



39TH ANNUAL REPORT 2025-2026



BHARAT SEATS LIMITED

Corporate Information

Board of Directors

1. Mr. Rohit Relan	Chairman and Managing Director (DIN: 00257572)
2. Mr. Makoto Kunieda	Director-Nominee-Suzuki Motor Corporation, Japan (DIN: 10260765)
3. Mr. Raman Venkat Challa	Director-Nominee-Maruti Suzuki India Limited (DIN: 07093663)
4. Ms. Nisha Malhotra	Independent Director (DIN: 09428727)
5. Mr. Sanjay Bhattacharyya	Independent Director (DIN: 10449854)
6. Mr. Sudhir Maheshwari	Independent Director (DIN: 00649505)
7. Ms. Vanita Chhabra	Independent Director (DIN: 02161276)
8. Mr. Sarthak Behuria	Independent Director (DIN: 03290288)
9. Mr. Rishabh Relan	Whole Time Director (DIN: 07726444)
10. Mr. Rajiv Arora	Whole Time Director and CEO (DIN: 07976398)

Corporate Identity Number

CIN: L34300DL1986PLC023540

Bankers

HDFC Bank Ltd.

ICICI Bank Ltd.

Registered Office

1, Nelson Mandela Road, Vasant Kunj,
New Delhi-110070.

Works

Plant 1

Plot No. 1, Maruti Udyog Joint Venture Complex,
Gurugram - 122 015 (Haryana)

Plant 2

Plot No. Musttil No. 226, Kila No. 7/1,
Village Borakalan, Tehsil - Farukhnagar,
Gurugram (Haryana)

Plant 3

Plot No. 26, Sector-3A,
Maruti Supplier Park, IMT, Manesar, Gurugram(Haryana)

Plant 4

New Survey/ Block No.30 (Old Revenue Survey no. 403/9)
Moje Naviyani, Taluka Dasada, Distt. Surenderanagar,
Part of Nihon Industrial Park, Gujarat

Plant 5

Plot No. 17, Block No. 334, 335, Old 158, 293, TPS No. 1D,
F.P. No. 166+167, Hansalpur, Ahmedabad, Gujarat

Plant 6

Internal No. 1, Plot No. 831, HSIDC Industrial Township,
Kharkhauda, Sonapat, Haryana.

Auditors

M/s S.R. Batliboi & Co. LLP

Chartered Accountants

Gurugram

Listed at

BSE Limited and National Stock Exchange of India Limited

Chief Financial Officer

Mr. Vinod Kumar

Company Secretary And Compliance Officer

Ms. Ritu Bakshi

Registrar And Share Transfer Agent

Alankit Assignments Limited

4E/2, Alankit House, Jhandewalan Extension,

New Delhi - 110 055

E-Mail and Website

Investor_relations@bharatseats.net, www.bharatseats.com

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BHARAT SEATS LIMITED

(CIN: L34300DL1986PLC023540)

Regd. Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi-110070

Phones: +91 9643339870-74

E-mail: seats@bharatseats.net Website: www.bharatseats.com

NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the members of BHARAT SEATS LIMITED will be held on Friday, July 24, 2026 at 11 a.m. through Video Conferencing (VC) / Other Audio Video means (OAVM) to transact the following businesses. The deemed venue of the meeting shall be the Registered Office of the Company at 1, Nelson Mandela Road, Vasant Kunj, New Delhi - 110070.

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the reports of the Board of Directors and Auditors thereon and in this regard, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

2. To declare dividend on equity shares for the financial year ended March 31, 2026 and in this regard, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend for the financial year ended March 31, 2026, at the rate of Rs. 1.50/- per Equity Share of Rs. 2/- each on the paid-up equity share capital of the Company be and is hereby declared to be paid to the members of the Company.”

3. To appoint a Director in place of Mr. Raman Venkat Challa (DIN: 07093663) who retires by rotation at this meeting as a Director and being eligible offers himself for re-appointment and in this regard, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Raman Venkat Challa (DIN: 07093663) who retires by rotation at this meeting and being eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Special Business:

4. To re-appoint Mr. Rishabh Relan (DIN:07726444) as a Whole Time Director of the Company and in this regard, to give assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions of the Companies Act, 2013, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force (“Listing Regulations”) and in accordance with the recommendation made by the Nomination and Remuneration Committee and by the Board, consent be and is hereby accorded for re-appointment of Mr. Rishabh Relan (DIN: 07726444) as a Whole Time Director for a period of three years with effect from 4th February, 2027 to 3rd February, 2030 on the following terms and conditions :

A. Tenure: Three years i.e. from 4th February, 2027 to 3rd February, 2030

B. Remuneration:

1. Basic Salary: Rs.10,00,000 p.m. with a provision of annual increment of 10% per annum.

2. Perquisites and Allowances: Upto a maximum of 50% of Salary p.m. Additionally entitled to company car along with reimbursement of car running & maintenance and driver expenses.

C. In addition to above, Contribution to provident fund, payment of gratuity and leave encashment will be as per the Company's policy and the same will not be accounted for the purpose of value of perquisites.

D. Medclaim for self and family under floater coverage of Rs.24 lakhs.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Rishabh Relan same remuneration as stated above.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper, or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

5. To approve Material Related Party Transactions with Suzuki Motorcycle India Private Limited

To consider and, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company’s policy on Related Party Transaction(s), and on the basis of the approval/ recommendation of the Audit Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/Transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company upto a limit as detailed below, with Suzuki Motorcycle India Private Limited, being related party within the meaning of Section 2(76) of the Act and Regulation 2 (zb) of Listing Regulations for the financial year 2026-27 and in subsequent financial years, unless otherwise amended, on such terms and conditions as the Board of Directors may deem fit:

- I. Sale or supply of Goods/ materials/ tools/ job charges, up to a maximum aggregate value of Rs. 1000 Crores in a Financial Year.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegating such authority, as may be deemed necessary, proper, or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto”.

For Bharat Seats Limited

Place : Gurugram
Date : May 6, 2026

Ritu Bakshi
Company Secretary & Compliance Officer
FCS No.3401

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with regard to the special business as set out under item no. 4 and item no.5 and the relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re- appointment at this Annual General Meeting ("AGM") are annexed.
2. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its General Circular no. 03/2025 dated 22nd September 2025, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") has allowed, inter-alia, conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 39th AGM shall be the Registered office of the Company.
3. The record date/ cut- off date is July 17, 2026, to determine the entitlement of the shareholders to the Dividend for 2025-26, if declared.
4. The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the AGM, will be credited/ dispatched between July 25, 2026 and August 22, 2026 to those shareholders whose names appear in the Register of Members on July 17, 2026. In case of shares held in dematerialised form, the dividend thereon will be paid to Beneficial Owners as per details furnished by the Depositories, i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of business hours on July 17, 2026. Corporate members are requested to send at vijayps1@alankit.com or investor_relations@bharatseats.net before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
5. Members who hold shares in dematerialised form may kindly note that their Bank Account details, registered against their respective depository accounts, will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Alankit Assignments Ltd. cannot act on any request received directly from the members holding shares in dematerialised form, for deletion of or change in such Bank Account details. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
6. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend, are requested to notify the Company/ Alankit Assignments Ltd. The Shareholders are informed that, SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode. The Shareholders are requested to update their information accordingly.
7. The Company has transferred the unpaid or unclaimed dividends declared up to the financial years 2017-18, from time to time on due dates to the Investor Education and Protection Fund(IEPF) established by the Central Government.
8. Pursuant to the provisions of the IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 31st March, 2025, on the website of the IEPF Authority viz. www.iepf.gov.in. Further, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 31st March, 2026 on the website of the Company and the same can be accessed through the link: <https://bharatseats.com/unclaimed-dividend-31-03-2020/> The Company has been sending reminders to members having unpaid/unclaimed dividend before transfer of such dividend(s) to IEPF.
9. Members are requested to note that dividends if not encashed for a period of seven years from the date of transfer to the Unpaid dividend account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividend if not encashed for a consecutive period of 7 (seven) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company within the stipulated timeline.

The Investor Education and Protection Fund Authority ("IEPFA") has initiated a 100-days campaign titled "Saksham Niveshak" with an objective to encourage shareholders to claim their unpaid/ unclaimed dividend(s), to ensure that the equity shares along with corporate benefits accruing on such shares, are not transferred to the Investor Education and Protection Fund.

Due dates for transfer of unclaimed/ unpaid dividends for the financial year 2018-19 and thereafter to IEPF are as follows:

F. Y. Ended	Declaration Date	Due Date
March 31, 2019	September 19, 2019	October 16, 2026
March 31, 2020	September 21, 2020	October 20, 2027
March 31, 2021	September 21, 2021	October 19, 2028
March 31, 2022	June 28, 2022	July 26, 2029
March 31, 2023	July 18, 2023	August 14, 2030
March 31, 2024	July 18, 2024	August 14, 2031
March 31, 2025	July 9, 2025	August 6, 2032

10. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2025-26, transferred to the IEPF Authority, all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. October 24, 2025. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://bharatseats.com/unclaimed-dividend-for-transfer-of-shares-to-iepf-account/>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
11. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/corporates.html> or contact Alankit Assignments Limited for lodging claim for refund of shares and/ or dividend from the IEPF Authority. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
12. Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
13. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://bharatseats.com/investor-service-request/>
14. To prevent fraudulent transactions, members are requested to notify any change in address or demise of any member, as soon as possible.
15. Members holding shares in electronic mode:
 - a. are requested to submit their PAN and Bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - b. are advised to contact their respective DPs for registering the nomination.
 - c. are requested to register/ update their email address with their respective DPs for receiving all communications from the Company electronically.
16. Electronic copy of the Notice of the Thirty Ninth Annual General Meeting and Annual Report for 2025-26 is being sent to all the members whose email IDs are registered with the Company/Depository Participant. A letter containing the weblink including the exact path of Annual Report is being sent to the shareholders who have not registered their email id.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investor_relations@bharatseats.net.
18. Please note that SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, notified on 18th November 2025, along with SEBI Master Circular HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February 2026, as amended, mandates that any payment of dividend shall be made only through electronic mode to the members. Further, dividend warrants, cheques, demand drafts or any other instrument are

no longer required to be issued. Members whose bonus equity shares are lying in a separate Suspense Escrow Demat Account with the Company, may complete/ update the KYC details and claim their bonus equity shares. The Company strongly urges the members to register their e-mail address with the Company/ Registrar to an Issue and Share Transfer Agent or the Depository Participant(s).

- a. Name of the Sole/ First joint holder and the Folio Number.
 - b. Particulars of Bank Account, viz.: Name of the Bank Name of the Branch Complete Address of the Bank with Pin Code Number, Account Type, whether Saving Account (SA) or Current Account (CA) Bank Account Number
19. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary at least 7 days before the Annual General Meeting. The Company has designated an exclusive e-mail ID namely, investor_relations@bharatseats.net for receiving and addressing investors' grievances.
20. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, 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. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cutoff date i.e. July 17, 2026, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. (IST) on July 21, 2026 and will end at 5.00 p.m. (IST) on July 23, 2026. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members who are present in the AGM through video conferencing facility and have not cast their vote by remote e-voting shall be eligible to vote at the AGM through e-voting system. (Refer serial no. 22 for detailed procedure to vote through e-voting). Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e- voting for the resolutions are requested to refer the instructions provided at serial no. 22.
21. The Company has appointed Mr. R.S. Bhatia, Company Secretary in Practice, (Membership Number: FCS 2599, CP No. 2514) and failing him, Mr. Hardev Singh, Company Secretary in Practice, (Membership Number: FCS 6673, CP No.3317) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
22. The facility of casting the votes by the members using an electronic voting system will be provided by NSDL (National Securities Depository Limited) NSDL e-Voting System – For Remote e-voting and e-voting during AGM.
- a. Physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 - b. The facility to appoint proxy to attend and cast vote for 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.
 - c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - e. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 - f. Notice calling the AGM has been uploaded on the website of the Company at www.bharatseats.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.

com and The National Stock Exchange of India Limited i.e. www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

- g. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 and SEBI Regulations.

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

The remote e-voting period begins on July 21, 2026 at 09:00 A.M. and ends on July 23, 2026.

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. July 17, 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 July 17, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- 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 and voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - 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. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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

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

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

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

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

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

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

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those **shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsbhati@aol.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, DVP at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id at investor_relations@bharatseats.net/vijays1@alankit.com**

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id at investor_relations@bharatseats.net / vijayps1@alankit.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor_relations@bharatseats.net. The same will be replied by the company suitably.
6. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

For Bharat Seats Limited

Place : Gurugram
Date : May 6, 2026

Ritu Bakshi
Company Secretary & Compliance Officer
FCS No.3401

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
Item No.4

Mr. Rishabh Relan (DIN: 07726444) is presently working as a Whole Time Director. His present term will expire on 3rd February, 2027. The Board of Directors of the Company, on the recommendations of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Rishabh Relan as a Whole Time Director for another term of 3 years i.e. from 4th February, 2027 to 3rd February, 2030. Mr. Rishabh Relan has a wide experience in automobile industry and is presently involved in day-to-day management, with focus on operational excellence, further improvements and growth of Bharat Seats Limited. Pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time-to-time, members approval is sought for the re-appointment of Mr. Rishabh Relan as a Whole Time Director and remuneration payable to him as detailed in the proposed resolution. Members may please note that as per provisions of Regulation 17 (6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, if the aggregate annual remuneration payable to promoter directors exceeds 5 per cent of the net profits of the listed entity, then approval of the shareholders by way of Special Resolution is required. As the total remuneration payable to Mr. Rishabh Relan and his father Mr. Rohit Relan may exceed 5 per cent of the net profits of the company, members approval by way of Special Resolution is sought. The Board recommends the resolution as set out in Item No 4 for the approval of members by way of a Special Resolution. Members approval by way of Special Resolution is also required for payment of the proposed remuneration as per provisions of Schedule V of the Companies Act, 2013. Hence, the resolution.

None of the Director except Mr. Rishabh Relan, himself and Mr. Rohit Relan, Chairman and Managing Director, being father or Key Managerial Personnel of the Company are interested financially or otherwise in the proposed resolution.

General Information pursuant to the provision of Schedule V of the Companies Act, 2013 is as under:

I. General information:
(1) Nature of industry

The Company is engaged in manufacture of Seating System, moulded carpets and extruded components for Car market leader, Maruti Suzuki India Limited and Suzuki Motor Gujarat Private Limited as well as seats and frames for Suzuki Motorcycle India Pvt. Ltd. two wheelers, at their plants at Gurugram in Haryana and at Surendranagar and Hansalpur in Ahmedabad, Gujarat.

(2) Date or expected date of commencement of commercial production

The Company is already in production for more than forty years.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable, as the Company is an existing one.

(4) Financial performance based on given indicators

The Financial performance of the Company in relation to various indicators during the years 2024-2025 and 2025-2026 is given hereunder:

(Rs. in lakhs)

	2025-26	2024-25
Revenue from operations (Gross)	1,95,095.14	1,28,882.47
Net Profit after tax	4,223.12	3,270.03
Dividend	75%	55%

(5) Foreign investments or collaborations, if any.

Financial Collaboration with M/s Suzuki Motor Corporation, Japan, who holds 14.81% of the total equity of the Company. Technical Collaboration with M/s Toyo Seat Co. Ltd., Japan, HTT (Hayashi Telemu) and M/s Inoac Corporation, Japan.

II. Information about Mr. Rishabh Relan, Whole time Director:
(1) Background details

Mr. Rishabh Relan, aged 35 years, is presently whole-time Director since February, 2021 and is associated with the Company since August, 2012. Mr. Rishabh Relan did his graduation- bachelor's in science in Industrial Engineering from Georgia Institute of Technology, Atlanta, U.S.A and Diploma – 6 Sigma in lean manufacturing

from Institute of Industrial Engineering in United States. Presently he is Director of NDR Auto Components Limited, an associate company. Mr. Rishabh Relan has a wide experience in automobile industry and is involved in day-to-day management with focus on operational excellence of Bharat Seats Limited with further improvements and growth of the Company as his key result area.

(2) Past remuneration

The total remuneration paid to Mr. Rishabh Relan from 1st April, 2025 to 31st March, 2026 was Rs. 108.52 lakhs.

(3) Recognition or awards

None

(4) Job profile and his suitability

Mr. Rishabh Relan was re-appointed as a Whole time Director (WTD) w.e.f. 4.2.2024 for a period of three years. His proposed re-appointment is from 4.2.2027, for a further period of three years. His job profile includes day-to-day management with focus on operational excellence, further improvements and growth of the Company as his main key area and such other duties and responsibilities as entrusted by the Board of Directors. He led the Total productive Maintenance (TPM) activity, and the Company won the award 'For Excellence in Consistent TPM Commitment from JIPM(Japan Institute of Planned Maintenance, Japan)'.

(5) Remuneration:

1. Basic Salary: Rs.10,00,000 p.m. with a provision of annual increment of 10% per annum.
2. Perquisites and Allowances: Upto a maximum of 50% of Salary p.m. Additionally entitled to company car along with reimbursement of car running & maintenance and driver expenses.
3. In addition to above, Contribution to provident fund, payment of gratuity and leave encashment will be as per the Company's policy and the same will not be accounted for the purpose of value of perquisites.
4. Mediclaim for self and family under floater coverage of Rs.24 lakhs.
5. in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Rishabh Relan same remuneration as stated above.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into account the turnover of the Company and the responsibilities of Mr. Rishabh Relan, the remuneration being paid to WTD is reasonable and in line with the remuneration levels in the industry across the country and befits his position.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Except for the remuneration as WTD and his shareholding, Mr. Rishabh Relan has no other pecuniary relationship with the Company. Mr. Rishabh Relan is related to Mr. Rohit Relan, CMD of the Company, who is his father.

III. Other information:

(I) Reasons of loss or inadequate profits

There was increase in sales and profits, but there was inadequacy of profits due to slow ramp up of new programmes productionised during the year. BSL has already received fresh projects. The benefits of new programmes and fresh projects are likely to accrue in future years.

(2) Steps taken or proposed to be taken for improvement

The Company has taken the following steps to improve the profitability:

- a. Cost reduction and productivity improvement.
- b. Upgradation of Seat testing System of International Standard.

(3) Expected increase in productivity and profits in measurable terms

With the above measures, the operating efficiencies and profits of the Company are expected to increase.

IV. Disclosures The following disclosures are/ shall be mentioned in the Board of Directors' Report under the heading 'Corporate Governance', attached to the financial statement:

- (i) All elements of remuneration package such as salary, benefits and perquisites etc. of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount.

Item no. 5

In accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions require prior approval of the Audit Committee and all material Related Party Transactions require approval of the shareholders through Ordinary Resolution. A transaction with a related party shall be considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds the threshold provided under regulation 23 read with schedule XII of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. 10% of the annual consolidated turnover of the Company as per last audited financial statements. Company formulated a policy in this regard which is available on the website of the Company.

Shareholders at their Annual General Meeting held on July 9, 2025 approved the transactions with Suzuki Motorcycle India Private Limited upto a limit of Rs. 500 Crores per annum. As the management feels that the Company is likely to enter into transactions in excess of the said limit, therefore it is proposed to obtain the approval of the members of the Company for enhancement of the limit of above said transactions with Suzuki Motorcycle India Private Limited, in line with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. The Audit Committee in its meeting held on 24th March 2026 reviewed the certificates provided by the CEO and CFO of the Company as required under the RPT Industry Standards. The Audit Committee and the Board of Directors, in their respective meetings held on 24th March, 2026 and 6th May, 2026, approved the enhancement of said limits of transaction from Rs. 500 crores to Rs. 1000 crores with Suzuki Motorcycle India Private Limited being carried out in ordinary course of business and at an arm's length basis, and recommended to the shareholders for their approval for the financial year 2026–27 and in subsequent financial years for the following transaction(s):

DETAILS OF CONTRACT(S)/ARRANGEMENT(S)

Basic details of the related party as per Part A of Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions		
S. No.	Particulars of the information	
1	Name of the related party	Suzuki Motorcycle India Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Automobiles
Relationship and ownership of the related party		
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	The Company, being related party of Suzuki Motorcycle India Private Limited as defined under Ind AS 24, the transactions are in ordinary course of business and on arm's length basis
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NONE
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	None

Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Annexure
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Annexure
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None`
Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto Rs. 1000 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	51.26%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Available
6	Financial performance of the related party for the immediately preceding financial year:	-
Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale or supply of Goods, materials, tools/ job charges
2	Details of each type of the proposed transaction	Sale or supply of Goods, materials, tools/ job charges



3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Ongoing and perpetual transaction
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Estimated at Rs.1000 crores
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed related party transaction will provide/ provides good potential for growth.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control	None
a.	Name of the director / KMP	Not Applicable
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The Related party transactions will be in line with the Company's Policy on dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business. These transactions are purely operational / integral part of Company's operations, given the nature of its business As per Related Party Transactions compliance process adopted by the Company, this related party transaction has been verified by an independent third-party consultant (transfer pricing consultant) for compliance with arm's length pricing principle and approved by the Audit Committee of the Board.
9	Other information relevant for decision making	-

Details of the related party as per PART B of Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions"

1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Quotations are submitted by the Company based on Request For Quotation (RFQ). Based on RFQ and further discussions, business is awarded, based on the process of competitive bidding with other component suppliers
2	Basis of determination of price.	Based on the process of competitive bidding
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A.

	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

Annexure

Actual during the financial year 2025-26	(Rs. in crores)
Sale of Products	396.65
Advance received during the year	45.75

Relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Annual General Meeting

NAME OF THE DIRECTOR	Mr. Raman Venkat Challa	Mr. Rishabh Relan
DIRECTOR IDENTIFICATION NUMBER	07093663	07726444
AGE	65 years	35 years
DATE OF JOINING THE BOARD	18.07.2015	04.02.2021
QUALIFICATION	A graduate from Delhi College of Engineering with BE in Mechanical Engineering.	Graduation- bachelor's in science in Industrial Engineering from Georgia Institute of Technology, Atlanta, U.S.A and Diploma – 6 Sigma in lean manufacturing from Institute of Industrial Engineering in United States
EXPERIENCE INCLUDING EXPERTISE IN SPECIFIC FUNCTIONAL AREA	He has a wide experience and presently heads the Maruti Suzuki Engineering and R&D function. He successfully led various supplier development & procurement initiatives. He spearheaded the Quality, Technology and Capacity up-gradation of Indian suppliers by way of technical tie-ups & joint ventures with global auto component suppliers of Japan, Europe and United States. He has Expertise in Product Development, Vehicle Testing and Homologation Cost Management	Mr. Rishabh Relan is presently whole-time Director since February, 2021 and is associated with the Company since August, 2012. Presently he is Director of NDR Auto Components Limited, an associate company. Mr. Rishabh Relan is involved in day-to-day management with focus on operational excellence of Bharat Seats Limited with further improvements and growth of the Company as his key result area.
TERMS & CONDITIONS OF RE- APPOINTMENT	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on July 24, 2026	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on July 24, 2026
REMUNERATION LAST DRAWN, INCLUDING SITTING FEES IF ANY	NIL (Sitting Fees only)	Rs.108.52 lakhs
REMUNERATION PROPOSED TO BE PAID	NIL (Sitting Fees only)	As per proposed resolution no. 4 read with explanatory statement thereto

RELATIONSHIP WITH OTHER DIRECTORS / KMP	None	Mr. Rohit Relan - father
NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	5	5
CHAIRMANSHIPS/ DIRECTORSHIPS HELD IN OTHER COMPANIES AS ON 31.03.2026	Krishna Maruti Limited Machino Polymers Limited Machino Polymers India Private Limited Denso India Private Limited Maruti Suzuki Toyotsu India Private Limited	NDR Auto Components Limited NDR Auto Components Safety Systems Private limited NDR Auto Components South Private limited
CHAIRMANSHIPS/ MEMBERSHIPS OF COMMITTEES OF OTHER COMPANIES AS ON 31.03.2026	NONE	Stakeholders Relationship Committee – NDR Auto Components Limited
NO. OF SHARES HELD IN THE COMPANY	-	-
CONFIRMATION PURSUANT TO BSE CIRCULAR DATED 20.06.2018	Mr. C.V. Raman has confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority	Mr. Rishabh Relan has confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

The Company is required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed Rs.10,000/-. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

RESIDENT SHAREHOLDERS:

A.1 Tax Deductible at Source for Resident Shareholders

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 395(1) of Income Tax Act, 2025	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company / Alankit Assignments Limited

S No.	Particulars	Withholding tax rate	Documents required (if any)
1	Submission of Form 121	nil	Declaration in Form No. 121, fulfilling certain conditions.

2	Shareholders to whom section 393(4) of the Income Tax Act, 2025 does not apply such as LIC, GIC, etc.	nil	Documentary evidence that the said provisions are not applicable.
3	Shareholder covered u/s 393(5) of Income Tax Act, 2025 such as Government, RBI, corporations established by Central Act & mutual funds.	nil	Documentary evidence for coverage u/s 393(5) of Income Tax Act, 2025
4	Category I and II Alternative Investment Fund NIL SEBI registration certificate to claim benefit under section 400(1) of Income Tax Act, 2025	nil	SEBI registration certificate to claim benefit under section 400(1) of Income Tax Act, 2025
5	Recognised provident funds - Approved superannuation fund - Approved gratuity fund	nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	nil	No TDS as per section 393(9) of Income Tax Act, 2025

B. NON-RESIDENT SHAREHOLDERS:

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / Alankit Assignments Limited.

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate.
2	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: - Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received - PAN - Form 41 filled & duly signed - Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)
3	Indian Branch of a Foreign Bank	Nil	Lower tax deduction certificate obtained from Income Tax Authority. Self- declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank
4	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 395(1) of Income Tax Act, 2025	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

- (i) Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 168).
- (ii) The aforesaid documents such as Form 121, documents under section 393(5), 400(1), FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be emailed at rta@alankit.com or vijayps1@alankit.com on or before July 5th, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post July 5th, 2026 shall not be considered.
- (iii) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / Alankit Assignments Limited.
- (iv) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- (v) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- (vi) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

BOARD'S REPORT

Your Directors have pleasure in presenting the 39th Annual Report together with the Audited Accounts for the year ended 31st March, 2026.

Financial Results

Rupees in Lakhs

Particulars	2025-26	2024-25
Revenue from Operations	1,95,095.14	1,28,882.47
Other Income	528.24	358.57
Profit before Financial Cost, Depreciation & Exceptional items	10,444.01	7,904.31
Less: Finance Costs	1,017.00	890.71
Profit before Depreciation, Exceptional items & Taxation	9,427.01	7,013.60
Less:		
A) Depreciation	3,529.38	2,623.99
B) Exceptional item	137.37	
C) Provision for Taxation		
- Current Tax	1,516.19	1,179.95
- Adjustment of tax relating to earlier years	22.95	1.89
- Deferred Tax	(2.00)	(62.26)
Net Profit after Tax	4,223.12	3,270.03
Add: Other Comprehensive Income, Net of Taxes	(21.60)	5.00
Total Comprehensive Income for the year	4,201.52	3,275.03
Transfer to General Reserve	-	-
Balance Carried Forward to Balance Sheet	4,201.52	3,275.03

FINANCIAL HIGHLIGHTS AND OPERATIONS

The revenue from operations and other income for the financial year under review was Rs.1,95,623.38 lakhs as against Rs. 1,29,241.04 lakhs for the previous financial year, showing an increase of 51.36%. The profit before finance costs, depreciation and taxation is Rs.10,444.01 lakhs for the financial year under review as against Rs. 7,904.31 lakhs for the previous financial year, an increase by 32.13%. The profit after tax increased to Rs.4,223.12 lakhs, as compared to Rs. 3,270.03 lakhs for the previous financial year, i.e. an increase by 29.15%. Total comprehensive income for the year increased to Rs. 4,201.52 lakhs as compared to Rs. 3,275.03 lakhs for the previous financial year, an increase by 28.29%. This was due to better capacity utilisation as a result of increase in sales of Car Seats to Maruti Suzuki India Limited and cost saving measures taken by the Company.

From April 2025, the Company has started supply of seats for four wheelers to Maruti Suzuki India Limited from the manufacturing facility setup at Kharkhauda in Sonipat, Haryana.

TRANSFER TO GENERAL RESERVE

During the Financial Year 2025-26, the Company has not transferred any amount to General Reserves.

DIVIDEND

Your Directors are pleased to recommend, for the approval of the shareholders at the 39th Annual General Meeting, a dividend of 75% (Rs.1.50/- per equity share) amounting to Rs.942 lakhs for the financial year ended 31.03.2026.

AWARDS AND RECOGNITION

The Company has received the award for "Business Continuity" at the Vendor Conference of Maruti Suzuki India Limited, held in Doha in 2025.

