

September 04, 2025

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block -G
Bandra-Kurla Complex,
Mumbai – 400051

The Department of Corporate Services
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street
Mumbai – 400001

Scrip Symbol: SANSERA

Scrip Code: 543358

Dear Sir,

Subject: Notice of 43rd Annual General Meeting and Integrated Annual Report of Sansera Engineering Limited ('the Company') for the Financial Year 2024-25

Pursuant to Regulation 30, 34 and 36 other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform that the 43rd Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, September 26, 2025 at 11:00 am (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder read with General Circular No. 9/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs, the SEBI Listing Regulations read with SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, and other applicable circulars issued in this regard by MCA and SEBI (collectively referred to as "Circulars").

The said Notice and Annual Report for the financial year 2024-25 are being sent through e-mails to the Members of the Company at their registered e-mail addresses and the same will also be available on the website of the stock exchanges and on the website of MUFG Intime India Private Limited. Further, in terms of Regulation 46 of the SEBI Listing Regulations, the said Annual Report and other relevant documents will also be available on the website of the Company at <https://sansera.in/annual-reports>.

Additionally, pursuant to Regulation 36(1)(b) of SEBI Listing Regulations, the Company has also sent a letter to those shareholders whose email addresses are not registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depository Participants, providing them the web link, including the exact path for accessing the Company's Annual Report and Notice of the 43rd AGM.

SANSERA ENGINEERING LIMITED

The Company has appointed MUG Intime India Private Limited as the e-voting agency. Members holding shares in demat or physical form as on Friday, September 19, 2025 (“Cut-off date”) will have the opportunity to cast their vote, on all resolutions as set out in the AGM Notice through:

- Remote e-voting: from Tuesday, September 23, 2025 (9:00 A.M. IST) to Thursday, September 25, 2025 (5:00 P.M. IST)
- E-voting during the AGM

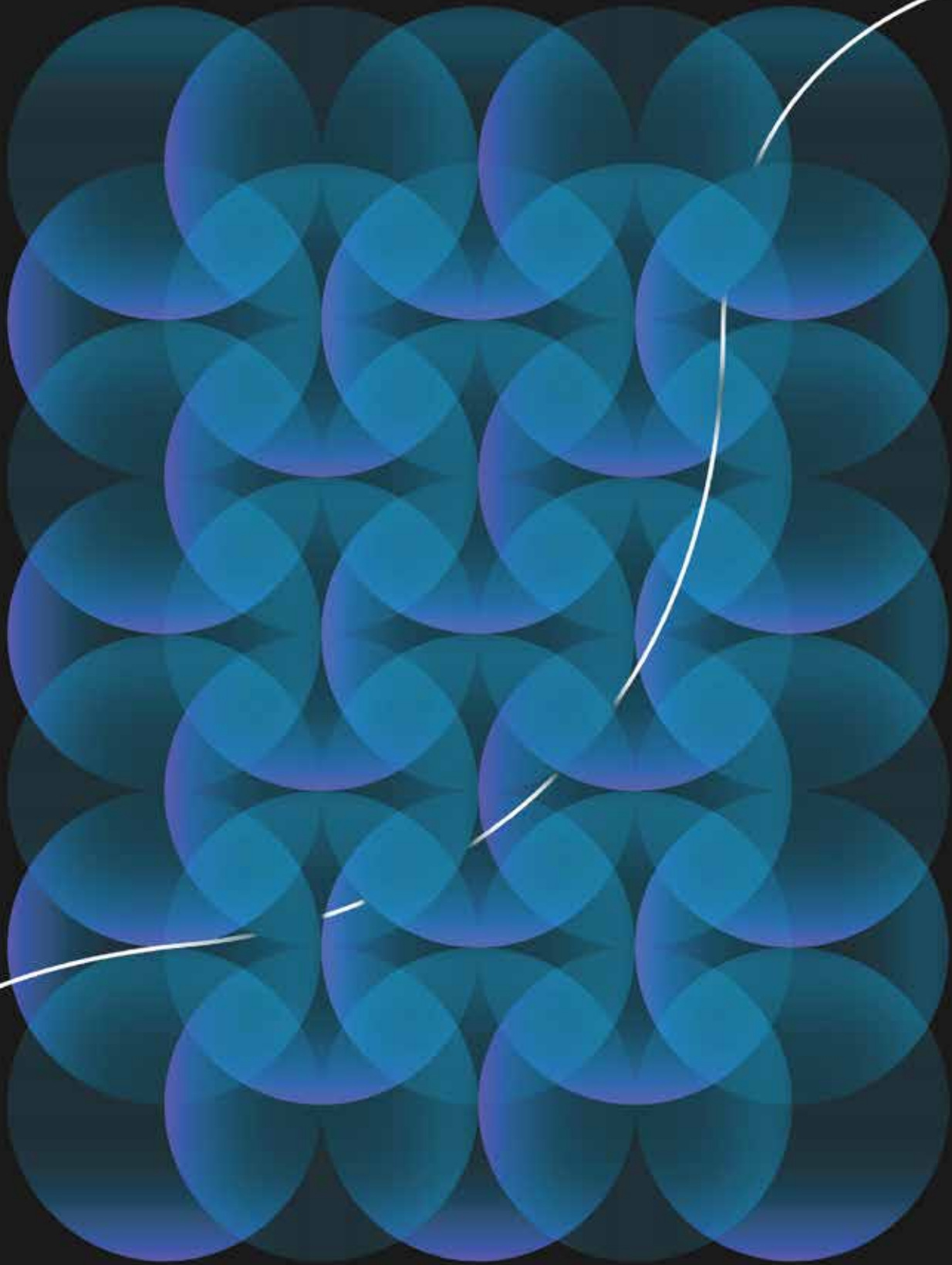
Kindly take the same on your record.

Thanking you,

For Sansera Engineering Limited

Rajesh Kumar Modi
Company Secretary and Compliance Officer

Encls: Integrated Annual Report 2024-25



Precision in Uncertainty

Integrated Annual Report 2024-25

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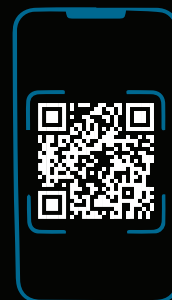
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Notice

For more investor-related
information, please visit:

<https://sansera.in/annual-reports>

Or simply scan



Investor Information

Market Capitalisation (As on March 31, 2025)	₹ 75,343 Million
Networth as on March 31, 2025	₹ 27,676 Million
CIN	L34103KA1981PLC004542
BSE Code	543358
NSE Symbol	SANSERA
Bloomberg Code	1312462D:IN
Dividend Declared	₹ 3.25 per share (162.50%)
AGM Date	Friday, September 26, 2025 at 11.00 am (IST)
AGM Mode	VC/ OAVM

Disclaimer: This document contains statements about expected future events and financials of Sansera Engineering Limited ('Sansera Engineering'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications, and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

The world around us is shifting faster than ever before. Geopolitical turbulence, evolving regulatory frameworks, rapid electrification, and shifting consumer expectations have created an operating environment that is complex and, at times, unpredictable. Yet, for companies built on engineering rigour and long-term thinking, such inflection points present opportunities to adapt, lead, and define the road ahead.

While the year presented multiple headwinds, ranging from global uncertainties and regulatory shifts to evolving customer preferences, we continued to navigate these

challenges with resilience. Our longstanding focus on diversification across sectors and geographies has been instrumental in strengthening our ability to adapt. Over the years, we have steadily expanded beyond our core in precision engineering to build capabilities in high-potential segments such as aerospace, defence, and semiconductor. This past year, the semiconductor order win and successful QIP marked significant milestones that reaffirm the strategic direction we have pursued over time.

Rather than reacting to short-term disruptions, we have remained committed to building a future-

ready business. Supported by technology-enabled operations, collaborative partnerships, and a culture of continuous innovation, we are laying the foundation for sustained growth in an evolving landscape.

In a world where change is the only constant, it is our focus on precision, in strategic capital allocation, execution and in purpose, that helped us move forward with confidence. We faced uncertainty not as a barrier, but as a design challenge and engineered our response with clarity and purpose.



Precision in Uncertainty

Forging This Report

We report on our performance and progress against our strategic priorities and objectives, while considering the external environment, key risks, opportunities, and the concerns of our stakeholders.

Our Integrated Annual Report for 2024-25 outlines how we have created, preserved, and delivered value for our stakeholders, including our shareholders, employees, customers, suppliers, regulatory authorities, and broader society, throughout the financial year.

Reporting Scope and Boundary

This Integrated Annual Report 2024-25 provides a comprehensive view of Sansera Engineering Limited and its subsidiaries for the period from April 1, 2024 to March 31, 2025, prepared in accordance with regulatory and corporate governance standards. The report reflects the Company's performance as of the reporting date.

Our Integrated Annual Reporting boundary encompasses the risks, opportunities, and outcomes arising from:

Growth Strategies

Page 26

Business Model

Page 24

Business Performance

Page 40

Governance Practices

Page 36



Our Stakeholders



Shareholders



Suppliers



Customers



Employees



Communities

Reporting Frameworks

This Report has been prepared in line with the following frameworks and guidelines:

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Companies Act, 2013 (as amended)
- Indian Accounting Standards (Ind AS)
- International Integrated Reporting (ISAE 3000) Framework
- Applicable Secretarial Standards
- Other statutory and regulatory requirements relevant to listed companies in India

Forward-Looking Statements

This Integrated Annual Report may include certain forward-looking statements relating to the Company's future plans and prospects. These statements are not guarantees of future outcomes, as they are subject to various emerging risks, future events, changing circumstances, and other factors beyond the Company's control. Consequently, actual outcomes may differ materially from those expressed or implied in this report.



Our Capitals

- F** Financial Capital
- M** Manufacturing Capital
- I** Intellectual Capital
- H** Human Capital
- S** Social and Relationship Capital
- N** Natural Capital

Combined Assurance

We are committed to providing accurate and reliable disclosures in this Report. To ensure the integrity of our data and information, we have engaged both internal and external assurance providers.

Statutory Auditors

Deloitte Haskins & Sells,
Chartered Accountants

Internal Auditors

M/s. Anuja Associates
Chartered Accountants

These assurance engagements affirm that the data presented in this report fairly represents Sansera Engineering's financial and operational performance for 2024-25.



Corporate Overview



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About Us

Forging Excellence, Driving the Future



At Sansera Engineering, we pursue excellence through an unwavering commitment to precision. As a global leader in precision-forged and machined components, we engineer advanced solutions for diverse industries. With over three decades of experience, we specialise in high-value, technologically sophisticated products driven by innovation and quality craftsmanship. Today, we continue to serve legacy automotive platforms while strategically expanding into tech-agnostic xEVs, non-automotive OEMs, aerospace, defence, semi-conductor, off-road, agriculture, and industrial sectors.



A Legacy Built on Innovation

1981

The Beginning

Sansera's journey starts with a commitment to innovation and adaptability.

1986

Entering Automotive

Our foray into passenger vehicle components lays the foundation for industry leadership.

1996

Two-Wheelers

We expanded horizons with our entry into the two-wheeler market.

2009

Off-Road Vehicles

We ventured into rugged off-road solutions to meet growing market demands.

Our Ethos



Our Vision

World-class engineering corporation that maximises stakeholder value.

Our Mission

Building an employee-driven and socially responsible global engineering corporation using innovative methods and efficient management for lasting customer loyalty.



Our Values

- Customer Centric
- Respect for Individuals and Trust in Relationships
- Accountability to Stakeholders
- Teamwork
- Integrity
- Excellence and Innovation
- Environment
- Corporate Social Responsibility (CSR)
- Value for Time

Facts that Define us

1981

Year of Establishment

17

Integrated Manufacturing Units

97+

Clients across 27 countries

Bengaluru, Karnataka

Headquarters

11,300

Employees

2011

Light Commercial Vehicles

We began strengthening our portfolio with light commercial vehicle components.

2013

Aerospace Milestone

Launched a dedicated facility to manufacture aerospace components

2017

Global Expansion

Acquiring Sansera Sweden, marking our entry into the heavy commercial vehicle segment and reinforcing our global presence.

2024

Semiconductor Equipment

Extending commitment to high precision by entry into semiconductor fab equipment and critical component segments



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Product Range

Engineering Solutions, Driving Possibilities



At Sansera Engineering, we specialise in engineering complex, mission-critical precision-forged and machined components, serving both automotive and non-automotive sectors, including aerospace, defence, semiconductor equipment, industrial equipment, off-road vehicles, and agricultural applications. We take pride in delivering high-precision, technologically advanced components that embody our deep-rooted expertise in precision engineering and our strategic focus on industry diversification.

Auto (ICE)

Our strength lies in a proven track record of developing complex and critical precision-engineered components for the automotive sector, consistently achieving excellence over the years.



Connecting Rods



Crankshaft



Rocker Arm



Balancer Shaft



Gear Shifter Fork



Flywheel Decomp

Two-Wheelers

Revenue Mix

45.7%

2020-21

43.8%

2024-25



4 years Sales
CAGR of **16.7%**

Revenue Contribution

83.4%
2020-21

73.6%
2024-25

14%
4 years CAGR



Connecting Rod



Body Nozzle



Gear Shifter Fork



Fractured Con Rod



Gear Shifter Fork



Braking Crank Shaft



Timing Sprocket



Adapter



Lever Shift



Parking Pawl



Guide Bush



Finger Follower



Housing Shift Levers

Passenger Vehicles

Revenue Mix

23.4%
2020-21

18.6%
2024-25



4 years Sales
CAGR of **11.4%**

Commercial Vehicles

Revenue Mix

13.4%
2020-21

10.5%
2024-25



4 years
Sales
CAGR of
11.6%



Auto (Tech-Agnostic and xEV)

We specialise in providing innovative and high-performance solutions tailored to meet the evolving needs of the tech-agnostic and xEV automotive segments.



Drive Train
Rotor Shaft



Aluminium
Balance Rings



Gear Motor
Counter Drive



Hub



Rear Spring
Bracket



Differential Lock
Hook



Rotor Shaft



Attachment
Lower Ball Joint



Housing Shift
Lever



Tilt Cabin Parts



Spacer Input
Gear



Hollow Shaft

XEV/HEV

Revenue Mix

5.9%

2024-25

Commercial Vehicle: Tech Agnostic and XEV

Revenue Mix

3.1%

2024-25

**Revenue
Contribution**

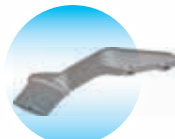
5.0%
2020-21

14.8%
2024-25

51.3%
4 years CAGR



Stemcomp
Steering



Foot Lever



Starter Gear
Bracket



Footrest



Foot Lever



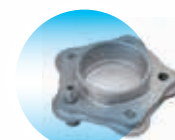
Mirror
Housing



Footrest
Bracket



Stem Comp
Bracket



Flange



Side Stand



Foot Lever

**Two Wheelers:
Tech Agnostic
and XEV**

Revenue Mix

6.6%
2024-25



Non-Auto

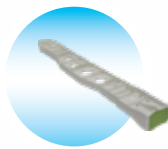
We classify our non-automotive business into ADS (Aerospace, Defence, Semiconductor) and Non-ADS (Agriculture, Off-road, and others). We foresee tremendous growth potential in the ADS segment, supported by a rebound in aerospace demand, new customer wins, and rising opportunities in semiconductor equipment manufacturing. We remain sharply focused on scaling both segments, with ADS at the forefront of our growth strategy.



Door Fitting



Actuation
Gimbal



Door Beams



Connecting Rod



Engine Mounting
Bracket



Mounting
Bracket



Actuator
Housing



Outer Fork



Block Bearing



Adapter Hub



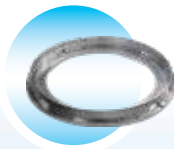
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Shackle



Bottom Panel



Liner



**Aerospace Defence
& Semicon**



Off Road

**Revenue
Contribution**

12%
2020-21

11.6%
2024-25

18.1%
4 years CAGR



Cam Shaft



Pump Barrel



Connecting Rod



Connecting Rod



Crankshaft



Rocker Arm



Common Rail



Crankshaft



Valve Bridge

Agriculture



**Industrial Engines
and Others**





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Esteemed Clientele

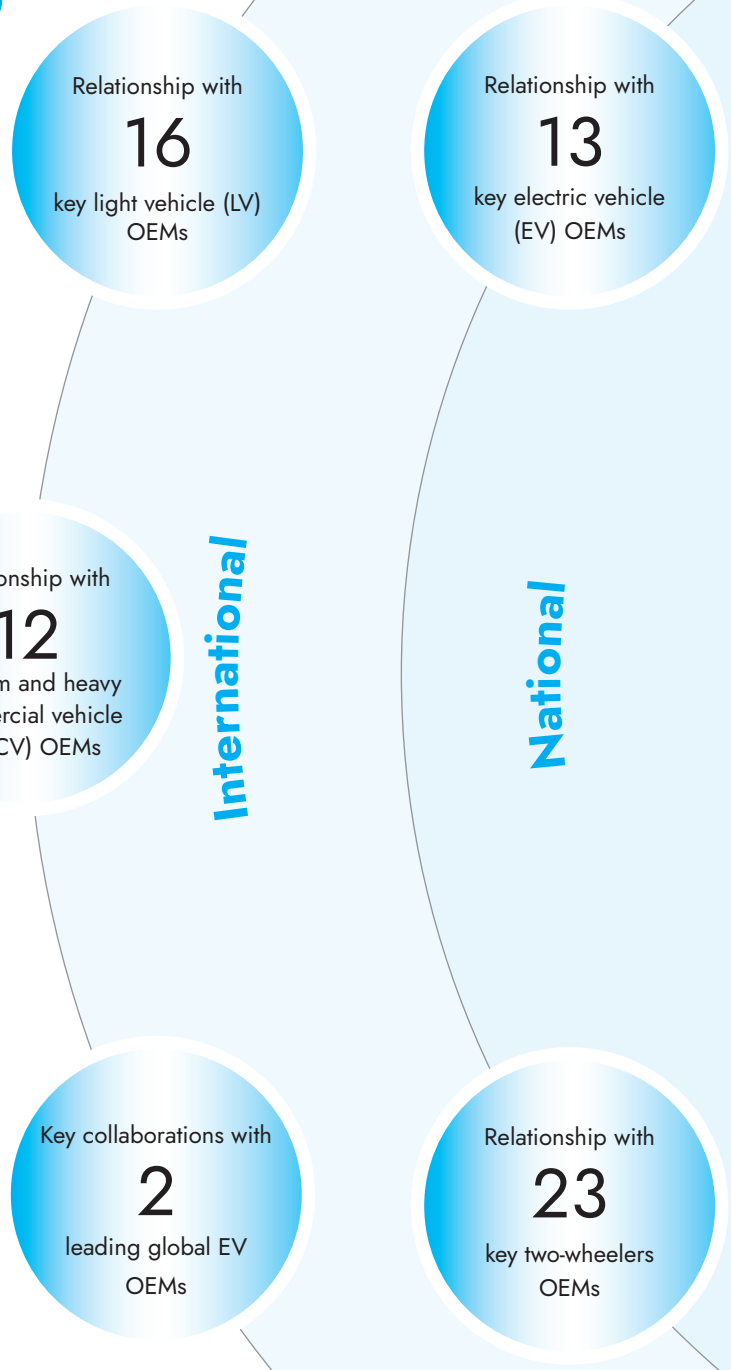
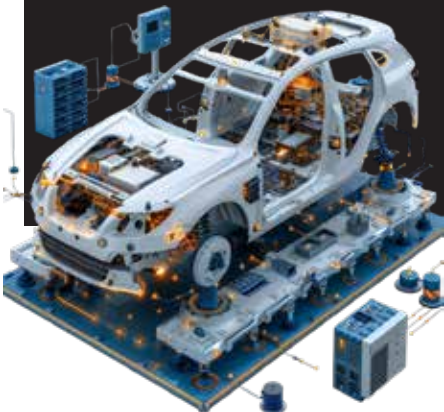
Empowering Success, **Strengthening Client Partnerships**



We are proud of our longstanding partnerships with some of the world's most respected companies across diverse industries. Our clients rely on us for high-precision solutions that consistently meet the most stringent standards of quality and performance. With a relentlessly customer-focused approach, we continue to build deep, enduring relationships, fostering mutual growth and success.

