents	**9.16**	-	-	**9.16**	**9.16**
– Other Financial Assets	**444.44**	-	-	**444.44**	**444.44**
	6152.92	-	-	**6152.92**	**6152.92**
Current Liabilities					
– Trade Payables	**5919.58**	-	-	**5919.58**	**5919.58**
– Loans	**2671.17**	-	-	**2671.17**	**2671.17**
– Other Financial Liabilities	**11.08**	-	-	**11.08**	**11.08**
	8601.83	-	-	**8601.83**	**8601.83**

Categories of Financial Assets and Liabilities as at 31st March, 2025 (Rs. in Lakhs)

Particulars	Amortised Cost	Fair Value through Profit & Loss	Fair Value through OCI	Total Carrying Value	Total Fair Value
Non-Current Assets					
– Loans	-	-	-	-	-
– Other Financial Assets	965.97	-	-	965.97	965.97
	965.97	-	-	965.97	965.97
Non-Current Liabilities					
– Loans	515.91	-	-	515.91	515.91
– Other Financial Liabilities	4.28	-	-	4.28	4.28
	520.19	-	-	520.19	520.19
Current Assets					
– Trade Recievables	4421.58	-	-	4421.58	4421.58
– Cash & Cash Equivalents	186.01	-	-	186.01	186.01
– Other Financial Assets	252.72	-	-	252.72	252.72
	4860.31	-	-	4860.31	4860.31
Current Liabilities					
– Trade Payables	4985.39	-	-	4985.39	4985.39
– Loans	1684.76	-	-	1684.76	1684.76
– Other Financial Liabilities	9.82	-	-	9.82	9.82
	6679.97	-	-	6679.97	6679.97

Financial Risk Management Framework

Company activities expose to financial risks viz Credit risks and Liquidity risks.

Credit Risk: -

Credit Risk is the risk of financial loss to the company if a customer or counter party to financial instrument fails to meet its contractual obligations, and arises principally from the company's recoverable from customers, deposits with banks and other financial instruments. The carrying amount of financial assets represents the maximum credit risk exposures.

Credit Risk management

– Majority of the company's receivables pertain to OEM's. Based on the overall credit worthiness of receivables and looking into their past record, company expects minimum risks with regard to its outstanding receivables. There is standard mechanism to periodically track the outstanding amounts and assess the same with regard to its realization and creates the provision against dues doubtful to realize. Company expects all the debtors to be realized in full except the provisions stated in the financials.
– Credit risk on cash and cash equivalents is limited as company generally invests in Fixed deposits with banks.

Liquidity Risk: -

Liquidity risk is the risk that the company will encouter the difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficent liquidity to meet its liabilities, when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

– Liquidity Risk management

The company's primary source of liquidity includes bank deposits, credit facilities from bank and cash flows from operating activities. The company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring forecast and actual cash flows and by matching profiles of financial assets and liabilities.

Financial Liabilities include trade payables, capital subsidy, unpaid / unclaimed dividends etc which are in the normal course of business having maturity of less than 1 year and interest bearing loans.

Company believes its revenue, along with proceeds from financing activities will continue to provide the necessary funds to cover its short-term liquidity needs. In addition, the company projects cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios and maintaining debt financing plans.

Following is the tabulated summary of balance contractual maturity for its financial liabilities with agreed repayment periods based on the date on which these are required to pay.

As at 31st March, 2026 **(Rs. in Lakhs)**

Particulars	**Less than One year**	**One to Three Years**	**More than 3 years**
– Trade Payables	**5911.74**	**7.84**	**-**
– Other Financial Liabilities	**2682.25**	**-**	**-**
	8593.99	**7.84**	**-**

As at 31st March, 2025 (Rs. in Lakhs)

Particulars	Less than One year	One to Three years	More than 3 years
– Trade Payables	4953.76	31.63	-
– Other Financial Liabilities	1694.58	-	-
	6648.34	31.63	-

The Company had a working capital of Rs. 1561.15 Lakhs including unrestricted cash and cash equivalents of Rs.4.24 Lakhs as at 31st March, 2026.