WEBSITE

As per provisions of Regulation 46 of the SEBI (LODR) Regulations, 2015 all necessary information as required to be given to the shareholders/stakeholders, is available at www.bharatseats.com. Shareholders/ stakeholders are requested to refer to investor section.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

- a. The members of the Company are informed that the dividends that remain unpaid/unclaimed for a period of 7 (seven) years from the date of transfer to the Unpaid / Unclaimed dividend account are required to be transferred to the account of the Investor Education & Protection Fund (IEPF) Authority established by the Central Government. Accordingly, during the financial year under review, the Company transferred Unclaimed dividend amounting to Rs. 3,41,372/- lying with the Company for a period of seven years pertaining to the financial year ended on 31st March, 2018.
- b. The members of the Company are also informed that as per the provisions introduced in the year 2016, underlying equity shares on which dividend remain Unpaid/Unclaimed for a period of 7 (seven) consecutive years are required to be transferred to the Investor Education & Protection Fund (IEPF) Authority established by the Central Government.

Accordingly, during the financial year under review, the Company has transferred 29,922 equity shares in respect of which dividend have not been claimed by the members for seven consecutive years pertaining to the financial year ended on 31st March, 2018, up to financial year ended 31st March, 2024 to IEPF Authority.

SHARE CAPITAL

There was no change in the capital structure of the Company.

During the year under review, the promoters of the company namely Mr. Rohit Relan, Ms. Ritu Relan, Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan transferred their 1,02,88,358 (16.38%) Equity Shares of Rs.2/- each by way of gift to a family trust on September 26, 2025, consequent upon exemption under regulation 11 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, obtained from SEBI on September 04, 2025. Thus, there was a change in the control of the company from Individual Promoters to a Family trust.

The acquisition was in furtherance of an internal reorganization within the Promoter Family in order to streamline succession and promote welfare of Promoter Family. This transfer did not affect or prejudice the interests of the public shareholders of the Target Company in any manner. The pre-acquisition and post-acquisition shareholding of the promoters and promoter group in the Target Company remained the same in substance.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business during the financial year 2025-26 under review.

MATERIAL CHANGES & COMMITMENTS

In pursuance to section 134(3)(l) of the Companies Act, 2013, no material changes and commitments have occurred after the closure of the financial year to which the financial statements relate till the date of this report, affecting the financial position of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report, and forms part of the Annual Report.

CREDIT RATING

ICRA has assigned its short-term credit rating of A1 and long-term credit rating of A (stable), indicating the outlook on the long term rating as 'Stable'.

RELATED PARTY TRANSACTIONS

All contracts/ transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and were at arm's length basis.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at the web link: <chrome-extension://efaidnbmnnnibpcajpcglclefindmkaj/https://bharatseats.com/wp-content/uploads/2020/05/2.-Policy-on-Related-Party-Transactions.pdf>

The information relating to particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 in Form AOC-2 is annexed as Annexure I, forming part of this Report.

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

The information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 is annexed hereto as Annexure II, forming part of this Report.

BOARD ANNUAL EVALUATION

In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, performance evaluation was carried out of the Board, its Committees and individual Directors, including the Chairman of the Board.

Nomination & Remuneration Committee reviews the evaluation criteria for the Board, its Committees, Executive and non-executive Directors and Chairman of the Company, considering qualification, expertise, attributes and various parameters based on which evaluation of the Board has to be carried out by the Company.

A meeting of the independent directors was held, which reviewed the performance of the Board (as a whole), Committees of the Board, the non-independent directors and the Chairman.

The evaluation of Independent Directors was carried out by the Board.

This exercise was carried out through a structured evaluation process covering various aspects of the Board such as composition of the Board/ Committees, experience, competencies, performance of specific duties etc. Separate exercise was carried out to evaluate the performance of individual directors, including Board's Chairman who were evaluated on the parameters such as attendance, contribution at the meeting, independent judgment etc. and was found to be satisfactory.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Retirement by rotation

In accordance with the Articles of Association of the Company and relevant provisions of the Companies Act, 2013, Mr. Venkat Raman Challa, Director (DIN: 07093663) is liable to retire by rotation at the ensuing Annual General Meeting.

Further, Mr. Venkat Raman Challa has given declaration that he is / was not debarred from being appointed / re-appointed or continuing as Director of the Company by the virtue of any order passed by the Ministry of Corporate Affairs or any such Statutory Authority.

The Board recommend his re-appointment to the Shareholders.

Declaration from Independent Directors

The Company has received declaration from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the schedules and rules made there under along with declaration for compliance with clause 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Appointments

The Board, on the recommendation of the Nomination and Remuneration Committee has recommended to shareholders, re-appointment of Mr. Rishabh Relan (DIN:07726444) as Whole time Director of the Company for a further term of three years w.e.f. 4th February, 2027 to 3rd February, 2030 on the terms and conditions as mentioned in the relevant item of the notice calling 39th Annual General Meeting.

KEY MANAGERIAL PERSONNEL (KMP)

Mr. Rohit Relan, Chairman and Managing Director, Mr. Rishabh Relan, Whole time Director, Mr. Rajiv Arora, Whole Time Director & CEO, Mr. Vinod Kumar, CFO and Ms. Ritu Bakshi, Company Secretary are the KMPs of the Company in terms of Section 203 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standards of Corporate Governance and adhere to the Corporate Governance requirements as set out by the Regulators/ applicable laws.

The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been included in this Annual Report as a separate section, along with the certificate of Mr. R S Bhatia, Company Secretary in Practice.

DETAILS OF DEPOSIT AS PROVIDED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

Your Company has not accepted any deposits under Chapter V of the Companies Act, 2013. There was an outstanding loan of Rs. 2260 Lacs as at 31.03.2026 from Mr. Rohit Relan, Chairman and Managing Director of the Company which is exempted as deposit under Rule 2(c)(viii) of Companies (Acceptance of Deposit) Rules, 2014.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant and material orders passed by the Regulators, Courts or Tribunals which would impact the going concern status of the Company and its operations in future.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Directors had laid down internal financial controls to be followed by the Company and such policies and procedures adopted by the Company 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. The Audit Committee evaluates the internal financial control system periodically.

LISTING

The Equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The Company has paid listing fees due to the Stock Exchanges.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company believes in giving back to society and has taken steps for that. Alongside business priorities, the Company is committed to society as well and this is apparent through our CSR activities.

During the financial year, your Company has contributed to Rotary Southend Charitable Trust towards healthcare.

The Company also contributed to Sewa Bharti towards healthcare for Cochlear Implant surgery. Your Company contributed to Indian Cancer Society for cancer treatment of underprivileged.

Your Company contributed to "Study Hall Educational Foundation" a college in Lucknow for the under privileged and marginalized section of society. Your Company also contributed to Confederation of Indian Industry (CII) towards Skill development.

The CSR Policy is uploaded on the Company's website at the web link: <https://bharatseats.com/wp-content/uploads/2020/05/CSR-Policy-bsl-Final2021for-website.doc.pdf>

During the financial year 2025-26, the Company contributed an amount of ₹74 lakhs towards CSR, which is 2% of its average net profits for the preceding 3 financial years. There is no amount which is lying unspent in respect of the financial year under review.

The annual report on CSR activities, composition of the CSR Committee and other prescribed details are given in the report format provided under the Companies (Corporate Social Responsibility Policy) Rules, 2014 in Annexure III.

Further Board of Directors of the Company at their meeting held on 29th July, 2025, approved creation of a CSR Trust in association/jointly with NDR Auto Components Limited, an associate company, namely NDR Auto & BSL Foundation, as per the provisions of section 135 of the Companies Act, 2013, for undertaking primarily CSR Activities.

ANNUAL RETURN

Pursuant to Sec 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return can be accessed at Company's website at :

<https://bharatseats.com/wp-content/uploads/2020/05/Annual-Return.pdf>.

MEETINGS OF THE BOARD

Five meetings of the Board of Directors were held during the financial year. For further details, please refer the Report on Corporate Governance given separately in the Annual Report.

AUDIT COMMITTEE

As on 31st March, 2026, the Audit Committee comprised of four Directors, three Independent Non- executive Directors, namely Mr. Sudhir Maheshwari, Mr. Sanjay Bhattacharyya and Ms. Nisha Malhotra and one Executive Director, Mr. Rishabh Relan. Mr. Sudhir Maheshwari was the Chairman of the Committee.

Further, details of the Committee meetings held are given in the Corporate Governance Report. The powers and Role of the Audit Committee are included in the Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same.
- (b) Appropriate accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2026 and of the Profit of the Company for the year ending 31st March, 2026.
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis.
- (e) Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively.
- (f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

PARTICULARS OF EMPLOYEES

Disclosure as required under Sub Rule 2 of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as Annexure IV.

The ratio of the remuneration of each Director to the median employees' remuneration and other details in terms of Sub Section 12 of Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as part of the report as Annexure V.

No. of Employees as on March 31, 2026 of Financial Year

Gender	No. of Employees
Female	21
Male	424
Transgender	-

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS AS PROVIDED UNDER THE COMPANIES ACT, 2013

The Company has formulated a Nomination and Remuneration Policy which is available on the website of the Company. The link of the same is <https://bharatseats.com/wp-content/uploads/2020/05/3.-Nomination-and-Remuneration-Policy.pdf>. Other details are provided in Corporate Governance Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There was no transaction falling under the provision of Section 186 of the Companies Act, 2013 during the financial year under review.

RISK MANAGEMENT

The Company has in place the Risk Management Policy to identify and assess the key risk areas and monitor the same. The Board periodically reviews the risks and suggests steps to be taken to control the risks.

VIGIL MECHANISM

The Company has in place an established Whistle Blower Policy. The Audit Committee and the Board periodically review the policy and its implementation. The purpose of this policy is to provide a framework to promote responsible whistle blowing by employees.

The Whistle Blower Policy may be accessed at the Company's website at:

<https://bharatseats.com/wp-content/uploads/2020/05/whistle-blower-policy2020.pdf>

DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

As Company has not done any one-time settlement during the year under review hence no disclosure is required.

HUMAN RESOURCES

Our relations with the employees are very cordial. Your Directors would like to place on record their appreciation of the commitment and efficient services rendered by all employees of the Company, without whose wholehearted efforts, the overall satisfactory performance of the Company would not have been possible.

AUDITORS AND AUDITORS' REPORT**(a) Statutory Auditors**

M/s S.R. Batliboi & Co. LLP, Chartered Accountants, LLP, (ICAI Firm Registration No. 301003E/E300005) were appointed as the Statutory Auditors at 35th Annual General Meeting (AGM) of the Company held on 28th June, 2022 for a consecutive term of five years.

Auditors' Report

The Auditors' Report given by M/s S.R. Batliboi & Co. LLP, Statutory Auditors on the financial statements of the Company for the year ended March 31, 2026 is part of the Annual Report. The Auditors' Report does not contain any qualification, reservation or adverse remark. During the year under review, the Auditors had not reported any matter under Section 143(12) of the Act, therefore, no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

(b) Secretarial Auditor

Mr. R.S. Bhatia, Company Secretary in Practice (Membership Number: FCS 2599, CP No. 2514) (Peer review Certificate No. 1496/2021) were appointed as the Secretarial Auditor of the Company at 38th Annual General Meeting (AGM) of the Company held on 9th July 2025 for a period of 5 (Five) consecutive years from 1st April 2025 till 31st March 2030.

Secretarial Audit Report

In accordance with the provisions of the Section 204 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit was carried out by Mr. R. S. Bhatia, Company Secretary in Practice for the financial year 2025-26. The report of Secretarial Auditor for the financial year 2025-26 is annexed herewith marked as Annexure VI to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditor's had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has obtained annual secretarial compliance report from Mr. R. S. Bhatia, Company Secretary in Practice and the same shall be submitted to stock exchanges within the prescribed time limit. The annual secretarial compliance report does not contain any adverse remarks and qualifications.

c) Internal Auditor

Company appointed M/s Grant Thornton Bharat LLP, as the Internal Auditor of the Company, for the financial years 2025-2026 and 2026-2027.

The agencies perform the internal audit, and assess the internal controls and statutory compliances in various areas and provide suggestions for improvement. Independence of internal auditors is ensured through direct reporting to the Audit Committee. Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the financial transactions and review the various business processes. Internal Audit reports are placed before the Audit Committee of the Board.

Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective as on March 31, 2026.

d) Cost Audit

In accordance with Section 148 (1) of the Companies Act, 2013, the Company is not required to maintain the cost records as specified by the Central Government.

SAFETY

Safety first is our motto. While the laws make it mandatory for us to adopt benchmark practices, our values drive us towards this objective.

With the regular guidance from the Safety Team of Maruti Suzuki India Limited, the Company is now among the leading companies which have made safety its culture.

Well trained staff, focus on best practices & aided with installation of state-of-the-art Aerosol fire Detection & Suppression system across locations have worked at force multipliers in our journey.

Besides this, the environmentally friendly practices, fire extinguishers, thermography test, adherence to NBC 2016, NOC from fire office & regular third-party inspections speaks of the commitment.

The review mechanism monitoring & mock drills happen periodically & monitored at APEX level. Last but not the least SHE (Safety, Health & Environment) training is regularly imparted to all the employees. Various initiatives taken are,

- Monthly zone wise safety audit system implemented, to ensure zero accident.
- Advanced LOTO system with DOJO room training implemented, to ensure full safety of human being on the shop floor.

EFFECTIVE MANAGEMENT SYSTEMS

The company is system certified for IATF (International Automotive Task Force) 16949 for quality management systems, ISO 14001 for environment management and ISO45001 for occupational health and safety , added Gujarat Hansalpur location in the start of FY 24-25. BSL is also accredited with ISO/IEC 17025:2017 "General Requirements for the competence of Testing & Calibration Laboratories". Our Manesar, Gurgaon, Gujarat, Kharkhauda and Bhorakalan Plants have been certified as VSA "Green" Plants by Maruti Suzuki India Limited.

Your Company's focus on safety and effective mitigation of all the likely risks involved, has led to safe and healthy working environment for all employees thus helping them to perform at their optimum level of competence.

ENVIRONMENT

Through ISO 14001, we are committed to work on continuously improving both Human Safety and Plant safety & Environment through: -

- Management of Safety & Environmental Risks through proactive risk mitigation planning. (Hazard Identification & Risk Assessment (HIRA) and Operation Control Procedure (OCP) Compliance to all safety & Environmental Regulations
- Focus on optimum use of Energy and Reduction of waste.
- Effective handling and waste disposal.
- Implemented Solar system to use renewable resources.
- Energy audit conducted at all the plants and adequate energy saving initiatives being placed related to energy saving.
- Various Energy saving kaizens implemented on the shop floor to save energy.

BSL is taking initiative for carbon neutrality in its new plant at Kharkhauda. The effort for carbon neutrality will be applicable in the area of plant construction, transportation system and usage of green energy.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has constituted Internal Complaints Committee (ICC) known as Prevention of Sexual Harassment (POSH) Committee to enquire into complaints of Sexual Harassment and recommend appropriate action. The Company has not received any complaint of sexual harassment during the financial year 2025-26.

The table below provides details of complaints received/disposed during the financial year 2025-26:

No. of complaints received during the financial year	Nil
No. of complaints disposed during the financial year	Nil
No. of cases pending for more than 90 days	Nil

CONFIRMATION UNDER THE MATERNITY BENEFIT ACT, 1961

During the financial year ended 31st March 2026, your Company was in compliance with the provisions relating to the Maternity Benefit Act, 1961, as amended and hereby confirms adherence to all statutory requirements prescribed under the said Act.

SHARES**a. Buy Back of Securities**

The Company has not bought back any of its securities during the year under review.

b. Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus Shares

The Company has not issued any Bonus Equity Shares during the year under review.

d. Issue of Shares with differential voting rights

The Company has not issued any shares with differential rights during the year under review.

e. Issue of Shares under Employee Stock Option Scheme

No such issue of shares under employee stock option scheme was made.

f. Issue of shares through private placement – Nil.**g. Issue of Shares without differential voting rights – Nil.****ACKNOWLEDGEMENTS**

The Directors place on record their deep appreciation of the valuable assistance and co-operation extended to the Company by Suzuki Motor Corporation, Japan, Maruti Suzuki India Ltd., Suzuki Motorcycle India Private Limited, Toyo Seat Co. Ltd., Japan, Inoac Corporation, Japan, Hayashi Telempu (Thailand) Co. Ltd., HDFC Bank Ltd., ICICI Bank Ltd., various departments of Central Government and Government of Haryana. The directors convey their deep appreciation to each and every employee for her/his efficient service, commitment and collective team work.

Your support as shareholders is greatly valued.

Your Directors thank you and look forward to the future with confidence.

For and on behalf of the Board
Bharat Seats Limited

Place : Gurugram
Date : May 6, 2026

(Rohit Relan)
Chairman and Managing Director

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: -NONE-

Sl. No.	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or Transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the resolution was passed in general meeting as required under first proviso to section 188
NONE								

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or Transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188
1.	Maruti Suzuki India Limited	Associate Company	Sale or supply of Goods, materials, sale of tooling/ job charges/ miscellaneous income/ expenses	Transaction repetitive in nature	Upto a max. of Rs. 2400 crores per annum		NIL	12.03.2026
2.	Maruti Suzuki India Limited	Associate Company	Purchases of goods, tools or any asset	Transaction repetitive in nature	Upto a max. of Rs. 50 crores per annum		NIL	28.06.2022
3.	Maruti Suzuki India Limited	Associate Company	Electricity/ Utilities purchased/ Factory expenses/ Others	Transaction repetitive in nature	Upto a max. of Rs. 30 crores per annum		NIL	28.06.2022
4.	NDR Auto Components Ltd.	Associate Company	Purchase, transfer or receipt of products, Goods, tools, materials, assets or services	Transaction repetitive in nature	Upto a max. of Rs. 650 crores per Annum		NIL	09.07.2025
5.	NDR Auto Components Ltd.	Associate Company	Sale of goods, tools or any asset	Transaction repetitive in nature	Upto a max. of Rs. 50 crores per Annum		NIL	28.06.2022
6.	Toyo Sharda India Pvt. Ltd.	Associate Company	Sale or supply of Goods, materials Sale of Tooling/ Job Charges, including reimbursement of expenses	Transaction repetitive in nature	Upto a max. of Rs. 100 crores per annum		NIL	28.06.2022
7.	Toyo Sharda India Pvt. Ltd.	Associate Company	Purchase of goods, tool or any asset	Transaction repetitive in nature	Upto a max. of Rs. 150 crores per Annum		NIL	28.06.2022
8.	Toyo Sharda India Pvt. Ltd.	Associate Company	Lease Rent to be received	Transaction repetitive in nature	Upto a max. of Rs. 2 crores per annum Lakhs per Annum		NIL	28.06.2022
9.	Toyo Sharda India Pvt. Ltd.	Associate Company	Management Fees to be received	Transaction repetitive in nature	Upto a max. of Rs. 1 crore per annum		NIL	28.06.2022

Information pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, forming part of Board of Directors' Report for the year ended 31st March 2026

(A) CONSERVATION OF ENERGY**(i) the steps taken or impact on conservation of energy**

The following steps have been implemented to save electricity:

Gurugram Plant

1. Energy saving by Installing the timer-based circuit in carpet section so that during lunch and dinner time the fan and lights switched off automatically.
Energy saving 2,800 KWH/Year
2. Energy saving by switch off the trimming press main motor in deal time.
Energy saving 1,000 KWH/Year
3. Energy saving by modifying the edge guider unit in lamination machine.
Energy saving 13,440 KWH/Year

Manesar Plant

1. Energy saving by installation of Pneumatic pump in place of mechanical (Electricity operated) in Polyol in PU Blending area
Energy saving 98,904 KWH/Year
2. Optimization Fuel Saving by replacing the Old Diesel operated fork lifter with new battery-operated Fork Lifter 9,984 Liter/Year (Diesel Saving)
3. Modification in Heat Exchanger with Maximum utilization of electricity operated on PU-01
Energy 1,48,333 KWH/Year

BhoraKalan Plant

1. Providing auto shut off valve for air cut When machine power off.
Energy saving 25,263 KWH/Year
2. Energy saving by installing auto cut off timer in first floor
Energy saving 2240 KWH/Year.

Kharkhoda Plant

1. Optimization of electricity by Installing the timer in water analyser motor to stop when water level fall below level
Energy saving 26,588 KWH/Year
2. Optimization of electricity by Installing PIR sensor in office lights and fan.
Energy saving 4,335 KWH/Year

Gujarat Naviyani Plant

1. Energy saving by installed auto cut off timer at shop floor so that all top light of Floor automatically off at the time of daytime.
Energy saving 624 KWH/Year
2. All oven exhaust blower interlinks with the machine so that after power off the machine, exhaust blower also automatically off
Energy Saving 1,200 KWH

Gujarat JV Plant

1. Energy saving by AHU auto shut down during Lunch & Dinner time.
Energy saving 11,733 KWH/Year.
2. Energy saving by AC units auto shut off after working time
Energy saving 5,466 KWH/Year.



(ii) the steps taken by the Company for utilizing alternate sources of energy.

Gurugram Plant

Energy saving through solar power plant 2,75,445 KWH/Year

Manesar Plant

Energy saving through solar power plant 5,31,688 Unit/year

BhoraKalan Plant

Energy saving through solar power plant 2,17,107 KWH/Year

Kharkhoda Plant

Energy saving through solar power plant 3,23,224 KWH/Year

Gujarat Naviyani Plant

Nil

Gujarat JV Plant

Nil

(iii) capital investment in energy conservation equipment.

Gurugram Plant

Nil

Project was implemented under Operational Expenses.

Manesar Plant

Nil

Project was implemented under Operational Expenses.

BhoraKalan Plant

Nil

Project was implemented under Operational Expenses.

Gujarat Naviyani Plant

Nil

Project was implemented under Operational Expenses.

Gujarat JV Plant

Nil

Project was implemented under Operational Expenses.

(B) TECHNOLOGY ABSORPTION

I. RESEARCH AND DEVELOPMENT(R&D)

1) Specific areas in which Research & Development work is carried out by your company is:

R&D team is backbone of any business house irrespective of segment. This is the team that works on products packed with advanced technologies and processes, conceiving the product and preparing it to be commercialized. Your team is working on the following different product portfolios:

- a) Seating System design & development for passenger cars
- b) NVH components like Floor carpet, Silencer Dash Inner, Silencer Dash Outer, Cover Motor Under, Fender Lining, Wheel Housing Cover, etc. for passenger car.
- c) Design & Development for extrusion products like Roof Molding and Molding Windshield for passenger car.
- d) Seating system design & development for 2-Wheelers.
- e) Design & Development of Rear Door for passenger cars.

Major accomplishments in the year under review are as follows:



- (i) Four-wheeler Seating System - Ministry of surface transport, Govt of India took bold step in matching safety norms of vehicle with that of developed worlds which mandates seats of passenger cars (M1 category) to meet crash norms as promulgated through regulatory norms. This has led to higher levels of content in seats like use of side airbags, use of high strength steel 590 MPa /980 MPa for seat superstructure, use of seat mechanism with higher strength and precision, and the incorporation of child safety features like ISO-FIX. At the same time higher disposal income has made affordability of seats with advanced features like Ventilated seats, seats with electrical controls for all adjustments, seats that have more aesthetic appeal causing use of more plastic parts to decorate and so on.
- (ii) Four-wheeler car carpet - which used to be merely fabric to camouflage car floor sheet metal is now performance part that helps in attenuating the vibrations that come to car floor & also helps absorbing unwanted sounds below & above taking range of sound. R&D team is engaged with Hayashi Telempu Corp from Thailand for transferring the technical know-how besides bringing innovation in material & processing technology.
- (iii) Four-wheeler windshield extrusion is another critical part which holds windshield glass and hence selection of material and profiles design are very critical. BSL extrusion design team works in technical collaboration with INOAC corporation, Japan for this. With passage of time, the team has been groomed to design the part as well as tool inhouse.
- (iv) Part of R&D team is working on two-wheeler seat design and development. Having expertise in profile design, trim cover selection that sustains inclement weather conditions as its directly exposed to atmosphere. Proper foam hardness selection is key to offer ergonomically correct seating posture of riders.
- (v) Four-wheeler Rear Door Sunshade is another critical part which blocks sunlight & reduces heat inside the car providing comfort to the passenger. Selection of material and profiles design are very critical. BSL design team works in technical collaboration with Hayashi Corporation, Japan for this.

All above teams are supported by the state-of-the-art testing center which is NABL accredited and correlated with SMC Japan helping our customer Maruti Suzuki to reduce testing cost by localizing all seat testing in India.
- (vi) This year marks addition of Airbag deployment testing machine capable of testing multiple airbag deployment for seats and other interior parts together
- (vii) Inhouse testing facility used for witness test & export related homologation testing reducing the need of sending testing through outside testing agency.
- (viii) This year BSL also started manufacturing tools for its sheet metal and child part manufacturing tools,
- (ix) New Part Development:
 - a) Passenger Car Seats- R&D has been able to design & develop 1 Small project (minor changes) and 3 new programs (major changes) into productionization.
 - b) Passenger Car Carpet- With the backing of technical partner, your R&D has been able to design & develop 2 new programs into productionization.
 - c) Rear Door Sunshade -- With the backing of technical partner, your R&D has been able to design & develop 1 new program into productionization.
 - d) Roof & Windshield Moulding – R&D has been able to design & develop 3 new programs into productionization.
 - e) Wheel Assembly for 2-Wheeler -- R&D has been able to develop 5 new programs into productionization.
 - f) 2-Wheeler Seat- Team has been able to develop 2 new programs into productionization.
- (x) Besides all above program team continuingly engaged in Value Engineering and Value analysis (VA-VE) in process, creating design and development standard for each commodity, developing expertise knowledge in fabric lay-outing called “nesting” to increase yield, etc. for value addition.
- (xi) Technical Show: This year your company demonstrated multiple new innovative products including new 2nd row multi-functional Captain seat, new insulation (V-Wave), Ambient lighting, and Tonneau cover.
- (xii) Enhancing Design Capabilities –

Upgradation of Design team with deployment of Product Life cycle Management (PLM) Tool team center. In PLM Tool all CAD Data, Drawing, Design, (Request for Quotation) RFQ, (Engineering Change Note) ECN will be accessible on system.



Online employee training, Dojo workshops, technical training by MSIL and OJT (On the Job training) trainee allocated for enhancing the capabilities of employees.

2) Benefits derived as a result of above R&D:

All above stated efforts have helped your Company gain more business than earlier. Team strengths have increased manifolds, which can be easily seen through launch of a new plant in Gujarat.

3) R&D Future Plans

Your Company, in pursuit of continuous improvement, has decided to:

- Create your Company's R&D technical know-how & Design guidelines for the learnings and technology absorption.
- Create Design procedures along with Work Instructions, formats, etc. for applicable stages in the design and development process,
- Create new seat devices like SBR, Latch etc.
- Engineering capability development with increase in R&D manpower & software.

4) R&D EXPENDITURE

Your Company's requirement of customers besides internal initiatives as stated which has resulted in capital & other expenditure as follows:

Capital	Rs. 48.26 lakhs
Recurring	Rs. 1207.79 lakhs
Total	Rs. 1256.05 lakhs
R&D expenditure as a percentage of total turnover	0.64%

II. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- (i) Efforts made towards Technology absorption and
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution
 - a) Passenger Car seating system –
 1. Your team has adopted ventilation system into seats with EOL check for noise & air flow.
 2. R&D has developed power front seats with EOL check for Noise and function.
 3. Your team has also been instrumental in launching heated seat versions where heating element is embedded in foam pad with thermostat to control the temperature.
 - b) Two-Wheeler seating-

Increasing throughput of assembly lines with automation of seat system has further improved customer relationships which has resulted in winning few critical businesses.
 - c) NVH Components –

Hayashi Telempu Corp, Japan, Technology partner has helped your R&D team to have the needed know-how in design & development of NVH components. Working in tandem with them has helped win NVH business in many other areas besides vehicle carpet e.g. Wheel housing Trim, Hood insulator, etc.
 - d) Extrusion –

Your R&D Team has worked extensively on creating local sources for rubber grade that goes in making the extrusion part which consists of two different grades – core which offers flexibility to the part while lip which is made up of different grade of rubber having property of shape retention by way of higher rigidity which helps on clinging the part with vehicle body. This has manifested in winning few critical businesses and has given strong footing for new business growth.
 - e) Rear Door Sunshade --

Hayashi Telempu Corp, Japan, Technology partner has helped your R&D team to have the needed know-how in design & development of Rear Door Sunshade components. Working in tandem with them, has helped win new business.