31+ Years

Relationship with Major OEMs and Tier -1s



40%

<10 years
(continuous addition
of new customers)

20%

10+ years
(longstanding
relationships)

40%

20+ years
(longstanding
relationships)

Numbers that Define our Client Association





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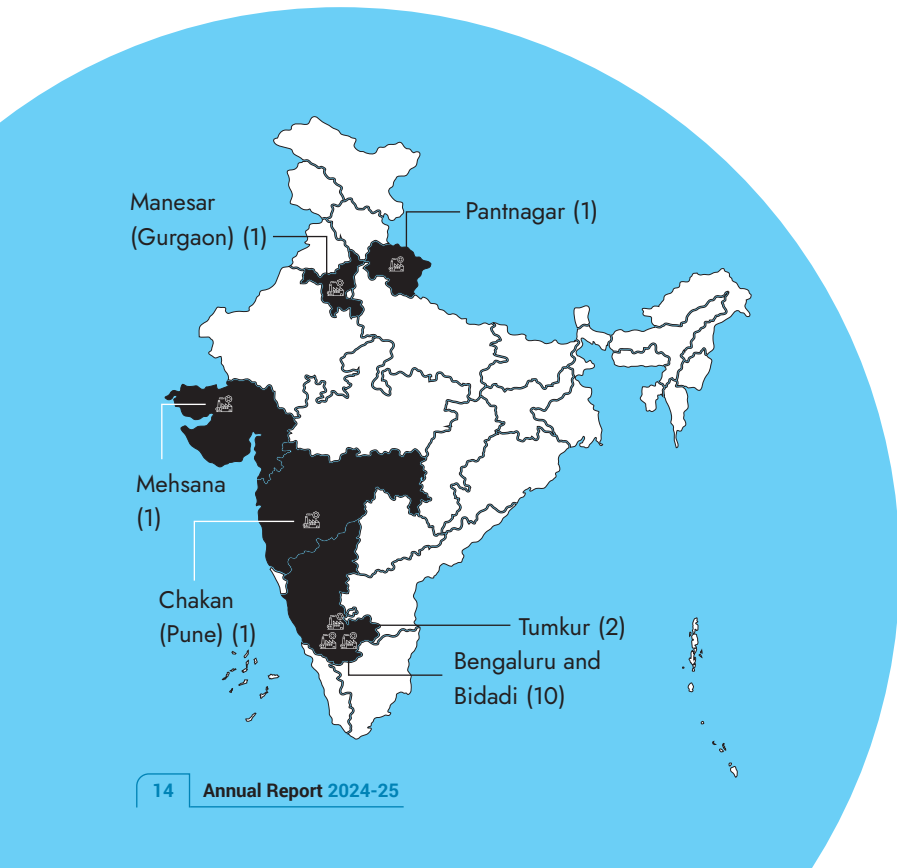
International Footprint

Delivering Precision, Expanding Globally

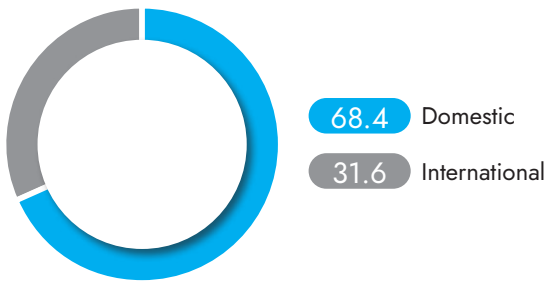


At Sansera, our footprint spans across geographies, with 16 state-of-the-art plants in India and a strategically located facility in Sweden, reinforcing our expanding global presence. Our deliberate positioning of manufacturing units near client production hubs ensures exceptional operational synergy and responsiveness.

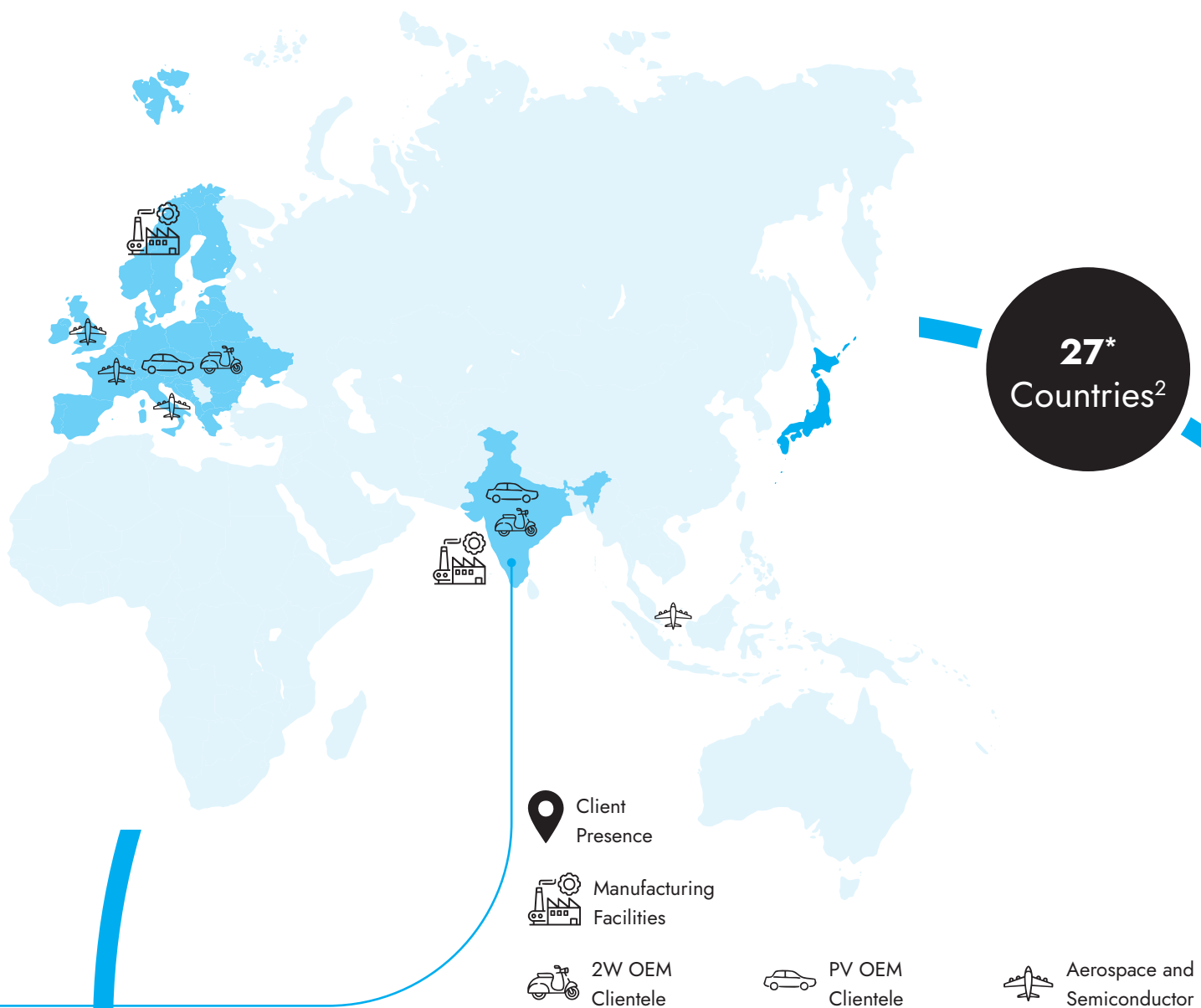
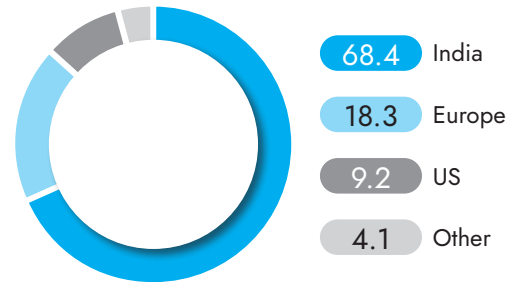
Our Export Presence



Geography-wise Revenue (%)



Region-wise Sales (%)



*Notes: Including India

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection with its accuracy or completeness.



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Milestones

Driving Excellence, Powering Innovation and Growth



Our journey is a testament to three decades of innovation, adaptability, and a relentless pursuit of excellence. From our humble beginnings to becoming a global leader in precision engineering, we have consistently evolved to meet the dynamic needs of our diverse industries. With every milestone, we continue to push boundaries, shaping the future of precision engineering.

1981

Incorporated by Mr S Sekhar Vasan

1986

Received the first purchase order from Maruti Udyog Limited

1990

Inducted co-promoters, including Mr F R Singhvi, Mr Unni Rajgopal, and Mr D Devaraj

2004-2008

Started operations at new plants in Haryana, Maharashtra, and Uttarakhand
Secured investment from Monsoon India Inflection Equity Fund

2012

Opened a dedicated facility for the Manufacture of Aerospace components and AS9100 certification

2013

Started the supply of machined connecting rods to Kirloskar Toyota

2014

Obtained the investment from Client Ebene Limited and CVCIGP II Employee Ebene Limited

2015

Initiated operations at the dedicated facility for aerospace components

Acquired Mape Sweden, a European manufacturer of connecting rods for HCV

2017

Commenced the production of tech-agnostic aluminium-forged and machined parts

2019

2020

2021

- Initiated the development of components for passenger vehicle (PV) braking assemblies and battery electric vehicle (BEV) drivetrains
- Secured a prestigious project for machining aircraft engine casings
- Achieved a significant milestone by listing on NSE and BSE

2022

Established a new machining facility dedicated to aluminum-forged parts production

- Initiated the development of suspension and drivetrain components for a leading domestic electric two-wheeler OEM
- Engineered multiple drivetrain components for hybrid passenger vehicles (PVs) and advanced steering components for PVs
- Commenced the development of crankshafts for braking assemblies in heavy commercial vehicles (HCVs)
- Achieved Platinum Certification for Plant 11 under the IGBC Green Factory Buildings rating programme, showcasing our commitment to sustainability

2023

- Completed the construction of a new aerospace and defense plant, quadrupling the capacity of the existing facility
- Made a strategic investment in Bengaluru-based MMRFIC Technology Private Limited
- Began construction of a dedicated machining facility at Plant 11 in Bidadi
- Secured a significant order for larger connecting rods for the non-automotive segment from a North American OEM

2024

- Started operations of a new machining facility at Plant 11, Bidadi
- Commenced export of EV components for PVs and CVs

2025

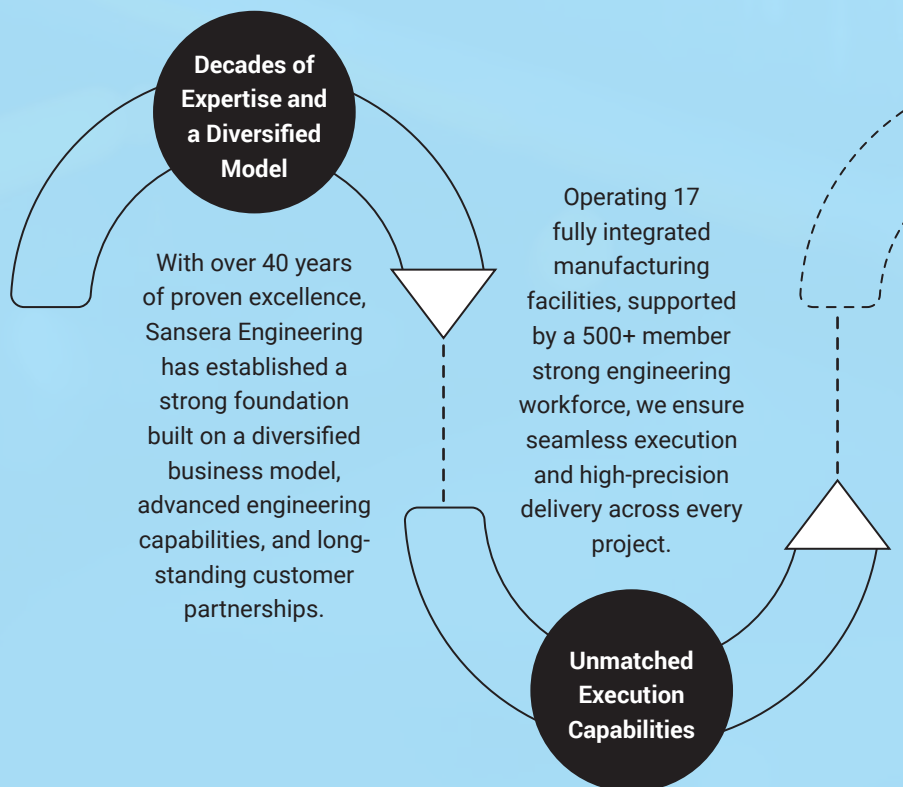
- Commenced supply of semiconductor products
- Added large non-automotive export customers
- Initiated construction to expand the Pantnagar facility

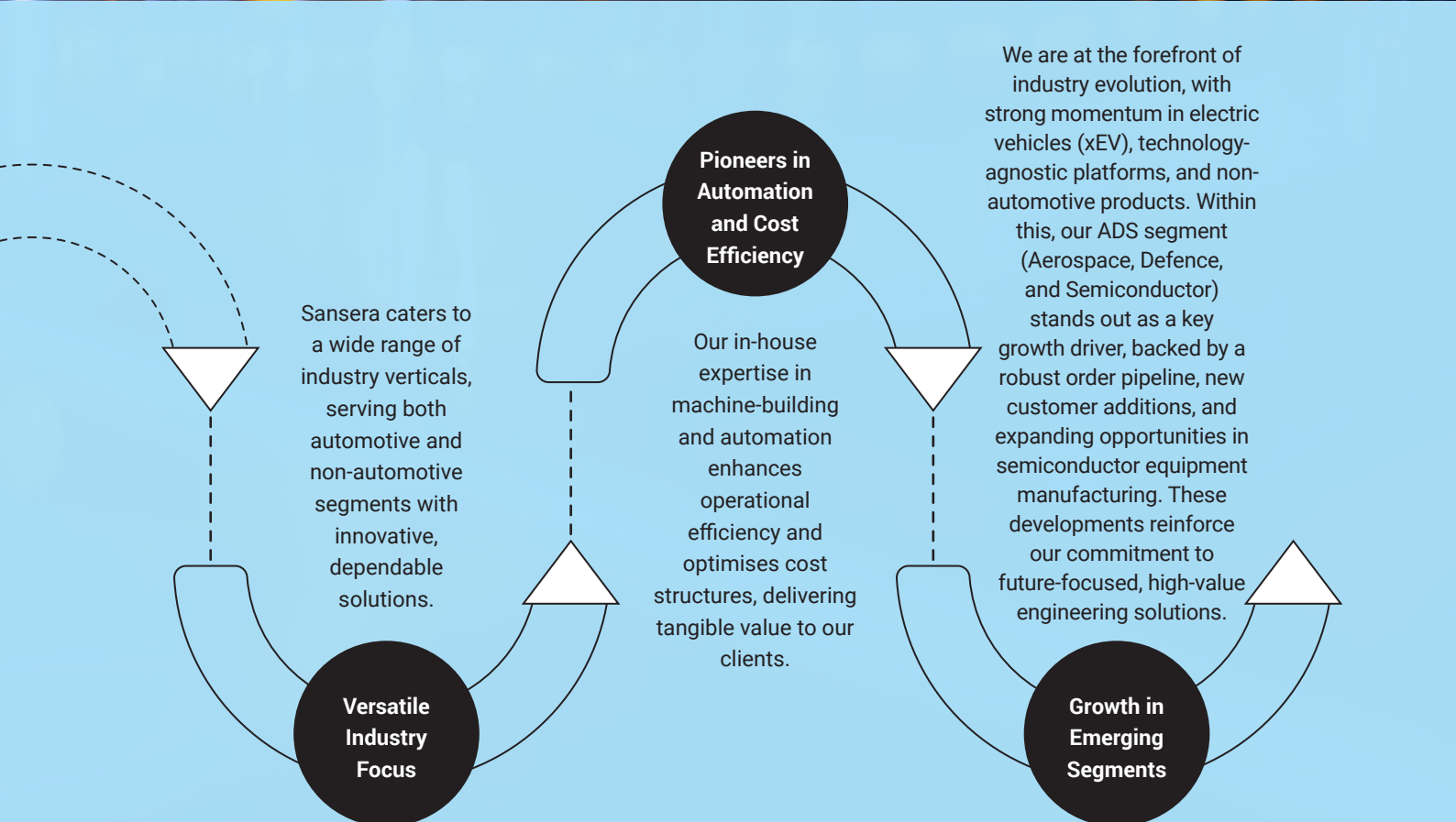
Key Differentiators

Setting the Benchmark with our **Unique Edge**



We stand apart in the precision engineering landscape with our deep domain expertise, advanced technologies, and commitment to excellence. As a trusted partner to global automotive and non-automotive sectors, we deliver high-precision, complex, and mission-critical components that set new benchmarks across industries. Our vertically integrated manufacturing capabilities, robust R&D infrastructure, and relentless focus on innovation enable us to consistently meet the evolving demands of our customers.