The Company had a working capital of Rs.1384.13 Lakhs including unrestricted cash and cash equivalents of Rs.160.39 Lakhs as at 31st March, 2025.

Accordingly, company does not perceive any liquidity risks.

2.31 ADDITIONAL DISCLOSURE AS PER MCA NOTIFICATION, DATED 24.03.2021

Particulars	As at 31st March, 2026	As at 31st March, 2025	Variance
Current Ratios (Times) (Current Assets / Current Liabilities)	**1.17**	1.19	–2%
Debt- Equity Ratio (Times) [(Long-term borrowing including current maturities + short-term borrowing) / Total Equity]	**0.72**	0.51	41%
Debt Service Coverage ratio (Times) [(Earnings before interest, depreciation, tax and exceptional items) / (Interest expense on short-term and long-term borrowings + scheduled principal repayment of borrowings during the year)]	**1.35**	1.89	–29%
Return on Equity ratio (%) (Net Profits after taxes / Average Total Equity for the period)	**9.2%**	12.5%	–26%
Inventory Turnover ratio (Times) (Cost of material consumed / Average inventories)	**11.89**	13.46	–12%
Trade Receivable Turnover Ratio (Times) (Revenue from Sales of goods and services / Average trade receivables)	**7.60**	9.33	–19%
Trade Payable Turnover Ratio (Times) (Cost of goods purchased / Average trade payable)	**5.58**	6.70	–17%
Net Capital Turnover Ratio (Times) (Revenue from contract with customers / Average working capital)	**26.10**	36.13	–28%
Net Profit Ratio (%) (Profit / (loss) for the period / Revenue from operations)	**1.1%**	1.40%	–20%
Return on Capital Employed (%) (Earnings before interest and taxes / Average capital employed)	**13.6%**	20.7%	–34%
Return on Investment (%) (Return on Investment made in FDRs / Average Value of Investment made in FDRs)	**7.2%**	6.6%	10%

Explanation for change in the ratios by more than 25%: -

(i) Debt Equity ratio (Times)

Debt Equity ratio for current year has been increased over previous year primarily due to additional borrowings availed and decrease in earnings during the year.

(ii) Debt Service Coverage ratio (Times)

Debt Service Covergae ratio for current year declined over previous year primarily due to decrease in earnings during the year.

(iii) **Return on Equity Ratio (%): -**

Equity retun ratio for current year declined against previous year primarily due to decrease in earnings during the year.

(iv) Net Capital Turnover Ratio (Times): -

Net capital turnover ratio for current year declined against previous year primarily due to increase in working capital and thin growth in revenue during the year.

(v) Return on Capital Employed (%): -

Return on Investment % for current year declined against previous year primarily due to decrease in earnings during the year.

2.32 CONTINGENT LIABILITIES
(Not provided for in Accounts as certified by the Management)

Particulars	As at 31st March	
	2026 (Rs. in lakhs)	2025 (Rs. in lakhs)
Claims against the company, not acknowledged as debts*		
Employees / Workers	**5.00**	5.00
Service Tax Credit	**6.29**	6.29
Claims by Suppliers	**54.21**	-

* Amounts have been identified based on current status of the cases and does not include interest & other charges, if any.

2.33 CAPITAL COMMITMENTS

Particulars	As at 31st March	
	2026 (Rs. in lakhs)	2025 (Rs. in lakhs)
Estimated amount of contracts remaining to be executed on capital account (Net of advances)	**669.79**	84.96

2.34 CURRENT ASSETS / CURRENT LIABILITIES

All current assets, loans and advances are in the ordinary course of business and have a value on realisation at least equal to the amount at which they are stated in the financials.