- (iii) In case of imported technology, technology imported during the last three years reckoned from the beginning of the financial year

DETAILS OF TECHNOLOGY IMPORTED	YEAR OF IMPORT	HAS TECHNOLOGY BEEN FULLY ABSORBED
- For manufacture of seating system for four wheelers	2023-2024	Yes
- For Manufacture of extruded components for automobiles		Yes
- For manufacture of carpets and NVH (Noise, Vibration and Harshness) components		Yes
- Sandwich layer re-construction in vehicle carpet to meet higher SAC (Sound Absorption coefficient) and TL (Transmission loss) with ceiling		Yes
- Heater application in passenger car seating with thermostat to control heat. Manufacturing technology with in-process and End of line checks		Yes
- Development of all front seats with airbag and rear seats with 3Point Centre Seat Belts		Yes
- Enhancing testing capabilities with installation of flammability testing machine and 3D Scanner for inspection and reverse engineering purpose		Yes
- Implementation of Siemens, Team Centre, a customized product life cycle application of RD data and workflow management		Yes
- For manufacture of seating system for four wheelers	2024-2025	Yes
- For Manufacture of extruded components for automobiles		Yes
- For manufacture of carpets and NVH (Noise, Vibration and Harshness) Components such as Floor Carpets, Dash Outer, Silencers, Trim Comp etc.		Yes
- Development of Power Seats for EVs		Yes
- Development of Seats with Ventilation system		Yes
- Enhanced testing capability for inhouse testing of Sunshade		Yes
- High Frequency Welding Process implemented for Heel Pad Welding in YY8 Floor Carpet & Footrest Welding in Y17 Floor Carpet.		Yes
- Double Robot Waterjet Trimming Implemented for Y17 Floor Carpet.		Yes
- Testing qualification for Silencer dash Inner with Light Weight Concept.		Yes
- For design & development of light weight and high NVH performance components such as Floor Carpets, Silencer dash inner, Silencer dash outer etc.	2025-2026	Yes
- Design & Development of extruded components for automobiles		Yes
- Rear Door sunshade design & development & Testing		Yes

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

In terms of actual inflows and actual outflows, foreign exchange inflow on account of export of goods amounted to Rs.412.76 lakhs (335.32), foreign exchange outflow on account of import of Capital Goods and raw materials amounted to Rs 1,779.63 lakhs (Rs. 707.58 lakhs). Other expenditure in foreign currency relating to travelling, training and technical fees amounted to Rs 213.50 lakhs (Rs. 551.07 lakhs). Other expenses amounted to Rs.3.16 lakhs(NIL), Japan office expenses amounted to Rs.162.16 lakhs (Last Rs. 139.11 lakhs). Remittances in foreign currency on account of dividend amounted to Rs.102.30 lakhs (Rs. 74.40 lakhs). (Figures in bracket pertain to last year)

Annual Report on CSR Activities undertaken by the Company in financial year 2025-26
1. Brief outline on CSR Policy of the Company

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013.

2. Composition of CSR Committee as on 31st March, 2026:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Nisha Malhotra	Chairperson (Independent Director)	3	3
2	Ms. Vanita Chhabra	Independent Director	3	3
3	Mr. Sanjay Bhattacharyya	Independent Director	3	3
4	Mr. Sarthak Behuria	Independent Director	3	3

Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company Corporate Social Responsibility - Bharat Seats Limited

3. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the

Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable as the average CSR obligations in the three immediately preceding financial years was less than Rs.10 crores.

4. Details of the amount available for set off in pursuance of sub-rule (3) and rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Rs.0.55 lakhs

5. Average net profit of the Company as per Section 135(5)

Rs. 3672 Lakhs

6. (a) Two percent of average net profit of the Company as per Section 135(5)

Rs. 73.45 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years

Nil

(c) Amount required to be set off for the financial year, if any

Nil

(d) Total CSR obligation for the financial year (7a+7b-7c)

Rs. 73.45 Lakhs

7. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs./Lakhs)	Amount Unspent (in Rs./Lakhs)	
	Total Amount transferred to Unspent CSR Account as per Section 135(6)	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)
74	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

1	2	3	4	5	6	7	8	9	10	11
Sr. No.	Name of the project	Item from the list of activities in Schedule VII of the Act	Local Area (Yes/ No)	Location of the project	Project duration	Amount allocated for the project	Amount spent in the current financial year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/ No.)	Mode of Implementation Through Implementing Agency
										Name
										CSR Regn. No

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5	6	7	8	
Sr. no.	Name of the project	Item from the list of activities in Schedule VII of the Act	Local Area (Yes/ No)	Location of the project	Amount spent for the project (in lakhs)	Mode of Implementation Direct (Yes / No)	Mode of Implementation Through Implementing Agency	
							Name	CSR Regn. No
1	Education	Education	No	Lucknow, Uttar Pradesh	12.50	No	Study Hall Education Foundation	CSR00004810
2	Healthcare	Healthcare	Yes	Delhi	17.85	No	Rotary Southend Charitable Trust	CSR00024288
3	Healthcare	Healthcare	Yes	Delhi	12.50	No	Seva Bharti	CSR0003477
4	Skill development	Skill development	Yes	Delhi	24.90	No	Confederation of Indian Industry	CSR00001013
5	Healthcare	Healthcare	Yes	Delhi	4.81	No	Indian Cancer Society	CSR00000792

(d) Amount spent on Administrative Overheads: Rs. 1.44 Lakhs

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year: Rs.74 lakhs (7b+7c+7d+7e)

(g) Excess amount for set off, if any

Sl. No.	Particulars	Amount (Rs./Lakhs)
i	Two percent of average net profit of the Company as per section 135(5)	73.45
ii	Total amount spent for the Financial Year	74
iii	Excess amount spent for the financial year (ii)-(i)	0.55
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any.	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.55

8. (a) Details of Unspent CSR amount for the preceding three financial years : NIL

1	2	3	4	5	6	7	8	9
Sr. no.	Project ID	Name of the project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project	Amount spent on the project in the reporting Financial Year	Cumulative amount spent at the end of reporting Financial Year	Status of the project - Completed/ Ongoing

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):
Nil

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset wise details):

(a) Date of creation or acquisition of the capital asset(s): NIL

(b) Amount of CSR spent for creation or acquisition of capital asset: NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: NIL

(d) Provide details of the capital asset(s) created or acquired: NIL

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NOT APPLICABLE

ROHIT RELAN
Chairman and Managing Director

NISHA MALHOTRA
Chairperson-CSR Committee

DISCLOSURE AS REQUIRED UNDER SUB RULE 2 OF RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014
EMPLOYED FOR FULL FINANCIAL YEAR: 2025-26

Name	Designation	Remuneration Gross (Rs.)	Qualifications	Date of Commencement of Employment	Total Experience	Age in Years	Last Employment	Percentage Equity
Mr. Rohit Relan	Chairman and Managing Director	Rs. 409.50 Lakhs	B.Com(hons.), F.C.A., Owner/ President Management Programme from Harvard Business School	06-03-1986	48 Years	70 Years	M/S S.P. Marwah & Co., Chartered Accountants	-
Mr. Rajiv Arora	Executive Director & CEO	Rs.218.38 lakhs	Diploma-Tool and Die making	04-07-2024	34 years	57 years	Uno Minda Ltd	-
Mr. Ajay Gogna	Sr. VP	Rs.137.43 lakhs	Post Diploma in Tool & Design	20-05-2024	33 years	58 years	Varroc Japan Co Ltd	-
Mr. Akira Furukawa	Chief Technical Officer	Rs.222.39 lakhs	B.Tech (Mechanical)	04-08-2021	34 years	59 years	Maruti Suzuki India Limited	-
Mr. Rishabh Relan	Whole Time Director	Rs. 108.52 lakhs	BSc in Industrial Engineering & Diploma-6 Sigma in lean manufacturing	16-08-2012	14 Years	35 Years	-	-
Mr. Vinod Kumar	CFO	Rs.70.59 lakhs	Chartered Accountant	09-02-2024	21 years	47 years	NDR Auto Components Ltd.	-
Mr. Ankur Maheshwari	CGM	Rs.62.21 lakhs	MBA (Human Resource)	04-09-2023	26 years	48 years	SBM Offshore India Ltd.	-
Mr. Yogesh Bansal	V.P.	Rs.61.20 lakhs	BE(Mech.) M.Tech.-Prod	03-11-2023	29 years	55 years	Lumax Industries Ltd	-
Mr. Sanjeev Kumar	V.P.	Rs.57.03 lakhs	EDP(Global Business strategy) & JLPT-Advance	01-05-2008	29 years	53 years	-	-

EMPLOYED FOR PART OF FINANCIAL YEAR: 2025-26

Name	Designation and Nature of Duties	Remuneration Gross (Rs.)	Qualifications	Date of Commencement of Employment	Total Experience	Age in Years	Last Employment	Percentage Equity
Mr. Debasish Dash	AVP	Rs.59.12 lakhs	Post diploma in Plastic engg	12-05-2025	29 years	51 years	Tata Motors Ltd	-

NOTES:

1. Remuneration includes perquisites and Company's contribution to provident fund.
2. The nature of employment of Mr. Rohit Relan, Mr. Rishabh Relan and Mr. Rajiv Arora is contractual. For the rest of employees, it is other than contractual.
3. Mr. Rohit Relan, Chairman and Managing Director of the Company is related to Mr. Rishabh Relan, Whole time Director of the Company. Other than Mr. Rohit Relan and Mr. Rishabh Relan, none of the above mentioned employees is relative of any other director/ manager.

THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES' REMUNERATION AND OTHERS DETAIL IN TERMS OF SUB SECTION 12 OF SECTION 197 OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES,

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Sr. No.	Particulars	Ratio to the median remuneration (times)
i)	Mr. Rohit Relan, Chairman and Managing Director	55
ii)	Mr. Rishabh Relan, Whole time Director	14
iii)	Mr. Rajiv Arora, Executive Director & CEO*	29

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year

Sr. No	Particulars	Percentage Increase
i)	Mr. Rohit Relan, Chairman and Managing Director	10%
ii)	Mr. Rishabh Relan, Whole time Director	10%
iii)	Mr. Rajiv Arora, Executive Director & CEO	10%
iv)	Mr. Vinod Kumar, Chief Financial Officer	6.50%
v)	Ms. Ritu Bakshi, Company Secretary	6.50%

3. The percentage increase in the median remuneration of employees in the financial year is 11.77%
4. Total number of permanent employees on the rolls of Company as on March 31, 2026 are 445.
5. Average percentile 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

Particulars	Non-Managerial	Managerial
% Average increase in salaries during 2025-26	8.28 %	10%

The increase in managerial remuneration is in line with remuneration levels in the industry across the country and befits their position.

Affirmation that the Remuneration is as per the remuneration policy of the Company.

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,
Bharat Seats Limited
Regd. Office: 1, Nelson Mandela Road,
Vasant Kunj, New Delhi

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bharat Seats Limited (CIN No. L34300DL1986PLC023540)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 ("audit period") 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 the Company for the financial year ended on March 31, 2026 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings. As, there was neither any transaction of Direct Investment, External Commercial Borrowings nor any transaction of Overseas Direct Investment therefore no reporting is required to be made.
- v. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - d. *The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
 - e. *The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f. *The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h. *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (herein after referred as SEBI LODR); and
- j. Securities and Exchange Board of India (Depository and Participants) Regulations, 2015;

* No event took place under these regulations during the audit period.

- vi. Laws specifically applicable to the industry to which the Company belongs, as identified by the management:
 - a) Explosives Act, 1884

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the financial year ended March 31, 2026 complied with the aforesaid laws.

Based on the information received and records made available I further report that;

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. There were no change in composition of Board during the year.
- ii. Adequate notice(s) were given to all directors regarding holdings of Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance to all Directors. 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;
- iii. All the decisions at the Board Meetings and Committee meetings were carried through with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be. The dissenting members' views, if any, were captured and recorded as part of the minutes.
- iv. As per the records, the Company has generally filed relevant forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act.
- v. There are adequate systems & processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations & guidelines.

I have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. I believe that the audit evidence which I have obtained is sufficient and appropriate to provide a basis for my audit opinion. Except elsewhere mentioned in this report, in my opinion and to the best of my information and according to explanations given to me, I believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company except as stated below:

- In compliance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025 the company has published one advertisement between July to December 2025.

I further report that during the audit period, no major events/ actions have taken place having a major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards etc. except that:

- During the period under review the promoter of the company namely Mr. Rohit Relan, Ms. Ritu Relan, Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan transferred their shares to a family trust consequent upon exemption under Regulation 11 of the SAST Regulations obtained from SEBI. Thus, there was a change in the control of the company from Individual Promoters to a Family Trust.

The shareholders of the company has passed following major decisions in its meeting or through postal ballot:



- a) At Annual General Meeting held on July 9, 2025:
 - i) Approved the appointment of Mr. Rupinder Singh Bhatia as Secretarial Auditor for five years.
 - ii) Approved Material Related Party Transactions with Maruti Suzuki India Limited.
 - iii) Approved Material Related Party Transactions with NDR Auto Components Limited.
 - iv) Approved Material Related Party Transactions with Suzuki Motorcycle India Private Limited.
- b) Through postal ballot on 13th March, 2026
 - i) Approved Material Related Party Transactions with Maruti Suzuki India Limited.

Rupinder Singh Bhatia
Practicing Company Secretary
CP No. 2514
UDIN: F002599H000269019
Peer Review No.: 1496/2021

Place : New Delhi

Date : 04/05/2026

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

The Board of Directors
BHARAT SEATS LIMITED
Regd. Off.: 1, Nelson Mandela Road,
Vasant Kunj, New Delhi 110070
CIN No: L34300DL1986PLC023540

My Secretarial Audit Report of even date is to be read along with this letter. My report of even date is to be read along with this letter.

1. Maintenance of record is the responsibility of the management of the Company. Our responsibility is to express an opinion on those records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on text basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. Wherever required, we have obtained the Management representation about the compliance of laws; rules and regulations and happening of events etc.
4. The compliance of the provisions of SEBI laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. As regards the books, papers, forms, reports and returns filed by the Company under these regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examinations was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. We have verified the correctness and coverage of the contents of such forms, returns and documents.

Place : New Delhi
Date : 04/05/2026

Rupinder Singh Bhatia
Practicing Company Secretary
CP No. 2514
UDIN: F002599H000269019
Peer Review No.: 1496/2021

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

According to the World Bank, global growth in 2025 averaged 2.7%, shaped by offsetting forces like trade policy headwinds on one side and the fading impact of monetary easing, fiscal support, and technology investments on the other. While the post-pandemic recovery was strong, it remained uneven and came at the cost of elevated inflation and debt. Inflation moderated across most economies, moving closer to central bank targets, with interest rates beginning to decline. Growth in advanced economies proved resilient despite rising trade tensions and policy uncertainty.

The United States benefited from relative demand resilience and investment in advanced manufacturing and technology, while Europe faced persistent industrial softness amid energy transition costs and external demand constraints. For industrial supply chains, this environment translated into more selective capital flows and a higher premium on reliability, quality execution, and localisation. Global economic conditions in 2025 presented a mix of downsides and upsides. Trade tensions, tighter financial conditions and heightened geopolitical stress, and the risks of natural disasters. At the same time, private sector adaptation helped reduce the drag from higher trade barriers, while technology led investments supported productivity gains.

Due to robust domestic demand, rationalisation of income and goods and services taxes, and the front loading of government capital expenditure. India continues to stand out as one of the world's fastest growing major economies, well positioned to sustain this momentum. While global growth remained steady but below historical averages, India's growth profile continued to be supported by infrastructure spending, services strength, and steady manufacturing activity creating a structurally attractive environment for engineering-intensive companies.

Overall, the Automobile industry will closely monitor macroeconomic factors and global geopolitics, which will determine the key demand conditions and supply chain dynamics going forward.

INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian automobile industry is segmented into various categories including passenger vehicles, commercial vehicles, two-wheelers, and three-wheelers. Passenger vehicles consist of cars, utility vehicles, and vans, while commercial vehicles include trucks, buses, and other utility vehicles.

India's automotive industry in FY2025 reflected a normalisation pattern – certain segments moderated after strong growth in the earlier recovery phase, while structural drivers continued to reshape platform requirements. Passenger vehicles remained supported by a GST moderation, SUV-led mix, urban consumption resilience, and expanding model portfolios. Two-wheelers showed gradual recovery, with rural demand sensitivity influenced by income cycles and financing conditions. Commercial vehicles moderated in line with freight cycle normalisation. While global growth remained steady but below historical averages, India's growth profile continued to be supported by infrastructure spending, services strength, and steady manufacturing activity creating a structurally attractive environment for engineering-intensive companies.

In Electric Passenger Vehicles, while battery electric vehicles (BEVs) are seeing adoption, hybrid electric vehicles (HEVs) and plug-in hybrids (PHEVs) have seen a resurgence due to their ability to offer immediate emission reductions without relying on extensive, yet-to-be-developed charging infrastructure.

The Indian automotive market continues to be healthy in this turbulent scenario. Ownership of cars, scooters and tractors are much below global averages, on a per capita basis. As the Indian economy continues to grow, this ratio will increase and lead to healthy demand for vehicles. The market has also been positively impacted by the optimization in GST that has lowered prices for the retail buyer. India is one of the few regions in the world where both the traditional Internal Combustion Engine (ICE) vehicles and EVs are expected to grow well in the next 3-5 years.

Maruti Suzuki India Limited is the bellwether of the Indian passenger vehicle industry and for the financial year 2025-26 the Company achieved its highest ever sales. Affordability and practicality are the hallmarks of Maruti Suzuki vehicles, making them a popular choice among car buyers. The company has built a strong reputation for manufacturing vehicles that are not only affordable in terms of their purchase price but also in terms of their maintenance costs.

OPPORTUNITIES AND THREATS

The automotive sector is one of the most important and rapidly developing sectors in the economy. The automotive industry has had a lasting impact on society, starting as a steam-powered carriage and continuing through the new age of electric and autonomous automobiles. Technologies has changed the way we travel, live, and work, bringing people and places closer together than before.

The use of electric cars (EVs) is anticipated to rise as a result of growing environmental concerns and governmental efforts to minimise carbon emissions. Optimization of fuel-driven combustion engines and cost efficiency programs are excellent opportunities for the automobile market. Emerging markets will be the primary growth drivers for a long time to come, and hence fuel-efficient cars are the need of the hour. The increased availability of data and information, shift in consumer demand, and expanded regulatory requirements for safety and fuel economy will fuel the growth of this industry.

There are ample opportunities for growth, particularly in the electric vehicle segment, where the government is offering incentives and subsidies to promote adoption. Over the next decade, this will lead to newer verticals and opportunities for auto component manufacturers.

Despite these opportunities, India's automotive sector faces structural challenges. Although the country is the fourth largest automobile producer globally, its share in the \$20 billion global automotive component trade remains modest at around 3%, with particularly low representation in high precision segments such as engine components, drive transmission, and steering systems. Operational costs, infrastructural gaps, moderate integration into global value chains, and limited R&D expenditure continue to constrain competitiveness. Addressing these challenges will be critical for India to strengthen its position in the global automotive ecosystem and fully leverage the opportunities presented by electrification and digital transformation.

SEGMENT WISE/ PRODUCT WISE PERFORMANCE

The Company is currently operating primarily under a single business segment manufacturing complete seating systems and interior components for passenger Cars as well as Utility Vehicles.

RESEARCH. DEVELOPMENT (R&D)

R&D team is backbone of any business house irrespective of segment. This is the team that works on products packed with advanced technologies and processes, conceiving the product and preparing it to be commercialized. The Company is working on the following different product portfolios:

- a) Seating System design & development for passenger cars
- b) NVH components like Floor carpet, Silencer Dash Inner, Silencer Dash Outer, Cover Motor Under, Fender Lining, Wheel Housing Cover, etc. for passenger car.
- c) Design & Development for extrusion products like Roof Molding and Molding Windshield for passenger car
- d) Seating system design & development for 2-Wheelers.
- e) Design & Development of Rear Door for passenger cars

Besides all above Company is continually engaged in Value Engineering and Value analysis (VA- VE) in process, creating design and development standard for each commodity, developing expertise knowledge in fabric lay-outing called "nesting" to increase yield, etc. for value addition.

Technical Show: This year your company demonstrated multiple new innovative products including new 2nd row multi-functional Captain seat, new insulation (V-Wave), Ambient lighting, and Tonneau cover.

RISK AND CONCERNS

The Company is exposed to external and internal risks associated with the business.

BUSINESS RISK

The automotive industry faces significant business risks including supply chain disruptions, labour shortages, regulatory challenges, emissions targets, political instability, economic uncertainty and technological and market shifts.

FINANCIAL RISK

There are several financial risks, including slow sales growth, increased competition, the potential for new tariffs, and economic uncertainty.

The company's sales and margins are subject to the market factors that affect Maruti Suzuki India Ltd. and Suzuki Motorcycle India Private Ltd. Any disruption of supply chain, availability of raw material could potentially impact its financial position and earnings.

The Company is exposed to the risks associated with fluctuations in foreign currency rates, import duties and taxes.

Your Company reviews forward exchange contracts/ derivative contracts on a regular basis to analyze foreign exchange exposure and confirms that the Company has a Risk Management policy, with a clause on foreign exchange risk management in place.

Both the operational and financial risks are constantly assessed, and adequate steps are taken from time to time to mitigate them successfully.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal controls to ensure that transactions are properly authorized, recorded, and reported, apart from safeguarding its assets. The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the Company's internal audit function, which submits reports periodically to the Management and the Audit Committee of the Board.

Your Company has a favorable work environment that motivates performance, customer focus and innovation while adhering to the highest degree of quality and integrity.

DISCLOSURE OF ACCOUNTING TREATMENT

The Company has complied with all the provisions of the accounting standards in accordance with Section 133 of the Companies Act, 2013.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS

Your Company believes that employees are key for our success, have immense knowledge and power of innovation. Your Company aims to create an environment where every employee can contribute to the company's performance, excel and grow in their respective jobs. Our focus is to recruit employees with right skills and talent, raise competency through training and development, recognize and reward leadership and performance. Several measures are implemented to retain the talent within the organization. At each location, the work force goes through a mandatory training plan including the vision, mission and company values which forms a base for treating everybody with dignity and respect. To further strengthen and motivate our employees, several initiatives are taken on a continuous basis to foster teamwork, trust and communication across the organization. Employees are encouraged to have a passion for excellence and focus on the customer with a performance goal of doing things right first time and every time. Your Company provides challenging and fulfilling opportunities to maximize employee potential so that every employee excels and grows along with Company's growth.

Your Company ensures quality at our suppliers and service providers by horizontal deployment of learnings and training at our supplier partners.

In addition to timely delivery and quality, your Company's utmost focus is on the safety of its workforce.

Health, Safety and the Environment remain our top priority. Periodic audits are carried out both internally as well as through external agencies to identify gaps and to define action items for continuous improvement, ensuring a safe workplace for employees. The total number of permanent employees on the rolls of Company as on 31st March 2026 are 445.

FINANCIAL PERFORMANCE

The Company continued its focus on lean operations and cost optimization through several measures.

The details of the financial performance of the company appear in the Balance Sheet, Profit & Loss Account and other financial statements forming part of this Annual report. For financial highlights please refer to the heading 'FINANCIAL RESULTS' of the Board's Report.

KEY FINANCIAL RATIOS

Changes in key financial ratios are as under:

Sr. No.	Ratios	Unit	2025-2026	2024-2025	% change
1	Debtors Turnover	Times	8.48	8.59	-1.28%
2	Inventory Turnover	Times	33.73	27.08	24.56%
3	Interest Coverage Ratio*#	Times	10.27	8.87	15.78%
4	Current Ratio	Times	0.88	0.80	10%
5	Debt Equity Ratio #	Times	0.48	0.78	-38.46%
6	Operating Profit Margin**	%	4.10	4.10	-
7	Net Profit Margin	%	2.16	2.54	14.96%
8	Return on Net worth##	%	16.81	16.81	-

*Earnings before interest, depreciation, tax and amortization (EBIDTA) have been considered for coverage ratio.

**Operating profit is earning before interest and tax (EBIT)

Interest coverage ratio has increased, and Debt Equity ratio has decreased on account of repayment of loan and increase in the profitability.

Return on net worth has been calculated on PAT and shareholder's fund

There is an upwards trend, compared to last year due to an overall upswing in sales primarily due to more off-take by MSIL.

DISCLAIMER

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the 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 in the statement depending on the circumstances.

CORPORATE GOVERNANCE REPORT

(FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2026)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Governance is a reflection of the culture and values of a company's board and management. Good governance in a company enhances the confidence, trust and enthusiasm of its stakeholders. For ensuring sound corporate governance practices, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, Securities and Exchange Board of India (SEBI) Regulations, Accounting Standards, Secretarial Standards, etc. Today's market-oriented economy and globalization drive the demand for high quality of governance practices.

Good governance practices is a norm at Bharat Seats. The Company has established systems, procedures and policies to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and provide the management with the strategic direction catering to exigency of long-term shareholders value.

2. BOARD OF DIRECTORS

(a) Composition of the Board

As on 31st March, 2026, the Board of Directors comprised of ten Directors, with an Executive Director and Promoter as Chairman and Managing Director.

There were three Executive Directors of the Company, viz the Chairman and Managing Director, Whole Time Director & Chief Executive Officer, and one Whole Time Director. The remaining seven Directors were non-executive Directors, out of which five Directors were independent. There were two Independent women Directors. The number of Independent Directors was fifty percent of the total number of Directors.

Maruti Suzuki India Ltd., co-promoter and major customer of the Company, has nominated one non- executive Director on the Board of the Company. Also, Suzuki Motor Corporation, co-promoter has nominated one non-executive Director on the Board of the Company.

The Company is in compliance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as: LODR Regulations), pertaining to composition of Board.

The day-to-day management of the Company is conducted by the Chairman and Managing Director along with two other Executive Directors, subject to the supervision and control of the Board of Directors.

All directors, other than Independent Directors and Chairman and Managing Director, are liable to retire by rotation.

(b) Number of Board Meetings and dates on which held

During 2025-26, the Board met five times on 07th May, 2025, 29th July, 2025, 5th November, 2025, 03rd February, 2026 and 24th March, 2026. The maximum gap between two Board meetings was less than one hundred twenty days.

(c) Attendance of Directors at the meeting of the board of directors and the last Annual General meeting

Attendance record of the Directors at the board meetings and at the last annual general meeting is as under:

NAME OF DIRECTOR	AGM held on 09th July, 2025	Date of the Board Meetings held during the year					NO. OF BOARD MEETINGS ATTENDED (TOTAL MEETINGS HELD 5)	% of Attendance
		07/05/2025	29/07/2025	05/11/2025	03/02/2026	24/03/2026		
MR. ROHIT RELAN	YES	√	√	√	√	√	5	100%
MR. MAKOTO KUNIEDA	YES	√	√	√	√	√	5	100%
MR. C.V. RAMAN	YES	√	√	√	√	√	5	100%
MRS. NISHA MALHOTRA	YES	√	√	√	√	√	5	100%
MR SANJAY BHATTACHARYYA	YES	√	√	√	√	√	5	100%
MR SUDHIR MAHESHWARI	YES	√	√	√	√	√	5	100%
MS. VANITA CHHABRA	YES	√	√	√	√	√	5	100%
MR. SARTHAK BEHURIA	YES	√	√	√	√	√	5	100%
MR. RISHABH RELAN	YES	√	√	√	√	√	5	100%
MR. RAJIV ARORA	YES	√	√	√	√	√	5	100%

Video Conferencing facilities were provided for the Directors to facilitate them to participate in the meetings. The Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee attended the Annual General Meeting.

(d) Details of Other Directorships/ Committee Memberships

All the Directors have made necessary disclosures regarding their directorships and other interests as required under section 184 of the Companies Act, 2013 and on the Committee, positions held by them in other Companies. None of the directors hold directorship in more than 20 Indian Companies with not more than 10 public limited companies and none of the directors hold directorships in more than 7 listed entities. None of the Independent directors serve as independent director in more than seven listed entities. Further neither of director serve as member of more than 10 committees nor do any of them serve as Chairperson of more than five Committees across all the public limited companies in which they are directors. The Managing Director and CEO do not serve as Independent Director on any listed company.