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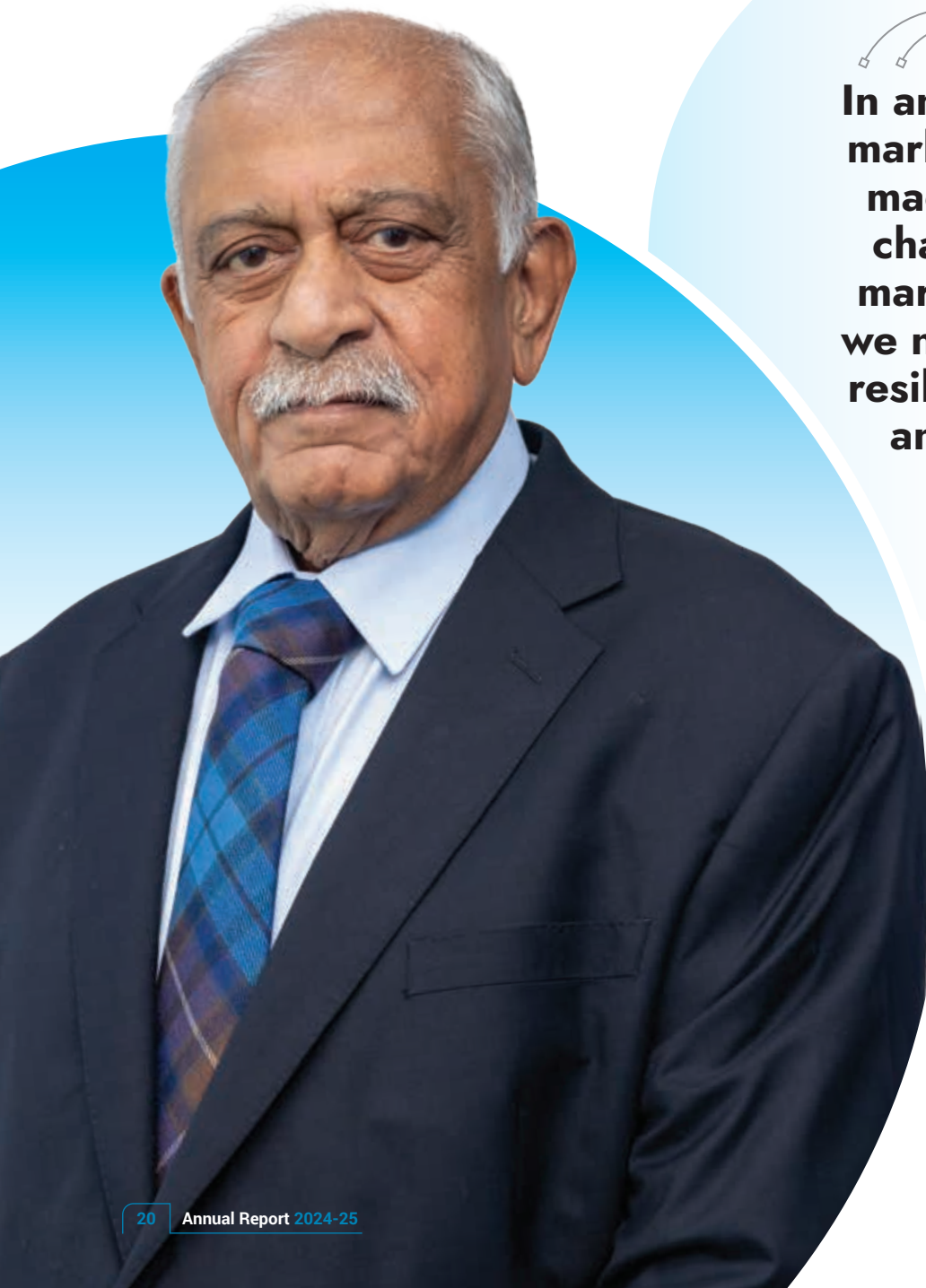


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Management Message

Chairman and

Managing Director's Communique



In an environment marked by global macroeconomic challenges and market volatility, we navigated with resilience, agility, and purpose.

Dear Valued Stakeholders,

It gives me immense pleasure to present the Integrated Annual Report for 2024-25, a year that truly underscored Sansera Engineering's ability to operate with precision in uncertainty. In an environment marked by global macroeconomic challenges and market volatility, we navigated with resilience, agility, and purpose. Our performance this year reflects not only our capacity to withstand disruption but also a sharpened strategic focus that kept us aligned with our long-term vision.

Despite headwinds, we delivered our highest-ever annual and quarterly performance, establishing a strong platform for sustainable value creation. I am proud to share that we crossed the ₹30,000 mn milestone in top-line revenue, registering a 7% year-on-year growth. Our Profit After Tax (PAT) grew by 16% to ₹2,169 mn, at a healthy margin of 7.2%.

These achievements are a testament to the Company's engineering depth, operational rigour and our ability to grow revenue and margin even in times of uncertainty.

India Shining Bright Amidst Global Volatility

The global economy in 2025 is navigating heightened turbulence amid rising geopolitical uncertainties and increasing disruptions to trade and investment flows. The pace and unpredictability of policy shifts across major economies have added significant complexity to short-term forecasting and strategic planning. Inflationary pressures remain persistent, particularly in advanced markets, with the path to global disinflation now appearing slower and more uneven than previously expected.

Against this backdrop of global uncertainty, India's economic performance has emerged as a beacon of stability and strength. With a GDP growth rate of 6.5% in 2024–25, India retained its position as the world's fastest-growing major economy, outpacing even the largest global peers. This growth has been underpinned by a strong pipeline of government-led infrastructure projects, broad-based expansion across financial services, real estate, and construction sectors, and resilient rural demand bolstered by inclusive policy measures and solid agricultural performance. This highlights the underlying strength and adaptability of Indian economy.

The Indian automobile sector continues to be a critical engine of economic momentum, with steady growth across all segments from passenger and commercial vehicles to two- and three-wheelers and tractors.

Sectoral Tailwinds Driving Growth and Innovation

The Indian automobile sector continues to be a critical engine of economic momentum, with steady growth across all segments from passenger and commercial vehicles to two- and three-wheelers and tractors. In 2024-25, domestic sales grew by 7.3%, supported by robust consumer demand, infrastructure expansion, and an enabling policy framework. Exports rose sharply by 19.2%, reaffirming India's position as a global hub for automotive manufacturing. Reforms in personal income tax announced in the Union Budget 2025-26 and two consecutive repo rate cuts by the RBI, significantly boosted consumer sentiment and credit availability, further accelerating growth in vehicle sales. India's manufacturing landscape is rapidly advancing, with Aerospace and Semiconductors emerging as strategic growth sectors. Government initiatives like the India Semiconductor Mission and PLI schemes are driving

large-scale investments across the value chain. These developments offer long-term opportunities for Indian manufacturers to scale up and integrate into high-value, tech-driven ecosystems.

Driving Performance through Strategic Diversification

Our ongoing focus on strategic diversification continues to strengthen the foundation of our business, enabling us to reduce dependency on any particular segment and capture emerging opportunities across high-growth sectors.

In the non-automotive space, we delivered stable performance year-on-year. The ADS (Aerospace, Defence, and Semiconductor) segment stood out, recording revenues of ₹1,235 mn in FY 2024-25, a 13% YoY growth. We expect this upward trajectory to accelerate, aided by the addition of another large aerospace OEM and the ramp-up in semiconductor-related business. These developments reflect our

Our ongoing focus on strategic diversification continues to strengthen the foundation of our business, enabling us to reduce dependency on the traditional ICE segment and capture emerging opportunities across high-growth sectors.

focused diversification into advanced, future-ready sectors. The remainder of the non-auto portfolio, comprising agriculture, off-road, and industrial applications, delivered a topline of ₹2,044 mn, providing a steady base and reinforcing our multi-sector presence.

Our xEV and tech-agnostic segments further strengthened this diversification narrative, registering a 28.6% YoY growth and collectively contributing around 15% of total revenue. With our new forging press now operational, we are well-positioned to scale further. MMRFC, our strategic investment in advanced radar technologies, generated close to ₹158 mn in 2024-25 and maintains strong EBITDA margins through grants and development-linked projects.

Meanwhile, the ICE automotive components business, while still our largest revenue contributor, continued to see a measured decline in revenue contribution over the years, in line with our strategic shift. In FY 2024-25, ICE contributed 73.6% of overall revenue, down from 83.4% in FY 2020-21, despite 72% growth in the absolute base. The

two-wheeler segment remained steady at 44%, with passenger vehicles and commercial vehicles contributing 18.6% and 10.5%, respectively.

Our order book, post the annual reset, stood at ₹18,511 mn as of March 2025, with over 60% comprising international orders. Significantly, 20% of new orders originated from the ADS segment, highlighting our successful foray into high-value, non-automotive domains.

To support our growth ambitions, we have made targeted strategic investments in capacity expansion. This includes the acquisition of a 55-acre land parcel in Karnataka for approximately ₹1,000 million, with construction planned for FY 2026-27. We also acquired a new facility in Pantnagar for ₹350 million, which will be operational by Q2 FY 2025-26. Further, we executed a brownfield expansion at our Bidadi plant, including the installation of new machines and the establishment of forging and machining lines aligned with our new order pipeline.

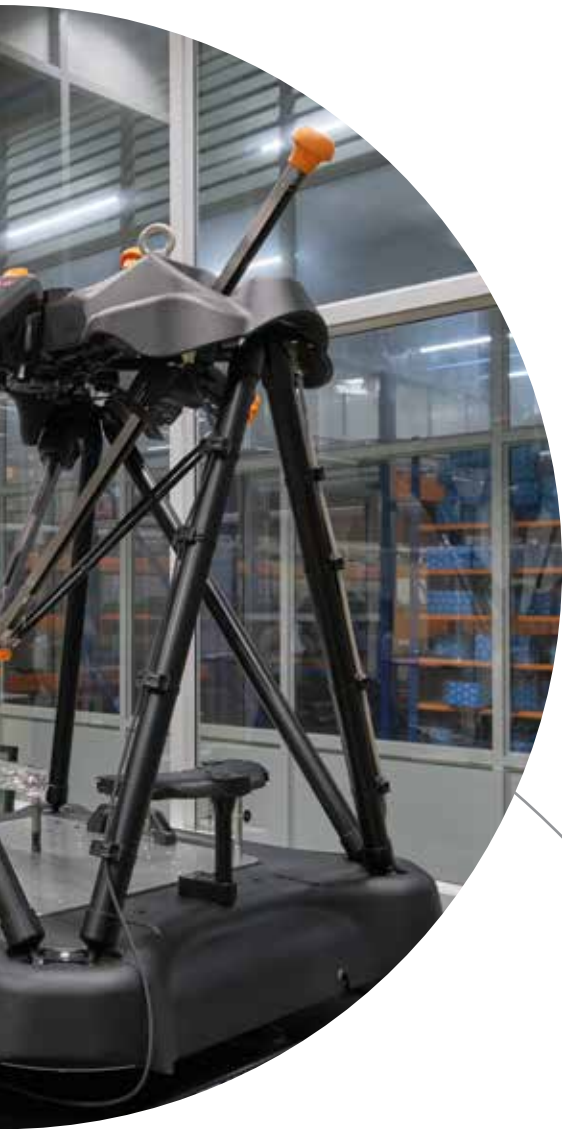
Through this multi-pronged approach, we are building a diversified, future-focused business model, one that is



resilient, globally integrated, and well-aligned with next-generation industrial growth.

Embedding Responsibility in Every Action

At Sansera Engineering, we believe that sustainability and social impact are integral to how we define progress. Rather than treating them as parallel pursuits, we have fully embedded environmental, social, and governance (ESG) principles into our core business philosophy and everyday operations. Our efforts span across critical areas such as education, healthcare, community



consistent performance across both traditional as well as new age components

Segment-wise, we anticipate strong momentum across our key business areas in 2025–26. The ADS segment is expected to more than double its revenue, driven by a robust order pipeline and strategic customer engagements.

Closing Remarks

I would like to extend my heartfelt thanks to all our employees for their continued dedication, our customers

for their enduring trust, and our shareholders for their continued belief in our vision. With a clear strategy, diversified business portfolio, strong leadership, and investments geared toward the future, Sansera Engineering is well-positioned to capture evolving global opportunities and deliver long-term value for all stakeholders.

Best Wishes,

S. Sekhar Vasan

Chairman and Managing Director

upliftment, and environmental innovation. One such initiative, the centralised, automated mixed waste segregator, not only improves waste management processes but does so with minimal energy consumption, reflecting our commitment to efficiency and ecological responsibility. These endeavours reflect our long-term vision to grow responsibly, create meaningful social value, and safeguard the planet's resources for future generations.

Scaling with Purpose

As we look forward to 2025-26, we remain optimistic. In this uncertain environment, we are focused on

At Sansera Engineering, we believe that sustainability and social impact are integral to how we define progress. Rather than treating them as parallel pursuits, we have fully embedded environmental, social, and governance (ESG) principles into our core business philosophy and everyday operations.



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Value Creation Model

Forging Growth, Creating Enduring Value

Value Creation Model

F Financial

We leverage disciplined financial management through strategic capital allocation and resilient business model to reinforce our balance sheet and drive sustainable growth

M Manufacturing & Supply Chain

We focus on expanding and enhancing our production capacities to deliver high-quality products, while strategically allocating resources to ensure a streamlined and efficient supply chain

I Innovation

Our goal is to strengthen market leadership through innovation, utilising proprietary knowledge and market insights. By staying aligned with industry trends and consumer demands, we create cutting-edge solutions that deliver exceptional value, positioning us ahead of the competition

P People

Our diverse expertise, acumen, and passion of our employees, along with dedication and professionalism, recognising their essential role in realising and advancing our business objectives are the driving forces behind our continued progress and success

S Social Collaboration

Our strong relationships with key stakeholders and communities are central to our commitment to social responsibility. Through active engagement, we build trust and secure support, which enables us to operate efficiently and strengthen our reputation

N Natural Capital

We prioritise the efficient use of natural resources to create value-added products. Our focus is on minimising waste, utilizing renewable energy resources and optimising resource utilisation throughout our business operations

Total Equity ₹ **27,669 mn**
Strong Orderbook ₹ **18,511 mn**

State-of-the-art manufacturing facilities **17**
Capex ₹ **5,911 mn**

NABL Accredited state of the art laboratory
Total R&D expenditure **N/A**

Total employees **11,300**
Employee benefits ₹ **5,830.49 mn**

CSR spending ₹ **44.08 mn**
Supplier sustainability assessment **65%**

Energy Intensity **2.097 MWH/Mn** in ₹
Scope 1 & 2 emissions intensity/₹ of turnover **1.799 TCO₂e/Mn**

Value Creation Approach



VISION

World-class engineering corporation that maximises stakeholder value



MISSION

Building an employee-driven and socially responsible global engineering corporation using innovative methods and efficient management for lasting customer loyalty

CORE VALUES

Customer Centric

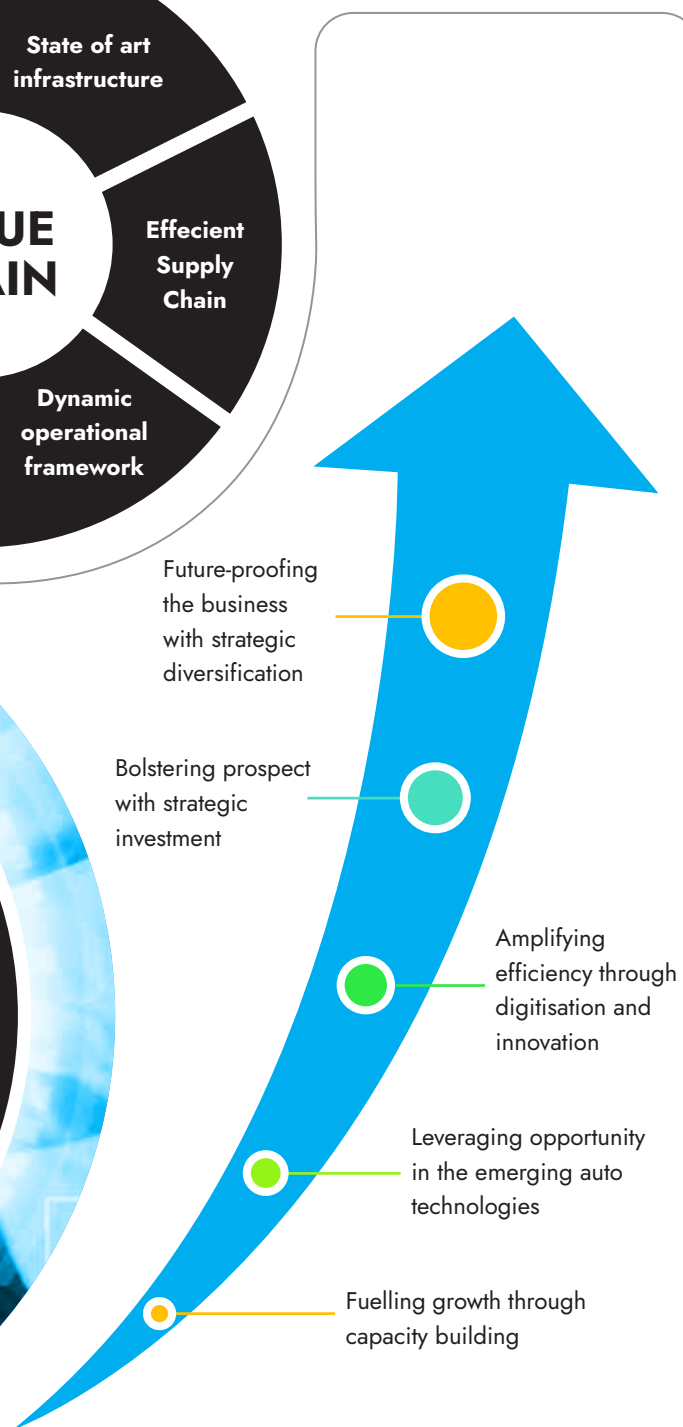
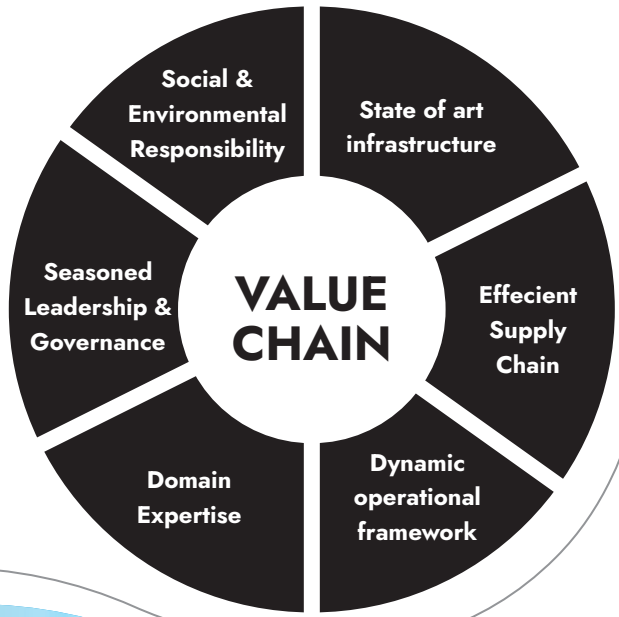
Respect for Individuals & Trust in Relationships

Accountability to Stakeholders

Teamwork

Integrity

Numbers refer to FY 2024-25 unless indicated otherwise



GROWTH STRATEGIES

Outputs KPI's & SDG's Fullfilled

Revenue ₹ **30,168 mn**

PAT ₹ **2,169 mn**

EPS ₹ **37.41**

8

Products produced **105 million pieces**

Auto-ICE **86 million pieces**

xEV **5 million pieces**

Tech-agnostic **7 million pieces**

Non-auto **7 million pieces**

8 9 12

Number of new products launched **9**

9 12

On-skill upgradation **91%**

Employee career development **75%**

Proportion of Women Employees **5.14%**

LTIFR **0.038**

8 10

CSR Spend ₹ **44.08 Mn**

14,052 people benefitted from our CSR activity

8 10

Reduced waste intensity/₹ of turnover in MT **1.34**

Reduced water intensity KL/per ₹ Mn of turnover **7.22**

7 12 13

Growth Strategies

Driving Growth, Scaling Strategically

Our strategic imperatives are focussed on driving sustainable growth and innovation across varied business segments. By leveraging advanced technologies, we are continuously enhancing our capabilities to stay competitive in an evolving market landscape. Diversification into high-potential non-automotive sectors and a strong commitment to R&D serve as the cornerstones of our long-term growth strategy.

We emphasise delivering customer-centric solutions, fostering enduring partnerships and exceeding industry expectations. Through operational excellence and a commitment to sustainability, we are building a resilient, future-ready Company, well-positioned for long-term value creation.

S1
 Fuelling Growth through Capacity Building

At Sansera, we are charting a path for substantial growth with a disciplined and forward-looking capital expenditure strategy for the coming year, reflecting the scale of our long-term ambition. By prioritising innovation, scaling our operations and integrating advanced automation, we are strategically positioned to seize opportunities across diverse sectors within the engineering landscape.

Key Highlights

- Strengthened manufacturing capabilities through targeted investments.
- Expanded facilities to meet increasing production demands.
- Upgraded IT infrastructure to ensure seamless business operations.