2.35 SEGMENT REPORTING

Company's principal business covers two primary business segments, viz."Automobile Components" and "Agriculture Implements". Segment revenue, segments results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments and also include amount allocable on reasonable basis. Items which are not directly relatable to the identified segments are shown as unallocated.The disclosure requirements of Ind AS – 108 "Operating Segments" are given below: -

Particulars	For the year ended 31st March	
	2026 (Rs. in lakhs)	2025 (Rs. in lakhs)
Segment Revenue :-		
– Automobile Components	**18764.83**	15170.49
– Agriculture Implements	**19679.13**	22605.48
Total	**38443.96**	37775.97
Segment Results [before finance cost and other unallocable income /(loss)]: -		
– Automobile Components	**1091.04**	1022.15
– Agriculture Implements	**389.18**	530.37
Total	**1480.22**	1552.52
Less :		
– Finance Cost	**247.63**	231.09
– Unallocable Expense (net of Income)	**585.48**	534.09
Total	**647.11**	787.34

Segment Assets :-		
– Automobile Components	**8861.60**	7660.50
– Agriculture Implements	**4908.53**	3322.91
– Unallocable	**1310.45**	1345.67
Total	**15080.58**	12329.08
Segment Liabilities :-		
– Automobile Components	**4894.66**	3002.71
– Agriculture Implements	**2251.97**	2808.66
– Unallocable	**3322.13**	2215.14
Total	**10468.76**	8026.51

2.36 RELATED PARTY DISCLOSURES

Related party disclosures for the year ended 31st March, 2026 are as follows:-

– Holding Company	b4S Solutions Pvt.Ltd.
– Associate Company	Bhardwaj Packaging and Components Pvt. Ltd.
– Associate Company	SAB Motors Pvt. Ltd.
– Associate Company	ASB Automobiles Pvt. Ltd.
– Associate Company	Insulation & Electrical Products Pvt. Ltd.
– Key Management Personnel (Chairman)	Shri Rajiv Sharma
– Key Management Personnel (Managing Director)	Shri Rama Kant Sharma
– Key Management Personnel (Executive Director- Finance)	Smt. Namrata Jain
– Key Management Personnel (Non Independent Director)	Shri Jamil Ahmad
– Key Management Personnel (Independent Director)	Shri K.N. Aggarwal
– Key Management Personnel (Independent Director)	Shri Uttam Sahay
– Key Management Personnel (Company Secretary)	Shri Gagan Kaushik
– Key Management Personnel (Financial Controller)	Shri Kulvinder Singh

Enterprises over which KMP's exercise significant influence: -

– Associate Company	b4S Infratech Pvt Ltd
– Associate Company	Forrus Trading LLP
– Associate Company	Vascoda Holiday Resort Private Limited
– Associate Company	b4S Motors Private Limited
– Associate Company	Saral Network Services Private Limited
– Properietorship Firm	Bhardwaj Enterprises
– Partnership Firm	Can – N – Cans
– Partnership Firm	Aakash Enterprises
– Properietorship Firm	Bhardwaj Trading Company
– Properietorship Firm	Rrams Services
– Partnership Firm	Meraki Hospitality