Details of Directors, category of Directors, No. of other Directorship/ Committee membership held by them as on 31st March, 2026 are given below:

SR. NO.	NAME OF THE DIRECTORS (DIN)	DESIGNATION	CATEGORY	DETAILS OF DIRECTORSHIP OF OTHER LISTED ENTITIES AND CATEGORY OF DIRECTORSHIP		NO. OF OUTSIDE DIRECTORSHIP		NUMBER OF OUTSIDE COMMITTEE POSITIONS HELD		NO. OF SHARES HELD IN BSL
						PUBLIC	PRIVATE	AS MEMBER	AS CHAIRMAN	
1	MR. ROHIT RELAN DIN:00257572	CHAIRMAN AND MANAGING DIRECTOR	PROMOTER/ EXECUTIVE/ NON-INDEPENDENT	NDR Auto Components Limited	Non-executive Non- Independent	1	4	1	-	-
2	MR. MAKOTO KUNIEDA DIN: 10260765	DIRECTOR	NOMINEE – SUZUKI MOTOR CORPORATION NON-EXECUTIVE/ NON-INDEPENDENT	-	-	-	1	-	-	-
3	MR. C.V. RAMAN DIN:07093663	DIRECTOR	NOMINEE – MARUTI SUZUKI INDIA LTD. NON-EXECUTIVE / NON-INDEPENDENT	-	-	2	3	-	-	-
4	MS. NISHA MALHOTRA DIN: 09428727	DIRECTOR	NON-EXECUTIVE/ INDEPENDENT	-	-	-	-	-	-	-
5	MR. SANJAY BHATTACHARYYA DIN: 10449854	DIRECTOR	NON-EXECUTIVE/ INDEPENDENT	-	-	-	-	-	-	-
6	MR. SUDHIR MAHESHWARI DIN: 00649505	DIRECTOR	NON-EXECUTIVE/ INDEPENDENT	-	-	-	1	-	-	-
7	MS. VANITA CHHABRA DIN: 02161276	DIRECTOR	NON-EXECUTIVE/ INDEPENDENT	NDR Auto Components Limited	Non-executive- Independent	1	1	1	-	-
8	MR. SARTHAK BEHURIA DIN: 03290288	DIRECTOR	NON-EXECUTIVE/ INDEPENDENT	The Supreme Industries Ltd BLS International Services Ltd.	Director	5	2	2	1	-
9	MR. RISHABH RELAN DIN: 07726444	WHOLETIME DIRECTOR	EXECUTIVE/ NON-INDEPENDENT	NDR Auto Components Limited	Non-executive Non- Independent	1	2	1	-	-
10.	MR. RAJIV ARORA DIN: 07976398	Whole Time Director and CEO	EXECUTIVE/ NON-INDEPENDENT	-	-	-	1	-	-	-

NOTES:

The Committees considered for the purpose are those prescribed under Regulation 26(1)(b) of the LODR Regulations 2015.

All the relevant information required to be placed before the Board of Directors as per Regulation 17(7) of LODR Regulations were duly placed and were duly considered and taken on record / approved by the Board.

Further, the Board periodically reviews Compliance Reports in respect of laws and regulations applicable to the Company.

Succession Plan

The Board of Directors has satisfied itself that plans are in place for orderly succession for appointment to the Board of Directors and senior management.

(e) Relationship between directors inter-se

There is no relationship between the directors except that:

- (i) Mr. Rohit Relan and Mr. Rishabh Relan are relatives;
- (ii) Mr. C. V. Raman and Mr. Makoto Kunieda are nominees of Maruti Suzuki India Limited and Suzuki Motor Corporation respectively.

The independent Directors do not have any material pecuniary relationship or transactions with the Company, its Directors and its senior management personnel which may affect their independence, except for the Sitting fees, drawn for attending the meetings of the Board and Committee(s) thereof.

(f) Number of Shares and convertible instruments held by Non-Executive Directors

No shares are held by non-executive Directors.

There are no convertible instruments issued by the Company.

(g) Familiarisation Programme

The Company follows familiarisation programmes through various reports/ codes/ policies for all the Directors. The details of familiarization programme have been posted on the website of the Company under the web link <https://bharatseats.com/details-of-familiarisation-programme-imparted-to-independent-directors/>

(h) Key Board Skills, Expertise and Competence

The Board comprises qualified members who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its Committees.

In view of the objectives and activities of our Business, the Company requires skills/ expertise/ competencies in the areas of Finance, Regulatory, Strategy, Business Leadership, Automotive Technology, Human Resources, risk and Governance.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively. The Board periodically evaluates the need for change in its composition and size.

Core skills/expertise/competencies of the Board Members

The Members of the Board are committed to ensuring that the Board is in compliance with the highest standard of Corporate Governance. In terms of the requirement of the Listing Regulation, the Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company, which are currently available with the Board along with the names of the Directors, who have such skill/expertise/ competence, are given below:-

Business & Industry

Domain Knowledge in Business and understanding of business environment, optimising the development in the industry for improving Company's business.

Financial Expertise

Financial and risk management, Internal control, Experience of complex financial reporting processes, taxation, Capital allocation, resource utilisation, Understanding of Financial policies and accounting statement and assessing economic conditions.

Governance & Compliance

Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.

Administration and Government relations

Sr. No.	Name of the Director	Skills
1	Mr. Rohit Relan, Chairman and Managing Director	Business & Industry, Financial Expertise, Governance & Compliance
2	Mr. Makoto Kunieda	Business & Industry
3	Mr. C.V. Raman	Business & Industry
4	Ms. Nisha Malhotra	Administration and Government relations, Governance & Compliance
5	Mr. Sanjay Bhattacharyya	Administration and Government relations, Governance & Compliance
6	Mr. Sudhir Maheshwari	Financial Expertise, Governance & Compliance
7	Ms. Vanita Chhabra	Business & Industry, Financial Expertise, Governance & Compliance
8	Mr. Sarthak Behuria	Business & Industry, Financial Expertise, Governance & Compliance
9	Mr. Rishabh Relan, Whole Time Director	Business & Industry, Financial Expertise, Governance & Compliance
10	Mr. Rajiv Arora, Whole Time Director and CEO	Business & Industry, Financial Expertise, Governance & Compliance

(i) Independent Directors

The term Independent Director has been defined under Section 149 of the Companies Act, 2013 and Rules framed under Regulation 16 of the Listing Regulations.

Based on the disclosures received from all the Independent Directors and also in the opinion of the Board, the Independent Directors meet the criteria of 'Independence' specified in the Regulation 16(1) of the LODR Regulations and section 149(6) of the Companies Act, 2013 and rules framed there under and are independent of the management as required under Regulation 25 of the LODR Regulations.

The Company has complied with the provisions with respect to appointment and terms of appointment of Independent Directors which are consistent with the Act and Listing Regulations. The Independent Directors on the Board of the Company are given formal appointment letter inter alia containing the terms of appointment, role, duties and responsibilities etc. The terms and conditions of appointment are disclosed on the website at <https://bharatseats.com/wp-content/uploads/2020/05/terms-of-appt-ind-director2024.pdf>.

None of the Independent Directors have resigned before the expiry of their respective tenures during the year under review.

A separate meeting of the Independent Directors was held on March 24, 2026 without the attendance of non-independent Directors and other members of the Management. All the Independent Directors took part in the discussion. At the said meeting, the Independent Directors reviewed the performance of non-independent directors, the Board as a whole and the Chairman of the Company. They also assessed the quality, quantity, timeliness of the flow of information and adequacy of information between the Company's management and the Board.

(j) Performance Evaluation of Directors

The Nomination and Remuneration Committee of the Board reviewed the criteria laid down for the performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated.

(k) Board's Functioning and Procedures

The Board plays a pivotal role in ensuring good governance. Its style of functioning is democratic. The Members of the Board have always had complete freedom to express their opinion and decisions are taken on the basis of a consensus arrived at after detailed discussion. The members are also free to bring up any matter for discussion at the Board Meetings with the permission of the Chairman.

The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the management towards the set goals and seeks accountability with a view to ensure that the corporate philosophy and mission viz., to create long term sustainable growth that translates itself into progress, prosperity and the fulfilment of stakeholders' aspirations, is accomplished. It also sets standards of corporate behaviour and ensures ethical behaviour at all times and strict compliance with Laws and Regulations.

The required information including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the LODR Regulations is made available to the Board of Directors.

All the items on the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made. The agenda and the relevant notes are sent in advance separately to each Director to enable the Board to take informed decisions.

The minutes of the meetings of the Board are individually given to all directors for their comments, if any and are noted at the subsequent Board Meeting. The Minutes of the various Committees of the Board are also individually given to the respective Committee members and thereafter tabled for noting purpose at the subsequent Board Meeting, in compliance with Secretarial Standards issued by the Institute of Company Secretaries of India.

COMMITTEES OF THE BOARD:

The Board Committees are set up by the Board and play a crucial role in the governance structure of the Company and deal with specific areas of concern for the Company that need a closer review. The Committees operate under the direct supervision of the Board and the Chairpersons of the respective Committees report to the Board about the deliberations and decisions taken by the Committees. The recommendations of the Committees are submitted to the Board for approval. The Minutes of the meetings of all Committees of the Board are placed before the Board for noting purpose.

The Company has five Committees of the Board:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders' Relationship Committee and
- 4) Corporate Social Responsibility Committee
- 5) Securities Allotment Committee

The composition of the various Committees of the Board of Directors is available on the website at: <https://bharatseats.com/board-of-directors-2/>

3. AUDIT COMMITTEE

The Company has an Audit Committee and Mr. Sudhir Maheshwari, Chairman of the Audit Committee is a Non- Executive Independent Director of the Board who has relevant accounting and financial expertise. The composition and terms of reference of the Audit Committee is in compliance with Section 177 of the Companies Act, 2013 and with Regulation 18(1) of the SEBI(LODR) Regulations. The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. It addresses itself to matters pertaining to adequacy of internal controls, reliability of financial statements/ other management information, adequacy of provisions for liabilities, and whether the audit tests are appropriate and scientifically carried out and that they are aligned with the realities of the business, adequacy of disclosures, compliance with all relevant statutes and other facets of Company's operation that are of vital concern to the Company. In particular, the role of Audit Committee includes the following:

(a) Functions of the Audit Committee

- i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv) Reviewing with the management, the annual financial statements and auditor's report thereon before

submission to the board for approval, with particular reference to:

- a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report.
- v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii) Approval or any subsequent modification of transactions of the company with related parties;
- ix) Valuation of undertakings or assets of the company, wherever it is necessary;
- x) Evaluation of internal financial controls and risk management systems;
- xi) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- xii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiii) Discussion with internal auditors of any significant findings and follow up there on;
- xiv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the board;
- xv) 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;
- xvi) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xvii) To review the functioning of the Whistle Blower mechanism;
- xviii) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xix) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- xx) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision.
- xxi) consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

(b) Powers of Audit Committee

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

(c) Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

- i) Management Discussion and Analysis of financial condition and results of operations;
- ii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii) Internal audit reports relating to internal control weaknesses; and
- iv) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- v) Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).
- vi) To frame and review the policies in relation to the implementation of the Bharat Seats Code of Conduct for Prevention of Insider Trading and to supervise implementation of the same.

The meetings of Audit Committee were held five times on 07th May, 2025, 29th July, 2025, 5th November, 2025, 03rd February, 2026 and 24th March, 2026. The maximum gap between two meetings was less than one hundred twenty days.

The composition of the Audit Committee and the meetings attended by the members during the year are as follows:

Sr. No.	Name	Category	Designation	No. of meeting held	No. of meetings attended
1	Mr. Sudhir Maheshwari	Non-Executive / Independent Director	Chairman	5	5
2	Ms. Nisha Malhotra	Non-Executive / Independent Director	Member	5	5
3	Mr. Sanjay Bhattacharyya	Non-Executive / Independent Director	Member	5	5
4	Mr. Rishabh Relan	Executive/ Non-Independent	Member	5	5

The meetings of the Audit Committee are/ were also attended by the Chairman and Managing Director, Executive Director, Chief Financial Officer, Statutory Auditors and Internal Auditors as Special Invitees as and when required. The Chairman of the Audit Committee attended the last Annual General Meeting to answer the shareholders' queries. Ms. Ritu Bakshi, Company Secretary acts as the Secretary of the Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

The meeting of Nomination and Remuneration Committee was held on 29th July, 2025 and 5th November, 2025.

The composition of Nomination and Remuneration Committee is as follows:

Sr. No.	Name	Category	Designation	No. of meetings held	No. of meetings attended
1	Mr. Sanjay Bhattacharyya	Non-Executive / Independent Director	Chairman	2	2
2	Ms. Nisha Malhotra	Non-Executive /Independent Director	Member	2	2
3	Mr. Sudhir Maheshwari	Non-Executive /Independent Director	Member	2	2
4	Ms. Vanita Chhabra	Non-Executive /Independent Director	Member	2	2

Ms. Ritu Bakshi, Company Secretary acts as the Secretary of the Committee.

Remuneration policy

The Committee's constitution and terms of reference are in compliance with the provisions of section 178 of the Companies Act and Part D of Schedule II of SEBI (LODR), Regulations, 2015 besides other terms as may be referred by the Board of Directors. The policy is available on the website at :

<https://bharatseats.com/wp-content/uploads/2020/05/3.-Nomination-and-Remuneration-Policy.pdf> The terms of reference include:

- Formulation of criteria for determining qualifications, positive attributes and independence of a Director and Remuneration for the Directors, Key Managerial Personnel and Senior Management and recommending the same to the Board and
- Identification of persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria as per the policy approved by the Board. The policy of the company is to remain competitive in the industry, to attract and retain the best talent and appropriately reward employed for their individual performance and contribution to the business.
- The Nomination and Remuneration Committee lays down the criteria for the performance evaluation of Independent Directors and other Board of Directors and committees of the Board of Directors.

The Non-Executive Director do not draw any remuneration from the company except the sitting fees which were paid at a rate of Rs. 60,000/- for each meeting of the Board/Committee of the Board attended by them during the financial year.

The details of salary, perquisites (including contribution to Provident Fund) and sitting fees paid to directors are given as under:

Name	Position	Gross Remuneration (in Rs.)		Sitting Fee (Rs. in Lakhs)
Mr. Rohit Relan	Chairman and Managing Director	Salary	2,52,00,000	-
		Allowances and Perquisites	1,26,00,000	-
		Post Employment Benefits	31,50,000	-
		Total	4,09,50,000	-
Mr. Makoto Kunieda	Director		-	-
Mr. C.V. Raman*	Director		-	3.00
Ms. Nisha Malhotra	Director		-	12.00
Mr. Sudhir Maheshwari	Director		-	10.20
Mr. Sanjay Bhattacharyya	Director			9.60
Mr. Sarthak Behuria	Director			7.80

Ms. Vanita Chhabra	Director			9.00
Mr. Rishabh Relan	Whole Time Director	Salary	67,04,107	-
		Allowances and Perquisites	33,52,054	
		Post Employment Benefits	7,95,854	
		Total	1,08,52,015	
Mr. Rajiv Arora	Whole Time Director and CEO	Salary	2,04,08,660	-
		Allowances and Perquisites		
		Post Employment Benefits	14,29,333	
		Total	2,18,37,993	

*Paid to Maruti Suzuki India Limited, of which Mr. C.V. Raman is a nominee director.

Senior Management Personnel

The Nomination and Remuneration Policy of the Company defines Senior Management of the Company. Below is the list of Senior Management Personnel of the Company as on 31st March 2026:

Sr. No.	Name of Senior Management Personnel	Designation
1	Mr. Akira Furukawa	Chief Technical Officer
2	Mr. Suman Yadav*	Sr. Vice President, Operations
3	Mr. Yogesh Bansal	Vice President - Operations
4	Mr. Sanjeev Kawatra	Vice President - Business Development and Marketing
5	Mr. Ankur Maheshwari	Chief Human Resources Officer
6	Mr. Bhaskar Kumar**	AVP Purchase & SCM
7	Mr. Anuj Yadav	General Manager - Corporate Quality Assurance
8	Mr. Naresh Yadav	Associate Vice President – Information Technology

During the year ended March 31, 2026, Mr. Pratap Ranjan Sahoo, CGM, Head of Purchase & SCM Department resigned with effect from the close of business hours of 16th May, 2025.

*Mr. Suman Yadav Sr. Vice President, Operations was designated as Senior Management Personnel w.e.f. July 29, 2025.

**Mr. Bhaskar Kumar AVP Purchase & SCM Department was designated as Senior Management Personnel w.e.f. November 05, 2025.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with Section 178 of the Companies Act, 2013 and the rules made thereunder and Regulation 20 of SEBI (LODR), 2015, the Company has duly constituted a Stakeholders' Relationship Committee (SRC). The SRC Constitution Charter elaborates in detail the constitution, manner of meetings and roles and responsibilities of SRC.

Stakeholders Relationship Committee is primarily responsible with various matters relating to: -

- Overall review of Transfer of shares.
- Issue of duplicate share certificate.
- Review of shares dematerialized and all other related matters.
- Monitors expeditious redressal of shareholders' grievances.
- Review of measures for effective exercise of voting rights by shareholders
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and share transfer agent and overseeing their performance.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividend and ensuring timely receipt of dividend/ annual reports by the shareholders of the Company
- And such other terms of reference as may be prescribed by law from time to time.

The meetings were held on 07th May, 2025, 29th July, 2025, 5th November, 2025, and 03rd February, 2026. The composition of the Committee and the details regarding meetings held and attended are given as under:

S. No.	Name	Category	Status	No. of meetings held	No. of meetings attended
1.	Mr. Sarthak Behuria	Non-Executive/Independent Director	Chairman	4	4
2.	Ms. Nisha Malhotra	Non-Executive/Independent Director	Member	4	4
3.	Mr. Sudhir Maheshwari	Non-Executive/Independent Director	Member	4	4
4.	Ms. Vanita Chhabra	Non-Executive/Independent Director	Member	4	4

Details of the status of the Complaints received during the year in the following statement:

S. No.	Received	Resolved	Pending
Complaints	1	1	nil

Ms. Ritu Bakshi, Company Secretary is the Compliance Officer as per Regulation 6 of LODR Regulations, 2015. There are no shares pending for transfer as on 31st March, 2026 except those cases where there were discrepancies which were timely pointed out to the concerned stakeholders. The Chairman of the Stakeholders Relationship Committee attended the last Annual General Meeting to answer the shareholders' queries.

6. SECURITIES ALLOTMENT COMMITTEE

No meeting of the Securities Allotment Committee was held during the period under review.

The composition of the Committee is as under:

S. No.	Name	Category	Status
1.	Mr. Rohit Relan	Executive Director	Chairperson
2.	Mr. Rajiv Arora	Executive Director	Member
3.	Ms. Nisha Malhotra	Non-Executive/ Independent Director	Member
4.	Mr. Sudhir Maheshwari	Non-Executive/ Independent Director	Member

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Committee's constitution and terms of reference are in compliance with the provisions of the Section 135 of The Companies Act, 2013, which includes recommending to the Board, indicating the activities of CSR to be undertaken.

The composition of the committee and the details regarding date of meeting held and attended are given as under: Meeting held on 07th May, 2025, 29th July, 2025, and 5th November, 2025.

S. No.	Name	Category	Status	No. of meetings held	No. of meetings attended
1.	Ms. Nisha Malhotra	Non-Executive/ Independent Director	Chairperson	3	3
2.	Ms. Vanita Chhabra	Non-Executive/ Independent Director	Member	3	3
3.	Mr. Sanjay Bhattacharyya	Non-Executive/ Independent Director	Member	3	3
4.	Mr. Sarthak Behuria	Non-Executive/ Independent Director	Member	3	3

8. GENERAL BODY MEETINGS

Details of Annual General Meetings held during the last three years:

Year	Date	Time	Venue	Whether Special Resolution passed
2025	09.07.2025	11 a.m.	Video Conferencing/ Other Audio video means(VC/ OAVM)(with deemed venue at 1, Nelson Mandela Road, Vasant Kunj, New Delhi 110070	No
2024	18.07.2024	11 a.m.	Video Conferencing/ Other Audio video means(VC/ OAVM)(with deemed venue at 1, Nelson Mandela Road, Vasant Kunj, New Delhi 110070	Yes
2023	18.07.2023	11 a.m.	Video Conferencing/ Other Audio video means(VC/ OAVM)(with deemed venue at 1, Nelson Mandela Road, Vasant Kunj, New Delhi 110070	Yes

9. POSTAL BALLOT DURING THE YEAR

The Company successfully completed the process of obtaining approval of the members on the following resolutions through postal ballot during the year 2025-26:

A) Material Related Party Transactions with Maruti Suzuki India Limited

(Result was announced on March 13, 2026)

Voting pattern and procedure for Postal Ballot

- The Directors of the Company vide its resolution dated 03rd February, 2026 had appointed Mr. R.S.Bhatia, Company Secretary in Practice as the Scrutinizer for conducting the Postal Ballot process.
- Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice dated 03rd February, 2026 together with the explanatory statement on 10th February, 2026 to its members whose name(s) appeared in the Register of Members maintained by RTA of the Company and List of beneficial owners received from National Securities Depository Limited and Central Depository Services (India) Limited as on the Cut-off date i.e. February 06, 2026 and whose e-mail IDs were available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member.
- The voting by electronic means under postal ballot was kept open from February 11, 2026 to March 12, 2026.
- The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the members. Members were asked to communicate their assent or dissent on the proposed resolution through remote e-voting system only. Therefore, neither the Company nor the scrutinizer received any postal ballot form(s).
- All voting by electronic means received upto 5 p.m. on March 12, 2026, the last date and time fixed by the Company for e-voting had been considered by the scrutinizer.
- On March 13, 2026, Mr. Rohit Relan, Chairman and Managing Director announced the results of the postal ballot as per the Scrutinizer's Report, as follows:

(A) Material Related Party Transactions with Maruti Suzuki India Limited

In Favour/Against	Remote E-voting		
	Voters	No. of Votes	Percentage
In Favour	195	10,70,644	99.01
Against	42	10,680	0.99
Total	237	10,81,324	100

Invalid Votes: Nil.

10. MEANS OF COMMUNICATION

- The unaudited quarterly results are announced within forty-five days of the end of the quarter and the audited annual results within sixty days from the end of the last quarter as stipulated under the LODR regulations. The aforesaid financial results are taken on record by the Board of Directors and are communicated to the Stock Exchanges where the company's securities are listed.
- Once the Stock Exchanges has been intimated, these results are also published within 48 hours in English newspaper: Financial Express, and Hindi newspaper Jansatta-Delhi.
- All the data required to be filled electronically, such as quarterly financial results, shareholding pattern are being regularly uploaded on the Company's website: www.bharatseats.com and also uploaded on BSE and NSE.
- The Annual Report containing inter alia Audited Annual Accounts, Directors' Report, Auditors' Report and other important information forming part of Annual Report is displayed on the Company's website.
- The Annual report is forwarded to all members in electronic mode, whose email IDs are registered with Depositories.
- NECS intimation of dividend is forwarded to all members in electronic mode, whose email IDs are registered with Depositories and physical copies are sent in case email ID is not available.

11. GENERAL SHAREHOLDERS INFORMATION

(a) Appointment/ Re-appointment of Directors

As required, a brief profile and other particulars of the Directors seeking re-appointment are given in the Notice of the 39th Annual General Meeting and forms part of the Corporate Governance Report.

(b) Annual General Meeting

Number of Annual General Meeting	39th Annual General Meeting
Date and Time	July 24th, 2026 at 11.00 am
Venue	Through Video Conferencing/other audio visual means (VC/OAVM)

(c) Financial Calendar: 2026-27, 1st April, 2026 to 31st March, 2027

First Quarter Ended June, 2026	Before 2nd week of August, 2026
Second Quarter Ended September, 2026	Before 2nd week of November, 2026
Third Quarter Ended December, 2026	Before 2nd week of February, 2027
Year ended March, 2027	Before end of May, 2027

(d) Record Date : July 17th, 2026

(e) Dividend Payment date

The Dividend, if declared, will be paid within 30 days from the date of the Annual General Meeting.

(f) As on 31st March 2026, the Equity Shares of the company are listed on: BSE Limited

P.J. Towers

Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited Exchange Plaza, Plot No.C/1 G-Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051

Listing fee for the financial year: 2025-2026 has been paid to the stock exchanges. The Equity shares of the Company have not been suspended from trading.

(g) Stock Code

Stock Code is 523229 on BSE and BHARATSE on NSE.

International Securities Identification Number (ISIN) for NSDL and CDSL: INE415D01024.

(h) Registrar and Share Transfer Agents: (For Demat Shares and for Physical Shares) Alankit Assignments Ltd.

4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055, Ph: 42541234, Fax: 4254 1201 E-Mail: rta@alankit.com, Contact person: Mr.J.K.Singla, Deputy General Manager

(i) Share Transfer System

In terms of the Listing Regulations and notifications/ circulars/ guidelines issued by SEBI from time to time, transfer, transmission and transposition of equity shares of the Company can only be effected in dematerialised form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL), within the statutory time limit from the date of receipt of share certificates/ letter of confirmation after due verification.

Further, SEBI vide its circular dated January 25, 2022, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting/consolidation of certificate, transmission and transposition which were allowed in physical form should be processed in dematerialised form only. The necessary forms for the above request are available on the website of the Company i.e. <https://bharatseats.com/>. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. Shareholders should communicate with Alankit Assignments Limited, the Company's Registrars & Share Transfer Agent at rta@alankit.com quoting their folio number or Depository Participant ID and Client ID number, for any queries relating to their securities.

In terms of Circulars issued by SEBI, a special window is opened to facilitate transfer and dematerialization of physical shares that were sold/ purchased before 1st April 2019 or for share transfer request(s) which were rejected/ returned/ not attended due to deficiency in the documents/ process/ or otherwise.

In respect of bonus equity shares held in the Suspense Account, the Company, upon receipt of valid requests and/ or completion of KYC updation by the shareholders, facilitates credit of the corresponding shares to their respective beneficiary demat accounts in accordance with applicable regulatory requirements.

(j) Distribution of Shareholding as on 31.03.2026:

S. NO.	NO. OF SHARES HELD	NO. OF HOLDERS	PERCENTAGE OF HOLDERS(%)	HOLDING	PERCENTAGE OF HOLDING (%)
1	UPTO 500	27308	87.84	24,28,654	3.87
2	501 TO 1000	1783	5.74	14,26,811	2.27
3	1001 TO 5000	1643	5.29	36,90,661	5.88
4	5001 TO 10000	210	0.68	15,21,315	2.42
5	10001 TO 20000	76	0.24	11,70,448	1.86
6	20001 TO 30000	17	0.05	4,17,628	0.67
7	30001 TO 40000	10	0.03	3,64,964	0.58
8	40001 TO 50000	10	0.03	4,38,968	0.70
9	50001 TO 100000	18	0.06	13,05,454	2.08
10	100001 TO 500000	11	0.03	25,04,427	3.98
11	500001 and ABOVE	5	0.01	4,75,30,670	75.69
	TOTAL	31091	100.00	6,28,00,000	100.00

(k) Shareholding pattern as on 31.03.2026:

S. No.	Category	No. of Shareholders	% of Shareholders	No. of Equity Shares	% of Shares
1.	Promoters and Associate Companies:				
a.	Indian	3	0.01	37588358	59.85
b.	Foreign	1	-	9300000	14.81
2.	Non-Promoter Shareholding:				
a.	Other Corporate Bodies	105	0.33	911526	1.45
b.	Mutual Funds	1	-	2000	-
c.	Financial Institutions	1	-	68000	0.11
d.	NRIs	352	1.13	708219	1.13
e.	Trust	2	0.01	114964	0.18
f.	Indian Public/HUF	30624	98.51	13654087	21.75
g.	IEPF Account	2	0.01	452846	0.72
	TOTAL	31091	100.00	6,28,00,000	100.00

(l) Dematerialisation of Shares and liquidity

Electronic holding of members comprises 99.80% of the paid up Equity Shares of the Company as at 31st March, 2026. The Shares of the Company are available for trading with both the Depositories, namely; National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

(m) No GDRs/ADRs Warrants or any convertible instruments has been issued by the company.

(n) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of LODR Regulations: The Company did not raise any funds through preferential allotment or qualified institutions placement.

(o) Commodity price risk or foreign exchange risk and hedging activities: The Company is exposed to capital risk, market risk, credit risk and liquidity risk. The details of risks, including foreign exchange exposures as on March 31, 2026 are disclosed in Notes to the Financial Statements.