Way Forward

- Seize large business opportunities while maintaining financial strength and a robust balance sheet.
- Focus on lightweight and aluminum forged components to drive substantial growth in revenue per vehicle.

S2

Leveraging Opportunity in the Emerging Auto Technologies

We are strategically positioned to capitalise on the growing opportunities in the electric vehicle (EV) space. By investing in advanced technologies and developing lightweight, high-efficiency components, we aim to cater to the evolving needs of EV manufacturers. This strategic focus strengthens our role in the sustainable mobility ecosystem and supports our ambition to drive long-term growth.

Key Highlights

- Strong engineering and process design expertise enables us to meet the demands of both traditional OEMs and emerging players in the EV industry.
- Significant progress in securing orders for lightweight aluminium forged and machined components aligns with industry trends toward lightweighting.
- Expansion of our product offerings with higher kit value sharpens our competitive edge and enhances customer appeal.
- Leveraging longstanding OEM relationships to increase market penetration and unlock new business opportunities.
- Recent successes with marquee global customers showcase our growing momentum in the shift toward electric mobility.
- Operationalise a dedicated facility for hybrid and electric components within our Bengaluru plant, underscoring our commitment to the EV sector.

Way Forward

- Recently secured orders from a North American multinational automotive xEV customer.
- Ongoing expansion of our product portfolio with innovative offerings.
- Actively exploring inorganic growth opportunities to drive further expansion.

S3

Amplifying Efficiency through Digitisation and Innovation

By embracing Industry 4.0 technologies, Sansera Engineering is driving operational efficiency through the integration of automation, data analytics, and interconnected systems. This strategic focus enables us to enhance production precision, reduce downtime, and optimise resource utilisation, ensuring higher levels of productivity and cost-effectiveness.

Key Highlights

- Implemented real-time shop floor visualisation to improve operational transparency and enable swift decision-making.
- Ensured seamless oversight and coordination across all facilities.
- Automated processes enhancing precision and efficiency throughout manufacturing.
- Facilitated agile decision-making and responsiveness to evolving market dynamics.

Way Forward

- Expanding machine data acquisition and analytics capabilities to support smart manufacturing initiatives.
- Strengthening efforts to integrate AI-driven predictive maintenance for optimal resource utilisation.
- Advancing the development of cloud-based remote monitoring to improve coordination across multiple facilities.



S4

Bolstering Prospect with Strategic Investment

We have laid a strong foundation to support our next phase of growth through targeted strategic investments. These initiatives are aimed at expanding our manufacturing capacity and strengthening our ability to serve evolving customer needs across geographies and segments.

Our disciplined capital allocation and forward-looking infrastructure planning position us well for sustained scale-up in the coming years.

Key Highlights

- Acquired a 55-acre land parcel in Karnataka with an investment of ~ ₹1,000 mn to support our long-term capacity expansion plans.
- Acquired an existing facility in Pantnagar for ~ ₹ 350 mn to strengthen our regional footprint.
- Executed a brownfield expansion at our Bidadi plant by adding new machines and infrastructure.

Way Forward

- Begin construction at the Karnataka site in FY 2026-27, creating a future-ready manufacturing hub.
- Operationalize the Pantnagar facility to support near-term demand.
- Utilize enhanced Bidadi capacity to cater to new orders and increase production flexibility.





S5
Future-proofing
Business with Strategic
Diversification

Our diversified portfolio positions us to adapt and thrive in response to changing market dynamics. We anticipate substantial growth opportunities in both the export market and new and emerging business segments. This section highlights our twin-track strategy aimed at building a resilient organisation and securing long-term growth.

Key Highlights

- Increased international demand for a diverse range of products has expanded our export footprint.
- Strategic shift towards non-auto, xEV, and ADS segments.
- Successfully reduced dependence on top clients, fostering greater business stability.
- Implemented strategies to diversify our customer base and mitigate risk, ensuring long-term stability.
- Rapid growth in emerging business areas, reflected in a shift in revenue sources.
- Long-term goal to achieve a balanced revenue mix between Auto ICE and non-auto segments.

Way Forward

- Expanding export markets while investing in cutting-edge R&D to drive innovation.
- Focus on sustainability initiatives and enhancing operational efficiencies.
- Forming strategic partnerships to facilitate entry into new markets and regions.



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Stakeholder Engagement

Strengthening Relationships, Growing Mutually



Stakeholder engagement is at the heart of our commitment to sustainable growth. By fostering open communication and collaboration with key stakeholders, we ensure that their expectations remain aligned with our strategic direction. This proactive approach reinforces trust, encourages innovation, and strengthens long-term partnerships.



Employees

Employees are crucial for sustainable operations and growth, leveraging their expertise to drive innovation. Their collaborative skills enhance market interactions and strengthen organisational success.

Employee Interests	Mode and Frequency of Engagement	Topics of Engagement	Activities	Future Focus
<ul style="list-style-type: none"> Career growth Skill development Supportive work environment 	<ul style="list-style-type: none"> Periodic engagement with CEO Senior management interactions Performance management system Online issues resolution Call centre support Direct communication with leaders Grievance mechanism Whistleblower (integrity cases) policy Virtual engagement initiatives Health initiatives (physical and mental) Recognitions through portal 	<ul style="list-style-type: none"> Local employment generation Employee growth and development Human rights Safety Diversity and equal opportunity Community initiatives 	<ul style="list-style-type: none"> Frequent engagement between senior management and employees Comprehensive skill development programs Initiatives focussed on employee well-being Open-door policy for accessible leadership 	<ul style="list-style-type: none"> Introduce AI-driven personal growth plans Strengthen mental health support initiatives Utilise advanced analytics to boost employee satisfaction and engagement



Partners and Suppliers

Partners and suppliers play a pivotal role in ensuring seamless operations by maintaining timely service availability. Their reliability and collaboration directly influence operational efficiency and overall business success.

Employee Interests	Mode and Frequency of Engagement	Topics of Engagement	Activities	Future Focus
<ul style="list-style-type: none"> Transparent, consistent, and open processes Innovation driven by suppliers 	<ul style="list-style-type: none"> Operational review (ongoing) Engagement forums (ongoing) Annual meetings with specific categories and service partners New supplier portal 	<ul style="list-style-type: none"> Brand reputation Supplier collaboration and growth Adherence to regulatory and statutory requirements 	<ul style="list-style-type: none"> Strong collaboration for audits Training programs and knowledge sharing 	<ul style="list-style-type: none"> Utilise blockchain for supply chain transparency Partner on sustainable product development Enhance digital integration and data sharing Create contingency plans to address supply chain disruptions



Regulators and Government

Regulatory bodies and government institutions play a vital role in shaping the environment in which we operate. Sansera Engineering is committed to full compliance with applicable laws, fostering transparent relationships, and contributing to national goals such as manufacturing excellence, skill development, and sustainability.

Employee Interests	Mode and Frequency of Engagement	Topics of Engagement	Activities	Future Focus
<ul style="list-style-type: none"> Compliance with legal and statutory frameworks Alignment with national manufacturing and innovation policies Support for Make in India, Aatmanirbhar Bharat, and sustainability goals 	<ul style="list-style-type: none"> Periodic statutory disclosures and filings Industry forums and consultations Engagement through industry bodies (ACMA, SIAM, etc.) 	<ul style="list-style-type: none"> Adherence to environmental and labour laws Tax and duty compliance Participation in national manufacturing and R&D missions 	<ul style="list-style-type: none"> Timely and accurate regulatory filings Adoption of best practices in EHS, quality, and governance Engagement in government-led innovation and skilling initiatives 	<ul style="list-style-type: none"> Strengthen partnerships with central and state authorities Enhance participation in PLI and other government schemes Lead by example in regulatory transparency and compliance Support policy development through industry collaborations



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Investors and Shareholders

Investors and shareholders are crucial for providing the necessary capital to support growth initiatives. Their investment enables the Company to expand operations, innovate, and seize new opportunities, driving long-term success and financial stability.

Employee Interests	Mode and Frequency of Engagement	Topics of Engagement	Activities	Future Focus
<ul style="list-style-type: none"> Robust, secure, and sustainable financial performance Advancements in ESG initiatives 	<ul style="list-style-type: none"> Annual general meeting Integrated annual report 	<ul style="list-style-type: none"> Assessing creditworthiness and maintaining robust ratings. Implementing sustainable business strategies for long-term growth. Upholding strong governance practices for enhanced trust and transparency. Driving value through superior return on equity and earnings per share. 	<ul style="list-style-type: none"> Initiatives to improve profitability Effective cost control measures Focus on sustainable growth 	<ul style="list-style-type: none"> Prioritise long-term value creation Ramp up investments in sustainable and green technologies Improve ESG reporting standards Leverage digital tools for enhanced investor relations



Customers

Our customers fuel our relentless pursuit of process excellence and service optimisation, ensuring we consistently deliver beyond expectations. By placing them at the core of our innovation journey, we enhance operational efficiency and develop customised solutions that drive mutual growth and long-term success.

Employee Interests	Mode and Frequency of Engagement	Topics of Engagement	Activities	Future Focus
<ul style="list-style-type: none"> Unique service offerings combined with digitally enhanced, seamless experiences. Distinctive solutions designed to deliver digitally empowered and rewarding experiences. 	<ul style="list-style-type: none"> Quarterly surveys to gather valuable project feedback. Enhancing customer experience through continuous insights 	<ul style="list-style-type: none"> Identifying and fulfilling customer needs with precision. Conducting in-depth demand analysis to stay ahead of trends. Gathering product feedback to drive continuous improvement. 	<ul style="list-style-type: none"> Conducting customer satisfaction surveys for valuable insights. Engaging focus groups to understand diverse perspectives. Gathering input through product development feedback sessions. Building loyalty through targeted programmes. Offering seamless customer service via chat, email, and phone support. Enhancing offerings through comprehensive user experience testing. 	<ul style="list-style-type: none"> Implement AI-powered solutions to revolutionise customer service. Broaden digital and mobile engagement channels for seamless connectivity. Leverage data analytics to deliver highly personalised customer experiences. Promote collaborative product development with customers.



Communities

Communities are the foundation of strong relationships, fostering collaboration and mutual growth. By nurturing vibrant communities, we create a foundation for sustained success and shared prosperity.

Employee Interests	Mode and Frequency of Engagement	Topics of Engagement	Activities	Future Focus
<ul style="list-style-type: none"> Initiatives promoting well-being and advancing sustainable development goals. Programmes tackling local challenges to improve quality of life. 	<ul style="list-style-type: none"> Active engagement through diverse programs and initiatives. Strong collaboration with local organisations and key stakeholders. Consistent updates, awareness campaigns, and community events 	<ul style="list-style-type: none"> Skill-building programs for personal and professional growth. Blood donation drives to support community health. Health awareness campaigns promoting well-being. Initiatives focused on water and soil conservation. Creating employment opportunities for local youth. Infrastructure development projects to enhance community life. Livelihood and skill enhancement programs to empower individuals. 	<ul style="list-style-type: none"> Launching innovative programmes designed to meet community needs. Offering regular updates and reports on community-focused initiatives. Partnering with local organisations and stakeholders for impactful collaboration. Engaging community members through informative campaigns and events. 	<ul style="list-style-type: none"> Create innovative smart community projects for enhanced living. Boost the integration of renewable energy in community initiatives. Expand digital literacy programmes to empower individuals. Strengthen partnerships to achieve sustainable development goals.



Materiality Assessment

Strategic Levers, Sustainable Impact

We use sustainability materiality assessments to identify, prioritise, and focus on the ESG issues that matter most to our business and stakeholders.

This process helps us pinpoint the topics with the greatest impact on our operations and long-term value creation. By evaluating the relevance and importance of key sustainability themes, we ensure that our strategies are aligned with both stakeholder expectations and business imperatives. Our comprehensive materiality assessment allows us to make informed decisions, strengthen our ESG focus, and stay future-ready in a rapidly evolving global landscape.

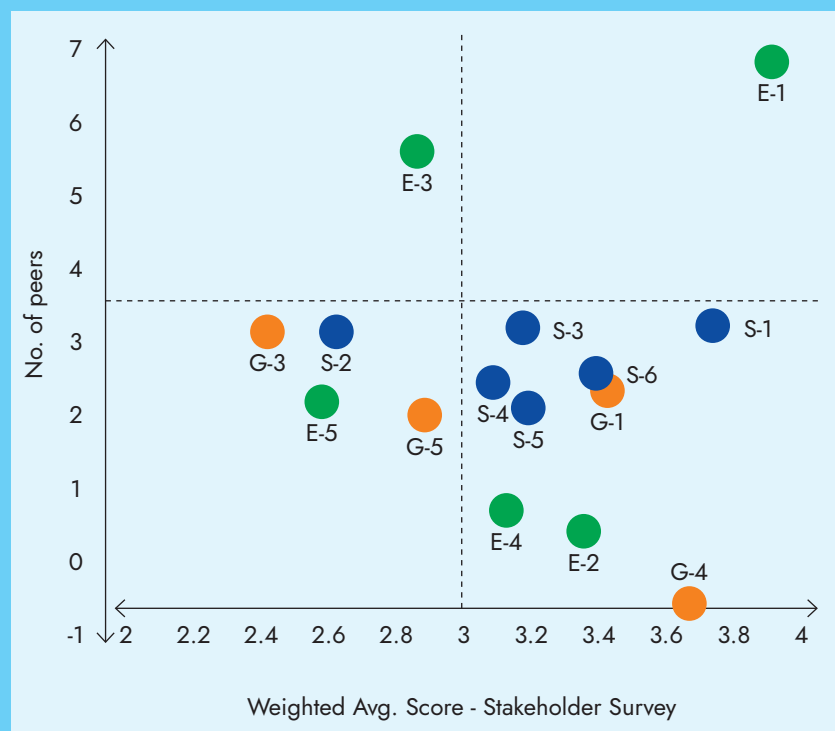
Steps in the Materiality Assessment Process

Listing Material Topics
We developed a comprehensive list of material topics by aligning key ESG pillars and sub-topics with GRI and SASB standards for the automotive sector. By integrating insights from relevant frameworks, we created a clear, well-rounded set of sustainability priorities.

Peer Benchmarking
We analysed 8 peer organisations to compile a comprehensive list of unique KPIs, which were then mapped to our material topics and aligned with key reporting frameworks.

Stakeholder Survey
In 2022-23, we engaged with key stakeholders, customers, service providers, certification bodies, employees, and suppliers, through a detailed survey, receiving 214 insightful responses to better understand their expectations, priorities, and concerns.

Materiality Assessment Matrix



- Environmental No. of peers reporting on the topic
- Social No. of peers reporting on the topic
- Governance No. of peers reporting on the topic



- Emissions Reduction (E-1)
- Waste Management (E-2)
- Energy Management (E-4)
- Water Management (E-5)
- Resource Management (E-6)

Environment



- Occupational Health & Safety (S-1)
- Diversity, Equity & Inclusion (S-2)
- Product Responsibility (S-3)
- Training & Skill Development (S-4)
- Stakeholder Management (S-5)
- Human Rights (S-6)

Social



- Information Security (G-1)
- Sustainable Supply Chain (G-2)
- Ethics & Compliance (G-3)
- Risk Management (G-4)
- Technology and Innovation (G-5)

Governance

Disclosure on Material Topics

Strengthening Governance, **Deepening Trust**

 We believe that strong governance begins with fairness, transparency, accountability and trust. These values shape how we operate internally and how we engage with all our stakeholders. We have established a comprehensive Code of Conduct for our directors and officers, supported by a clearly defined mechanism for reporting and resolving compliance concerns, because integrity must be embedded in every decision, every action, and every relationship we build.

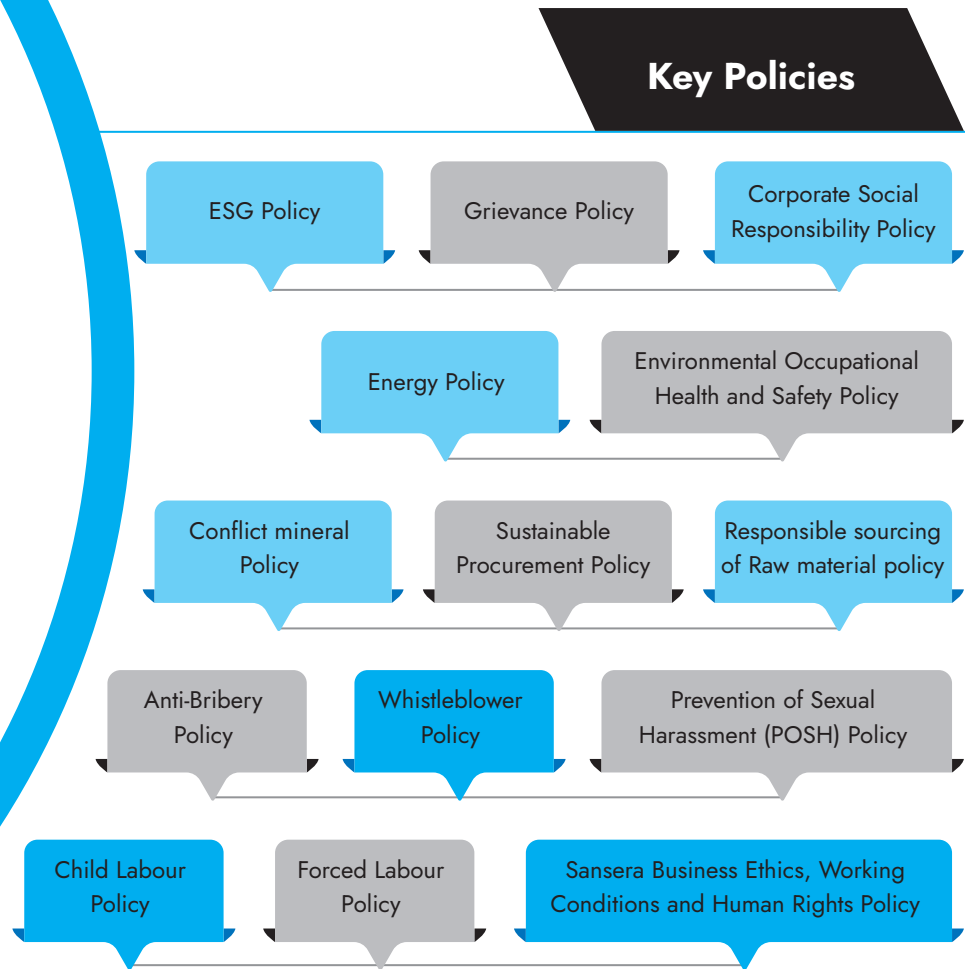


Our Guiding Principles



Ethics that Drive Excellence

Our Code of Conduct applies uniformly across all employees, Board members, subsidiaries, and associates, ensuring a shared commitment to the highest ethical standards. We maintain transparency through timely disclosures of our financial performance and position. What distinguishes us is not only the enduring quality of our products but also our unwavering focus on sustainability. By embedding responsible practices across our value chain, we reinforce the belief that ethical conduct and business success are fundamentally interconnected.



Creating a Culture of Integrity and Accountability

We believe that a strong foundation of ethics and transparency is essential for sustainable growth. Our governance framework is built on inclusivity, open communication, zero tolerance for unethical practices, and a deep respect for human rights. Through proactive policies and a people-first approach, we foster a work culture that prioritises safety, dignity, and integrity for all.





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Board of Directors



S Sekhar Vasan

Chairman and Managing Director

Mr. Vasan brings a remarkable 44 years of experience in precision manufacturing to the table, being part of journey since our inception. He holds a PGDM from IIM Bengaluru and a Bachelor of Technology degree from IIT Madras, further solidifying his academic and technical competence.