Relatives of KMP's : -

– Close relation with Shri Rajiv Sharma	Anuradha Sharma
– Close relation with Shri Rajiv Sharma	Tushar Sharma
– Close relation with Shri Rajiv Sharma	Adithya Sharma
– Close relation with Shri Rajiv Sharma	S.B. Sharma
– Close relation with Shri Rajiv Sharma	Usha Sharma
– Close relation with Shri Rajiv Sharma	Meenu Narang
– Close relation with Shri Rajiv Sharma	Shivani Dutta
– Close relation with Shri Rama Kant Sharma	Naina Bhardwaj
– Close relation with Shri Rama Kant Sharma	Kusum Lata Sharma
– Close relation with Shri Rama Kant Sharma	Aakash Bhardwaj
– Close relation with Shri Rama Kant Sharma	Sagar Bhardwaj
– Close relation with Shri Rama Kant Sharma	Shiv Kant Sharma
– Close relation with Shri Rama Kant Sharma	Rajeev Bhardwaj
– Close relation with Smt. Namrata Jain	Viraja Gupta
– Close relation with Smt. Namrata Jain	Sunil Jain
– Close relation with Smt. Namrata Jain	Sarita Jain
– Close relation with Smt. Namrata Jain	Bharkha Jain
– Close relation with Shri Jamil Ahmad	S.M. Tariq
– Close relation with Shri Jamil Ahmad	S.M. Khalid
– Close relation with Shri Jamil Ahmad	Maryam Sayeda
– Close relation with Shri Jamil Ahmad	Sara Sayeda
– Close relation with Shri Jamil Ahmad	Sheheen Tabassum
– Close relation with Shri Jamil Ahmad	Yasmmen Tabassum
– Close relation with Shri Jamil Ahmad	Sardar Ali
– Close relation with Shri Jamil Ahmad	Mohammad Saif
– Close relation with Shri Jamil Ahmad	Mohd. Yasin
– Close relation with Shri Jamil Ahmad	Aqil Ahmad
– Close relation with Shri Jamil Ahmad	Mohd. Mustaqim
– Close relation with Shri K.N. Aggarwal	Neelam
– Close relation with Shri K.N. Aggarwal	Shubham Shah
– Close relation with Shri K.N. Aggarwal	Ramya Shah
– Close relation with Shri Uttam Sahay	Awantika Sahay
– Close relation with Shri Uttam Sahay	Jayati Sahay
– Close relation with Shri Gagan Kaushik	Neha Kaushik
– Close relation with Shri Gagan Kaushik	Shiv Kumar Kaushik
– Close relation with Shri Gagan Kaushik	Madhubala Sharma
– Close relation with Shri Kulvinder Singh	Amanpreet Kaur
– Close relation with Shri Kulvinder Singh	Sukhwinder Singh
– Close relation with Shri Kulvinder Singh	Swaran Kaur

A) Transactions with Related Parties:	Holding Company (Rs. in Lakhs)	Associate Company (Rs. in Lakhs)
a) Purchase of Raw Material / Tools & Dies	**-**	**773.32**
	-	(926.60)
– Bhardwaj Packaging & Components Pvt. Ltd.	-	**69.31**
	-	(43.69)
– Insulation & Elctrical Products Pvt. Ltd.	-	**704.01**
	-	(882.91)
b) Purchase of Fixed Assets	-	-
– SAB Motors Pvt. Ltd.	-	-
– b4S Solutions Pvt. Ltd.	-	-
	-	-
c) Expenditure in respect of services received	**2,125.66**	**1.19**
	(1,604.72)	(1.90)
– b4S Solutions Pvt. Ltd.	**2,125.66**	-
	(1,604.72)	-
– SAB Motors Pvt. Ltd.	-	**1.19**
	-	(1.90)
d) Dividend Paid	**89.92**	-
	(80.92)	-
– b4S Solutions Pvt. Ltd.	**89.92**	-
	(80.92)	-

Note : Previous Year Figures are in Bracket.

B) Closing Balances : Payables / (Receivables) :-

Particulars	**As at 31st March**	
	2026 (Rs. in Lakhs)	2025 (Rs. in Lakhs)
b4S Solutions Pvt. Ltd.	**57.66**	131.48
Bhardwaj Packaging and Components Pvt. Ltd.	**6.20**	5.12
SAB Motors Pvt. Ltd.	**-**	0.35
Insulation & Electrical Products Pvt. Ltd.	**20.92**	1.93
Total	**84.78**	138.88

C) Key Management Personnel

Particulars	**For the Year ended 31st March**	
	2026 (Rs. in Lakhs)	2025 (Rs. in Lakhs)
Remuneration (short-term employee benefits)*	**227.08**	185.62
Director's Sitting Fee	**16.45**	16.95
Reimbursement of Expenses	**13.34**	20.73

*The abovesaid remuneration is excluding provision for Gratuity & Leave Encashment, where the actuarial valuation is done on overall company basis.