(p) Pursuant to Schedule V of the LODR Regulations, the details of shares held in Unclaimed Suspense Account of "Bharat Seats Limited – Unclaimed Suspense Account" with Alankit Imaginations Limited are as follows:

Type of Securities	Balance As on 1 st April, 2025		*No. of shareholders who approached for transfer from Suspense Account		No. of shareholders to whom shares were transferred from Suspense Account		Balance As on 31 st March, 2026	
	No. of records	No. of shares	No. of records	No. of shares	No. of records	No. of shares	No. of records	No. of shares
Equity Shares	1	1000	-	-	-	-	1	1000
Bonus on above on 24.12.24		1000	-	-	-	-		1000
Equity Bonus shares (transferred on 3rd January, 2025)	777	160232	20	7014	20	7014	757	153218
Bharat Seats Limited Suspense Escrow	-	-	-	-	-	-	1	1000
Total	778	162232	20	7014	20	7014	759	156218

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

(q) Plant Locations:

- | | |
|---|---|
| 1) Plant – I
Plot No.1, Maruti Joint Venture Complex,
Gurugram - 122015 (Haryana)
Ph : +91- 9643339870-74
E-Mail : seats@ bharatseats.net,
investor_relations@bharatseats.net
Website : www.bharatseats.com | 2) Plant- II
Plot No.Mustill No.226, Kila No.7/1,
Village Borakalan, Gurugram (Haryana) |
| 3) Plant-III
Plot No. 26, Sector-3A, Maruti Supplier Park, IMT,
Manesar, Gurugram (Haryana) | 4) Plant- IV
New Survey/ Block No.30
(Old Revenue Survey no. 403/9)
Moje Naviyani, Taluka Dasada Distt.
Surenderanagar, Part of Nihon Industrial
Park, Gujarat |
| 5) Plant- V
Plot No.17, Block No.334,335 old 158, 293
T.P.S No 1D, F.P.No 166 +167, Hansalpur
Ahmedabad, Gujarat 382150 | 6) Plant - VI
Internal No. 1, Plot No. 831 HSIDC Industrial
Township Kharkhoda, Sonipat, Haryana -
131402 |

(r) Bharat Seats Limited

Registered Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi 110070 Ph: 09810808631 Email: seats@bharatseats.net.

(s) Investor Relation Cell address for Correspondence

Investors/ shareholders correspondence may be addressed either to the Company's Secretarial Department, contact person: Ms. Ritu Bakshi, Company Secretary and Compliance Officer, functioning at the works - Plant-1 of the Company at Gurugram or to its Registrar and Transfer Agent: Alankit Assignments Ltd., contact person: Mr. J.K.Singla, Deputy General Manager at 4E/2, Alankit House, Jhandewalan Extension New Delhi – 110055.

(t) OTHER DISCLOSURES**Related Party Transactions**

The particulars of transactions between the Company and its related parties as per the terms of Ind AS-24, "Related Party Disclosures", specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2015 and Regulation 23 of the LODR Regulations, are disclosed in Note No.38(d) of Notes to Financial Statements. However, these transactions are not likely to have any conflict with the Company's interest. All related party transactions are generally with its associates and are entered into based on considerations of various business exigencies. All related party transactions are in the ordinary course of business and are negotiated on arm's length basis and are intended to further the Company's interests. Further, there were no materially significant related party transactions that were entered during the year that have a potential conflict with the interests of your Company at large. A confirmation as to the compliance of Related party transactions as per LODR Regulations is sent to Stock exchanges along with quarterly compliance report of Corporate Governance.

Penalties/ Strictures

No Strictures/Penalties have been imposed on the Company by the Stock Exchanges or the Securities and Exchange Board of India (SEBI) or any statutory authority on any matters related to capital markets during the last three years.

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by ICAI. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts.

The Management Discussion and Analysis is an ongoing process within the Organization. An exercise on Business Risk was carried out covering the entire gamut of Business operations and the Board was informed of the same.

The Company has framed Whistle Blower Policy. No personnel had been denied access to the Audit Committee. Adoption of non-mandatory requirements as stipulated under Listing Regulations are being reviewed by the Board from time to time.

Details of compliance with mandatory requirements and adoption of non-mandatory requirements as specified in Part E of Schedule II of LODR Regulations 2015:

The Company has duly complied with all the mandatory requirements under Chapter IV of the SEBI (LODR), 2015. The Company has not adopted the non-mandatory (discretionary) requirements as mentioned in Part E of Schedule II of the SEBI (LODR), 2015 except that the Company has financial statement with unmodified audit opinion and the Internal Auditor reports directly to the Audit Committee.

Management Discussion and Analysis

The Management Discussion and Analysis is an ongoing process within the Organization. An exercise on Business Risk was carried out covering the entire gamut of Business operations and the Board was informed of the same.

Whistle Blower Policy

The Company has framed Whistle Blower Policy. No personnel had been denied access to the Audit Committee. Adoption of non-mandatory requirements as stipulated under Listing Regulations are being reviewed by the Board from time to time.

Details of compliance with mandatory requirements and adoption of non-mandatory requirements as specified in Part E of Schedule II of LODR Regulations 2015:

The Company has duly complied with all the mandatory requirements under Chapter IV of the SEBI (LODR), 2015. The Company has not adopted the non-mandatory (discretionary) requirements as mentioned in Part E of Schedule II of the SEBI (LODR), 2015 except that the Company has financial statement with unmodified audit opinion and the Internal Auditor reports directly to the Audit Committee.

Disclosure of Accounting Treatment

The financial statements of year under review have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (IND AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.

Disclosure Pursuant to Clause (2a) Of Schedule V (Annual Report) Of SEBI (LODR) (Amendment) Regulations, 2018 of transactions of the Company with any person or entity belonging to the Promoter/ Promoter group which hold(s) 10% or more shareholding in the listed entity:

Enclosed as Annexure A.

(u) CREDIT RATING

ICRA has assigned its short term credit rating of A1 and long term credit rating of A (stable), indicating the outlook on the long term rating as 'Stable'.

(v) CODE OF CONDUCT

In terms of the requirement of Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations 2015 ["SEBI (LODR), 2015"] & Section 149(8) read with Schedule IV of the Companies Act, 2013 ("the Act"), the Board of Directors has adopted the Code of Conduct for Directors and Senior Management. The said Code has been communicated to the Directors and the Members of the Senior Management. A copy of code of conduct has been posted at the website of the Company. All Board members and senior management personnel affirm their compliance with the Code on annual basis. A declaration to this effect signed by the Whole Time Director and CEO of the Company, forms part of this Annual Report of the Company enclosed as Annexure B.

(w) CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

The Company has adopted a Code for Prevention of Insider Trading as per SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors and Designated Employees/ persons who could have access to the Unpublished Price Sensitive Information are governed by the said Code.

(x) PREVENTION OF SEXUAL HARASSMENT

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

An Internal Committee has been constituted in accordance with the provisions of the POSH Act to redress complaints received regarding sexual harassment and all the provisions regarding the constitution are complied with.

During the year under review, the status of complaints on sexual harassment is as follows:

No. of Complaints filed during the financial year: Nil

No. of Complaints disposed of during the financial year: Nil

No. of Complaints pending as on the end of financial year: Nil

(y) REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance forms part of the Annual Report of the Company and is sent to the shareholders accordingly. The Company also submits a quarterly compliance report on Corporate Governance to the Stock Exchanges within the time stipulated under SEBI(LODR) 2015.

Disclosures of Compliance with Corporate Governance Requirements

The Company has complied with Corporate Governance Requirements as specified in Regulation 17 to 27 of LODR.

(z) Website

The Company has complied with Clause (b) to (i) of sub regulation (2) of Regulation 46, relating to website disclosures. The Company's website contains a separate section 'Investor Relations' where members can access the details of the Board, Policies, the Board Committee, financials, details of unclaimed dividend and shares transferred/ liable to be transferred to IEPF, Stock exchange disclosures etc.

(aa) CERTIFICATIONS

In compliance with Regulation 17(8) and 33 of the SEBI (LODR), 2015, the Company duly places a Certificate signed by Whole Time Director and Chief Executive Officer and Chief Financial Officer of the Company before the Board of Directors enclosed as Annexure C.

The Company has obtained a certificate from its Secretarial Auditor regarding compliance of conditions of Corporate Governance stipulated under Listing Regulations and the said certificate is attached to the Directors Report and forms a part of the Annual Report. The said certificate is sent to the shareholders and Stock Exchanges along with the Annual Report of the Company is enclosed as Annexure D.

A certificate from the Company Secretary in Practice has been received stating 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 the Board/ Ministry of Corporate Affairs or any such statutory authority. The same is enclosed as Annexure E.

(ab) REMUNERATION TO STATUTORY AUDITORS

S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration number 301003E/ E300005, the Company's Statutory Auditor is responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

As required under Regulation 34 read with Part C of the Schedule V of the LODR Regulations, the total fees paid by the Company is Rs. 45 lakhs (and its subsidiaries – Not Applicable) on a consolidated basis to the Statutory auditor and all entities in the network firm/ entity of which the statutory auditor is a part.

DISCLOSURE PURSUANT TO CLAUSE (2A) OF SCHEDULE V (ANNUAL REPORT) OF SEBI (LODR) (AMENDMENT) REGULATIONS, 2018

Disclosures of transactions of the listed entity with any person or entity belonging to the Promoter/
Promoter group which hold(s) 10% or more shareholding in the listed entity

A. Names of promoter/ promoter group, with 10% or more shareholding and description of relationship:

Names of promoter/ promoter group, with 10% or more shareholding	Nature of relationship
Maruti Suzuki India Limited	Entities with joint control or significant influence over the Company
Suzuki Motor Corporation, Japan	
NDR Auto Components Limited	
Rohit Relan Family Trust	
Rohit Relan*	Key Management Person

Transactions during the year: (Rs. In Lakhs except as otherwise stated)

Particulars		2025-26	2024-25
i)	Sale of products Maruti Suzuki India Limited NDR Auto Components Limited	1,24,695.64 17.60 1,24,713.24	88,253.99 4.67 88,258.66
ii)	Purchases of Material, traded goods (Inclusive of all taxes) NDR Auto Components Limited Maruti Suzuki India Ltd	58,050.81 2,041.08 60,091.89	46,587.35 1,579.54 48,166.89
iii)	Discount on Sales Maruti Suzuki India Limited	38.71	-
iv)	Rental Income NDR Auto Components Limited	126.00	115.20
v)	Interest Income Maruti Suzuki India Limited	-	0.09
vi)	Remuneration to Key Management Person Mr. Rohit Relan Short term employee benefits Post-employment benefits	378.00 31.50 409.50	316.13 25.29 341.42
vii)	Other Expenses: a) Power & Fuel Maruti Suzuki India Limited b) Interest on lease liabilities: Maruti Suzuki India Limited c) Depreciation on right of use assets Maruti Suzuki India Limited d) Miscellaneous expenses - Reimbursement of expenses NDR Auto Components Limited	381.35 467.30 212.98	269.96 583.57 138.86

	e) Sitting fees: Maruti Suzuki India Limited (of which Mr. C.V. Raman is a nominee Director)	152.81	189.87
	f) Power & Fuel - Reimbursement of expenses NDR Auto Components Limited	3.00	3.00
		90.58	-
		969.49	1,117.17
viii)	Interest Expense Rohit Relan NDR Auto Components Limited	187.58 8.50	187.58 141.10
		196.08	328.68
ix)	Advance received Maruti Suzuki India Limited	626.71	400.13
x)	Dividend paid Maruti Suzuki India Limited Suzuki Motor Corporation, Japan NDR Auto Components Limited Rohit Relan	102.30 102.30 198.00 84.24	74.40 74.40 144.00 61.19
		486.84	353.99
xi)	Sale of Property, Plant & Equipment NDR Auto Components Limited	264.11	57.28
xii)	Loan repaid to related parties NDR Auto Components Limited	1,700.00	-

*In order to streamline the succession and welfare of the family members of Promoters and their lineal descendants, during the year under review, some of the Promoter and Promoter Group of Bharat Seats Limited i.e. Mr. Rohit Relan, Mrs. Ritu Relan, Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan transferred 1,02,88,358 (16.38%) Equity Shares of Rs.2/- each by way of gift to Rohit Relan Family Trust on September 26, 2025. Pursuant to SEBI Exemption order dated September 04, 2025, Rohit Relan Family Trust was granted exemption from complying with the requirements of sub-regulation (1) of regulation 3, regulation 4 and regulation 5 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



DECLARATIONS

CERTIFICATE OF CODE OF CONDUCT FOR THE YEAR: 2025-26

Bharat Seats Limited is committed to conducting its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics.

As provided under Listing Regulations, I hereby certify that all the Board members and Senior Management Personnel affirmed the compliance with the Code of Business Conduct and Ethics for the year ended 31st March 2026.

For Bharat Seats Limited

(Rohit Relan)

Chairman and Managing Director

CEO / CFO Certification

To
The Board of Directors
Bharat Seats Limited

As provided under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we certify the following to the Board that for the year ended 31st March, 2026:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2026 and to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity'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 listed entity 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 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:
- (1) that there have been updations to ensure adequate internal control over financial reporting during the year;
 - (2) that there have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) There were no instances of fraud of which we have become aware.

For Bharat Seats Limited

Rajiv Arora
Whole Time Director and
Chief Executive Officer

Place : Gurugram
Date : May 6, 2026

For Bharat Seats Limited

Vinod Kumar
Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The members of Bharat Seats Limited
CIN L34300DL1986PLC023540

I have examined the compliance of conditions of Corporate Governance by the Company for the year ended 31st March, 2026 as stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of 46, para C, D and E of Schedule V and any other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with the relevant records/documents maintained by the Company furnished to me for my review and report on Corporate Governance as approved by the Board of Directors.

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

In my opinion and to the best of my information and according to the explanations given to me and representation made by the Directors and the management, I confirm that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, 2015.

I further 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.

Place : New Delhi
Date : 04/05/2026

Rupinder Singh Bhatia
Practicing Company Secretary
CP No. 2514
UDIN: F002599H000269074
Peer Review No.: 1496/2021

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 Disclosures Requirements) Regulations, 2015)

The Members of**Bharat Seats Limited**

Address: 1, Nelson Mandela Road,
Vasant Kunj, New Delhi-110070

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bharat Seats Limited having CIN No. L34300DL1986PLC023540 and having registered office at 1, Nelson Mandela Road, Vasant Kunj, New Delhi-110070 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulation 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby Confirm 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 Director	DIN	Date of Appointment in the Company
1.	Mr. Rohit Relan	00257572	06/03/1986
2.	Mr. Makoto Kunieda	10260765	04/08/2023
3.	Mr. Raman Venkat Challa	07093663	18/07/2015
4.	Ms. Nisha Malhotra	09428727	28/01/2022
5.	Mr. Sanjay Bhattacharyya	10449854	01/04/2024
6.	Mr. Sudhir Maheshwari	00649505	01/04/2024
7.	Ms. Vanita Chhabra	02161276	15/05/2024
8.	Mr. Sarthak Behuria	03290288	25/09/2024
9.	Mr. Rishabh Relan	07726444	04/02/2021
10.	Mr. Rajiv Arora	07976398	02/08/2024

Ensuring the eligibility for the appointment / continuity of 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.

Rupinder Singh Bhatia
Practicing Company Secretary
CP No. 2514
UDIN: F002599H000269063
Peer Review No.: 1496/2021

Place : New Delhi
Date : 04/05/2026

INDEPENDENT AUDITOR'S REPORT

To the Members of Bharat Seats Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Bharat Seats Limited ("the Company"), which comprise the Balance sheet as at March 31, 2026, the Statement of Profit and Loss, including the statement of 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 material accounting policies and other explanatory information in which are included the returns for the year ended on that date audited by the branch auditor of the Company's branches located at Japan .

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditor on separate financial statements and on the other financial information of the branch, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter – Income Tax Search

We draw attention to Note 27 (A)(iv) of the financial statements which describes the uncertainty relating to outcome of a search conducted by the Income Tax Department in an earlier year, under Section 132 of the Income Tax Act, 1961, at certain premises of the Company including manufacturing locations and residence of few of its employees/ key managerial personnel.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition including price variations (as described in Note 28 of the financial statements)	
Revenue is measured by the Company at the fair value of consideration received/ receivable from its customers and in determining the transaction price for the sale of products, the Company considers the effects of price variations provided to the customer.	Our audit procedures included the following: Assessed the Company's accounting policy for revenue recognition including the policy for recording price variations in terms of Ind AS 115.

The Company's business also requires passing on price variations to the customer for the sales made by the Company. The Company at the year end, has provided for such price variations to be passed on to the customer. The estimated price variations at the year-end are shown under note 28 to the financial statements. We have considered this as a key audit matter on account of the significant judgement and estimate involved in calculation of price variations to be recorded as at the year end	• Obtained understanding of the revenue process, and the assumptions used by the management in the process of calculation of price variations, including design and implementation of controls, and tested the operating effectiveness of these controls. • Tested completeness and arithmetical accuracy of the data used in the computation of price variations. • Obtained and reviewed balance confirmation from customers to ensure the existence of trade receivables. • Tested, on sample basis, debit/ credit notes in respect of agreed price variations passed on to the customers. Assessed the revenue-related disclosures included in Note 28 to the financial statements
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Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements and other financial information of one branch included in the accompanying financial statements of the Company whose financial statements and other financial information reflect total assets of Rs. 24.57 lakhs as at March 31, 2026 and the total revenues of Rs. NIL, total net loss after tax of Rs. 160.08 lakhs, total comprehensive loss of Rs. 160.08 lakhs and net cash outflow of Rs. 7.10 lakhs for the year ended on that date. The financial statements/information of the branch have been audited by the branch auditor whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the branch, is based solely on the report of such branch auditor. Our opinion is not modified in respect of these matters.

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 sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the branch auditors on separate financial statements and the other financial information of the branch, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branch not visited by us except for the matters stated in the paragraph (k)vi below on reporting under Rule 11(g);
 - (c) The report on the accounts of the branch office of the Company audited under Section 143(8) of the Act by branch auditor have been sent to us and have been properly dealt with by us in preparing this report;
 - (d) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us;
 - (e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (f) The matter described in Emphasis of Matter – Income tax search paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - (g) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph (k)vi below on reporting under Rule 11(g)
 - (i) With respect to the adequacy of the internal financial controls with reference to financial statements and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report;
 - (j) In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
 - (k) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 (A) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 38(o) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 38(o) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and



- c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) of Rule 11(e) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 38(j) to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated for all relevant transactions recorded in the software except that the audit trail is not enabled for direct changes to database using certain access rights, as described in note 38(k) to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled.

Additionally, the audit trail of relevant prior years has been preserved by the company as per the statutory requirements for record retention, to the extent it was enabled and recorded in those respective years, as stated in note 38(k) to the financial statements

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Amit Chugh

Partner

Membership Number: 505224

UDIN: 26505224KVZWAA5238

Place of Signature: Gurugram

Date: May 06, 2026

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Bharat Seats Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (i) (a) (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (i) (b) All Property, Plant and Equipment were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which is reasonable having regard to the size of the Company and the nature of its assets.
- (i) (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2026.
- (i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals during the year by management except for inventories lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate. Inventories lying with third parties have been confirmed by such third parties as at March 31, 2026. There were no discrepancies of 10% or more noticed, in the aggregate for each class of inventory.
- (ii) (b) As disclosed in note 22 to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks are in agreement with the unaudited books of accounts of the Company. The Company do not have sanctioned working capital limits in excess of Rs. five crores in aggregate from financial institutions during the year on the basis of security of current assets of the Company.
- (iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (iii) (b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (iii) (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (iii) (d) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (iii) (e) There were no loans or advances in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (iii) (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.



- (iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues applicable to it. The provisions relating to sales tax, service tax, duty of excise and value added tax are not applicable to the Company. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (vii) (b) The dues of goods and services tax and income tax that have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (In Rs. Lacs)	Amount paid under protest (In Rs. Lacs)	Period to which the amount relates	Forum where the dispute is pending
Goods and Service tax	Penalty demand on differential tax paid on HSN classification of two wheelers and parts thereof	3,382.42	-	2017-18 to 2023-24 (till December 2023)	Commissioner, CGST (Appeals), Gurugram
Income-tax Act, 1961	Demand against search and seizure	245.25	-	2019-20 to 2021-22, 2023-24 & 2024-25	CIT (Appeals)*
Income-tax Act, 1961	Demand against search and seizure	232.47	-	2022-23	CIT (Appeals)
Income-tax Act, 1961	Penalty demand against search and seizure	524.28	-	2022-23	CIT (Appeals)
The Industrial Dispute & The payment of Wages Act	Labour related cases	25.02	-	2002	Hon'ble Supreme Court
The Industrial Dispute & The payment of Wages Act	Labour related cases	144.20	-	2002	Hon'ble High Court
The Industrial Dispute & The payment of Wages Act	Labour related cases	10.00	-	2002	District Court, Gurugram

* The Company is in the process of filing an appeal with ITAT.

There are no dues of provident fund, employees' state insurance, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which have not been deposited on account of any dispute.

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



- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) Term loans were applied for the purpose for which the loans were obtained.
- (ix) (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix) (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (ix) (f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No material fraud by the Company or no material fraud on the Company has been noticed or reported during the year
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor, secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) (a) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) of the Order is not applicable to the Company.
- (xii) (b) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(b) of the Order is not applicable to the Company.
- (xii) (c) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (xvi) (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.



- (xvi) (d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 38(p) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 38(e) to the financial statements.
- (xx) (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 38(e) to the financial statements.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Amit Chugh
Partner

Membership Number: 505224
UDIN: 26505224KVZWAA5238

Place of Signature: Gurugram
Date: May 06, 2026

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF BHARAT SEATS LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to financial statements of Bharat Seats Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls 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 were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by 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 with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements 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 issued by the ICAI.

Other Matters

Our report under Section 143(3)(h) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to standalone financial statements of the Company, insofar as it relates to one branch at Japan, is based on the corresponding reports of the auditors of such branch.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Amit Chugh

Partner

Membership Number: 505224

UDIN: 26505224KVZWAA5238

Place of Signature: Gurugram

Date: May 06, 2026

BALANCE SHEET AS AT 31ST MARCH 2026
CIN: L34300DL1986PLC023540

(Rs. in lakhs except as otherwise stated)

	Notes	As at 31st March 2026	As at 31st March 2025
ASSETS			
1 Non-current assets			
Property, plant and equipment	5(a)	29,962.14	21,504.31
Capital work in progress	6	1,184.19	8,956.90
Intangible assets	5(b)	286.97	295.69
Right of use assets	5(c)	5,324.98	6,494.17
Financial assets			
Other Financial assets	7	137.55	130.30
Other non-current assets	8	242.08	24.78
Non-current tax assets (Net)	9	968.97	1,106.12
		38,106.88	38,512.27
2 Current assets			
Inventories	10	6,024.72	5,544.83
Financial assets			
i) Trade receivables	11	26,345.11	19,664.96
ii) Cash and cash equivalents	12	1,530.86	295.58
iii) Other bank balances	13	16.53	16.53
iv) Other financial assets	14	101.04	99.44
Other current assets	15	1,539.90	636.77
		35,558.16	26,258.11
Total Assets		73,665.04	64,770.38
EQUITY AND LIABILITIES			
1 Equity			
Equity share capital	16	1,256.00	1,256.00
Other equity	17	21,709.99	18,199.27
Total Equity		22,965.99	19,455.27
2 Liabilities			
Non-current liabilities			
Financial liabilities			
i) Borrowings	18	3,750.43	5,021.89
ii) Lease liabilities	19(a)	5,505.62	6,697.77
Provisions	20	276.56	126.53
Deferred tax liabilities (Net)	21	609.30	611.30
		10,141.91	12,457.49
Current liabilities			
Financial liabilities			
i) Borrowings	22	1,271.46	2,971.46
ii) Lease liabilities	19(b)	482.44	494.66
iii) Trade payables			
- Total outstanding dues of micro enterprises and small enter- prises	23	2,373.81	1,494.04
- Total outstanding dues of creditors other than micro enter- prises and small enterprises	23	29,506.55	24,323.69
iv) Other financial liabilities	24	877.14	1,504.67
Other current liabilities	25		
(i) Contract liabilities		5,226.07	439.48
(ii) Other current liabilities		279.55	1,267.58
Provisions	26	540.12	362.04
		40,557.14	32,857.62
Total Equity and Liabilities		73,665.04	64,770.38

The accompanying notes from an integral part of these financial statements

As per our report of even date attached For and on behalf of Board of Directors

For **S.R. Batliboi & Co. LLP**
Chartered accountants
ICAI Registration No. 301003E/E300005

ROHIT RELAN
Chairman and Managing Director
DIN: 00257572
Place : New Delhi
Date: May 6, 2026

RISHABH RELAN
Whole Time Director
DIN: 07726444
Place : New Delhi
Date: May 6, 2026

RAJIV ARORA
Whole Time Director and CEO
DIN: 07976398
Place : Gurugram
Date: May 6, 2026

per AMIT CHUGH
Partner
Membership no. 505224
Place : Gurugram
Date: May 6, 2026

RITU BAKSHI
Company Secretary
Place : Gurugram
Date: May 6, 2026

VINOD KUMAR
Chief Financial Officer
Place : Gurugram
Date: May 6, 2026

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2026
CIN: L34300DL1986PLC023540

(Rs. in lakhs except as otherwise stated)

Particulars	Notes	Year Ended 31st March 2026	Year Ended 31st March 2025
I INCOME			
Revenue from operations	28	195,095.14	128,882.47
Other income	29	528.24	358.57
Total income		195,623.38	129,241.04
II EXPENSES			
Cost of raw materials and components consumed	30	165,437.70	107,964.94
Purchase of traded goods	31	2,720.57	153.45
(Increase)/decrease in inventories of finished goods, work in progress and traded goods	32	(217.15)	(61.10)
Employee benefits expense	33	6,558.20	5,314.66
Finance costs	34	1,017.00	890.71
Depreciation and amortization expenses	35	3,529.38	2,623.99
Other expenses	36	10,680.05	7,964.78
Total expenses		189,725.75	124,851.43
III Profit before exceptional items and tax		5,897.63	4,389.61
Exceptional items	33(a)	137.37	-
Profit before tax		5,760.26	4,389.61
IV Tax expenses			
Current tax	21	1,516.19	1,179.95
Adjustment of tax relating to earlier years	21	22.95	1.89
Deferred tax expenses/(credit)	21	(2.00)	(62.26)
Income tax expense		1,537.14	1,119.58
V Profit for the year		4,223.12	3,270.03
VI Other comprehensive income			
Items that will not be reclassified to profit or loss :			
i) Re-measurement gains/(losses) on defined benefit plans (refer note 38(a)(v))		(28.86)	6.68
ii) Income tax effect (refer note 21)		7.26	(1.68)
Total other comprehensive income for the year, net of taxes		(21.60)	5.00
VII Total comprehensive income for the year, net of taxes		4,201.52	3,275.03
VIII Earnings per equity share of Rs. 2 each:			
(1) Basic (Rs.)	37	6.72	5.21
(2) Diluted (Rs.)	37	6.72	5.21

The accompanying notes form an integral part of these financial statements

As per our report of even date attached For and on behalf of Board of Directors

For **S.R. Batliboi & Co. LLP**
Chartered accountants
ICAI Registration No. 301003E/E300005

ROHIT RELAN
Chairman and Managing Director
DIN: 00257572
Place : New Delhi
Date: May 6, 2026

RISHABH RELAN
Whole Time Director
DIN: 07726444
Place : New Delhi
Date: May 6, 2026

RAJIV ARORA
Whole Time Director and CEO
DIN: 07976398
Place : Gurugram
Date: May 6, 2026

per AMIT CHUGH
Partner
Membership no. 505224
Place : Gurugram
Date: May 6, 2026

RITU BAKSHI
Company Secretary
Place : Gurugram
Date: May 6, 2026

VINOD KUMAR
Chief Financial Officer
Place : Gurugram
Date: May 6, 2026

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

CIN: L34300DL1986PLC023540

(Rs. in lakhs except as otherwise stated)

	Notes	For the year ended 31st March, 2026	For the year ended 31st March, 2025
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		5,760.26	4,389.61
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortization expense	35	3,529.38	2,623.99
(Gain)/Loss on disposal of property, plant and equipment	36	11.29	(12.02)
Gain on termination of Right of use assets	29	-	(2.18)
Finance cost	34	1,002.87	878.90
Interest income	29	(68.46)	(43.27)
Excess provision no longer required written back	29	(34.30)	(47.28)
Unrealised foreign exchange loss	36	34.84	17.39
Operating profit before working capital changes		10,235.88	7,805.14
Adjustments for changes in working capital :			
Increase in inventories	10	(479.89)	(1,572.14)
Increase in trade receivables	11	(6,680.15)	(9,334.04)
(Increase)/decrease in other financial and non- financial assets		(905.85)	1,211.83
(Increase)/decrease in other non-current assets		(59.89)	3.67
Increase in trade payables	23	6,062.09	11,561.93
Increase in other financial, non financial liabilities and provisions		3,893.41	644.93
Cash generated from operating activities		12,065.60	10,321.32
Income tax paid (net of refunds)		(1,394.73)	(706.91)
Net cash flows from operating activities		10,670.87	9,614.41
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment and intangible assets including capital work in progress, capital advances net of capital creditors	5(a) & (b)	(5,094.85)	(6,985.05)
Proceeds from sale of property, plant and equipment		312.31	136.30
Fixed Deposits matured during the year		532.79	24.25
Fixed Deposits made during the year		(534.39)	(30.04)
Interest income received		63.93	43.29
Net cash flows used in investing activities		(4,720.21)	(6,811.25)
C. CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from long term borrowings		-	2,000.00
Repayment of long term borrowings		(1,271.46)	(1,563.59)
Repayments of short term borrowings		-	(1,282.28)
Repayment of inter corporate short term borrowings		(1,700.00)	-
Dividend paid on equity shares	17	(690.80)	(502.40)
Interest Paid		(551.44)	(590.94)
Principal payments of lease liabilities		(36.61)	(59.03)
Interest payments of lease liabilities		(465.07)	(529.97)
Net cash flows used in financing activities		(4,715.38)	(2,528.21)
Net increase in cash and cash equivalents (A+B+C)		1,235.28	274.95
Cash and cash equivalents at the beginning of the year	12	295.58	20.63
Cash and cash equivalents at the end of the year	12	1,530.86	295.58
Components of cash and cash equivalents			
Cash and cash equivalents			
Balances with banks:			
Current Account		0.23	5.84
Surplus in Cash Credit Accounts		1,522.01	288.46
Balance with Japanese bank, Japan		8.28	1.18
Cash on hand		0.34	0.10
Net Cash and cash equivalents as at the end of the year		1,530.86	295.58

Note: The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 statement of cash. For changes in liabilities arising from financing activities refer note 22.