Muthuswami Lakshminarayan

Non-Executive, Independent
Director

Mr. Muthuswami Lakshminarayan is a Non-Executive, Independent Director of our Company. He holds a master's degree in technology from Indian Institute of Technology, Bombay. He spent over 21 years at Bosch Limited and over seven years at Harman International (India) Private Limited in the capacities of Managing Director, Country Manager, India and Advisory Chairman.



F R Singhvi

Joint Managing Director

Mr. Singhvi possesses over 44 years of professional experience, including more than 16 years at Sansera, where he is instrumental in steering the automobile and aerospace business segments. Prior to Sansera, his experience at M/s. Singhvi, Dev & Unni (C.A.) demonstrates his strong grounding in financial expertise. As a Chartered Accountant, he ensures sound financial management practices.



Samir Purushottam Inamdar

Non-Executive, Independent Director

Mr. Samir Purushottam Inamdar is a Non-Executive, Independent Director of our Company. He holds Bachelor of Engineering (Mechanical) from Mumbai University and Post Graduate Diploma in Management (MBA) from IIM, Calcutta. He was the former President & CEO of GE Consumer & Industrial, South Asia; former MD & CEO of Tyco Electronics, South Asia. He was also the part of automotive industry for over 15 years with Maruti and Tata Motors. He currently is the Co-founder, MD & CEO of a fund management company which manages PE funds. He is also a member of the Global Advisory Board of MAP, a Zurich based management consultancy firm.



Revathy Ashok

Non-Executive, Independent Director

Mrs. Revathy Ashok is a Non-Executive, Independent Director of our Company. She holds a post graduate diploma in management with specialisation in habitat and environmental studies from the Indian Institute of Management, Bangalore. She has also been awarded the faculty medal for best performance in Habitat & Environmental Studies from the Indian Institute of Management, Bangalore. She has previously worked at Tishman Speyer India Private Limited and was the chief financial officer of Syntel Inc.



B R Preetham

Executive Director & CEO

Mr. Preetham serves as our Executive Director & Group CEO. He oversees all business areas, including supplier relations, bringing over 33 years of invaluable experience to our Company. Preetham holds a Bachelor of Engineering degree from Bengaluru University, driving our growth and innovation.



We adopt a strategic and disciplined approach to financial sustainability. Our targeted expansion into high-growth segments, combined with prudent capital investments, enables us to generate optimal returns while upholding high standards of operational excellence. This approach strengthens our financial foundation and supports sustained value creation for all stakeholders.

SDGs Involved



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Empowering Stability, Enabling Financial Resilience

Stakeholders Involved

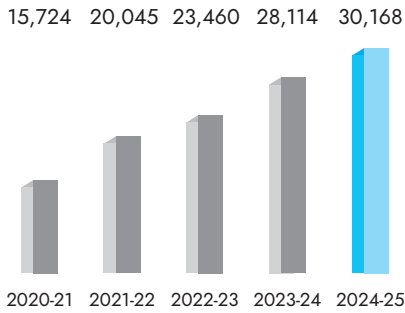
- Employees
- Shareholders
- Customers
- Suppliers
- Community

Key Highlights of 2024-25

₹ 30,168 mn

Revenue from Operations

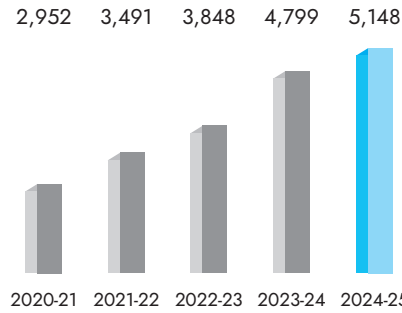
Revenue (₹ in mn)



17.1%

EBITDA Margin

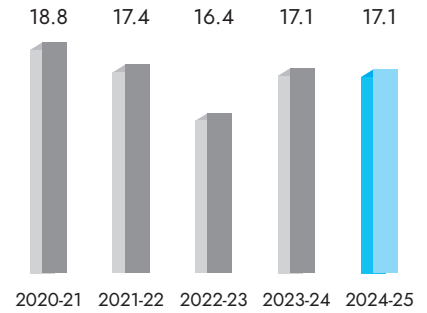
EBITDA (₹ in mn)



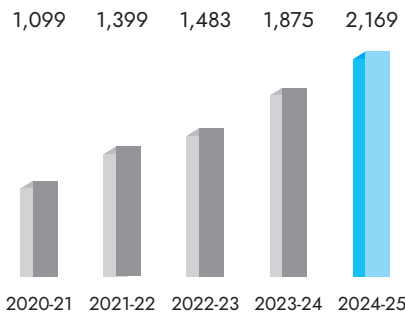
15.2%

Return on Capital Employed

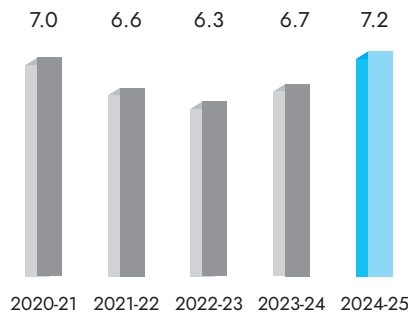
EBITDA Margin (%)



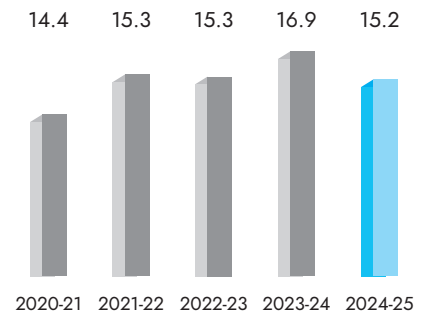
Net Profit (₹ in mn)



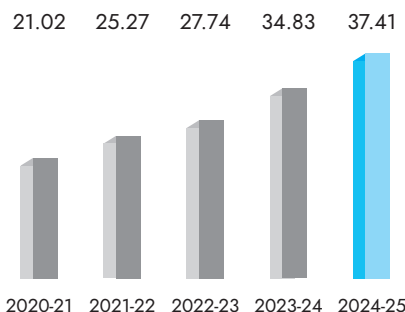
PAT Margin (%)



Return of Capital Employed (%)



EPS



Building Momentum with Strong Financials

We are pleased to report that our revenue from operations for 2024-25 stood at ₹30,168 mn, reflecting a 7.3 % increase year-on-year. During this period, we achieved an EBITDA of ₹5,148 mn, marking a 7.3 % growth over the previous year, with an EBITDA margin of 17.1 %. Our profit after tax grew by a 15.6%, reaching ₹2,169 mn, with a margin of a 7.2%. Our strategy remains focused on improving margins year-on-year, and we are working toward a long-term EBITDA margin target of 20%.

Employee expenses increased during the year, driven in part by our continued investment in retaining skilled talent and upskilling them, particularly in high-precision areas, even during periods of temporary revenue moderation. Following our Qualified Institutional Placement (QIP), our balancesheet remains strong, with surplus cash of nearly ₹4,272 mn, providing us with the flexibility to scale capabilities in line with our expanding order book. We are targeting a pre-tax Return on Capital Employed (ROCE) of up to 20% over time, reflecting our commitment to improving profitability and operational efficiency. Our diversification into non-automotive sectors is expected to enhance our overall margin profile and ROCE performance, compared to our traditional business lines.



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With deep-rooted precision engineering capabilities, our manufactured capital forms the backbone of our ability to serve global clients in high-value, complex manufacturing segments. We continue to build and scale world-class production infrastructure, investing in advanced machinery, clean room facilities, and process optimisation to enhance efficiency, product quality, and capacity.

SDGs Involved



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Enhancing Capabilities, Driving Precision and Efficiency

Stakeholders Involved



Shareholders



Suppliers

Key Highlights of 2024-25

17

Total Manufacturing Facilities

₹ 5,148 mn

Capital Expenditure

65%

Capacity Utilisation

Semiconductor Manufacturing Breakthrough

A strategic milestone in 2024-25 was winning a landmark order in the Semiconductor sector to supply high-precision, complex machine parts. This engagement, secured after rigorous evaluation process to manufacture some of most critical parts for the Semicon Fab equipment using multi-tasking 5 axis machines to one of the leading global Semicon Fab equipment manufacturer. To support this, we have set up class 1,000 clean room, further strengthening our technological capabilities and positioning us to meet global standards in ultra-clean manufacturing environments.

Optimising Traditional Business Lines

In our legacy auto ICE segment, we are consolidating product manufacturing across our facilities to harness synergies and unlock capacity efficiencies. These actions contribute meaningfully to cost optimisation and operational streamlining.

Auto-ICE Segment

Key Achievements, 2024-25

The share of our ICE business in overall revenue declined to 73.6% in 2024-25, down from 75.4% in 2023-24, underscoring our continued progress in diversifying revenue streams. While the share of ICE has moderated, it remains a robust and growing foundation for our operations. Within this segment, the Two-wheeler business contributed

approximately 44%, while Passenger Vehicles and Commercial Vehicles accounted for 18.6% and 10.5% of total revenue, respectively. We have also ensured a complete pass-through of raw material cost fluctuations across both our domestic and international ICE businesses, helping us maintain pricing resilience and protect our margins in a dynamic operating environment.

Product Wise Sales Mix

37.1%

Motorcycles

6.7%

Scoters

18.6%

Passenger Vehicles

10.5%

Commercial Vehicles



Major Clientele



Tech-Agnostic & xEV Segment

Key Achievements, 2024-25

Our xEV and Tech-agnostic segments continued to gain strong momentum in 2024-25, recording an impressive 28.6% year-on-year growth, driven largely by robust execution of xEV

orders for North American customers. Together, these segments contributed close to 15% of our total revenue, with Tech-agnostic accounting for 8.8% and xEV nearly 6%. We maintained a healthy order book exceeding ₹ 1,417 mn. in aluminum components, and as of March 2025, 17% of our ₹ 18,511 mn order book is attributed to xEV and Tech-agnostic businesses. Our efforts in operational

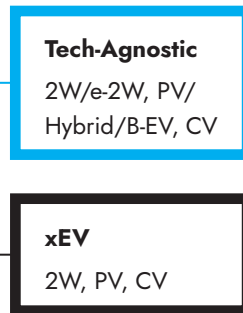
excellence have begun to bear fruit as we move past the learning curve in manufacturing complex 'Class A' aluminum forged and machined components. Additionally, we have mitigated the impact of raw material cost fluctuations, particularly in areas where tech-agnostic overlaps with ICE, through full pass-through mechanisms, helping protect our margins across geographies.

Product Wise Sales Mix

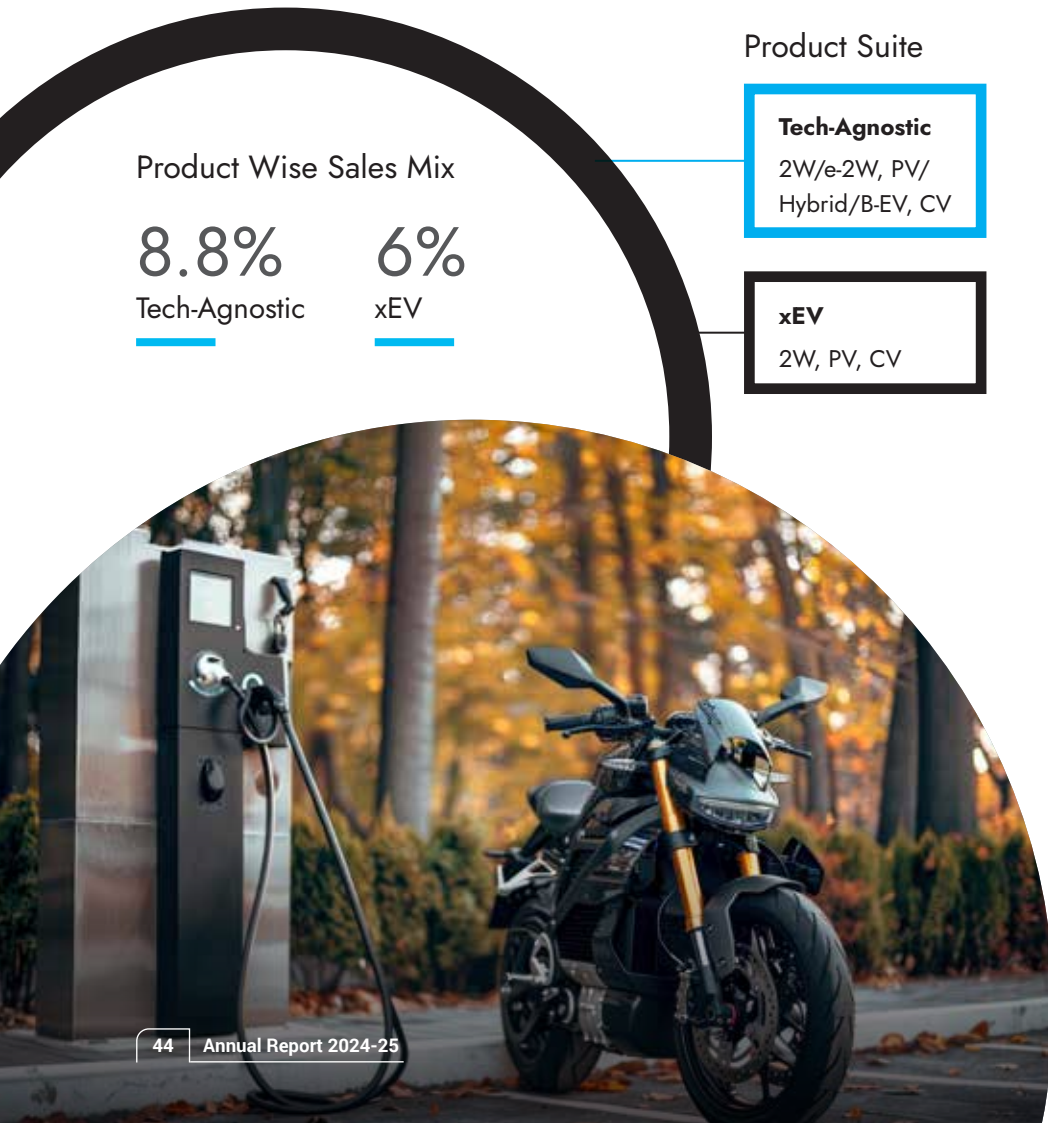
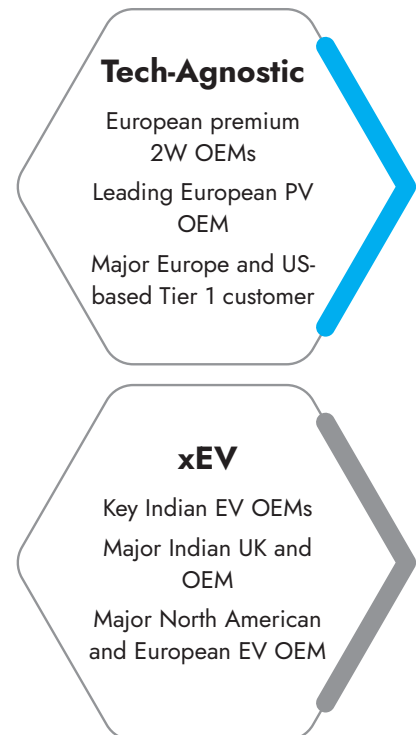
8.8%
 Tech-Agnostic

6%
 xEV

Product Suite



Major Clientele



Non-Auto Segment

Key Achievements, 2024-25

In 2024-25, we made significant strides in diversifying our non-automotive portfolio, with the segment now distinctly categorised into ADS and non-ADS verticals. Our ADS segment continued to perform strongly, recording ₹ 1,235 mn in revenue, a 13% year-on-year growth, with Q4 revenue up by 43%. A key highlight was signing a long-term

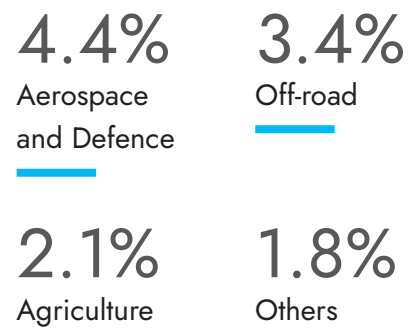
contract with Airbus, Spain Defence and Space, valued at approximately ₹ 1,600 mn (USD 18.8 mn), for the manufacture, supply, and support of the Airborne Intensive Care Transport Module (ICTM). This critical system enables airborne medical evacuation for patients requiring intensive care. We are proud to be the first Indian supplier selected by Airbus for this programme and will be responsible for both precision machining and structural assembly of ICTM units.

As of March 2025, ADS contribute 20% to our total order book. We also commenced mass production of semiconductor components, having completed the learning curve, and further strengthened the business by appointing Mr Hari Krishnan as CEO of the ADS division.

Major Clientele



Product Wise Sales Mix



Outlook

We expect ADS revenue to grow exponentially, driven by new aerospace OEM engagements and semiconductor scale-ups. This is expected to improve the overall profit margins of the group.



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Our intellectual capital is the foundation of our technological leadership and ability to deliver complex, high-precision solutions across diverse sectors. We continue to strengthen this capital through deep technical expertise, consistent investment in R&D, and strategic collaborations that support faster entry into emerging industries.

SDGs Involved



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Driving Excellence,

Furthering Knowledge-Led Innovation

Stakeholders Involved



Customers



Suppliers

Deep Precision Engineering Expertise

Our longstanding capabilities in high-precision engineering are a core differentiator that position us as a trusted partner for global clients. Leveraging advanced machining technologies, including 5-axis machining for complex parts, we continue to push the boundaries of what is possible in component manufacturing. These competencies have enabled us to enter and scale in high-tech industries like Aerospace, Defense, and Semiconductors.

Development of Skilled Engineering Talent

We actively invest in building technical expertise through structured skilling and training initiatives, particularly in areas like aluminum machining, aluminum forging, and high-precision aerospace and defense components. Even during revenue dips, we maintain a strong commitment to talent retention and capability development, ensuring continuity in our engineering excellence. Our teams are consistently being strengthened to support complex, high-value orders.

Innovation in Advanced Manufacturing and Infrastructure

A significant milestone in our innovation journey has been our entry into the Semiconductor sector, where we are supplying critical parts for manufacture of critical parts for Semicon Fab equipment like the Wafers which involves Nano-technology. These parts are manufactured using our most advanced machining capabilities to date, supported by the establishment of a Class 1000 clean room, enabling us to meet stringent industry product requirements.

Recognition and Trust through Rigorous Evaluation

Our selection by a global leader in semiconductor equipment, following a highly rigorous 12-18-month evaluation, is a testament to our technical competence, process maturity, and execution capability. It reflects our commitment to engineering excellence and readiness to meet the demands of the world's most quality-sensitive industries.



Driving Strategic Innovation

Our associate company is spearheading innovation in Defense and Space through advanced RF and satellite technologies, including a 200-watt Ka-band solid-state power amplifier that won the iDEX Prime X challenge by the Defense Space Agency. Backed by grants like iDEX, DISC, and TDF, and in collaboration with ISRO, DRDO, and the Indian Army, we are expanding our IP portfolio and creating future-ready tech transfer opportunities. Aligned with the Aatmanirbhar Bharat mission, we are also venturing into semiconductors and multi-fuel engines, with a focus on mastering next-generation technologies essential to mobility and manufacturing.



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Our human capital is at the core of our precision engineering capabilities and sustained business performance. Through structured training programs, upskilling initiatives, and long-term career development, we ensure our workforce remains agile, future-ready, and well-aligned with the evolving expectations of our customers and industry.