D) Other than Above

Particulars	For the Year ended 31st March 2026 (Rs. in Lakhs)	2025 (Rs. in Lakhs)
Remuneration	**94.25**	86.29

2.37 EARNING PER SHARE (EPS)

Particulars		For the Year ended 31st March 2026 (Rs. in Lakhs)	2025 (Rs. in Lakhs)
a)	Profit attributable to equity shareholder (Rs. Lakhs)	**429.15**	527.19
b)	Basic/Weighted average number of equity shares	**47,95,426**	23,97,713
c)	Basic / Diluted Earnings Per Share (a/b)	**8.95***	21.99

* The company has issued bonus shares on April 4, 2025 in the ratio of 1:1 i.e one (1) equity share of face value of Re. 10/- each for every one (1) existing equity share of face value of Re. 10/-.Accordingly 23,97,713 equity shares were allotted to the eligible equity shareholders as Bonus Shares by capitalising General Reserve. This results into increase in number of fully paid equity shares and corresponding increase in paid up share capital. The impact of the same has been reflected in the financials and noticeable in EPS.

2.38 PRODUCT SALES & CONSUMPTION OF MATERIALS

Information about Production, Sales & Stocks, as certified by the management.

A. Production, Sales & Stock of Finished Goods

Particulars		Units	For the Year ended 31st March 2026	2025
i)	**Seats-Others**			
	Opening Stock	Nos	**290**	145
	Production	"	**53899**	27374
	Sales	"	**53748**	27229
	Closing Stock	"	**441**	290
ii)	**Seats for Tractors**			
	Opening Stock	Nos	**2146**	907
	Production	"	**259717**	216890
	Sales	"	**260685**	215651
	Closing Stock	"	**1178**	2146
iii)	**Seat Components**			
	Opening Stock	Nos	**127748**	74326
	Production	"	**2251236**	2003382
	Sales	"	**2328909**	1949960
	Closing Stock	"	**50075**	127748
iv)	**Agriculture Implements**			
	Opening Stock	Nos	**90**	140
	Production	"	**31038**	35220
	Sales	"	**31030**	35270
	Closing Stock	"	**98**	90
v)	**Sales of Products**		**(Rs in Lakhs)**	(Rs in Lakhs)
	Seat Components		**1919.44**	1629.83
	Seat - Others		**1452.58**	717.21
	Tractor Seats and Parts		**10245.36**	8371.61
	Seat Frames		**4763.21**	4067.35
	Agriculture Implements		**19486.21**	22246.99
	Others incl Tools & Dies		**185.07**	290.05
	Total		**38051.87**	37323.04

B a) Consumption of Raw Material & Components

Particulars	Units	For the Year ended 31st March			
			2026		2025
		Qty.	(Rs. in Lakhs)	Qty.	(Rs. in Lakhs)
PU Foam Material	MT	444.07	899.80	308.61	656.65
CRCA COIL & Strip	MT	962.47	664.32	944.13	742.86
Paints & Chemicals	MT	264.04	588.17	301.54	588.60
HR Sheet, Pipe, Tube, Flat etc	MT	9985.91	5853.79	10253.06	5926.71
PVC Cloth/Trim & Components			634.99		352.15
Bought out Parts for Seat Mechanism			1088.60		790.10
Bought out Parts for Seats			3834.55		3563.75
Bought out Parts for Seat Frames			2117.71		1267.94
Bought out Parts for Agricultural Implements			13305.29		14970.52
Packing Materials			241.97		134.35
Job Work Charges			374.40		345.03
Others			378.70		748.19
			29982.29		30086.85

Notes :

(i) It is not feasible to furnish quantitative information of all the components in view of large number of items varied in size and nature.