The accompanying notes form an integral part of these financial statements

As per our report of even date attached For and on behalf of Board of Directors

For **S.R. Batliboi & Co. LLP**
Chartered accountants
ICAI Registration No. 301003E/E300005

ROHIT RELAN
Chairman and Managing Director
DIN: 00257572
Place : New Delhi
Date: May 6, 2026

RISHABH RELAN
Whole Time Director
DIN: 07726444
Place : New Delhi
Date: May 6, 2026

RAJIV ARORA
Whole Time Director and CEO
DIN: 07976398
Place : Gurugram
Date: May 6, 2026

per **AMIT CHUGH**
Partner
Membership no. 505224
Place : Gurugram
Date: May 6, 2026

RITU BAKSHI
Company Secretary
Place : Gurugram
Date: May 6, 2026

VINOD KUMAR
Chief Financial Officer
Place : Gurugram
Date: May 6, 2026

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2026
CIN: L34300DL1986PLC023540
A Equity Share Capital (Refer note 16)

(Rs. in lakhs except as otherwise stated)

	Nos.	Amount
Equity Shares of Rs. 2 each issued, subscribed and fully paid up		
As at 1st April, 2024	31,400,000	628.00
Changes in equity share capital during the year	31,400,000	628.00
Balance as at 31st March, 2025	62,800,000	1,256.00
Changes in equity share capital during the year	-	-
Balance as at 31st March 2026	62,800,000	1,256.00

B Other Equity (Refer note 17)

(Rs. in lakhs except as otherwise stated)

	Reserves & Surplus		Total
	General Reserve	Retained Earnings	
As at 1st April, 2024	3,950.73	12,103.91	16,054.64
Net profit for the year	-	3,270.03	3,270.03
Other Comprehensive Income for the year net of tax		5.00	5.00
Dividend paid during the year	-	(502.40)	(502.40)
Issue of Bonus Shares (refer note 16(f))	-	(628.00)	(628.00)
As at 31st March 2025	3,950.73	14,248.54	18,199.27
Net profit for the year	-	4,223.12	4,223.12
Other Comprehensive Income for the year net of tax		(21.60)	(21.60)
Dividend paid during the year (refer note 38(j))	-	(690.80)	(690.80)
As at 31st March 2026	3,950.73	17,759.26	21,709.99
Summary of material accounting policies	2		
Contingent liabilities and commitments	27		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached For and on behalf of Board of Directors

For **S.R. Batliboi & Co. LLP**
Chartered accountants
ICAI Registration No. 301003E/E300005

ROHIT RELAN
Chairman and Managing Director
DIN: 00257572
Place : New Delhi
Date: May 6, 2026

RISHABH RELAN
Whole Time Director
DIN: 07726444
Place : New Delhi
Date: May 6, 2026

RAJIV ARORA
Whole Time Director and CEO
DIN: 07976398
Place : Gurugram
Date: May 6, 2026

per AMIT CHUGH
Partner
Membership no. 505224
Place : Gurugram
Date: May 6, 2026

RITU BAKSHI
Company Secretary
Place : Gurugram
Date: May 6, 2026

VINOD KUMAR
Chief Financial Officer
Place : Gurugram
Date: May 6, 2026

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

1. Corporate information

The financial statements comprise financial statements of Bharat Seats Limited (the Company) (CIN L34300DL1986PLC023540) for the year ended 31st March 2026. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India, viz., Bombay Stock Exchange Limited & National Stock Exchange of India Limited. The Company is a joint venture of Suzuki Motor Corporation- Japan, Maruti Suzuki India Ltd. and M/s Rohit Relan and Associates. The registered office of the Company is located at 1, Nelson Mandela Road, Vasant Kunj, New Delhi 110070.

The Company is principally engaged in the manufacturing of complete seating system and interior component for the automotive and surface transport. The Company's manufacturing facilities are located in Haryana and Gujarat. Information on other related party relationships of the Company is provided in Note 38(d).

The Standalone financial statements were approved for issue in accordance with a resolution passed by the Board of Directors of the Company on 6th May 2026.

The financial statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the company. The Board of directors can withdraw and re-issue the financial statements so adopted only in specific cases such as non-compliance with the applicable accounting standards, with the approval of Tribunal, after following the appropriate procedure as per Companies Act, 2013.

2. Material Accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (as amended from time to time), (Ind AS compliant Schedule III), as applicable to the financial statements.

The preparation of financial statements in conformity with Ind AS, requires management to make estimates, judgments and assumptions that affects the application of accounting policies and reported amount of assets, liabilities, income and expenses and the disclosures of the contingent assets and liabilities at the date of financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to estimate is recognized prospectively in current and future periods.

The financial statements have been prepared on a historical cost convention on an accrual basis except for certain financial instruments, financial assets, and defined employee benefits plan, which have been measured at fair value or at revalued amount.

The accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities.

Financial Statements are presented in INR and all values are rounded to nearest Lakhs (INR 00,000) except when otherwise stated.

The Company has prepared the financial statement on the basis that it will continue to operate as a going concern.

2.2 Property, plant and equipment

Items of property, plant and equipment except items stated below are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. It is capitalised from the date construction is complete and asset is ready for its intended use.

Land is measured at fair value less accumulated impairment losses recognised at the date of revaluation. Buildings are measured at fair value less accumulated depreciation on buildings and impairment losses recognised at the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation surplus is recorded in OCI and credited to the revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit or loss. A revaluation deficit is recognised in the P&L, except to the extent that it offsets an existing surplus on the same asset recognised in the revaluation surplus.

An annual transfer from the revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred directly to retained earnings.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the P&L when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is calculated on straight line basis over the useful lives of the assets are as follow:

Nature	Method	Estimated useful life (years)	Useful life as per Companies Act, 2013 (years)
Plant and machinery	Straight line method	8-21	15
Electrical fittings	Straight line method	21	10
Tools and dies	Straight line method	5	15
Furniture and Fixtures	Straight line method	10	10
Vehicles	Straight line method	8	8
Office Equipment	Straight line method	5	5
Computers	Straight line method	3 and 6	3 and 6
Building	Straight line method	30	30

Electrical fittings and plant & machinery has been depreciated over useful life different from life specified in Schedule II of Companies Act, 2013 based on the technical estimates made by the management, it believes that the useful lives as given above represent the period over which the assets are expected to be used.

Assets having value less than Rs. 5,000 are depreciated fully in the year of purchase.

2.3 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs (refer below policy for R&D costs), are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the P&L unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the P&L when the asset is derecognised.

Research and Development cost

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an intangible asset when the Company can demonstrate all the following:

- i) The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- ii) Its intention to complete and ability and intention to use or sell the asset;
- iii) How the asset will generate future economic benefits;
- iv) The availability of adequate resources to complete the development and to use or sale the asset; and
- v) The ability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is ready for the intended use. It is amortised on straight line basis over the estimated useful life. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

2.4 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company's impairment calculation is based on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long-term growth rate is calculated and applied to projected future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

2.5 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (Impairment of non-financial assets).

ii) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its weighted average cost of debts as incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short term leases and leases of low value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

The Company applies the low-value asset recognition exemption on a lease-by-lease basis, if the lease qualifies as leases of low-value assets, with a value when new of up to INR 3 lacs. In making this assessment, the Company also factors below key aspects:

- The assessment is conducted on an absolute basis and is independent of the size, nature, or circumstances of the lessee.
- The assessment is based on the value of the asset when new, regardless of the asset's age at the time of the lease.
- The lessee can benefit from the use of the underlying asset either independently or in combination with other readily available resources, and the asset is not highly dependent on or interrelated with other assets.
- If the asset is subleased or expected to be subleased, the head lease does not qualify as a lease of a low-value asset.

Based on the above criteria, the Company has classified leases of water coolers as leases of low value assets.

Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized as per the terms of lease agreement. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

2.6 Foreign Currencies

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (Rs.) which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction.

Measurement of foreign currency items at the balance sheet date

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences arising on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded in so far as they relate to the acquisition of depreciable capital assets are shown by addition to/deduction from the cost of the assets as per exemption provided under IND AS 21 read along with Ind AS 101 appendix 'D' clause-D13AA.

2.7 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate.

2.8 Inventories

a. Basis of valuation:

Inventories are valued at the lower of cost and net realisable value after providing cost of obsolescence, if any.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- i) **Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- ii) **Finished goods and work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.
- iii) **Traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Initial cost of inventories includes the transfer of gains and losses on qualifying cash flow hedges, recognised in OCI, in respect of the purchases of raw materials.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.9 Cash and cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at banks and on hand and short-term deposits, as defined above net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.10 Employees Benefits

i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Other long-term employee benefit obligations

a) Gratuity

The Employee's Gratuity Fund Scheme, which is defined benefit plan, is maintained with Life insurance Corporation. The liabilities with respect to Gratuity Plan are determined by actuarial valuation on projected unit credit method on the balance sheet date, based upon which the Company contributes to the Company Gratuity Scheme. The difference, if any, between the actuarial valuation of the gratuity of employees at the year end and the balance of funds is provided for as assets/ (liability) in the books. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation under Employee benefit expense in statement of profit or loss:

1. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements.
2. Net interest expense or income.

Remeasurements, 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 immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

b) Provident fund

Retirement benefits in the form of Provident fund / Pension Schemes are defined contribution schemes and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds become due. The Company has no obligation other than contribution payable to these funds.

c) Compensated Absences

Accumulated leaves which are expected to be utilized within next 12 months are treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement and is discharged by the year end. The Company recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

The Company treats accumulated leaves to be carried forward beyond 12 months as long-term employee benefits for measurement purpose, such long term compensated absence are provided for based on

actuarial valuation which is done as per projected unit credit method at year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

2.11 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.12 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.

i) Financial assets

The Company classified its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through OCI or through profit & loss).
- Those measured at amortized cost.

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not



contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in 2.13 "Revenue from contracts with customers".

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

The Company's financial assets are only classified as debt instruments at amortised cost.

Financial Assets at amortized cost (Debt instruments)

A "financial asset" is measured at the amortized cost if both the following conditions are met:

- 1) Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to release its fair value change), and
- 2) Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the company estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Financial assets at FVTPL

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred assets and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure.

- Financial assets measured at amortised cost, e.g., Loans, Security deposits, trade receivable, bank balance, other financial assets etc.

The Company follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

There is no significant credit risk in relation to financial assets including trade receivables.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

ii) Financial liabilities**Initial recognition and measurement**

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

The measurement of financial liabilities depends on their classification, as described below:

Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using EIR method.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortized cost

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.13 Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Sale of goods

Revenue from sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods. The normal credit term is 30 to 60 days upon delivery.

The Company also considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

i) Variable Consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The contracts for the sale of goods provide price revision receivable from/payable to customers on account of change of commodity prices/purchase price and these prices escalations and relaxations give rise to variable consideration. Contract revenue includes price revision received/receivable from customers and similarly, price revision for material purchased or payable to vendors has also been included in purchases.

ii) Significant financing component

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract Assets

A contract asset is a right to consideration in exchange for goods or services transferred to the customers. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets for further reference.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Other revenue streams:

i) Interest Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

ii) Lease income

Rental income arising from operating leases on property let out by the Company is accounted for on a straight-line basis over the lease terms and is included in other income in statement of profit and loss.

iii) Rendering of services

Revenue from service-related activities is recognised as and when services are rendered and on the basis of contractual terms with the parties and is included in revenue in the statement of profit and loss under the head other income.

2.14 Taxes

Current income tax

Tax expense comprises current tax expense and deferred tax.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred Tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends

either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Goods and Services Tax (GST) / value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets/ liabilities in the balance sheet.

2.15 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

2.16 Events after the reporting period

If the Company receives information after the reporting period, but prior to the date of approval of financial statements, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate financial statements. The Company will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Company will not change the amounts recognised in its separate financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

2.17 Provisions and Contingent Liabilities

Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

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 recognised as a finance cost.

Onerous Contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Contingent liabilities

Contingent liability is:

- (a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or
- (b) a present obligation that arises from past events but is not recognized because;
 - it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
 - the amount of the obligation cannot be measured with sufficient reliability.
 - the Company does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the financial statements, unless the possibility of any outflow in settlement is remote

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

2.18 Dividend distributions

The Company recognizes a liability to make payment of dividend to owners of equity when the distribution is authorized and is no longer at the discretion of the Company and is declared by the shareholders. A corresponding amount is recognised directly in equity.

2.19 Current versus non – current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, “Presentation of Financial Statements”. For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period up to twelve months as its operating cycle. The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and deferred tax liabilities are classified as non- current assets and liabilities.

3. Significant accounting judgements, estimates and assumptions:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

a) Operating lease commitments – Company as lessor

The Company has entered into commercial property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

b) Assessment of lease term:

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option or not exercise a termination option.

Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

**c) Revenue from contracts with customers**

The Company applied the following judgments that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- **Determining method to estimate variable consideration and assessing the constraint.**

Certain contracts for the sale of products include a right of price revision on account of change of commodity prices/purchase price that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Company determined that the most likely method is the appropriate method to use in estimating the variable consideration for the sale of products. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Property, plant and equipment

The useful lives and residual values of property, plant and equipment are determined by the management based on technical assessment by the management. The Company believes that the derived useful life best represents the period over which the Company expects to use these assets.

b) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

c) Gratuity benefit

The cost of defined benefit plans (i.e., Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates for the respective countries. Further details about the assumptions used, including a sensitivity analysis, are given in Note 38 (a).

d) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

e) Impairment of financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

f) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are also relevant to other intangibles.

g) Lease incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore its incremental borrowing rate (IBR) to measure lease liability. The IBR is the rate of interest that the Company would have to pay to borrow over similar terms, and with a similar security, the fund necessary to obtain an asset of a similar value to the right of use assets in similar economic environments. The IBR therefore affects what the Company "would have to pay" which requires estimates when no observable rates are available or when they need to be adjusted to reflect the term and conditions of the lease. The Company estimates the IBR using observable inputs such as market interest rates when available.

4. New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2025. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

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.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments do not have a material impact on the Company's financial statements.

**(ii) Amendments to Ind AS 1 – Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants**

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 does 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.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025 retrospectively in accordance with Ind AS 8.

The amendments have not had an impact on the classification of Company's liabilities.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments do not have a material impact on the Company's financial statements.

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

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 affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 April 2025, but not for any interim periods ending on or before 31 March 2026.

The amendments had no impact on the Company's financial statements as the Company is not in scope of the Pillar Two model rules.



Notes to financial statements for the year ended 31 March 2026

Note - 5(a) : Property, plant and equipment

(Rs. in lakhs except as otherwise stated)

Particulars	Freehold Land	Leasehold Land	Office Equipments	Furniture & Fixtures	Buildings	Plant & Equipment	Vehicles	Electrical Fittings	Computers	Total
Gross block at Cost										
At 1 April 2024	1,041.99	39.41	300.49	288.51	11,910.04	25,824.88	383.34	2,220.92	696.90	42,706.48
Additions	-	-	45.41	9.95	777.60	2,114.65	166.21	156.80	57.85	3,328.47
Disposals	-	-	-	-	-	(291.00)	(67.14)	(3.61)	(1.84)	(363.59)
At 31 March 2025	1,041.99	39.41	345.90	298.46	12,687.64	27,648.53	482.41	2,374.11	752.91	45,671.36
Additions	-	-	154.98	43.04	4,409.74	6,751.31	88.79	424.35	142.03	12,014.24
Disposals	-	-	(0.99)	(0.93)	-	(725.39)	(40.35)	(12.62)	(11.90)	(792.18)
At 31 March 2026	1,041.99	39.41	499.89	340.57	17,097.38	33,674.45	530.85	2,785.84	883.04	56,893.42
Accumulated Depreciation										
At 1 April 2024	-	39.40	182.50	234.99	2,950.02	17,196.78	130.34	764.78	464.07	21,962.88
Charge for the year	-	0.01	33.48	8.22	389.43	1,775.69	50.39	96.51	89.72	2,443.45
Disposals	-	-	-	-	-	(181.91)	(54.62)	(1.01)	(1.74)	(239.28)
At 31 March 2025	-	39.41	215.98	243.21	3,339.45	18,790.56	126.11	860.28	552.05	24,167.05
Charge for the year	-	-	55.52	17.11	547.20	2,316.65	60.22	119.00	116.81	3,232.51
Disposals	-	-	(0.94)	(0.88)	-	(424.83)	(22.93)	(7.38)	(11.32)	(468.28)
At 31 March 2026	-	39.41	270.56	259.44	3,886.65	20,682.38	163.40	971.90	657.54	26,931.28
Net book value										
At 31 March 2026	1,041.99	-	229.33	81.13	13,210.73	12,992.07	367.45	1,813.94	225.50	29,962.14
At 31 March 2025	1,041.99	-	129.92	55.25	9,348.19	8,857.97	356.30	1,513.83	200.86	21,504.31

Note: i) On transition to Ind AS (i.e. 1 April 2015), the Company has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

ii) The amount of borrowing costs capitalised during the year ended 31 March 2026 is Rs. 24.50 lakhs. The effective interest rate of the borrowing based on which capitalisation done at 8.52%

iii) Property, plant and equipment are subject to charge to secure the company's borrowings (refer note 18.1)

iv) All title deeds of immovable property plant and equipment are held in the name of the company.

Notes to financial statements for the year ended 31 March 2026
Note - 5(b) : Intangible assets

(Rs. in lakhs except as otherwise stated)

Particulars	Computer software	Total
Gross block at Cost		
At 1 April 2024	385.12	385.12
Additions	221.03	221.03
Disposals	-	-
At 31 March 2025	606.15	606.15
Additions	68.38	68.38
Disposals	-	-
At 31 March 2026	674.53	674.53
Accumulated Amortisation		
At 1 April 2024	268.78	268.78
Amortisation	41.68	41.68
Disposals	-	-
At 31 March 2025	310.46	310.46
Amortisation	77.10	77.10
Disposals	-	-
At 31 March 2026	387.56	387.56
Net block		
At 31 March 2026	286.97	286.97
At 31 March 2025	295.69	295.69

Note: i) On transition to Ind AS (i.e. 1 April 2015), the Company has elected to continue with the carrying value of all Intangible Assets measured as per the previous GAAP and use that carrying value as the deemed cost of Intangible Assets.

Note - 5(c) : Right of use assets

(Rs. in lakhs except as otherwise stated)

Particulars	Leasehold land	Total
Gross carrying value		
At 1 April 2024	6,967.46	6,967.46
Additions	101.43	101.43
Disposals	(50.74)	(50.74)
At 31 March 2025	7,018.15	7,018.15
Additions	59.37	59.37
Disposals	-	-
At 31 March 2026	7,077.52	7,077.52
Accumulated Depreciation		
At 1 April 2024	263.76	263.76
Charge for the year	138.86	138.86
Other Adjustments	121.36	121.36
At 31 March 2025	523.98	523.98
Charge for the year	219.77	219.77
Other Adjustments	1,008.79	1,008.79
At 31 March 2026	1,752.54	1,752.54
Net carrying value		
At 31 March 2026	5,324.98	5,324.98
At 31 March 2025	6,494.17	6,494.17

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
6 Capital work in progress

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Capital work in progress		
Opening cost	8,956.90	4,883.47
Additions during the year *	3,363.40	6,178.03
Capitalised during the year	(11,136.11)	(2,104.60)
	1,184.19	8,956.90

* Capital work in progress includes interest Nil (31st March 2025: Rs 216.60 lakhs)

Capital work in progress ageing schedule as at 31st March 2026

(Rs. in lakhs except as otherwise stated)

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,181.97	2.22	-	-	1,184.19
Projects temporarily suspended	-	-	-	-	-
	1,181.97	2.22	-	-	1,184.19

Capital work in progress ageing schedule as at 31st March 2025

(Rs. in lakhs except as otherwise stated)

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	5,697.59	3,259.31	-	-	8,956.90
Projects temporarily suspended	-	-	-	-	-
	5,697.59	3,259.31	-	-	8,956.90

Note: No projects under capital work in progress (CWIP) were suspended as at March 31, 2026 and March 31, 2025. Also, no projects are overdue in terms of time and cost as per original plans.

7 Other financial assets

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Security deposits	137.55	130.30
	137.55	130.30

Break up of financial assets carried at amortised cost

(Rs. in lakhs except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Trade Receivables (refer note 11)	26,345.11	19,664.96
Cash & cash equivalent (refer note 12)	1,530.86	295.58
Other financial assets (refer note 14)	101.04	99.44
Total financial assets carried at amortised cost	27,977.01	20,059.98

8 Other non current assets

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Capital advances	165.89	8.48
Prepaid expenses	76.19	16.30
	242.08	24.78

Note: No advances are due from directors or other officers of the company either severally or jointly with any other person. Nor any advances are due from firm or any private companies respectively in which any director is a partner, director or a member.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
9 Non-current tax assets (net)

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Advance Tax (net of provisions and tax deducted at source) (refer note 27(a)(iv))	968.97	1,106.12
	968.97	1,106.12

10 Inventories *

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Valued at lower of cost and net realisable value)		
Raw materials and components (Goods in transit of Rs. 38.69 lakhs; 31st March 2025:Rs. 81.99 lakhs)	4,870.26	4,700.11
Work-in-progress	348.53	274.89
Finished goods	502.29	358.99
Stores and spares	296.01	203.42
Traded Goods	7.63	7.42
	6,024.72	5,544.83

Note:

*Inventories are hypothecated with the bankers against working capital limits (Refer note 18 and 22).

11 Trade receivables

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured)		
Trade Receivables	3,392.60	984.95
Receivable from related parties (refer note 38 (d))	22,952.51	18,680.01
	26,345.11	19,664.96

Break-up for security details:

Trade Receivables		
Secured, considered good	-	-
Unsecured, considered good	26,345.11	19,664.96
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	-
	26,345.11	19,664.96
Impairment Allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	-	-
Trade Receivables which have significant increase in credit Risk	-	-
Trade Receivables - credit impaired	-	-
	-	-

Note:

- Trade Receivables are non interest bearing. Credit period generally falls in the range of 30 to 60 days.
- No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor trade or other receivables are due from firm or any private companies respectively in which any director is a partner, director or a member.

Trade receivables ageing schedule as at 31st March 2026

(Rs. in lakhs except as otherwise stated)

Outstanding for following periods from due date of payment								
	Unbilled	Current but not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	1,900.94	23,023.34	1,389.76	31.07	-	-	-	26,345.11
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-	-
	1900.94	23,023.34	1,389.76	31.07	-	-	-	26,345.11

Trade receivables ageing schedule as at 31st March 2025

(Rs. in lakhs except as otherwise stated)

Outstanding for following periods from due date of payment								
	Unbilled	Current but not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	-	18,189.14	1,045.83	429.99	-	-	-	19,664.96
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-	-
	-	18,189.14	1,045.83	429.99	-	-	-	19,664.96

12 Cash and cash equivalents

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Balance with banks:		
Current accounts	0.23	5.84
Surplus balance in cash credit account	1,522.01	288.46
Cash on hand	0.34	0.10
Balance with Japanese bank, Japan	8.28	1.18
	1,530.86	295.58

Note: (i) There are no restrictions with regard to cash and cash equivalents at the end of the current and previous year.

(ii) The company has undrawn cash credit facility of Rs. 1,760.00 lakhs from ICICI Bank Limited and Rs. 1,760.00 lakhs from HDFC Bank Limited as on 31st March 2026.

13 Other bank balances

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Unclaimed dividend accounts*	16.53	16.53
	16.53	16.53

* The company can utilise the balance towards settlement of unclaimed dividend.

14 Other financial assets

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Fixed Deposits account with an original maturity of more than twelve months but remaining maturity less than twelve months	101.04	99.44
	101.04	99.44

15 Other current assets

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Advances given to suppliers	1,255.77	384.55
Others		
Balance with statutory / government authorities	4.32	-
Prepaid expenses	266.74	250.66
Interest accrued but not due	6.09	1.56
Other receivables	6.98	-
	1,539.90	636.77

16 Share Capital

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Equity Share Capital		
(a) Authorised Share Capital		
7,50,00,000 Equity Shares of Rs. 2/- each (31st March 2025: 7,50,00,000 Equity Shares of Rs. 2/- each)	1,500.00	1,500.00
Issued, subscribed & fully paid-up		
6,28,00,000 Equity Shares of Rs. 2/- each (31st March 2025: 6,28,00,000 Equity Shares of Rs. 2/- each)	1,256.00	1,256.00

(b) Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31st March 2026		As at 31st March 2025	
	No. of shares	Amount in lakhs	No. of shares	Amount in lakhs
At the beginning of the year	62,800,000	1,256.00	31,400,000	628.00
Changes during the year (refer note 16(f))	-	-	31,400,000	628.00
	62,800,000	1,256.00	62,800,000	1,256.00

(c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 2/- per share (31st March 2025 : Rs 2/- per share). Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Details of Shareholders holding more than 5% shares in the Company is set out below (representing legal and beneficial ownership):

(Rs. in lakhs except as otherwise stated)

Name of Shareholders	As at 31st March 2026		As at 31st March 2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Maruti Suzuki India Limited	9,300,000	14.81	9,300,000	14.81
Suzuki Motor Corporation, Japan	9,300,000	14.81	9,300,000	14.81
NDR Auto Components Limited	18,000,000	28.66	18,000,000	28.66
Rohit Relan	-	-	6,994,316	11.14
Rohit Relan Family Trust	10,288,358	16.38	-	-
	46,888,358	74.66	43,594,316	69.42

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) Details of Shareholding of promoters alongwith changes during the year

Shares held by promoters at the end of the year	No. of shares As at 31st March 2026	% of Total Shares	% change during the current year	No. of shares As at 31st March 2025	% of Total Shares	% change during the previous year
Promoters and Promoters group						
NDR Auto Components Limited	18,000,000	28.66%	0.00%	18,000,000	28.66%	0.00%
Suzuki Motor Corporation, Japan	9,300,000	14.81%	0.00%	9,300,000	14.81%	0.00%
Maruti Suzuki India Limited	9,300,000	14.81%	0.00%	9,300,000	14.81%	0.00%
Pranav Relan JT.Rohit Relan	-	0.00%	(1.38%)	866,500	1.38%	0.02%
Rishabh Relan JT. Rohit Relan	-	0.00%	(1.19%)	746,000	1.19%	0.02%
Rohit Relan	-	0.00%	(11.14%)	6,994,316	11.14%	0.00%
Ritu Relan JT. Rohit Relan	-	0.00%	(0.92%)	575,000	0.92%	0.02%
Ayush Relan JT. Rohit Relan	-	0.00%	(0.70%)	442,542	0.70%	0.01%
Rohit Relan JT.Ritu Relan	-	0.00%	(1.06%)	664,000	1.06%	0.02%
Rohit Relan Family Trust	10,288,358	16.38%	16.38%	-	0.00%	0.00%
	46,888,358	74.66%	0.00%	46,888,358	74.66%	0.09%

(f) Following the approval granted by the shareholders via a postal ballot notice, with the results announced on December 9, 2024, the company had issued 3,14,00,000 fully paid-up bonus equity shares, each with a nominal value of Rs 2, in a 1:1 ratio. As a result of the share allotment on 9th December, 2024, the company's issued, subscribed and paid-up capital was increased to Rs 1,256 lakhs. This increase was achieved by capitalizing Rs 628 lakhs from the company's free reserves.