SDGs Involved



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Driving Excellence, Furthering Knowledge- Led **Innovation**

Stakeholders Involved



Employees

Key Highlights of 2024-25

482

Employees Added

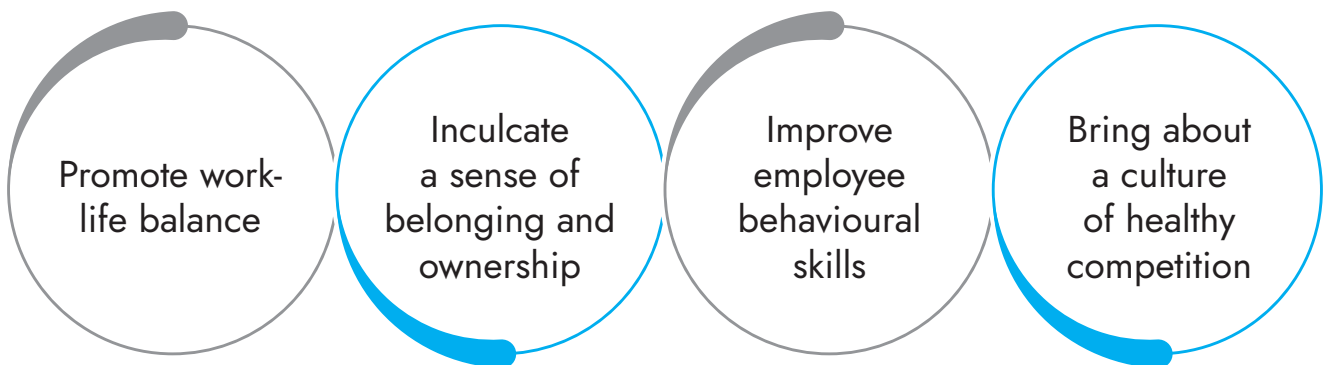
5.14%

Women Employees

1,012

Training Programmes Conducted

Fostering a Positive and Empowering Workplace Culture



Driving Continuous Improvement Through Employee Engagement

At Sansera Engineering, we champion a culture of continuous improvement by actively involving employees in initiatives that enhance performance and operational efficiency. Programs like Kaizen encourage employees to suggest and test new ideas through a structured trial-and-error process, with effective solutions being swiftly implemented across departments. Complementing this, Quality Control Circles (QCCs) bring together small, cross-functional teams from the same work areas to collaboratively identify, analyse, and resolve work-related challenges. These efforts not only boost problem-solving capabilities and efficiency but also promote teamwork, knowledge sharing, and a sense of ownership throughout the Company.

Fostering a Culture of Continuous Learning and Recognition

At Sansera Engineering, we foster continuous learning and employee engagement through a range of thoughtfully designed programmes. The Suggestion Scheme motivates individuals to contribute innovative ideas via diverse channels such as

posters, banners, cartoons, and training sessions, reaffirming that every employee's voice matters. The fortnightly quiz competition, held monthly on the shop floor or in the canteen, further encourages engagement by challenging employees on topics related to the Company's operations, products, safety, and sustainability. Winners are celebrated during Safety and Environment Day, reinforcing a culture of recognition and lifelong learning.





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Reinforcing Quality Excellence through Quality Month

The Company's Quality Month celebration, exemplifies our commitment to quality as an evolving and dynamic discipline. The initiative ensures that organisational practices not only meet stakeholder expectations but are continually enhanced to remain effective, resilient, and future-ready. By emphasising outcomes that are fit for purpose, Pragathi Masa reinforces the message that quality is a continuous journey, not just a benchmark to be maintained. These initiatives collectively aim to reduce costs, enhance profitability, support innovation, improve customer satisfaction, strengthen corporate responsibility, and proactively manage risks, ensuring Sansera Engineering's continued excellence and long-term value creation.

Promoting Diversity and Inclusion

We are dedicated to fostering a diverse and inclusive workplace that embraces individuals across genders, religions, ethnicities, and educational backgrounds. Our commitment to diversity is firmly embedded in our Code of Conduct, recognising its vital role in driving performance, creativity, innovation, and better decision-making. We are actively working to increase female representation across all roles in the Company. Through targeted efforts and strategic investment in professional growth, we strive to achieve gender balance at all levels, creating an environment where every individual is empowered to thrive and contribute meaningfully.

Creating a Safe Workplace

The Company prioritises employee health and safety, especially across its manufacturing facilities. We implement strict safety protocols, provide protective equipment, and conduct regular training and health audits. Our proactive approach ensures a secure, healthy workplace for all employees.

01 Prioritise employee health and safety, especially in manufacturing facilities

02 Provide personal protective equipment and access to occupational health centres

Becoming an Employer of Choice

Sansera is proud to be Great Place to Work certified, with a 92% employee satisfaction, matching India's top 100 companies. This reflects the trust and pride our people have in a company that values their well-being, fosters a positive culture, and supports their growth.



03

Conduct periodic health examinations for all employees

05

Develop action plans to prevent recurrence of workplace accidents

07

Perform monthly health and safety audits to ensure compliance and identify improvement areas

04

Enforce Lockout-Tagout (LOTO) procedures for maintenance staff

06

Conduct regular training on fire safety, chemical safety, machinery operations, and workplace practices





By nurturing deep connections with customers, suppliers, partners, and communities, we build a network grounded in trust, loyalty, and shared success. Focused initiatives in customer engagement, supplier collaboration, and community development strengthen our social capital, drive inclusive growth, and reinforce our reputation as a trusted and responsible industry leader.

SDGs Involved



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Building Strong Partnerships, Creating Lasting Connections

Stakeholders Involved

- Customers
- Suppliers
- Communities

Key Highlights of 2024-25

65%

Supplier Sustainability Assessment

28,958

Lives Impacted

Fostering Stakeholder Transparency

At Sansera Engineering, we are committed to fostering open and transparent communication with all stakeholders. Through proactive engagement, timely disclosures, and ethical practices, we build enduring trust and reinforce our reputation as a responsible, reliable partner.

Forging Enduring Partnerships with Suppliers and Business Partners

We are dedicated to building lasting relationships with our suppliers and business partners through responsible and sustainable procurement practices. By integrating environmental responsibility and social commitment into our sourcing, we work together to reduce impact and enhance sustainability across the value chain. We maintain clear and consistent communication on our performance and regulatory compliance, ensuring trust and accountability. Through the delivery of high-quality, sustainable products and consistently profitable operations, we strengthen our competitive edge while jointly addressing sustainability priorities in line with the Global Automotive Sustainability Guiding Principles.

Expanding Horizons with a Strong Customer Focus

We manufacture a wide range of complex, precision-engineered components for both the automotive and non-automotive sectors. As we continue to evolve, we are actively diversifying our product offerings to meet the needs of a broader customer base.

Technology-agnostic automotive applications

We support both ICE and EV powertrains with critical components such as suspension, chassis, driveline, and braking systems.

Non-automotive sectors

We also serve customers across diverse industries including aerospace add Semi-conductor, defence, agriculture, industrial automation, and stationary engines.

We take pride in our robust Quality Team that ensures our customers consistently receive high-quality products and timely resolution of any concerns. In 2024-25, we recorded zero data breaches involving personally identifiable customer information. We also trained our value chain partners on technical standards, product safety, and occupational health and safety (OHS) protocols. Importantly, there were no instances of non-compliance related to the health and safety impact of our products and services during the reporting period.

Caring for Communities

We focus on initiatives that deliver broad socio-economic impact and actively support programmes that drive meaningful change. A key part of our approach is connecting employee volunteering with our CSR goals, ensuring that our collective responsibility as an organisation aligns with the personal values of our people. This integration nurtures a strong sense of social sensitivity, something that lies at the heart of our culture.

₹ 44.08 mm

CSR Spend



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Education

- Industry and Academic Exposure: Professors from engineering colleges visited Plant-7 through IIMB, while student visits included 28 from MV Shetty College and 30 from Roshni Nilaya (both Mangalore) to Plant-9, and 50 students from SVVN College, Neraluru, to Plant-7.
- School Outreach: Covered 2 schools, benefiting 548 students through various educational engagements.
- Skill Development: The Computer Training Center at Sansera Gurubhavan continued to provide digital skills training to students.



- 5S Awareness and Training: Conducted 5S awareness sessions for students and teachers, and implemented plumbing renovation works at GHPS Hennagara to reinforce hygiene and infrastructure under the 5S initiative.
- Support for Underprivileged Education: Extended sponsorships for the education of slum children and distributed Sankalp Science Flash books to promote science learning.



Blood Donation

- Organised blood donation drives at Plant-6 and Plant-2 in April 2024, collecting a total of 164 units in collaboration with MAA Bhuvneshwari C S and Sankalpa Foundation, reinforcing our commitment to community health and well-being.

Healthcare

- Conducted eye care programmes at our supported schools in collaboration with Narayana Netralaya and KMYF.
- Adopted TB patients in Anekal Taluk as part of our commitment to the TB Elimination Programme.
- Organised a BP awareness session for students at Bengur School to promote preventive healthcare.



Sports

- Extended our support to sports initiatives through the Rotary Club of Bangalore and the Indian Golf Union.
- Supported individual sportspersons to encourage talent and athletic development.



Other Initiatives

- Supported the Rotary Club – Bangalore Midtown Charitable Trust in its community initiatives.
- Contributed to scientific efforts aligned with the Agumbe rainforest conservation and King Cobra surveillance vision.





Running a business responsibly means thinking long-term. That's why sustainability is at the core of how we operate. Whether it's making smarter use of resources, cutting down waste, or integrating eco-friendly solutions across our supply chain, we are committed to creating lasting value. From energy efficiency to responsible sourcing, every step we take helps minimise our environmental footprint while reinforcing our ability to succeed in an increasingly sustainability-focused world.

SDGs Involved



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Nurturing Growth, Sustaining the Planet

Stakeholders Involved

- Customers
- Suppliers
- Shareholders

Key Highlights of 2024-25

51.37%

Energy sourced from renewable sources

95%

Eliminated waste to land-fill

Energy Management

At Sansera Engineering, we are deeply committed to improving our energy performance and advancing both environmental and economic sustainability. We have implemented Energy Management Systems in line with ISO 50001:2018, establishing a structured, strategic framework for continuous improvement. Our focus is on using energy-efficient products and services, optimising resources, training our employees, and setting clear energy performance targets. Throughout this journey, we remain fully compliant with all applicable legal and regulatory requirements, underscoring our commitment to a greener, more sustainable future.



Our Targets

625691.00 GJ

Total Energy Consumption (in MWh)

20.74 GJ/₹ Mn

Energy Intensity (in MWh /₹ mn or turnover)

Our Targets

Increase share of renewable energy to **80%** by 2029-30

Green energy procurement (solar and wind energy) ~ **35 mn kWh** per annum

Sustain Zero non conformance in **ISO 50001**





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Emissions and Air Quality Management

The automotive and non-automotive parts manufacturing industry is a major source of greenhouse gas emissions due to energy-intensive processes. At Sansera Engineering, we acknowledge our environmental responsibility and have taken strong steps to reduce our emissions. We conduct quarterly third-party lab tests for all air emissions, including NOx and SOx, at every location to ensure they meet permissible limits. This complements



our internal monitoring, and we regularly submit these reports to the relevant authorities and pollution control boards, reinforcing our commitment to regulatory compliance and environmental stewardship.

Our Commitments

Reducing Scope 1 emission intensity by 20% by 2027-28 considering 2023-24 baseline.

Striving for a 50% reduction in Scope 2 emission intensity by 2027-28 considering 2023-24 baseline.

Undertaking a comprehensive 100% Scope 3 inventory assessment by 2024-25, showcasing our dedication to a sustainable future.

Highlights

7,790.92

Total Scope 1 emissions (CO₂ in MT)

43,287.88

Total Scope 2 emissions (CO₂ in MT)

1.79

Total Scope 1 and Scope 2 emissions per rupee of turnover (tCO₂e/₹ mn)

40.82 mg/ Nm³

NOx

22.1 mg/ Nm³

Sox

46.0 mg/Nm³

PM

We have successfully achieved the RBA & Automotive Sustainability Guiding Principles SAQ 5.0 score, accepted by over 90 EU customers. This underscores our commitment to responsible and sustainable business practices.

Waste Management

The manufacturing industry inherently produces substantial waste through intensive material use and complex production processes. At Sansera Engineering, we have taken a forward-thinking approach to waste management by streamlining material efficiency, embedding circular economy principles, and refining our manufacturing practices. These efforts underscore our commitment to responsible and sustainable operations.



We are committed to achieving Zero Waste to Landfill from its operational waste by 2026-27.

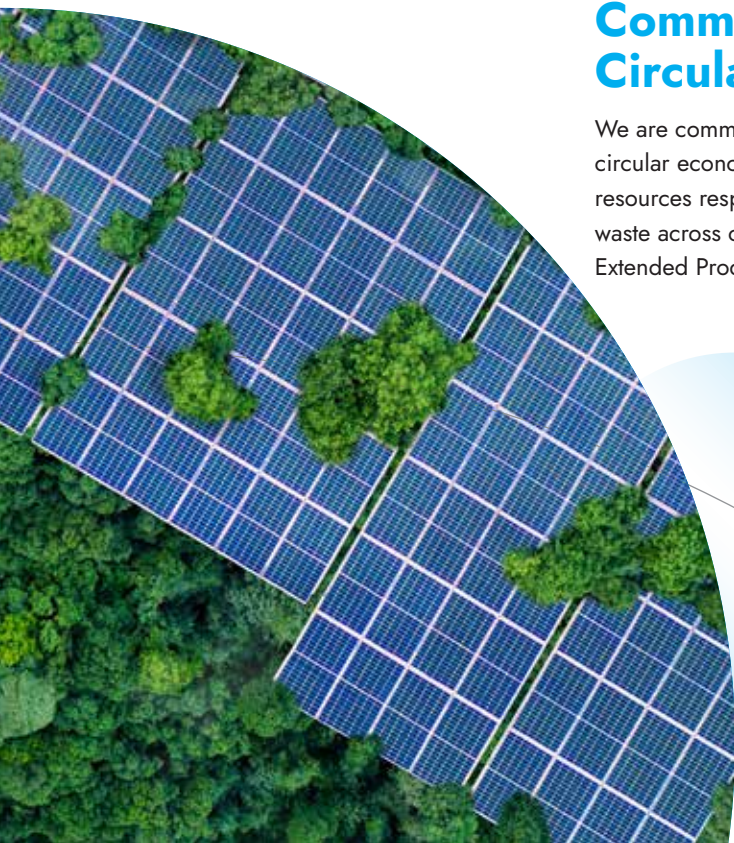
Parameter	2024-25 (MT)	2023-24 (MT)
Plastic waste	74.94	67.93
E-waste	5.08	7.23
Other hazardous waste	1,937	1,874.16
Other Non-hazardous waste generated (sector-relevant)	36,044	32,933
Total Waste generated (in metric tonnes)	38,173.43	34,920.4

Commitment to Circular Economy

We are committed to building a circular economy by managing resources responsibly and reducing waste across our operations. We follow Extended Producer Responsibility

(EPR) guidelines and conduct regular audits of our waste recyclers and sustainability practices to ensure compliance with environmental standards.

Both our Bangalore and Tumkur plants have achieved zero-landfill status. In Bangalore, we co-process waste like grinding muck as alternative fuel in cement manufacturing. We have also introduced a battery buy-back policy to ensure safe and responsible disposal. Through Aspect Impact Analysis, we continuously evaluate and improve our waste management practices.





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CORPORATE INFORMATION

Board of Directors

Mr. S Sekhar Vasan

Chairman & Managing Director
(Founder and Promoter)

Mr. F R Singhvi

Joint Managing Director (Promoter)

Mr. B R Preetham

Executive Director & Group CEO

Mrs. Revathy Ashok

Independent Director

Mr. Lakshminarayan M

Independent Director

Mr. Samir Purushottam Inamdar

Independent Director

Chief Financial Officer

Mr. Vikas Goel

Company Secretary & Compliance Officer

Mr. Rajesh Kumar Modi

Statutory Auditors

M/s. Deloitte Haskins & Sells,
Chartered Accountants

Secretarial Auditors

M/s. BMP & Co., LLP, Company
Secretaries

Cost Auditors

M/s. Rao, Murthy & Associates, Cost
Accountants

Internal Auditors

M/s. Aneja Associates,
Chartered Accountants

Registered Office

Plant 7, Plot No. 143/A, Jigani Link
Road, Bommasandra Industrial Area,
Bengaluru 560105, Karnataka, India.

CIN: L34103KA1981PLC004542

Phone No.: +91 80 27839081/82/83

Email: rajesh.modi@sansera.in

Website: www.sansera.in

Registrar and Share Transfer Agent (RTA)

MUFG Intime India Private Limited
C 101, 247 Park, L B S Marg Vikhroli
(West), Mumbai - 400083

Bankers & Lenders

State Bank of India
CitiBank NA
HDFC Bank Limited
Axis Bank Limited
ICICI Bank Limited
HSBC
DBS

BOARD'S REPORT

To,

The Members,

Your directors take immense pleasure in presenting the 43rd Annual Report on the business and operations of the Company along with the audited financial statements for the financial year ended as of March 31, 2025. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL PERFORMANCE

The financial performance of the Company for the financial year ended March 31, 2025, is summarised below:

(₹ in mn)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from operations	27,186.85	25,481.95	30,167.51	28,114.32
Other income	202.63	21.60	202.56	24.26
Total Income	27,389.48	25,503.55	30,370.07	28,138.58
Total Expenses	24,613.12	22,940.35	27,458.07	25,580.67
Profit before tax	2,776.36	2,563.20	2,912.00	2,557.91
Tax expense	716.75	663.60	751.13	687.48
Share of profits of associate, net of tax	-	-	7.94	5.06
Profit after tax	2,059.61	1,899.60	2,168.81	1,875.49

STANDALONE FINANCIAL RESULTS:

The standalone revenue from operations increased by 7% to ₹ 27,186.85 mn for FY 2024-25 as compared to ₹ 25,481.95 mn in FY 2023-24. EBITDA for FY 2024-25 stood at ₹ 4,709.08 mn compared to ₹ 4,484.71 mn achieved in FY 2023-24 reflecting an increase of 5% from the previous year. The profit after tax stood at ₹ 2,059.61 mn for the FY 2024-25 as compared to ₹ 1,899.60 mn in FY 2023-24 reflecting an increase of 8% from the previous year.

CONSOLIDATED FINANCIAL RESULTS:

The Company's consolidated revenue from operations recorded an increase of 7% to ₹ 30,167.51 mn for FY 2024-25 as compared to ₹ 28,114.32 mn in FY 2023-24. Consolidated EBITDA for FY 2024-25 stood at ₹ 5,147.56 mn compared to ₹ 4,798.51 mn achieved in FY 2023-24 reflecting an increase of 7% from the previous year. The consolidated profit after tax stood at ₹ 2,168.81 mn as compared to ₹ 1,875.49 mn FY 2023-24, an increase by 16% over previous year.

SALES HIGHLIGHTS

During FY 2024-25, product sales registered a growth of 7% with mixed trends across various markets and segments. The growth trend from FY 2023-24 continued to slow through the first half of FY 2024-25 registering and year on

year growth of 12% and flattened during the second half to 2.6% (year on year). Geographically, domestic sales grew by 6.6% and international revenue grew by 8%. Growth in terms of the served market applications stood as follows:

Auto-ICE	:	4%
ICE Agnostic + xEV	:	29%
Non-Auto	:	1%

Within the Auto & Non-Auto sectors:

- **Two Wheelers:** 13% growth in the sales driven by demand volume in ICE category (12%) and scaling up in tech-agnostic and x-EV products (22%).
- **Passenger Vehicles:** De-growth of 8% due to demand slowdown in both domestic and export markets despite a growth of 14% in the Tech-Agnostic and xEV products.
- **Commercial Vehicles:** 25% growth driven by scaling of international sales by 33% and domestic sales by 10% against previous year.
- **Non-Automotive:** 1% sales growth against previous year with a 13% growth in ADS (Aerospace, Defence and Semi-conductor) and 5% growth in sales for Agricultural applications which was impacted by demand contraction in Off-road segment (-16%).