(ii) Quantities and values of all items in Analysis of Raw Materials consumed represent the issues from stores made during the year. The figure of others is a balancing figure, based on total consumption shown as above and includes adjustments for excess / shortage found on physical verification.

b) Value of imported and indigenous Raw Materials & Components, Stores and Spares etc. consumed & percentage of each to total consumption

Particulars	For the Year ended 31st March			
		2026		2025
	%age	(Rs. Lakhs)	%age	(Rs. Lakhs)
a) Raw Material & Components				
i) Imported	-	-	-	-
ii) Indigenous	100	29982.29	100	30086.85
	100	29982.29	100	30086.85
b) Stores & Spares				
i) Imported	-	-	-	-
ii) Indigenous	100	13.79	100	26.43
	100	13.79	100	26.43

2.39 EMPLOYEE DEFINED BENEFITS:

(Defined benefit plans - as per Actuarial Valuations)

		Particulars	As at 31st March 2026 (Rs. in Lakhs)	2025 (Rs. in Lakhs)
i)	**Expenses Recognised in the Statement of Profit & Loss Account**			
	a)	Past Service Cost	**32.81**	-
	b)	Current Service Cost	**30.46**	29.13
	c)	Net Interest Cost / (Income)	**5.65**	4.37
	d)	Defined benefit cost recognised during the year	**68.92**	33.50
ii)	**Amount to be Recognised in the Balance Sheet**			
	a)	Present Value of Obligation at the end of the year	**(275.48)**	(255.60)
	b)	Fair Value of Plan Assets at the end of the year	**161.15**	172.65
	c)	Funded Status (Surplus / (Deficit))	**(114.33)**	(82.95)
	d)	Net Liability arising from Obligation	**(114.33)**	(82.95)
iii)	**Change in the Present Value of Obligations**			
	a)	Present value of obligations at the beginning of the year	**255.60**	262.99
	b)	– Interest Cost	**16.90**	16.50
		– Past Service Cost	**32.81**	-
		– Current Service Cost	**30.46**	29.13
	c)	Benefits Paid	**(57.89)**	(70.30)
	d)	Remeasurement (Gain) / Loss		
		– Experience Adjustment	**23.21**	15.05
		– Difference in Present Value of Obligations	**(25.61)**	2.23
	e)	Present value of Obligations at the end of the year	**275.48**	255.60
iv)	**Change in the Present Value of Plan Assets**			
	a)	Fair Value of Plan Assets at the beginning of the year	**172.65**	174.97
	b)	Expected Return on Plan Assets	**11.24**	12.12
	c)	Contribution by the Employer	**33.30**	55.16
	d)	Withdrawal	**(57.88)**	(70.30)
	e)	Remeasurement Gain / (Loss) : Return on Plan Assets	**1.84**	0.70
	f)	Fair Value of Plan Assets at the end of the year	**161.15**	172.65
v)	**The major categories of plan assets as a percentage of total plan funded with LIC**		**100%**	100%

vi) Acturial Assumptions

a)	Imputed Rate	**7.88%**	7.01%
b)	Expected rate of return on plan assets	**7.01%**	7.24%
c)	In-Service Mortality	**IAL 2012-14 Ultimate**	IAL 2012-14 Ultimate
d)	Turnover Rate	**20% / 5%**	12% / 5%
e)	Salary Rise - Officers / Workers	**7% / 3%**	8% / 5%
f)	Remaining Working Life	**23.31 Yrs**	23.20 Yrs

(g) The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(Rs. in Lakhs)

Principal Assumptions		Changes in Assumptions	Increase / (Decrease) Impact on defined obligations	
			Increase in Assumption	Decrease in Assumption
Discount Rate	**2026**	**1.00%**	**(7.20)**	**7.74**
	2025	1.00%	(9.34)	10.29
Salary Growth Rate	**2026**	**1.00%**	**6.88**	**(6.63)**
	2025	1.00%	9.34	(8.80)

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous period.