(g) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	As at 31st March 2026	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
	Nos. in Lakhs	Nos. in Lakhs	Nos. in Lakhs	Nos. in Lakhs	Nos. in Lakhs
Equity shares allotted as fully paid bonus shares by capitalization of securities premium	-	314	-	-	-

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

17 Other equity

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(a) General reserve		
Balance as at the beginning of the year	3,950.73	3,950.73
Transfer from statement of profit & loss	-	-
	3,950.73	3,950.73
(b) Retained earnings		
Balance as at the beginning of the year	14,248.54	12,103.91
Add : Profit for the year	4,223.12	3,270.03
Add : Remeasurements gain/losses on defined benefit plan	(21.60)	5.00
Issue of fully paid bonus shares 3,14,00,000/- of Rs. 2 each	-	(628.00)
Less : Dividend of Rs. 1.10 per share for March 2025 (31st March, 2024 Rs. 1.60/- per share)	(690.80)	(502.40)
	17,759.26	14,248.54
	21,709.99	18,199.27

Nature and purpose of reserves

- (i) General reserve - Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.
- (ii) Retained Earnings - Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, debenture redemption or other reserve as well as dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. The amount is available for distribution to the shareholders.

18 Borrowings

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Non Current Borrowings		
Secured		
Term loans -from banks	1,490.43	2,761.89
Unsecured		
Loans from related parties (refer note 38 (d))	2,260.00	2,260.00
	3,750.43	5,021.89

18.1 The requisite particulars in respect of secured borrowings are as under:

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025	Particulars of security / guarantees / terms of repayment / default
Term Loan - HDFC Bank-1			Particulars of security:
Balance outstanding	577.78	1,111.11	First pari-passu charge on all movable fixed assets of the Company.
Current maturity	533.33	533.33	Equitable mortgage on factory land and building located at Borakalan
Non-current amount	44.45	577.78	Second pari-passu charge on Current assets of the Company.
			Terms of repayment:
			Period of loan is 48 months (Including 3 months moratorium period), sanctioned on 27th February, 2023, repayable in 45 equal monthly instalments commencing from 27 August, 2023.
			Rate of interest is at 3 months MCLR, rate ranging from 8.70% to 9.69% per annum.
Term Loan - HDFC Bank-2			Particulars of security:
Balance outstanding	1,059.11	1,422.24	First pari-passu charge on all movable fixed assets of the Company.
Current maturity	363.13	363.13	Equitable mortgage on factory land and building located at Borakalan
Non-current amount	695.98	1,059.11	Second pari-passu charge on Current assets of the Company
			Terms of repayment:
			Period of loan is 5 years (Including 1 year moratorium period), sanctioned on 6th February, 2024, repayable in 48 equal monthly instalments commencing from 22nd March, 2025
			Rate of interest is at 3 months T-bill, rate ranging from 7.08% to 8.19% per annum.
Term Loan - ICICI Bank			Particulars of security:
Balance outstanding	1,125.00	1,500.00	First pari-passu charge on immovable assets at Borakalan
Current maturity	375.00	375.00	First pari-passu charge by way of hypothecation on all movable fixed assets (excluding assets exclusively charged to other lenders) of the borrowers, both present and future
Non-current amount	750.00	1,125.00	Second pari-passu charge on Current assets of the Company.
			Terms of Repayment:
			Period of loan is 16 quarters (Including 3 quarter moratorium period), sanctioned on 22nd February, 2024, repayable in 16 equal quarterly instalments commencing from 05th April, 2025
			Rate of interest is at I-MCLR-3M+ Spread per annum, rate ranging from 8.35% to 8.85% per annum.
Total	1,490.43	2,761.89	

The company has used the borrowing from banks for the specific purpose for which it was obtained

18.2 The requisite particulars in respect of unsecured borrowings are as under:

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025	Particulars of terms of repayment / default/ rate of interest
Loans from related parties			
-Loan from directors			
Balance outstanding	2,260.00	2,260.00	Repayable by the year 2028.
Current maturity	-	-	Present Rate of interest is @ 8.30% per annum
Non - current amount	2,260.00	2,260.00	
Total	2,260.00	2,260.00	

The Company has satisfied all the loan covenants. The company has not defaulted on any loan payment

19(a) Non- current lease liabilities

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Non-current lease liabilities (refer note 38(i))	5,505.62	6,697.77
	5,505.62	6,697.77

19(b) Current lease liabilities

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Current lease liabilities (refer note 38(i))	482.44	494.66
	482.44	494.66

20 Non- Current provisions

	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits		
Gratuity (refer note 38 (a))	276.56	126.53
	276.56	126.53

21 Income Taxes

(Rs. in lakhs except as otherwise stated)

		As at 31st March 2026	As at 31st March 2025
a)	Income Tax expense in the statement of profit and loss comprises:		
	Current income tax charge	1,516.19	1,179.95
	Adjustment of tax relating to earlier years	22.95	1.89
	Deferred Tax		
	Relating to origination and reversal of timing differences	(2.00)	(62.26)
	Income tax expense reported in the statement of profit and loss	1,537.14	1,119.58
b)	Other comprehensive income		
	Tax on Re-measurement gain/(losses) on defined benefit plans	7.26	(1.68)
	Income tax related to items recognised in OCI during the year	7.26	(1.68)
c)	Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:		
	Accounting profit before tax	5,760.26	4,389.61
	Applicable tax rate	25.168%	25.168%
	Computed tax expense	1,449.74	1,104.78
	Expense not allowed for tax purpose	71.71	11.23
	Tax Relating to earlier year	22.95	1.89
	Income tax charged to Statement of Profit and loss at effective rate	1,544.40	1,117.90

(d) **Deferred tax relates to the following:**

	As at 31st March 2026	As at 31st March 2025	for the year ended 31st March 2026	for the year ended 31st March 2025
Deferred tax assets on account of :				
Effect of expenditure debited to statement of profit and loss in the current year but allowed for tax purposes in following years	195.08	99.77	95.31	20.43
Difference in right on use assets and lease liabilities	157.77	90.39	67.38	56.67
Total deferred tax assets	352.85	190.16	162.69	77.10
Deferred tax liabilities on account of :				
Differences in depreciation in block of property plant & equipment as per tax books and financial books	962.15	801.46	160.69	14.84
Total deferred tax liabilities	962.15	801.46	160.69	14.84
Deferred tax expense/(income)			(2.00)	(62.26)
Net deferred tax liabilities	609.30	611.30		

(e) **Reconciliation of deferred tax liabilities (net)**

	As at 31st March 2026	As at 31st March 2025
Opening balance	611.30	673.56
Tax expense (credits) during the year recognised in Statement to profit and loss	(2.00)	(62.26)
Closing balance	609.30	611.30

22 Short Term Borrowings

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Secured		
Current maturities of long-term borrowings (refer note 18)	1,271.46	1,271.46
Unsecured		
Inter corporate loan	-	1,700.00
	1,271.46	2,971.46

For details on repayment terms, applicable rate of interest and other significant relevant terms refer note 18.1

The requisite particulars in respect of borrowings are as under:

(Rs. in lakhs except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025	Particulars of security / guarantees / terms of repayment / default
Unsecured Loan:			
Inter corporate loans	-	1,700.00	Short term inter- corporate loan taken from NDR Auto Components Limited at current rate of 8.30% repaid in April-2025.
	-	1,700.00	

Note:

- The company has undrawn cash credit facility of Rs. 1760.00 lakhs from ICICI Bank Limited and Rs.1760.00 lakhs from HDFC Bank Limited as on 31st March 2026.
- The monthly statements of revenue filed by the Company during the year with banks are in agreement with the books of accounts.
- The Company has not defaulted on any loan payable.

Change in liabilities arising from financing activities

(Rs. in lakhs except as otherwise stated)

	1st April 2025	Cash flows	New Lease	Others	31st March 2026
Non-current borrowings (refer note 18 and 22)	5,021.89	(1,271.46)	-	-	3,750.43
Short term Borrowings (refer note 22)	2,971.46	(1,700.00)	-	-	1,271.46
Lease Liabilities	7,192.43	(36.61)	59.37	(1,227.13)	5,988.06
Total	15,185.78	(3,008.07)	59.37	(1,227.13)	11,009.95
	1st April 2024	Cash flows	New Lease	Others	31st March 2025
Non-current borrowings (refer note 18)	5,303.77	436.41	-	(718.29)	5,021.89
Short term Borrowings (refer note 22)	3,535.45	(1,282.28)	-	718.29	2,971.46
Lease Liabilities (refer note 19(a) & (b))	7,149.35	(59.03)	-	102.11	7,192.43
Total	15,988.57	(904.90)	-	102.11	15,185.78

The 'Others' column includes the effect of interest accrued on lease liabilities and current maturities of long-term borrowings.

23 Trade payables

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Total outstanding dues of micro enterprises and small enterprises (refer below note)	2,373.81	1,494.04
Total outstanding dues of creditors other than micro enterprises and small enterprises	29,506.55	24,323.69
	31,880.36	25,817.73

* Trade Payables include due to related parties Rs 7,225.40 lakhs (31st March 2025: Rs 6,271.92 lakhs) refer note 38 (d)

* Trade Payables are unsecured and usually paid within 30 to 60 days of recognition.

* Trade Payables are usually non-interest bearing.

* For terms and conditions with related party refer note 38(d)

Trade payables ageing schedule as at 31st March 2026

(Rs. in lakhs except as otherwise stated)

		Outstanding for following periods from due date of payment					
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total Outstanding dues of micro enterprises and small enterprises	-	2,276.38	97.43	-	-	-	2,373.81
Total Outstanding dues of creditors other than micro enterprises and small enterprises	1,069.65	21,813.33	6,440.48	166.18	14.55	2.36	29,506.55
	1,069.65	24,089.71	6,537.91	166.18	14.55	2.36	31,880.36

Trade payables ageing schedule as at 31st March 2025

(Rs. in lakhs except as otherwise stated)

		Outstanding for following periods from due date of payment					
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total Outstanding dues of micro enterprises and small enterprises	-	1,447.62	46.42	-	-	-	1,494.04
Total Outstanding dues of creditors other than micro enterprises and small enterprises	-	15,301.08	8,777.85	157.34	65.43	21.99	24,323.69
	-	16,748.70	8,824.27	157.34	65.43	21.99	25,817.73

Disclosure under MSMED Act

Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
i) Principal amount remaining unpaid to any supplier covered under MSMED Act (refer note 23)	2,373.81	1,494.04
ii) Interest due remaining unpaid to any supplier covered under MSMED Act	Nil	Nil
iii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	Nil	Nil
v) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	Nil	Nil

In respect to total outstanding due to micro enterprises and small enterprises beyond the period of 45 days from the due date, there has been delay in payment due to non submission of requisite documents by the respective vendors. Hence the company has been unable to process their payments and thus, has not been accounted for interest on such delay, which is not attributable to the company

Note: The total dues of Micro and Small Enterprises which were outstanding for more than stipulated period are Rs. 97.43 lakhs

24 Other financial liabilities

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Interest accrued but not due on borrowings	30.16	47.71
Unclaimed dividends (refer note (a) & (b))	16.53	16.53
Other Payables		
Capital Creditors	391.19	796.77
Security deposit	0.50	0.50
Employee benefit obligations	438.76	643.16
	877.14	1,504.67

- (a) Investor Education and Protection Fund is being credited by the amount of unclaimed dividend after seven years from the due date. The Company has transferred Rs. 3.41 lakhs (31st March, 2025 Rs.3.07 lakhs) out of unclaimed dividend pertaining to the financial year 2017-18 to Investor Education and Protection Fund of Central Government in accordance with the provisions of section 125 of the Companies Act, 2013.
- (b) These are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

25 Other current liabilities

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Statutory dues payable	279.55	1,267.58
Contract liabilities (refer note 28.2)	5,226.07	439.48
	5,505.62	1,707.06

26 Current provisions

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits		
Gratuity (refer note 38 (a))	50.27	17.75
Leave encashment	489.85	344.29
	540.12	362.04

Since the company does not have an unconditional right to defer settlement for any of the leave obligations, it disclosed the amount as current liabilities. However, the company does not expect that all leave obligations will be settled in the next 12 months

27 Contingent liabilities & commitments

(Rs. in lakhs except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(A) Contingent liabilities (to the extent not provided for)		
(a) Claims against the company not acknowledged as debt		
i) Excise duty cases (refer note (i) below)	-	228.21
ii) GST case (refer note (ii) below)	3,382.41	3,382.41
iii) Labour cases (refer note (iii) below)	179.22	173.00
iv) Income tax demand (refer note (iv) below)	1,002.00	2,768.00
	4,563.64	6,551.62
(B) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for:		
a) Capital commitments (net of advance)	616.52	1,081.47
b) Other commitments (net of advance)	166.54	576.83
	783.06	1,658.30

- (i) During the previous year, there was an ongoing dispute involving excise demands pertaining to various years ranging from 1996 to 1999. The company was contesting this matter which was pending with appellate authorities. During the current year, the Tribunal set aside the impugned order and allowed the appeals filed by the Company.
- (ii) An industry-wide dispute arose regarding the appropriate classification and GST rate applicable to the supply of two-wheeler seats. To prevent immediate contention, the Company proactively deposited the differential tax liability. During the prior years, the GST authority, issued an order due to the misclassification of two-wheeler seats under an incorrect HSN code. This order confirmed a demand and appropriated an amount of Rs. 3382.42 lakhs for the period from November 15, 2017 to March 31, 2024. The Company has already deposited this amount under protest. Additionally, the order imposed a penalty of Rs. 3382.42 lakhs along with applicable interest. The Company has filed an appeal against these orders with the CGST Appellate Authority in Gurugram. On the issue of classification, the Commissioner (Appeals) upheld the Department's view. Currently, the Company is in the process of filing a further appeal against the said Order-in-Appeal before the appropriate appellate forum, as prescribed under the CGST Act, 2017. As per Company's own assessment and also based on legal advice, management is confident of favourable outcome for such appeals. No adjustment has been made to the financial statements.
- (iii) The Company has suspended few workmen in the year 2002 for misconduct and instigating other workmen to give less production. The Company has adhered to all the stipulated process as is desired by statute, mainly the Industrial Dispute Act and The Payment of Wages Act. The workmen have raised a demand notice and state government has raised the dispute to Industrial Tribunal cum Labour court. The tribunal has passed order in favour of workmen with reinstatement with back wages. On 17 July 2025 bench of single judge of honourable High court give decision in the favour of workers, the company challenge decision in dual bench of High court and same is admitted. The Company has filed a Special leave petition in Supreme Court and Writ petition in High court and court has granted the stay in case pending before them. The Company is contesting the demands and the management, including its legal advisors, believe that its position will likely to be upheld in the honourable Courts and accordingly no provision has been accrued in the financial statements for the demand raised.
- (iv) In the financial year 2023-24, the Income Tax Department ('the department') conducted a search under section 132 of the Income Tax Act, 1961 at certain premises of the Company including manufacturing locations and residence of few of its employees/key managerial personnel. Subsequently the Company received demand orders amounting to Rs. 2,243.72 lakhs (excluding penalties) for the Assessment Years 2014-15 to 2024-25, along with a penalty demand order of Rs. 524.28 lakhs for the Assessment Year 2022-23. The Company filed appeals against the tax and penalty demand orders received from department with the Commissioner of Income Tax (Appeals). Subsequently, the Company has filed rectification application of Rs. 1,187.66 lakhs concerning the outstanding demand. The Company has now received orders from the Commissioner of Income Tax (Appeals) reducing the demand to Rs. 245.25 lakhs for the Assessment Years 2013-14 to 2024-25, except for Assessment Year 2022-23, for which the order (including the penalty order) is still awaited. The total demand orders against assessment year 2022-23 amounts to Rs. 756.75 lakhs (including penalties). As per Company's own assessment and also based on legal advice, management is confident of favourable outcome for such appeals. Pending outcome of appeal proceedings, no adjustment has been made to these financial statements.

(C) For Commitment related to lease, refer note 38(i).

28 Revenue from operations

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Revenue from contract with Customers		
a) Sale of products	194,514.50	128,254.92
b) Sale of services	245.59	317.45
c) Other operating revenues		
Scrap sales	335.05	310.10
Revenue from operations (a+b+c)	195,095.14	128,882.47

28.1 Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Type of goods		
Seating system	143,958.94	108,889.95
Carpets	10,422.85	5,420.82
Extrusions	1,431.08	1,542.22
2Wheeler Wheel Assembly	32,143.08	5,478.86
Others	6,558.56	6,923.07
Total revenue from contracts with customers	194,514.50	128,254.92
India	194,678.05	128,237.05
Outside India	82.04	335.32
Total revenue from contracts with customers	194,760.09	128,572.37
Timing of revenue recognition		
Goods transferred at a point in time	194,514.50	128,254.92
Services transferred over time	245.59	317.45
Total revenue from contracts with customers	194,760.09	128,572.37

28.2 Contract balances

Trade receivables	26,345.11	19,664.96
Contract liabilities - Advance from customer	5,226.07	439.48

Set out below is the amount of revenue recognised from :-

	Year Ended 31st March 2026	Year Ended 31st March 2025
Amount included in contract liabilities at the beginning of the year	432.48	-
Performance obligation satisfied in previous year	-	-

Trade Receivables are non interest bearing. Credit period generally falls in the range of 30 to 60 days.

Contract liabilities consist of short-term advances received from customer to supply goods.

28.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Revenue as per contracted price	194,940.57	128,603.83
Adjustments		
Sales return	(180.48)	(31.46)
Revenue from contracts with customers	194,760.09	128,572.37

28.4 Performance obligation

The performance obligation is satisfied upon delivery of the product to the customer and payment is generally due within 30 to 60 days from delivery

Revenue from contracts with customers is measured by the Company at the transaction price i.e. amount of consideration received/ receivable in exchange of transferring goods or services to the customers. In determining the transaction price for the sale of goods, the Company considers the effect of price adjustments, to be claimed/ passed on to the customers, based on various cost parameters like raw material and other costs. Adequate Provisions have been made for such price differences with a corresponding impact on the revenue. Accordingly, revenue for the current year is net of such price differences.

29 Other income

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Interest received on financial assets measured at amortised cost:		
Bank deposits	35.37	6.41
Interest on Income tax refund	31.49	33.80
Others	1.60	3.06
Other non-operating income		
Rental Income	243.69	230.37
Excess provision no longer required written back	34.30	47.28
Gain on termination of Right of use assets	-	2.18
Miscellaneous Income	181.79	23.45
Gain on disposal of property, plant & equipment	-	12.02
	528.24	358.57

30 Cost of raw materials and components consumed

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Inventory at the beginning of the year	4,700.11	3,175.74
Add: Purchases	165,607.85	109,489.31
Less: Inventory at the end of the year	4,870.26	4,700.11
	165,437.70	107,964.94

31 Purchase of traded goods

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Purchases	2,720.57	153.45
	2,720.57	153.45

32 (Increase)/decrease in inventories of finished goods, work-in-progress and traded goods

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Inventory at the beginning of the year		
Finished goods	358.99	376.18
Work in progress	274.89	182.86
Traded Goods	7.42	21.16
	641.30	580.20
Inventory at the end of the year		
Finished goods	502.29	358.99
Work-in-progress	348.53	274.89
Traded Goods	7.63	7.42
	858.45	641.30
Changes in inventories of finished goods, work-in-progress and traded goods ((Increase) / Decrease)	(217.15)	(61.10)

33 Employee benefits expense

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Salaries, wages, bonus and other benefits	5,685.42	4,747.09
Contributions to provident and other funds	261.33	215.04
Gratuity expense (refer note No. 38 (a))	89.99	67.98
Staff welfare expenses	521.46	284.55
	6,558.20	5,314.66

33(a) Exceptional Items

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Salaries, wages, bonus and other benefits	67.76	-
Gratuity expense (refer note No. 38 (a))	69.61	-
	137.37	-

On 21 November 2025, the Central Government issued four separate notifications in the Official Gazette announcing implementation of four Labour Codes, viz., the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020. These four codes replace and consolidate 29 existing labour laws. Following the implementation of the four labour codes, the Central Government has pre-published the draft rules on 31 December 2025 under the respective Labour Codes, for public comment and the final rules are expected to be notified in due course. To ensure smooth implementation, the Ministry of Labour and Employment has also issued the Frequently Asked Questions (FAQs) on the four codes. The four codes prescribe an inclusive definition of the term 'wages', which among other matters is relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, certain specified items forming part of remuneration are not included in the wages and these excluded items cannot exceed 50% of total remuneration. If there is an excess, then it is presumed that excess amount also forms part of wages. The four codes also introduce changes related to leave entitlement and encashment for workers. Going forward, workers' leave balance in excess of 30 days will be encashed at the end of each calendar year and workers will have a right to demand encashment for entire accumulated leave.

The Company has assessed the impact of these changes on the basis of legal view obtained by the management and best information available till authorisation of the financial statements for issue. The Company has determined that these changes result in an increase in gratuity obligation and leave obligation of Rs. 69.61 lakhs and Rs. 67.76 lakhs, respectively. Considering the materiality and regulatory-driven, non-recurring nature of this change, the Company has presented increase in obligation as an expense under the head "Exceptional Items" in the statement of profit and loss for the year ended 31 March 2026. Also, pursuant to the change, the entire obligation toward accumulated leave of workers has been classified as current liability in the balance sheet as at 31 March 2026. Considering that it is emerging topic and the finalisation of Central/ State Rules is still pending, the Company will continue monitoring changes and provide appropriate accounting effect as required based on future developments.

34 Finance costs

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Interest on debts & borrowings	533.89	610.79
Interest on lease liabilities (refer note 38(i))	468.98	268.11
Bank charges	14.13	11.81
	1,017.00	890.71

35 Depreciation and amortization expenses

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Depreciation of property, plant and equipment (refer note 5(a))	3,232.51	2,443.45
Depreciation of right of use assets (refer note 5(c) and 38(i))	219.77	138.86
Amortization of intangible assets (refer note 5(b))	77.10	41.68
	3,529.38	2,623.99

36 Other expenses

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Power and fuel	1,724.43	1,258.67
Rent (refer note 38(ii))	20.39	9.58
Repair and maintenance:		
Buildings	74.89	65.60
Plant and machinery	593.33	400.90
Others	198.18	133.89
Insurance	207.81	170.68
Research and development expenses	147.97	184.43
Consumption of stores and spares	102.84	77.01
Payment to Auditors		
As Auditors:		
Audit Fee	21.00	24.00
Limited Review	24.00	21.00
In other capacity - Other services (certification fees)	-	4.00
Reimbursement of expenses	3.24	3.65
Loss on disposal of property, plant and equipment	11.29	-
Exchange Fluctuations (net)	34.84	17.39
Contribution towards Corporate Social Responsibility (CSR) (refer note no. 38 (e))	74.00	54.00
Contract manpower and jobwork expenses	4,392.98	2,849.27
Legal and professional expenses	721.20	757.37
Technical know how fees and royalty	278.28	187.75
Freight Outward	711.49	568.87
Travelling and conveyance	417.06	451.77
Miscellaneous expenses	920.83	724.95
	10,680.05	7,964.78

37 Earnings per equity shares

(Rs. in lakhs except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares. The following table reflects the income and share data used in the basic and diluted EPS computations:		
a) Basic Earnings per share		
Numerator for earnings per share		
Profit for the year	4,223.12	3,270.03
Denominator for earnings per share		
Weighted number of equity shares outstanding during the year (Nos.)	62,800,000	62,800,000
Earnings per share- Basic (one equity share of Rs. 2/- each) Rs.	6.72	5.21
b) Diluted Earnings per share		
Numerator for earnings per share		
Profit for the year	4,223.12	3,270.03
Denominator for earnings per share		
Weighted number of equity shares outstanding during the year (Nos.)	62,800,000	62,800,000
Earnings per share- Diluted (one equity share of Rs. 2/- each) Rs.	6.72	5.21

- Note: (i) There are no instruments issued by the Company which have effect of dilution of basic earning per share.
- (ii) There have been no other transaction involving equity shares or potential equity shares between the reporting date and date of approval of these financial statements.

Notes to financial statements for the year ended 31 March 2026
38 Other Notes to Accounts
a. Defined Benefit Plan

The Company has a defined benefit gratuity plan (funded). The Company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The Scheme is funded with the Life Insurance Corporation of India in the form of a qualifying insurance policy. This defined benefit plan exposes the Company to actuarial risks. The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2026. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The Company has also provided for leave encashment which is unfunded.

The following tables summarize the components of net benefit expense recognised in the statement of the profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

i) Defined benefit Obligation

(Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
Opening defined benefit obligation	413.50	398.08
Current Service Cost	80.47	62.09
Interest Cost	27.29	28.26
Remeasurement (gains)/ losses	24.42	(7.76)
Past Service Cost	69.61	-
Benefits paid	(82.57)	(67.17)
Closing defined benefit obligation	532.72	413.50

ii) Changes in the fair value of plan assets are as follows:

(Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
Fair value of plan assets at the beginning of the year	269.22	315.11
Interest income	17.77	22.37
Remeasurement gain /(loss): -Return on plan assets (expected amounts included in net interest expense)	(4.43)	(1.09)
Contributions from the employer	5.92	-
Benefits paid	(82.59)	(67.17)
Closing fair value of plan assets	205.89	269.22

iii) The amount included in the Balance Sheet

(Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
Present value of defined benefit obligation	532.72	413.50
Fair value of plan assets	205.89	269.22
Amount Recognised in Balance Sheet-Asset/ (Liability)	(326.83)	(144.28)

iv) Amount recognised in the statement of profit and loss

(Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
Current Service cost	80.47	62.09
Past Service cost*	69.61	-
Interest cost on benefit obligation	9.52	5.89
Remeasurements	-	-
Defined Benefit Cost recognised in statement of Profit or Loss	159.60	67.98

* Past service cost has been shown as exceptional item

v) Remeasurements- other comprehensive income (OCI)

(Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
Return on plan assets (excluding amount included in net interest expense)	4.43	1.09
Actuarial (gains)/ losses arising from changes in demographic assumption	-	(9.41)
Actuarial (gains)/ losses arising from changes in financial assumptions	(13.87)	12.52
Actuarial (gains)/ losses arising from experience adjustments	38.30	(10.88)
Remeasurements of the net defined benefit liability (asset)	28.86	(6.68)

vi) Major categories of plan assets of the fair value of the total plan assets are as follows:

Particulars	As At 31st March 2026	As At 31st March 2025
Insured with LIC	205.89	269.22

vii) The principal assumptions used in determining defined benefit obligation

Particulars	As At 31st March 2026	As At 31st March 2025
Discount rate	7.00%	6.60%
Rate of increase in compensation	9.00%	9.00%
Average outstanding service of employees upto retirement (years)	15.02	23.19
Mortality rate during employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

viii) A quantitative sensitivity analysis for significant assumption (Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
Change in discount rate		
Decrease in defined benefit obligation due to 1% increase in discount rate	31.81	24.32
Increase in defined benefit obligation due to 1% decrease in discount rate	36.08	27.54
Rate of salary escalation		
Increase in defined benefit obligation due to 1% increase in expected salary escalation rate	27.90	22.19
Decrease in defined benefit obligation due to 1% decrease in expected salary escalation rate	26.35	20.99

Change in defined benefit obligation due to 1% increase/ decrease in mortality rate, if all other assumptions remains constant is negligible

ix) The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefits obligation as a result of reasonable changes in key assumption occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

x) Maturity profile of defined benefit obligation

The following payments are expected contribution to the defined benefit plan in future years.

(Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
i) Duration of defined benefit payments		
Within next 12 months (next arrival reporting period)	128.62	70.75
Between 2 to 5 years	180.91	191.21
Above 5 years	614.75	429.15
Total	924.28	691.11

The average duration of the defined benefit plan obligation at the end of the reporting period in 10 years (31 March 2025: 10 years)

xi) Enterprise best estimate of contribution during next year (Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
Enterprise best estimate of contribution during next year	81.93	49.72

xii) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.

xiii) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

xiv) The plan assets are maintained with Life Insurance Corporation of India (LIC).

b) Contribution to Defined Contribution Plan, recognised as expense for the year is as under:

The Company makes contributions to Provident Fund and Employee State Insurance Corporation (ESIC) which are defined contribution plan, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(Rs. in lakhs except as otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Provident fund/ other employees fund	261.33	215.04

c. Operating segment information

The Company has only one reportable business segment as it manufactures and deals only in different seating systems, carpet etc. in terms of Ind AS 108 "Operating Segment". Further, the Company operates only in one geographical segment -India. All the assets of the Company are located in India. The chief executive officer and chief financial officer (chief operating decision maker) monitors the operating results as one single segment for the purpose of making decisions about resource allocation and performance assessment. Hence, the disclosure requirements of the standard are not considered.