BOARD'S REPORT (Contd.)

DIVIDEND

The Board recommended a dividend of ₹3.25 per equity share for FY 2024-25 (i.e. 162.50% of the face value). The dividend will be paid on or before 30 days from the date of declaration by the shareholders at the 43rd AGM of the Company.

The Company has formulated a dividend distribution policy and the same is available on the website of the Company: <https://sansera.in/investor-policies>.

RESERVES AND SURPLUS

As permitted under the Act, the Board does not propose to transfer any amount to general reserve and has decided to retain the entire amount of profit of FY 2024-25 in the profit and loss account.

CHANGES TO EQUITY SHARE CAPITAL

The Equity Share Capital of the Company as at March 31, 2025 stood at ₹123.84 mn (previous year ₹ 107.23 mn) as per detail given below:

S. Nos.	Particulars	Amount (₹ In mn)
1.	Equity Share Capital as on March 31, 2024	107.23
2.	Add: Allotment of Equity Shares on Exercise of Stock Option under ESOP 2015 on June 22, 2024	0.55
3.	Add: Allotment of Equity Shares on Exercise of Stock Option under ESOP 2018 on June 27, 2024	0.22
4.	Add: Allotment of Equity Shares under QIP on October 15, 2024	15.44
5.	Add: Allotment of Equity Shares on Exercise of Stock Option under ESOP 2018 on November 15, 2024	0.40
	TOTAL:	123.84

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis for FY 2024-25, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report as **Annexure 1**.

CHANGE IN NATURE OF BUSINESS

During the period under review, there was no change in the nature of Company's business.

DETAILS OF SUBSIDIARY COMPANIES AND ASSOCIATE COMPANY

As at March 31, 2025, the Company has 2 (two) directly held subsidiaries i.e., Fitwel Tools and Forgings Private Limited and Sansera Engineering Pvt. Ltd, Mauritius and 1 (one) step-down subsidiary i.e., Sansera Sweden AB. Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiaries is attached as **Annexure 2**. None of the subsidiaries are material as of March 31, 2025.

MMRFIC Technology Private Limited is an Associate Company of the Company. Apart from this, no Body Corporate has become or ceased to be Subsidiary, Joint venture or Associate Company of the Company during the financial year 2024-25.

STRATEGIC INVESTMENT IN MMRFIC

On March 29, 2023, the Company entered into a definitive agreement with MMRFIC Technology Private Limited for a strategic investment of ₹ 200.00 mn in the form of CCPS (Compulsorily Convertible Preference Shares) and Equity Shares. MMRFIC is a Research, Design and Manufacturing entity, building sub-systems for next generation Radars by leveraging machine learning with artificial intelligence and, mm-Wave Sensors with hybrid beam forming capabilities.

The Company completed the transaction for strategic investment in the said Company on January 11, 2024.

During the year under review, the Board on August 20, 2024, approved an additional investment of ₹ 200.00 mn in MMRFIC Technology Private Limited ("MMRFIC") in one or more tranches by way of subscription to CCPS.

Further, on November 05, 2024, upon conversion of CCPS into equity shares of MMRFIC, the Company received 2,37,513 equity shares of ₹ 1/- each, representing a 21.89% holding in MMRFIC (excluding CCPS which are due for conversion into equity shares).

PARTICULARS OF EMPLOYEES

Pursuant to Section 197 (2) of the Companies Act 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed as **Annexure 3**.

Number of Employees as on March 31, 2025:

Female: 569

Male: 9,750

Transgender: Nil

BOARD'S REPORT (Contd.)

BOARD MEETINGS

The Board of Directors duly met eight times (8) during 2024-25. For more details, please refer to the section on Corporate Governance Report forming part of this Report. The intervening gap between any two meetings was within the period prescribed under the provisions of the Companies Act, 2013 and Listing Regulations.

The detailed information regarding the Board meetings and Committee meetings attended by the Directors during the year is provided in the Corporate Governance Report, which forms part of this Report.

AUDITORS

M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration Number 008072S) were appointed as Statutory Auditors of the Company by the shareholders in the 38th AGM held on December 24, 2020, for a period of 5 years, who will continue to act as Statutory Auditors of the Company till the conclusion of the 43rd Annual General Meeting of the Company.

The re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 008072S), is proposed for approval by the shareholders of the Company for a second term of five years, starting from the conclusion of the 43rd Annual General Meeting and continuing until the conclusion of the 48th Annual General Meeting, to be held in FY 2029-30.

SECRETARIAL AUDIT REPORT

In terms of the provisions of Section 204 and applicable provisions of the Companies Act, 2013, M/s. BMP & Co., LLP, a practicing Company Secretaries firm were appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit for FY 2024-25. The Secretarial Audit Report with no qualification is attached as **Annexure 4**.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of M/s. BMP & Co. LLP is proposed for approval by the shareholders of the Company for a term of five years, commencing from the conclusion of the 43rd Annual General Meeting and continuing until the conclusion of the 48th Annual General Meeting of the Company, to be held in FY 2029-30.

Explanations or Comments by the Board on every qualification, reservation or adverse remark or disclaimer made:

- a) By Statutory Auditors in their audit report: There were no qualifications, reservations or adverse comments

by the Statutory Auditors of the Company in their report submitted to the Company for FY 2024-25.

- b) By Secretarial Auditors in their secretarial audit report: There were no qualifications or adverse comments issued by the Statutory Auditors of the Company in their report for FY 2024-25.

COST AUDIT

In terms of the provisions of Section 148 and applicable provisions of the Companies Act, 2013, ("Act") read with the Companies (Audit and Auditors) Rules, 2014, M/s. Rao, Murthy and Associates, Cost Accountants, Cost Auditors were appointed to conduct the audit of cost records of your company for FY 2025-26. As per the provisions of the Act, a resolution seeking members' ratification for the remuneration payable to Cost Auditors is included in the Notice convening the 43rd AGM. Further, such cost accounts and records are made and maintained by the Company for the year under review.

INTERNAL CONTROL SYSTEMS AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Internal control systems are an essential mechanism designed to safeguard a company's assets, ensure accuracy and reliability in financial reporting, and promote compliance with regulations and policies. These systems encompass a range of policies, procedures, and practices that help mitigate risks and enhance operational efficiency.

Key components of internal control systems include controlling the environment, risk assessment, information and communication systems and monitoring as an ongoing process.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The adequacy of internal financial controls refers to the effectiveness of measures put in place to ensure the accuracy and reliability of financial reporting. This includes controls over financial transactions, recording, transparency and reporting processes.

Assessment of internal financial controls involves segregation of duties among different individuals, process of authorisation and approval, documentation and record keeping, periodic review & reconciliation and utilising internal audit functions to independently assess the effectiveness of internal controls and recommend for improvement.

M/s. Aneja Associates, Chartered Accountants, were appointed as the Internal Auditors of the Company during the period under consideration. During the year, the Company continued to implement their suggestions

BOARD'S REPORT (Contd.)

and recommendations to improve the internal control mechanism. Their scope of work broadly includes review of processes for safeguarding the assets of the Company, review of operational efficiency, Internal Financial Control, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors' findings are discussed with the process owners and suitable corrective actions were taken as per the directions of management on an ongoing basis to improve efficiency in operations. Further, on a quarterly basis, the reports issued by Internal Auditors are reviewed by the Audit Committee and suitable actions are taken by the Company.

EMPLOYEE STOCK OPTIONS PLANS (ESOP)

ESOP 2015

On June 22, 2024, the eligible employees of the Company have exercised their vested and unexercised options under ESOP 2015 and accordingly 273,375 equity shares of ₹ 2/- each were allotted under this plan. With this allotment, all the options under ESOP 2015 were exercised.

ESOP 2018

During the year under review, the eligible employees of the Company have exercised their vested and unexercised options under ESOP 2018 as per detail given below and accordingly equity shares were allotted:

- a) 1,09,799 equity shares of ₹ 2/- each on June 27, 2024; and
- b) 2,01,500 equity shares of ₹ 2/- each on November 15, 2024.

As on the date of this report, the equity shares allotted on exercise of stock options under ESOP 2015 and ESOP 2018 are listed with both the stock exchanges i.e., BSE and NSE.

Options Granted under ESOP 2018 Plan

During the year under review, the Company has granted the following stock options to few eligible employees under the said Plan:

1. 10,000 stock options were granted at a price of ₹ 1,026.30 per option on May 16, 2024.
2. 42,500 stock options were granted at a price of ₹ 1,380.05 per option on November 15, 2024.
3. 35,000 stock options were granted at a price of ₹ 1,144.25 per option on February 24, 2025.

Applicable disclosures as stipulated under the Securities and Exchange Board of India (Share Based Employee

Benefits) Regulations, 2014 (SEBI SBEB Regulations) with regard to the Employee Stock Option Scheme are available on the Company's website at <https://sansera.in/esop>.

The Company has received a certificate from M/s. BMP & Co. LLP, Secretarial Auditors of the Company, stating that the Sansera Engineering Limited Employee Stock Option Plan 2015 and Sansera Engineering Limited Employee Stock Option Plan 2018 has been implemented in accordance with the SEBI (Share Based Employee Benefits And Sweat Equity), Regulations. The said certificates will be made available to the shareholders, if requested during the 43rd AGM of the Company.

RAISING FUNDS THROUGH QIP

The Company has raised ₹12,000.00 mn funds through QIP by issuing 77,22,007 equity shares of ₹ 2.00 each fully paid up at ₹1,554.00 per share (including securities premium of ₹1,552.00 per share) to qualified institutional buyers pursuant to a Qualified Institutional Placement (QIP), dated October 15, 2024, as per the provisions of section 42 of Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, and Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, which have been listed in the Stock Exchanges on 16 October, 2024 i.e., BSE and NSE.

VIGIL MECHANISM/ WHISTLE-BLOWER

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have approved the Policy on vigil mechanism/whistle blower, which provide a vigil mechanism for directors and employees to report genuine concerns. The said policy is available on the website of the Company at <https://sansera.in/investor-policies>. During the year under review, no complaints were received by the Company.

RISK MANAGEMENT POLICY

In compliance with the regulations set forth by the Securities and Exchange Board of India (SEBI) and other applicable laws, the Company has established a robust Risk Management Policy to identify, assess, mitigate, and monitor risks that may impact the achievement of the Company's objectives and stakeholders' interests.

BOARD'S REPORT (Contd.)

The key objectives of the Risk Management Policy are identification of risks, assessment and prioritisation of risks, mitigation plan & strategy, monitoring and integration with the business processes.

The Board of Directors constituted a separate Committee, i.e., Risk Management Committee comprising majority of Independent Directors to oversee the implementation of the Risk Management Policy and regularly reviews the effectiveness of risk mitigation measures.

The Company is committed to maintaining a proactive approach to risk management, guided by the principles of transparency, accountability, and stakeholder value creation. The Risk Management Policy serves as a foundation for prudent decision-making and sustainable growth, enabling the Company to navigate uncertainties and capitalise on opportunities in the dynamic business environment.

The management is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions plan on a continuing basis.

DETAILS OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OF THE COMPANIES ACT, 2013.

There was no fraud reported by Auditors under Sub-section (12) of Section 143 of the Companies Act, 2013 during the period under review.

However, one instance of fund misappropriation involving ex-employees and few parties was informed by the Management of Sansera Engineering Limited on May 06, 2025, to Statutory Auditors. The Board immediately took serious steps to identify the reasons and people involved in this matter and appointed Grant Thornton as an investigating agency to investigate this matter with due diligence and professional expertise. The Outcome of the investigation report was shared with the Auditors on May 26, 2025 and thereafter timely reporting was made in Form ADT-4 to the Central Government by the Statutory Auditors. The Company has filed an FIR with Hebbagodi Police Station, Bengaluru and subsequently, the accused was caught by the police and were able to trace approx. ₹ 79.00 Lacs out of total amount of ₹ 1.20 Cr involved in this case. The Company has further filed a case before the Hon'ble Anekal Court and the process of recovery of amount from the accused is under progress as on date of this report.

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

No major material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company, to which the financial statements relate and date of this report except as disclosed in the report.

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

There was no material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future as at March 31, 2025. Details of litigation on various tax matters are disclosed under relevant notes to the financial statements.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR RESIGNED DURING THE YEAR.

DIRECTORS

During the year under review, the Board of the Company was duly constituted in line with the requirements under the Companies Act, 2013 and Listing Regulations. For more details, please refer to the relevant section of Corporate Governance Report forming part of this Report.

Mr. Bindiganavile Raghunath Preetham (DIN: 03499506), Executive Director & Group CEO of the Company who retires by rotation and being eligible, offers himself for re-appointment. Adequate disclosures have been made in the notice of 43rd Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

For more details regarding additional information under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards, please refer to notice of 43rd AGM forming part of this Report.



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BOARD'S REPORT (Contd.)

KEY MANAGERIAL PERSONNELS (KMPS)

Mr. S Sekhar Vasam, Chairman & Managing Director, Mr. F R Singhvi, Joint Managing Director, Mr. B R Preetham, Executive Director & Group CEO, Mr. Vikas Goel, CFO and Mr. Rajesh Kumar Modi, Company Secretary & Compliance Officer of the Company continues to be the KMPS of the Company as on date of this report as per Section 203 of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE WITH THE CODE OF CONDUCT

The independent directors of your Company have given a declaration to the Company under Section 149 (7) of the Companies Act, 2013 and Rule 6 of Companies (Appointment and Qualification of Directors) Rules 2014 that, they meet the criteria of independence as provided in this sub-section including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The independent directors have affirmed compliance with the Code of Conduct. The Independent Directors also affirmed compliance under Section 150 of the Companies Act, 2013 including any amendments/notifications issued from time to time.

In the opinion of the Board of Directors of the Company, Independent Directors of your Company have the highest standards of integrity and are highly qualified, recognised and respected individually in their respective fields. The composition of Independent Directors is the optimum mix of expertise (including financial expertise), leadership and professionalism.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Pursuant to Section 186 of the Act, disclosure on particulars relating to loans, advances, guarantees and investments are provided as a part of the financial statements in note no. 50 of the standalone financial statements.

RELATED PARTY TRANSACTIONS:

Prior approval of the Audit Committee was obtained for all related party transactions during the year under review. The Audit Committee reviews, on a quarterly basis, the details of the Related Party Transactions entered by the Company. The Company has framed a Policy for determining materiality of Related Party Transactions and dealing with Related Party Transactions. The said Policy is available on the website of the Company at: <https://sansera.in/investor-policies>.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including arm's length transactions under third proviso thereto has been disclosed in Form No. AOC-2 as **Annexure 5**.

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

The Company has in place Anti Sexual Harassment Policy in line with the requirement of Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the employees have been advised to address their grievances under this policy for redressal. Internal Complaints Committee (ICC) has been set up to redress complaints received under sexual harassment. All employees (permanent, contractual, temporary, trainees etc.) are covered under this policy.

The statement showing number of sexual harassment complaint received during the year are as follows:

Number of complaints of sexual harassment received in the year	Number of complaints disposed off during the year	Number of cases pending for more than ninety days
NIL	NIL	NIL

OBLIGATION OF COMPANY UNDER THE MATERNITY BENEFITS ACT, 1961

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

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

CONSERVATION OF ENERGY

Sansera continues its path to green manufacturing. Focus remains on maximising use of green energy across our plants in India and Europe. In India we have increased our contracted volume by +45%, from 100M units to 145M units per annum (In CO2 emission reduction terms it is a change from 80000 Tons / annum to c.116000 tons / annum). The contracts (PPAs) consist of a mix of Solar and Wind power Group Captive and Solar roof top establishments.

In our constant effort towards Energy Conservation, SANSERA continues to implement multiple Projects, (overall c.68 Projects) to improve Energy Efficiency and Carbon

BOARD'S REPORT (Contd.)

footprint Reduction, through ISO 50001:2018 (EnMS) & ISO 14001:2015 (EMS) Certification across the manufacturing units in India.

We continue to work towards our target to save c. 5% of Power Consumption / annum through production shops, namely, Machine Shop, Forge Shop, Heat Treatment Shop & Utilities by implementing multiple EMAPs (energy management programmes).

We are happy to share some of the projects implemented, division wise, throughout the plants:

1. Machine Shop:

- Component Cleaning Machines Resistive Energy load deactivated by using Oemeta – Cleaner 21 Solvent.
- Increasing Energy Efficient Hydraulic Power Packs utilisation as horizontal deployments in CNC Machines wherever feasible.
- Energy saving evidenced through cycle time reduction as on-going Continual Improvement Programme.
- Idle time Power off Logic enabled for Most of CNC Machines to ensure Energy Savings.
- MSEC (Machine Shop Specific Energy Consumption) Reduction year on year.
- MPEP (Machine Shop Plant Energy Performance) Improvement year on year.
- Heat Pump & WHR (Waste Heat Recovery) Adoption wherever feasible to eliminate Resistive Energy Load.
- Replacing Old inefficient Induction Motors with Energy Efficient IE3 & IE4 Induction Motors.
- Constant effort to make SPMs, built in-house, more Energy efficient by optimising and installing latest equipment for energy conservation & enhanced Savings.

2. Forge Shop:

- Introduced Fiber optic Technology to minimise the Energy losses in Induction Furnace.
- FSEC (Forge Shop Specific Energy Consumption) Reduction year on year.
- FPEP (Forge Shop Plant Energy Performance) Improvement year on year.

- Old Inefficient Induction Motors have been replaced with IE3 & IE4 Induction Motors.
- Energy savings evidenced in transfer feeder motor of Press by providing idle time power off logic.
- Productivity and Yield improvement projects are carried out as regular practice for all the forged components resulting in energy efficiency, besides RM saving & improved die life (cost optimisation).
- Energy savings done through VFD in Reduce Roller Conveyors.

3. Heat Treatment Shop:

- CO2 Reduction is evidenced by optimum level usage of fuel and air through Monitoring O2 / CO2/CO.
- Old Cooling towers have been replaced with Energy Efficient Cooling towers (5HP to 1HP).
- Thyristors have been introduced in Preheating furnaces to ensure Energy Saving.
- HSEC (HT Specific Energy Consumption) Reduction year on year.
- HPEP (HT Plant Energy Performance) Improvement year on year.
- Underloading avoided in HT furnaces.
- Washing Machines have been automated from Manual to ensure energy Savings.
- Increasing Yield per batch as part of continual improvement through reducing fixture weight.
- Furnaces have been revamped periodically to ensure heat dissipation is avoided and skin temperature reduced as a part of improving Furnace efficiency in terms of SEC reduction.
- PNG Consumption reduced through Gas contactless process by Greentech fuel saving device.

4. Utility:

- Periodically air leakage audits are done through ultrasonic leakage detector and leakages have been drastically reduced, thereby Energy saving evidenced.
- Reducing harmonics through Total harmonics audit.

BOARD'S REPORT (Contd.)