2.40 COMPENSATED ABSENCES (UNFUNDED)

The leave obligations cover the Company's liability for sick and casual leaves. The Company does not have an unconditional right to defer settlement for the obligations shown as current provision balance above.

However, based on the past experience, the company does not expect all employees to take the full amount of accrued leave or require payments within the next 12 months, therefore, based on the independent actuarial report only a certain amount of provision has been presented as current and remaining as non-current. An amount of **Rs.61.28 Lakhs** (2025 Rs. 35.36 Lakhs) has been recognized in the statement of profit & loss.

Particulars	As at 31st March	
	2026 (Rs. in Lakhs)	2025 (Rs. in Lakhs)
Current	**36.10**	48.10
Non-Current	**154.03**	122.19

2.41 RESEARCH AND DEVELOPMENT EXPENDITURE

Particulars		For the Year Ended 31st March	
		2026 (Rs. in Lakhs)	2025 (Rs. in Lakhs)
(a)	Revenue Expenditure (Charged to Statement of Profit & Loss)	**22.17**	18.31
(b)	Capital Expenditure (Capitalised under CWIP / Assets)	**–**	–
		22.17	18.31

2.42 MOVEMENT IN PROVISIONS FOR WARRANTY OBLIGATIONS

Particulars		For the Year ended 31st March 2026 (Rs. in Lakhs)	2025 (Rs. in Lakhs)
(a)	As at the beginning of the year	**18.42**	21.30
(b)	Provided during the year	**–**	–
(c)	Reversed during the year	**(4.34)**	(2.88)
(d)	Utilised during the year	**–**	–
(e)	As at the end of the year	**14.08**	18.42

2.43 MOVEMENT IN PROVISIONS FOR DOUBTFUL DEBTS AND ADVANCES

Particulars		For the Year ended 31st March 2026 (Rs. in Lakhs)	2025 (Rs. in Lakhs)
(a)	As at the beginning of the year	**65.92**	63.04
(b)	Provided during the year	**–**	2.88
(c)	Written off during the year	**–**	–
(d)	As at the end of the year	**65.92**	65.92

2.44 DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE

a) **Derivative Outstanding :-**

Currency	Payable / Receivable	As at 31.03.2026	As at 31.03.2025
US$	–	**–**	–

b) **Unhedged Foreign Currency Exposures :-**

Currency	Payable / Receivable	As at 31.03.2026	As at 31.03.2025
US$ / INR	Payable	–	–
US$ / INR	Receivable	**–**	–

2.45 AGEING SCHEDULE FOR CAPITAL WORK IN PROGRESS (CWIP)

Amount of CWIP

Particulars	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	Total
(i) Projects in Progress*	107.43	5.90	–	–	113.33
(ii) Projects temporarily suspended	–	–	–	–	–
Total	**107.43**	**5.90**	**–**	**–**	**113.33**

* Includes Rs 20.54 Lakhs towards cost incurred on new plant setup in Haridwar which is expected to be operational from Q2-F26.

2.46 CORPORATE SOCIAL RESPONSIBILITY

The Company is falling under the criteria defined for compliance with the second proviso to sub-section (5) of section 135 of the said Act. The disclosure related to CSR is as below:

i)	Amount required to be spent by the company	14,29,045
ii)	Amount of expenditure incurred	14,64,386
iii)	Shortfall at the end of the year	Nil
iv)	Reason of shortfall	–

2.47 OTHER STATUTORY COMPLIANCE INFORMATION

a) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

b) The Company do not have any transactions with companies struck off.

c) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

d) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

e) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall

   i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or

   ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

f) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall

   i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

   ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

g) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

h) The Company is not declared as wilful defaulter by any bank or financial Institution or other lender.

2.48 SUBSEQUENT EVENTS

After the date of Balance Sheet till the date of signing of the financial statements, no even has occurred which would require any disclosure or adjustments to the financial statements.