The revenue from external customer includes revenue from two customers which is equal to 10% or more of entity's revenue amounts to Rs. 1,64,360.78 lakhs (31st March, 2025: Rs. 1,25,502.11 lakhs).

d. Related party transactions

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015 as amended from time to time) are disclosed below:-

A. Names of related parties and description of relationship:

1)	Nature of relationship	Names of parties
i)	Entities with Joint Control or significant influence over the Company	Maruti Suzuki India Limited Suzuki Motor Corporation, Japan. NDR Auto Components Limited
ii)	Key Managerial Personnel	Mr. Rohit Relan—Chairman and Managing Director Mr. Rishabh Relan – Whole time Director Mr. Rajiv Arora - Whole time Director & Chief executive officer w.e.f. 02.08.2024 Mr. Vinod Kumar - Chief Financial Officer Ms. Ritu Bakshi-Company Secretary Ms. Nisha Malhotra - Independent Director Mr. Sanjay Bhattacharyya -Independent Director w.e.f. 01.04.2024 Mr. Sudhir Maheshwari -Independent Director w.e.f. 01.04.2024 Ms. Vanita Chhabra -Independent Director w.e.f. 15.05.2024 Ms. Sarthak Behuria - Independent Director w.e.f. 25.09.2024 Ms. Shyamla Khera - Independent Director till 20.07.2024 Mr. Arvind Varma -Independent Director till 20.10.2024 Mr. CV Raman - Nominee Director Mr. Makoto Kunieda - Nominee Director

iii)	Relatives of key managerial persons	Mrs. Sharda Relan -Mother of Mr. Rohit Relan Mrs. Ritu Relan -Wife of Mr. Rohit Relan Mr. Ayush Relan - Son of Mr. Rohit Relan Mr. Pranav Relan - Son of Mr. Rohit Relan B.R.M. Farm & Nurseries- Partnership firm in which relative of Mr. Sudhir Maheshwari are partners
iv)	Enterprises over which entities(s): referred to in (i) above is able to exercise significant influence	Toyota Boshoku Relan India Private Limited Toyo Sharda India Private Limited Suzuki Motorcycle India Private Limited Suzuki Motor Gujarat Private Limited* NDR Auto Components Safety Systems Private Limited Machino Polymers Limited Krishna Maruti Limited NDR Hayashi Automotive India Private Limited NDR Auto and BSL Foundation Rohit Relan Family Trust Bellsonica Auto Components India Private Limited

*Suzuki Motor Gujarat Private Limited is amalgamated with Maruti Suzuki India Limited effective 01 December, 2025. The appointed retrospective date for this integration is 01 April, 2025.

B. Transactions with related parties

(Rs. in lakhs except as otherwise stated)

Particulars	2025-26	2024-25
i) Sale of products		
Entities with Joint Control or significant influence over the Company		
Maruti Suzuki India Limited	124,695.64	88,253.99
NDR Auto Components Limited	17.60	4.67
Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
Suzuki Motorcycle India Private Limited	39,665.14	11,869.31
Suzuki Motor Gujarat Private Limited	16,328.22	25,378.81
Toyo Sharda India Private Limited	203.97	162.61
Bellsonica Auto Component India Private Limited	245.10	387.38
Krishna Maruti Limited	-	4.85
	181,155.67	126,061.62
ii) Purchases of Material, traded goods (Including all taxes)		
Entities with Joint Control or significant influence over the Company		
NDR Auto Components Limited	58,050.81	46,587.35
Maruti Suzuki India Limited	2,041.08	1,579.54
Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
Toyo Sharda India Private Limited(net of reimbursement expenses)	7,061.31	6,658.49
	67,153.20	54,825.38

Particulars	2025-26	2024-25
iii) Other Income: a) Rental Income: Toyo Sharda India Private Limited 116.92 114.61 NDR Auto Components Limited 126.00 115.20 b) Management Consultancy Income: Toyo Sharda India Private Limited - 1.50 c) Job Work Income: Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence Toyo Sharda India Private Limited 0.17 - Krishna Maruti Limited - 4.00 d) Interest Income: Entities with Joint Control or significant influence over the Company Maruti Suzuki India Limited - 0.09 243.09 235.40		
iv) Remuneration to Key Managerial Personnel Key Managerial Personnel Rohit Relan -Short term employee benefits 378.00 316.13 -Post employment benefits 31.50 25.29 Rishabh Relan -Short term employee benefits 100.56 91.42 -Post employment benefits 7.96 8.73 Rajiv Arora -Short term employee benefits 204.09 113.79 -Post employment benefits 14.29 6.84 Vinod Kumar -Short term employee benefits 60.89 67.94 -Post employment benefits 9.70 5.31 Ritu Bakshi -Short term employee benefits 32.77 33.18 -Post employment benefits 3.02 2.73 842.78 671.35		
v) Other Expenses : a) Power & Fuel Entities with Joint Control or significant influence over the Company Maruti Suzuki India Limited 381.35 269.96 b) Interest on lease liabilities** Entities with Joint Control or significant influence over the Company Maruti Suzuki India Limited 467.30 583.57 c) Depreciation on Right of use assets Entities with Joint Control or significant influence over the Company Maruti Suzuki India Limited 212.98 138.86		

Particulars	2025-26	2024-25
d) Factory Expenses :		
Relatives of key managerial personnel		
B.R.M. Farm & Nurseries	11.97	11.71
e) Miscellaneous Expenses- Reimbursement of Expenses		
Entities with Joint Control or significant influence over the Company		
NDR Auto Components Limited	152.81	189.87
Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
Toyo Sharda India Private Limited	58.61	3.42
Miscellaneous Expenses- Discount on sales		
Entities with Joint Control or significant influence over the Company		
Maruti Suzuki India Limited	38.71	-
f) Insurance Expense- reimbursement of expense		
Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
Toyo Sharda India Private Limited	3.50	-
g) Power & Fuel- reimbursement of expense		
Entities with Joint Control or significant influence over the Company		
NDR Auto Components Limited	90.58	-
h) Employee benefit expense- reimbursement of expense		
Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
NDR Auto Components Safety Systems Private Limited	24.75	-
NDR Hayashi Automotive India Private Limited	63.61	-
i) Miscellaneous Expenses- Short term employee benefits (Sitting Fees):		
Key Managerial Personnel		
Mr. C.V. Raman*	3.00	3.00
Ms. Shyamla Khera	-	2.40
Ms. Nisha Malhotra	12.00	12.60
Ms. Vanita Chhabra	9.00	6.60
Mr. Sudhir Maheshwari	10.20	10.20
Mr. Sanjay Bhattacharyya	9.60	9.00
Mr. Sarthak Behuria	7.80	3.60
	1,557.78	1,244.79
* Paid to Maruti Suzuki India Limited, of which Mr. C.V. Raman is a nominee director. ** Lease payments in respect of above parties for the year is amounting to Rs. 494.66 lakhs (previous year Rs 589.00 lakhs).		
vi) Interest Expense		
Key managerial personnel		
Rohit Relan	187.58	187.58
Entities with Joint Control or significant influence over the Company		
NDR Auto Components Limited	8.50	141.10
	196.08	328.68

Particulars	2025-26	2024-25
vii) Dividend paid:-		
Entities with Joint Control or significant influence over the Company		
Maruti Suzuki India Limited	102.30	74.40
Suzuki Motor Corporation, Japan	102.30	74.40
NDR Auto Components Limited	198.00	144.00
Key managerial personnel		
Rohit Relan	84.24	61.19
Rishabh Relan	8.21	5.89
Relatives of key managerial personnel		
Pranav Relan	9.53	6.85
Ayush Relan	4.87	3.47
Ritu Relan	6.33	4.52
	618.07	374.72
viii) Advance received during the year		
Entities with Joint Control or significant influence over the Company		
Maruti Suzuki India Limited	626.71	400.13
Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
Suzuki Motorcycle India Private Limited	4,575.42	68.96
Suzuki Motor Gujarat Private Limited	-	111.60
	5,202.13	580.70
ix) Sale of property plant and equipment		
Entities with Joint Control or significant influence over the Company		
NDR Auto Components Limited	264.11	57.28
	264.11	57.28
x) Loan Repaid to Related Parties		
Entities with Joint Control or significant influence over the Company		
NDR Auto Components Limited	1,700.00	-
	1,700.00	-

3. Closing Balances at the year end

i) Trade receivables		
Entities with Joint Control or significant influence over the Company		
Maruti Suzuki India Limited	18,474.56	11,727.86
Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
NDR Auto Components Safety Systems Private Limited	29.65	-
NDR Hayashi Automotive India Private Limited	74.40	-
Suzuki Motorcycle India Private Limited	4,351.98	3,351.81
Suzuki Motor Gujarat Private Limited	-	3,552.69
Krishna Maruti Limited	0.96	0.96
Bellsonica Auto Components India Private Limited	20.97	46.69
	22,952.51	18,680.01

ii)	Trade Payable		
	Entities with Joint Control or significant influence over the Company		
	NDR Auto Components Limited	6,150.63	5,148.79
	Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
	Toyo Sharda India Private limited	1,072.64	1,121.21
iii)	Machino Polymers Limited	0.08	-
	Relatives of key managerial personnel		
	B.R.M. Farm & Nurseries	2.05	1.92
		7,225.40	6,271.92
iv)	Performance bank guarantee outstanding in favour of:		
	Entities with Joint Control or significant influence over the Company		
	Maruti Suzuki India Limited	442.74	442.74
	Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
	Suzuki Motorcycle India Private Limited	9.06	9.06
v)	Suzuki Motor Gujarat Private Limited	711.03	195.30
		1162.84	647.10
vi)	Long term Borrowing		
	Unsecured Loans from Key managerial personnel		
	Rohit Relan	2,260.00	2,260.00
		2,260.00	2,260.00
vii)	Advance from Customers		
	Entities with Joint Control or significant influence over the Company		
	Maruti Suzuki India Limited	626.71	351.32
	Enterprises over which entities(s): referred to in A(i) above is able to exercise significant influence		
	Suzuki Motorcycle India Private Limited	4,575.42	68.96
viii)		5,202.13	420.28
ix)	Short Term Borrowings		
	Entities with Joint Control or significant influence over the Company		
	NDR Auto Components Limited	-	1,700.00
		-	1,700.00
x)	Lease liabilities		
	Entities with Joint Control or significant influence over the Company		
	Maruti Suzuki India private limited	5,934.02	7,192.43
		5,934.02	7,192.43

Terms and Conditions of transactions with related parties

- 1) Sales are made to related parties on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Company mutually negotiates and agrees sales price, discount and payment terms with the related parties by benchmarking the same to transactions with non-related parties, who purchase goods and services of the Company in similar quantities. Such sales generally include payment terms requiring related party to make payment within 30 to 60 days from the date of invoice.
- 2) Trade receivables outstanding balances are unsecured, interest free and require settlement in cash. No guarantee or other security has been received against these receivables. The amounts are recoverable within 30 to 60 days from the reporting date (31 March 2025: 30 to 60 days from the reporting date). For the year ended 31 March 2026, the Company has not recorded any impairment on receivables due from related parties (31 March 2025: Nil)
- 3) Purchases are made from related parties on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Company mutually negotiates and agrees purchase price

and payment terms with the related parties by benchmarking the same to sale transactions with non-related parties entered into by the counter-party and similar purchase transactions entered into by the Company with the other non-related parties. Such purchases generally include payment terms requiring the Company to make payment within 30 to 60 days from the date of invoice.

- 4) Trade payables outstanding balances are unsecured, interest free and require settlement in cash. No guarantee or other security has been given against these payables. The amounts are payable within 30 to 60 days from the reporting date (31 March 2025: 30 to 60 days from the reporting date).
- 5) The Company has taken a loan from its director. The loan has been utilized by the Company for the purpose it was obtained. The loan is unsecured, repayable by March 2028 and carries interest rates at the rate of 8.3% per annum.
- 6) The amounts disclosed in the table are the amounts recognised as an expense during the financial year related to KMP. The amounts do not include expense, if any, recognised toward post-employment benefits and other long-term benefits of key managerial personnel. Such expenses are measured based on an actuarial valuation done by the Company. Hence, amounts attributable to KMPs are not separately determinable. Generally, non-executive directors do not receive any gratuity or post-employment benefits from the Company.

e. Expenditure on corporate social responsibility

As per provisions of section 135 of the Companies Act, 2013, the Company has to incur at least 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility ("CSR"). Accordingly, a CSR committee has been formed for carrying out CSR activities as per the Schedule VII of the Companies Act, 2013. The Company has contributed a sum of Rs.74.00 lakhs (31st March, 2025 : Rs.54.00 lakhs) towards relief activities, education, healthcare and Skill Development purpose. The same is debited to the Statement of Profit and Loss.

(Rs. In Lakhs except as otherwise stated)

Details of CSR expenditure		
Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
a) Gross amount required to be spent by the Company during the year	74.00	54.00
b) Amount approved by the Board to be spent during the year	74.00	54.00
c) Amount spent during the year (in cash)		
i) Construction/acquisition of any asset		
ii) On purposes other than (i) above	74.00	54.00
d) Amount yet to be paid in cash		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	-	-
e) Details related to spent / unspent obligations:		
i) Contribution to Public Trust	-	-
ii) Contribution to Charitable Trust	74.00	54.00
iii) Unspent amount in relation to:	-	-
- Ongoing project	-	-
- Other than ongoing project	-	-
	74.00	54.00

Details of ongoing project and other than ongoing projects

In case of S. 135(6) (Ongoing Project)						
Opening Balance		Amount required to be spent during the period	Amount spent during the year		Closing Balance	
With Company	In Separate CSR Unspent A/c		From Company's bank A/c	From Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
-	-	-	-	-	-	-

In case of S. 135(5) (Other than ongoing project)				
Opening Balance	Amount deposited in Specified Fund of Sch. VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing Balance
-	-	74.00	74.00	-

f. Fair value measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

(Rs. in lakhs except as otherwise stated)

Financial Instruments by category	Carrying Value		Fair Value	
	As At 31st March 2026	As At 31st March 2025	As At 31st March 2026	As At 31st March 2025
Financial assets measured at amortized cost				
Other Financial assets	137.55	130.30	137.55	130.30
Other Current Financial Assets	101.04	99.44	101.04	99.44
Trade receivables	26,345.11	19,664.96	26,345.11	19,664.96
Financial liabilities at amortized cost				
Non-current borrowings	3,750.43	5,021.89	3,750.43	5,021.89
Current borrowings	1,271.46	2,971.46	1,271.46	2,971.46
Trade payables (Refer Note 38 (I))	31,880.36	25,817.73	31,880.36	25,817.73
Other financial liabilities	877.14	1,504.67	877.14	1,504.67
Lease liabilities (current and non current)	5,988.06	7,192.43	5,988.06	7,192.43

The fair value of the financial assets and liabilities is included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following method and assumption were used to estimate the fair value.

- The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flow using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flow or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- Receivables/Payables are evaluated by the Company based on parameters such as interest rate, risk factors, and individual credit worthiness of the counterparty and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- The significant unobservable inputs used in the fair value measurement categorized within level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at 31st March, 2026 are as shown below :-

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Note: The Company has measured its all financial assets and liabilities at amortized cost accordingly, Quantitative disclosures fair value measurement hierarchy in not applicable on the Company.

g. Financial risk management

The Company has instituted an overall risk management program which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Corporate Finance department evaluates financial risks in close co-operation with the various stakeholders.

The Company is exposed to market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Company.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analysis in the following sections relate to the position as at 31st March, 2026 and 31st March, 2025. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as at 31st March, 2026 and 31st March, 2025.

A) Currency Risk:-

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods from the respective countries. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, Euro and JPY exchange rates, with all other variables held constant. The impact on the Company profit before tax is due to changes in the fair value of monetary assets and liabilities.

Unhedged foreign currency exposures recognized are as under: (Rs. In Lakhs except as otherwise stated)

Currency Payable	Currency Symbol	31st March, 2026		Gain/(loss)	
		Foreign Currency	Indian Rupees	Impact on profit before tax	
				5% Increase	5% Decrease
United States Dollar	\$	2.48	234.98	(11.75)	11.75
Euro	€	-	-	-	-
Japanese Yen	¥	116.99	69.32	(3.47)	3.47

(Rs. In Lakhs except as otherwise stated)

Currency Payable	Currency Symbol	31st March, 2025		Gain/(loss)	
		Foreign Currency	Indian Rupees	Impact on profit before tax	
				5% Increase	5% Decrease
United States Dollar	\$	3.21	275.17	(13.76)	13.76
Euro	€	0.45	41.25	(2.06)	2.06
Japanese Yen	¥	202.43	115.57	(5.78)	5.78

The Company does not have any derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rate on foreign currency exposures.

B) Interest rate risk:

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligation at floating interest rates:

(Rs. In Lakhs except as otherwise stated)

Sensitivity Analysis	Gain/(loss)	Gain/(loss)
	Impact on profit before tax	Impact on profit before tax
	50 bps increase	50 bps decrease
31st March 2026	(25.11)	25.11
31st March 2025	(39.96)	39.96

C) Price risk

The Company is not exposed to any price risk as there is no investment in securities and the Company does not deal in commodities.

ii) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company employs prudent liquidity risk management practices which inter alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these matches with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the senior management of the Company.

The table below represents the maturity profile of Company's financial liabilities at the end of 31st March, 2026 and 31st March, 2025 based on contractual undiscounted payments:

(Rs. In Lakhs except as otherwise stated)

As At 31st March 2026	On Demand	Less than 3 Month	3 to 12 Month	1-5 years	More than 5 years	Total
Trade payable	-	31,679.37	200.99	-	-	31,880.36
Interest bearing borrowings	-	762.31	553.59	3,705.99	-	5,021.89
Other financial liabilities (excluding current maturity of long term borrowings)	-	590.70	286.44	-	-	877.14
Lease liabilities (current and non current)	-	461.57	20.87	1,968.25	13,582.12	16,032.81
Total	-	33,493.95	1,061.89	5,674.24	13,582.12	53,812.20

(Rs. In Lakhs except as otherwise stated)

As At 31st March 2025	On Demand	Less than 3 Month	3 to 12 Month	1-5 years	More than 5 years	Total
Trade payable	-	23,208.81	2,364.16	244.76	-	25,817.73
Interest bearing borrowings	-	2,017.86	953.59	5,021.89	-	7,993.35
Other financial liabilities (excluding current maturity of long term borrowings)	-	1,050.14	343.66	110.87	-	1,504.67
Lease liabilities (current and non current)	-	427.70	3.79	2,060.91	18,594.54	21,086.94
Total	-	26,704.52	3,665.20	7,438.43	18,594.54	56,402.69

Reconciliation of Interest bearing borrowings:

(Rs. In Lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
(i) Non-Current borrowings	3,750.43	5,021.89
(ii) Short-term borrowings	1,271.46	2,971.46
Total	5,021.89	7,993.35

iii) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or the counterparty to a financial instrument fails to meet its contractual obligation and arises principally from the Company's receivables from customers. Credit risk arises from cash held with banks, as well as credit exposure to customers including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company assesses the credit quality of the counterparties, taking in to account their financial position, past experience and other factors.

Balances with banks is subject to low credit risk due to good credit ratings assigned to these banks.

Credit risk relating to trade receivable, securities given is considered negligible as counterparties are having good credit quality.

h. Capital Management

For the purposes of Company's capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio of less than 50%.

The Company net debt includes interest bearing loan and borrowing, lease liabilities less cash and cash equivalents.

The gearing ratio for each year is as follows:-

(Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
A. Total Borrowings and lease liabilities (including current maturities) (refer note 18, 19(a), 19(b) and 22)	11,009.95	15,185.78
B. Less: Cash and Cash Equivalents (excluding unpaid dividend account)	(1,530.86)	(295.58)
C. Net debt (A-B)	9,479.09	14,890.20
D. Equity	22,965.99	19,455.27
E. Total Capital and net debt (C+D)	32,445.08	34,345.47
F. Gearing Ratio (C/E)	0.29	0.43

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2026 and March 31, 2025.

i Lease
Contractual maturities of lease liabilities

The Company has entered into leases for its commercial premises, duration of such leases is 20 to 33 years. These lease agreements are normally renewed on expiry. At the date of commencement of the lease, the Company recognize lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The rental expense charged to statement of profit and loss is Rs. 20.39 lakhs.

The weighted average incremental borrowing rate applied to lease liabilities recognized in the balance sheet at the date of initial application is 10.15%, 8.70%, 9.00%.

Set out below are the carrying amounts of lease liabilities and the movements during the year :-

(Rs. in lakhs except as otherwise stated)

Particulars	As At 31st March 2026	As At 31st March 2025
Opening balance /Reclassified on account of adoption of Ind AS 116	7,192.43	7,149.35
Add: Accretion of interest	468.98	583.57
Add: Addition of Lease Liability	59.37	101.43
Less: Principal repayment of lease liability	36.61	59.03
Less: Payment of interest on lease liability	465.07	529.97
Less: Termination/Modification	1231.04	52.92
Closing balance	5,988.06	7,192.43
Non-current lease liability (Refer note 19(a))	5,505.62	6,697.77
Current lease liability (Refer note 19(b))	482.44	494.66

The maturity analysis of lease liabilities is disclosed in note 38(g)

The following are the amounts recognised in profit or loss:	Note	2025-26	2024-25
Depreciation expense of right-of-use assets	35	219.77	138.86
Interest expense on lease liabilities	34	468.98	268.11
Expenses related to short term leases/ low value assets (included in other expenses)	36	20.39	9.58
Gain on Termination of ROU	29	-	(2.18)
Total amount recognised in profit or loss		709.14	414.37

Company as lessor

The Company has entered into a cancellable operating lease with Toyo Sharda India Private Limited for a further period of three years starting from 01 April 2025 at such terms and conditions mutually agreed upon. Lessee shall not assign / sublet property to any other person. The total rent recognised as income during the year is Rs. 116.92 lakhs (31st March 2025: Rs. 114.61 lakhs).

The Company has entered into a cancellable operating lease with NDR Auto Components Limited for a period of 3- years extendable every three years up to a period of 9 years, starting from 16th August 2022, at such terms and conditions mutually agreed upon. The rent shall increase by 15% after every three years, Lessee shall not assign/ sublet property to any other person. The total rent recognised as income during the year is Rs. 126.00 lakhs (31st March 2025: Rs. 115.20 lakhs).

Future undiscounted lease payments to be received under operating lease as at 31 March as follows:

Particulars	As at 31 March, 2026	As at 31 March, 2025
Within 1 year	132.48	126.00
Between 1 and 2 years	132.48	132.48
Between 2 and 3 years	144.93	132.48
Between 3 and 4 years	152.35	144.93
Between 4 and 5 years	152.35	152.35
More than 5 years	56.93	209.28
Total	771.52	897.52

j. **Dividend Paid and Proposed:** (Rs. In Lakhs except as otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Dividend declared and paid during the year:		
Final Dividend for the year ended 31st March, 2025	690.80	502.40
Rs. 1.10 per equity share (31st March, 2024 Rs.1.60 per equity share)		
	690.80	502.40
Proposed dividend on Equity Shares		
Proposed Dividend for the year ended 31st March, 2026	942.00	690.80
Rs. 1.50 per equity share (31st March, 2025 Rs. 1.10 per equity share)		
Total	942.00	690.80

Events after the reporting period

The board of directors have proposed dividend after the balance sheet date which are subject to approval by the shareholders at the annual general meeting.

- k. The Company has used accounting software (SAP) for maintaining its books of account which has a feature of recording audit trail facility and the same has operated throughout the year for all relevant transactions recorded in the software except the audit trail is not enabled for direct changes to database using certain access rights. Further no instance of audit trail feature being tampered with was noted in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of relevant prior years has been preserved by the company as per the statutory requirements for record retention, to the extent it was enabled and recorded in those respective years.
- l. During the previous year, the Company has reassessed presentation of outstanding employee salaries and wages, which were previously presented under 'Trade Payables' within 'Current Financial Liabilities'. In line the recent opinion issued by the Expert Advisory Committee (EAC) of the Institute of Chartered Accountants of India (ICAI) on the "Classification and Presentation of Accrued Wages and Salaries to Employees", the Company has concluded that presenting such amounts under 'Other Financial Liabilities', within 'Current Financial Liabilities', results in improved presentation and better reflects the nature of these obligations. Accordingly, amounts aggregating to (Rs. 643.16 lakhs as at March 31, 2025), previously classified under 'Trade Payables', were reclassified under the head 'Other Financial Liabilities'. Both line items form part of the main heading 'Financial Liabilities'.
- m. The amendments to the standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company will adopt these amendments to the standards, when they become effective.



- (i) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants and Ind AS 10 Events after the Reporting Period Ind AS 10 has been amended to remove the previous treatment under which a lender's post reporting date waiver - granted before the financial statements were approved for issue - of a breach of a material covenant in a long term loan arrangement that occurred on or before the end of the reporting period, resulting in the liability becoming payable on demand at the reporting date, was regarded as an adjusting event.

For annual reporting periods beginning on or after 1 April 2026, any breach of a covenant - whether material or immaterial - occurring on or before the reporting date will, in accordance with Ind AS 1, require the related liability to be classified as current, unless the lender has granted a waiver of the breach on or before the reporting date and has agreed not to demand repayment for at least 12 months after the reporting date as a consequence of the breach. Such a waiver shall be treated as an adjusting event.

The amendments are effective for annual reporting periods beginning on or after 1 April 2026 retrospectively in accordance with Ind AS 8.

- n As at 31 March 2026, the Company has net current liabilities amounting to Rs. 4,998.98 lakhs (31 March 2025: Rs. 6,599.51 lakhs). However, considering the Company's consistent track record of generating positive cash flows from operations, its profit after tax of Rs. 4,223.12 lakhs (31 March 2025: Rs. 3,270.03 lakhs) and the availability of undrawn credit facilities, the management is confident that the Company will be able to meet its obligations as and when they fall due. Accordingly, these financial statements have been prepared on a going concern basis.

o Other Statutory Information

1. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
2. The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
3. The Company has no transactions with the companies struck off under section 248 of Companies Act, 2013.
4. The Company has complied with the number of layers prescribed under the Companies Act, 2013.
5. 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:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
6. 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 Company shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries
7. The Company do not have any transaction which are 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)
8. The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
9. The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
10. The Company do not have any charge or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.
11. The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were was taken.
12. The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

p Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% Change	Remarks
Current ratio (times)	Current Assets	Current Liabilities	0.88	0.80	9.59%	
Debt- Equity Ratio (times)	Total Debt (i.e. Non-Current Borrowings + Current Borrowings)	Total Equity	0.48	0.78	-38.54%	Decrease is due to repayment of term loans.
Debt Service Coverage ratio (times)	Profit after Tax + Finance Cost in profit and loss account + Depreciation and amortization	Finance Cost in profit and loss + Finance Cost Capitalised + Lease and Principal Repayments (Long-term)	3.73	2.39	56.17%	Due to increase in Profit during the year.
Return on Equity ratio	Profit after Tax	Average Total Equity	19.91%	18.10%	10.00%	
Inventory Turnover ratio (Based on Sale)	Revenue from operation	Average Inventory	33.73	27.08	24.54%	
Trade Receivable Turnover Ratio	Revenue from operation	Average Trade Receivables	8.48	8.59	-1.31%	
Trade Payable Turnover Ratio	Purchase of Raw Material + Purchase of Stock-in-Trade	Average Trade Payables	5.84	5.47	6.78%	
Net Capital Turnover Ratio	Revenue from operation	Working Capital (i.e. Current Assets - Current Liabilities)	(39.03)	(19.53)	99.84%	Due to Increase in Turnover
Net Profit ratio	Profit after Tax	Revenue from Operation	2.16%	2.54%	-14.68%	
Return on Capital Employed	Profit before Tax + Finance Cost (excludes exceptional item)	Capital employed = Tangible net worth + Total Debts (Including lease liability) + Deferred tax liability	23.87%	18.55%	28.64%	Due to repayment of term loans during the year.

As per our report of even date attached

For and on behalf of Board of Directors

For S.R. Batliboi & Co. LLP
Chartered accountants
ICAI Registration No. 301003E/
E3000005

ROHIT RELAN
Chairman and Managing Director
DIN: 00257572
Place : New Delhi
Date: May 6, 2026

RISHABH RELAN
Whole Time Director
DIN: 07726444
Place : New Delhi
Date: May 6, 2026

RAJIV ARORA
Whole Time Director and CEO
DIN: 07976398
Place : Gurugram
Date: May 6, 2026

per AMIT CHUGH
Partner
Membership no. 505224
Place : Gurugram
Date: May 6, 2026

RITU BAKSHI
Company Secretary
Place : Gurugram
Date: May 6, 2026

VINOD KUMAR
Chief Financial Officer
Place : Gurugram
Date: May 6, 2026



If undelivered please return to :

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JOINT VENTURE PLOT NO. 1, MARUTI COMPLEX,
GURUGRAM - 122015 (HARYANA)