2.49 OTHERS

Previous year figures have been regrouped/ recasted / rearranged wherever necessary to make them comparable.

As per our report of even date attached

The Notes referred to above form an integral part of these financial statements.

For **MANGLA ASSOCIATES**
Chartered Accountants (FRN006796C)

A.P. MANGLA
Partner
Membership No. 080173
UDIN : 26080173MGXMLM6631

Noida, 22nd May, 2026

FOR AND ON BEHALF OF THE BOARD

RAJIV SHARMA
Chairman

R.K. SHARMA
Managing Director

NAMRATA JAIN
Executive Director- Finance & CFO

GAGAN KAUSHIK
Company Secretary & General Counsel

Ghaziabad, 22nd May, 2026

CASH FLOW STATEMENT for the period ended 31st March, 2026

(Rs. in Lakhs)

Particulars		For the Year ended 31st March, 2026		31st March, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax and Extraordinary Items		**589.08**		787.34
Adjustments for :				
Depreciation	**431.30**		428.06	
Interest	**247.64**		231.59	
Interest Income	**(68.82)**		(62.20)	
Profit / Loss on Fixed Assets Disposed / Write off	**(0.51)**		-	
Acturial Gain / (Loss) on re-measurement of defined benefit Liability	**4.24**	**613.85**	(16.58)	580.87
Operating Profit before Working Capital Changes		**1,202.93**		1,368.21
Adjustments for :				
Trade Receivables	**(1,277.74)**		(745.22)	
Inventories	**(418.37)**		(141.29)	
Loans & Advances	**(699.19)**		(309.88)	
Provision for Earned Leave & Gratuity	**51.22**		(2.53)	
Provision for Doubtful Debts, Warranty & Advances	**(15.44)**		63.86	
Trade Payables	**934.19**	**(1,425.33)**	928.20	(206.86)
Cash Generated From Operations		**(222.40)**		1,161.35
Direct taxes refund/(paid)		**(203.73)**		(209.47)
Net Cash From Operating Activities		**(426.13)**		951.88
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant & Equipment	**(485.00)**		(658.62)	
Sale of Property, Plant & Equipment	**6.41**		-	
Interest received	**68.82**	**(409.77)**	62.20	(596.42)
Net Cash Used in Investing Activities		**(409.77)**		(596.42)

(Rs. in Lakhs)

Particulars		For the Year ended 31st March, 2026		31st March, 2025
C. CASH FLOW FROM FINANCING ACTIVITIES				
Bank Loans	**1,932.73**		423.75	
Repayment of Corporate Loans	**(811.27)**		(674.61)	
Dividend paid	**(119.89)**		(107.90)	
Lease Payments	**(94.88)**		(88.80)	
Interest Paid	**(247.64)**	**659.05**	(231.59)	(679.15)
Net Cash Used in Financing Activities		**659.05**		(679.15)
Net Increase/(Decrease) in Cash & Cash Equivalents		**(176.85)**		(323.69)
Opening Cash & Cash Equivalents		**186.01**		509.70
Closing Cash & Cash Equivalents		**9.16**		186.01

Notes:

1) The above Cash Flow Statement has been prepared in accordance with Ind AS - 7 "Statement of Cash Flow" using indirect method for operating activities.

2) Figures in bracket indicate the cash outgo.

3) Previous year figures have been regrouped wherever found necessary.

This is the Cash Flow Statement referred to in our report of even date.

For **MANGLA ASSOCIATES**
Chartered Accountants (FRN006796C)

A.P. MANGLA
Partner
Membership No. 080173
UDIN : 26080173MGXMLM6631

FOR AND ON BEHALF OF THE BOARD

RAJIV SHARMA
Chairman

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Managing Director

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Company Secretary & General Counsel

Noida, 22nd May, 2026

Ghaziabad, 22nd May, 2026

NOTES