- Energy saver – Airton interfaced with Air conditioners to optimise temperature setting to ensure Energy saving.
- Optimise compressed air usage through pressure setting.
- Old inefficient fans have been replaced with Energy efficient BLDC fans.
- Energy efficient auto drain valve used in Air screw compressors.
- IGBC norms followed to ensure Energy savings for new establishments.
- Waste generated during construction has been recycled & diverted from landfill.
- Rainwater runs off from site is captured, recharged & reused.
- Energy Efficient compressor with VFD installed to ensure power savings.
- Old inefficient Air screw compressors are replaced with Energy Efficient Air Screw compressors – Higher FAD (Free air delivery) with optimised Power Consumption.

5. Way Forward:

- Additional Green Power of 45.0 mn units will be added FY 2025-26 to ensure green energy share 64.61% for PAN-India & 95% for Karnataka Plants FY 2025-26
- Incorporation of RECD (Retrofit Emission control device) with Diesel generators to meet CPCB norms.

6. New Technology Adoption:

The Company has made significant investments in technology upgradation and innovation during FY 2024-25, reinforcing its commitment to technological excellence and manufacturing capabilities:

Manufacturing Capabilities Enhancement:

- Successfully designed and manufactured Internal Grinding Machines for captive use at our machine building division, capable of producing multiple entry chamfers and radii with bore diameter range of 20-60mm and maximum spindle speed of 20,000 RPM
- Developed prototype manufacturing capabilities for complex and precision-engineered Rotor

Shafts for electric vehicle (xEV) applications, meeting stringent tolerance requirements for splines and critical journal diameters

Automation and Process Innovation:

- Established highly automated manufacturing lines for larger connecting rods targeting non-automotive and commercial vehicle segments in India, aligned with our Sweden facility's product specifications
- Designed and manufactured fully automated manufacturing cells meeting stringent CE certification standards for deployment at our Sweden operations. Two cells are currently operational at the Sweden facility, with additional units under development, delivering significant improvements in cost efficiency, energy consumption, lead times, and manufacturing footprint

Advanced Materials Processing:

- Continued advancement in aluminium forging capabilities to meet increasingly complex geometric requirements and superior surface finish specifications

FOREIGN EXCHANGE EARNINGS AND OUTGO

Description	Amount in mn
Foreign Currency earned	8,058.99
Foreign Currency Utilised	3,576.84

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Committee has been entrusted with the prime responsibility of recommending to the Board, the CSR activities to be undertaken by the Company in line with the CSR Policy, the amount of expenditure to be incurred and monitoring the implementation of the CSR Policy.

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, have been given in **Annexure 6** forming part of this Report.

The CSR Policy of the Company is available on the website of the Company at <https://sansera.in/investor-policies>.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

A detailed BRSR in terms of the provisions of the Listing Regulations is attached as **Annexure 7** forming part of this Report.

BOARD'S REPORT (Contd.)

CORPORATE GOVERNANCE

A report on Corporate Governance as stipulated in Listing Regulations is enclosed as **Annexure 8** with this Report.

A certificate from BMP & Co. LLP, Practicing Company Secretaries and Secretarial Auditors of the Company confirmed that the Company has complied with the conditions of Corporate Governance and the same is attached with the report on Corporate Governance.

ANNUAL PERFORMANCE EVALUATION

The Board and NRC has approved the policy for evaluating the performance of the Board, its committees, individual Director, and the Chairman in compliance with the provisions of Section 178 read with Schedule IV of the Companies Act, 2013 and Listing Regulations. In accordance with the evaluation criteria specified in the policy, the annual performance evaluation of the Board as a whole, all respective committees, Chairperson, individual Director have been carried out by Independent Directors and Board through a structured questionnaire covering various aspects of the evaluation framed in line with the guidance notes Issued by the Companies Act, 2013 and Listing Regulations. The feedback and results of the questionnaire were collated, and a consolidated report was shared with the Board. The Board expressed its satisfaction with the evaluation process.

FAMILIARISATION PROGRAMME FOR BOARD MEMBERS

The familiarisation programme aims at making the Independent Directors familiar with the businesses, operations and amendments in roles and responsibilities of directors through various structured familiarisation programmes. The Company organises such a programme for directors as and when required. The Company have plans for more effective programmes as and when required to keep the Board updated on their roles and responsibilities as required under the Listing Regulations and Companies Act. The said familiarisation programmes are available on the website of the Company at: <https://sansera.in/>.

HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in the attraction, retention and development of talented employees on an ongoing basis. Your Company thrust is on the promotion of talent internally through job rotation and role enrichment.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

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

NOMINATION AND REMUNERATION POLICY OF THE COMPANY

The Nomination and Remuneration Policy of the Company for appointment and remuneration of the Directors, Key Managerial Personnels (KMPs) and Senior Management of the Company along with other related matters have been provided in the Corporate Governance Report. As and when the need arises to appoint Director, KMP and Senior Management Personnel, the Nomination and Remuneration Committee (NRC) of the Company determines the criteria based on the specific requirements/ roles. NRC, while recommending candidature to the Board, takes into consideration the qualification, integrity, attributes, expertise, experience, and independence of the candidate.

The policy can be accessed at <https://sansera.in/investor-policies>.

COMMITTEES OF THE BOARD

The Board of Directors of the Company have constituted/ re-constituted the following committees, during the year under review:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship Committee

BOARD'S REPORT (Contd.)

- Risk Management Committee
- Environmental, Social and Governance Committee

The details with respect to the composition, numbers of meetings, attendance, powers, roles, terms of reference, etc. of the aforesaid committees are given in detail in the "Report on Corporate Governance" of the Company which forms part of this Report.

DETAILS OF AMOUNT RECEIVED FROM A DIRECTOR OF THE COMPANY OR A RELATIVE OF THE DIRECTOR

During the year under review, the Company has not received any amount from any Director or relative of the Director pursuant to Rule 2 (1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014.

COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS BY THE COMPANY

During the year under review, the Company has complied with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India as approved by the Government of India under sub-section (10) of section 118 of the Companies Act, 2013.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3), the extract of the Annual Return is available on the website of the Company at <https://sansera.in/annual-return>.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There was no unpaid/unclaimed dividend that was required to be transferred to Investor Education and Protection Fund on expiry of 7 years from the date of transfer to Unpaid Dividend Account of during the year under review.

DEPOSITS

During the year under review, the Company has neither accepted nor renewed any deposits in terms of Chapter V of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

DISCLOSURE ON MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNELS RECEIVING REMUNERATION AND COMMISSION FROM HOLDING COMPANY OR SUBSIDIARY COMPANY:

The Managing Director and Key Managerial Personnels (KMPs) of the Company have not received remuneration and commission from any of its subsidiary companies.

INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the financial year, neither any application nor any proceeding is initiated against the Company under the Insolvency and Bankruptcy Code, 2016.

SETTLEMENTS WITH BANKS OR FINANCIAL INSTITUTIONS:

During the year under review, no settlements were made by the Company with any Banks or Financial Institutions.

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

During FY 2024-25, there were no Insolvency Proceedings initiated against the Company and hence there were no instances of one-time settlement with banks or financial institutions.

DETAILS OF PENALTIES/PUNISHMENT/ COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE DIRECTORS' REPORT

There were no penalties/punishment/commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

ACKNOWLEDGEMENTS

Your directors wish to place on record their appreciation to all stakeholders, investors, customers, vendors, banks, Central and State Governments. The Company's valued investors and other business partners, for their assistance and continued co-operation during the year under review.

Your directors also place on record their deep sense of appreciation for the dedicated service of the employees of the Company.

On Behalf of Board of Directors

S. Sekhar Vasana

Chairman & Managing Director
DIN:00361245

Place: Bengaluru
Date: August 11, 2025

MANAGEMENT DISCUSSION AND ANALYSIS

ANNEXURE 1

GLOBAL ECONOMIC OVERVIEW

In CY 2024, the world economy grew at a moderate rate of 3.3%, signifying a phase of relative stability, but growth was still restrained. As we progress through CY 2025, the global environment is seeing a substantial transformation, prompted by nations realigning their policy priorities in reaction to escalating geopolitical tensions and increasing economic difficulties. While developed economies experienced muted construction activity, emerging markets exhibited encouraging growth trends. However, rising energy costs and tightening environmental regulations continued to weigh on operational margins worldwide.

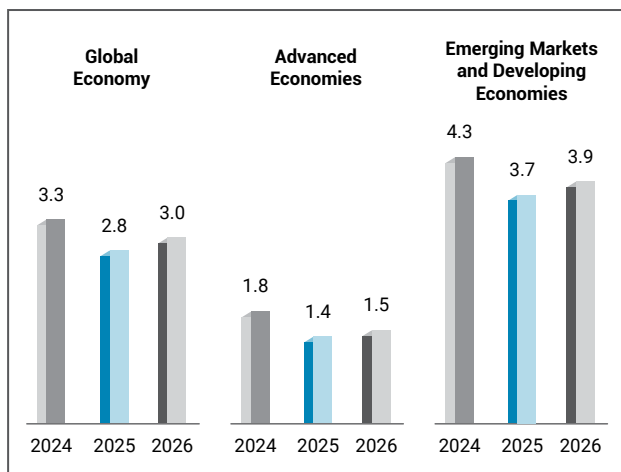
The United States has implemented a series of additional tariff measures, eliciting immediate and vigorous responses from key trading partners. This resulted in the enactment of nearly universal tariffs. Consequently, effective tariff rates have escalated to unprecedented heights, inflicting a severe and detrimental impact on global GDP.

The issue has been exacerbated by the rapid and erratic nature of these policy shifts, which have markedly intensified economic uncertainty and rendered the short-term outlook highly unstable. This escalating volatility has compromised the trustworthiness of conventional forecasting models, rendering it challenging to build estimates on previously reliable assumptions.

In light of this uncertainty, worldwide headline inflation is projected to decrease at a slower rate than previously planned. The projection indicates a decline to 4.3% in CY 2025 and thereafter to 3.6% in CY 2026. The revision indicates elevated inflation projections for industrialized nations, somewhat counterbalanced by slight downward modifications in emerging markets and developing economies.

GDP GROWTH PROJECTIONS

(in %)



(Source: World Economic Outlook, April 2025)

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>)

Growth in advanced economies is expected to remain subdued, with global projections indicating a modest expansion of 1.4% in 2025. The United States is likely to grow at 1.8%, while the Euro Area is expected to lag behind with a growth rate of just 0.8%. In contrast, emerging markets and developing economies (EMDEs) are projected to slow to 3.7% in 2025, followed by a slight rebound to 3.9% in 2026. Among these, countries most impacted by recent trade measures, particularly China, are witnessing notable downward revisions to their growth forecasts.

However, several emerging markets such as India, Southeast Asia, and parts of Africa and Latin America are poised to outperform the global average. Their growth is being driven by robust domestic demand, increased infrastructure investment, and favourable demographic trends. Additionally, rising investments in renewable energy, electric vehicles, green buildings, and carbon capture technologies are expected to gather momentum, unlocking new opportunities and reshaping global supply chains.

OUTLOOK

Despite the challenges facing the global economy, this period offers a unique opportunity to strengthen resilience and chart a more sustainable path forward. The adaptability shown by many economies under pressure signals that recovery is possible with the right mix of coordinated policies and proactive reform.

By working together to establish a stable and transparent trade environment, advancing timely debt resolution, and addressing structural imbalances, countries can support a more balanced and inclusive global recovery. Maintaining clear monetary policy direction, using macroprudential tools as needed, and implementing credible fiscal plans will help restore financial stability and protect long-term growth.

International cooperation will be essential in navigating the road ahead. With aligned strategies, strong leadership, and a commitment to shared progress, the global economy can regain momentum, rebuild buffers, and open up new opportunities for prosperity across regions.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>, <https://businesseconomics.in/imf-world-economic-outlook-january-2025-%E2%80%93-analysisreview>, <https://apnews.com/article/imf-tariff-trump-economic-growth-07f3afdc-d1d9c0df5c02c9c47a13f264>, <https://www.theguardian.com/us-news/2025/apr/13/gordon-brown-accuses-trump-of-weaponising-global-trade-system>, <https://edition.cnn.com>)

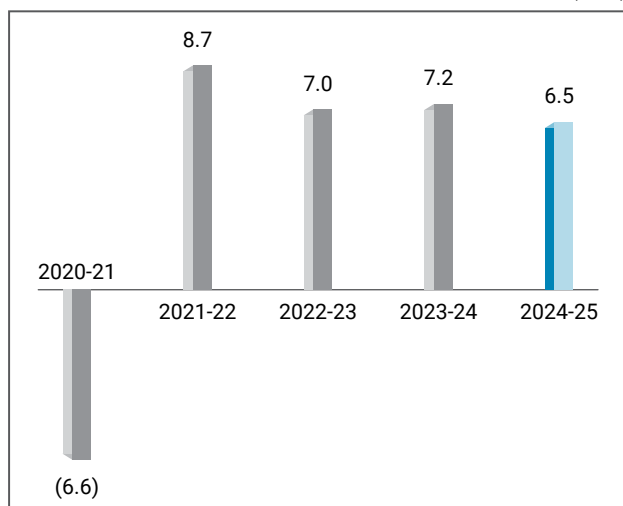
MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

[com/2025/03/17/economy/tariffs-oecd-forecast-economy-inflation/index.html](https://www.financialexpress.com/policy/economy-world-bank-warns-that-us-tariffs-could-reduce-global-growth-outlook-3717600/), <https://www.financialexpress.com/policy/economy-world-bank-warns-that-us-tariffs-could-reduce-global-growth-outlook-3717600/>.

INDIAN ECONOMIC OVERVIEW

India's economic performance in 2024–25 highlights its resilience amid global challenges, with the Gross Domestic Product (GDP) growing by 6.5%, maintaining its position as the fastest-growing major economy. This growth is driven by strong government infrastructure investments, a recovery in rural spending, and continued expansion in key sectors such as finance, real estate, and construction. As of June 2025, the Reserve Bank of India has adopted a more accommodative monetary policy stance, reducing the repo rate by a cumulative 50 basis points over the year to 5.50%. These calibrated rate cuts are intended to strike a balance between managing inflation and fostering credit growth and capital formation. The move underscores the central bank's commitment to sustaining domestic demand and supporting economic recovery amid persistent global uncertainties and external headwinds.

GDP GROWTH (in %)



Sector-wise Performance in 2024-25

Agriculture and Allied Sectors: The agricultural sector is set for a rebound with an estimated 3.8% growth in 2024–25, supported by food grain production rising 4.8% to 330.9 million tonnes according to the second advanced estimates. This increase is driven by a 6.8% rise in Kharif and a 2.8% gain in Rabi crops, aided by a favorable monsoon that boosted rural incomes and demand. Government initiatives like higher MSPs, expanded crop insurance, better irrigation, and greater agri-tech adoption further strengthened the sector's resilience and growth prospects.

Industrial Sector: The industrial sector is estimated to grow by 6.2% in 2024–25, reflecting the broad-based momentum across manufacturing, construction, mining, and utilities. This robust trajectory was driven by buoyant construction activities, higher manufacturing output across industries, like automobiles, electronics and pharmaceuticals, and sound performance in mining and quarrying. Key utilities such as electricity, gas, and water supply witnessed steady expansion, supported by increased infrastructure investments. The manufacturing sub-sector, in particular, demonstrated resilience, with enhanced production levels bolstering overall industrial performance.

Services Sector: The services sector continues to anchor India's economic growth, contributing the largest share to GDP. Financial, real estate, and professional services are projected to grow by 7.3% in 2024–25, while trade, transport, and communication services are expected to expand by 5.8%, buoyed by heightened consumer demand and surging economic activity.

Construction Sector: The construction sector is projected to expand by 8.6% in 2024–25, driven by robust infrastructure development and higher investments. Government spending on key projects has played a significant role in this growth, creating jobs and supporting progress in related industries.

Other Key Sectors: India's growth momentum in 2024–25 was significantly supported by emerging high-technology manufacturing sectors, particularly aerospace and semiconductor components. The aerospace and defence industry contributed approximately ₹ 1.27 lakh crore to the economy, accounting for nearly 0.7% of India's GDP, driven by expanding domestic air travel, increasing fleet demand, and the government's focus on indigenization under initiatives like Make in India. Meanwhile, semiconductor manufacturing is rapidly scaling up, catalysed by over ₹ 1.26 trillion in approved investments under the India Semiconductor Mission. With the electronics and semiconductor ecosystem estimated to contribute between ₹ 3 to 5 lakh crore, this sector represents 1.6% to 2.7% of India's GDP as on 2024–25. Together, these sectors reflect India's strategic pivot toward high-value, innovation-led manufacturing, enhancing economic resilience and future readiness.

(Source: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2115171&utm>, <https://www.custommarketinsights.com/report/india-aerospace-and-defence-market/?utm>, <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2090875&utm>)

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

The Union Budget for 2025–26 underscores the government's focus on growth, with capital expenditure set at a record INR 11.21 Lac Cr. (around 3.1% of GDP). The targeted fiscal deficit of 4.9% reflects a balanced approach to fiscal management while continuing to support economic expansion.

Increased funding for key rural programs, expanded Direct Benefit Transfers (DBTs), and tax relief under the new income tax regime are expected to boost consumption, especially in rural and middle-income households. India's retail inflation eased to a 75-month low of 2.82% in May, down from 3.2% in April, driven by a sharp decline in food inflation, which fell below 1% for the first time in nearly four years, according to government data released on June 12. This marks the fourth straight month that headline inflation has remained below the Reserve Bank of India's (RBI) 4% target midpoint. Notably, food inflation, a major component of the Consumer Price Index has stayed under 3% for three consecutive months.

OUTLOOK

Looking ahead to 2025–26, India's GDP is expected to grow between 6.3% and 6.8%, driven by strong domestic fundamentals and strategic policy measures. The ongoing recovery in private capital expenditure and consumption is likely to sustain growth, while initiatives like the Make in India programme, investments in digital public infrastructure, and the Production-Linked Incentive (PLI) schemes will strengthen the manufacturing sector. A strong rural recovery, supported by targeted financial inclusion efforts, will further boost demand across various sectors. With inflation easing and the Reserve Bank of India maintaining a supportive monetary policy, macroeconomic stability is anticipated to continue. Moreover, large-scale infrastructure development, favorable demographic trends, and rising investor confidence will provide solid support for India's long-term growth, even as the global environment becomes more complex and uncertain.

(Source: <https://www.reuters.com/world/india/indias-central-bank-delivers-first-rate-cut-nearly-5-years-2025-02-07/>, <https://www.ft.com/content/ace560e2-794c-4621-a57c-cc828c6f91e4>, https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2098353&utm_, <https://www.reuters.com/world/india/indias-economic-growth-picks-up-rising-government-consumer-spending-2025-02-28/>, <https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook>)

GLOBAL AUTOMOTIVE INDUSTRY OVERVIEW

The global automotive industry is expected to reach 94.7 million vehicle sales in 2024, marking a 3.3% increase from

the previous year. This growth, however, is slower compared to the 11.7% surge seen in 2023, indicating a market stabilisation. While demand remains robust, factors like market saturation and increasing competition, particularly in the electric vehicle (EV) segment, have slowed the pace of expansion. Despite these challenges, EVs continue to grow faster than internal combustion engine (ICE) vehicles, fuelled by regulatory policies and changing consumer preferences.

Regionally, the Asia-Pacific market continues to lead, with China producing 31.4 million light-duty vehicles, reflecting a 4.5% year-on-year growth. This growth is largely driven by urbanisation, rising disposable incomes, and government initiatives to boost domestic manufacturing. In contrast, the European market has seen little growth, with some countries facing declines due to the phase-out of EV incentives and an aging vehicle fleet. In North America, vehicle sales have risen by 2.2%, supported by improved economic conditions and increased consumer spending on automobiles. Inflationary pressures and macroeconomic factors continue to shape global vehicle sales, with higher disposable incomes in key regions helping to maintain demand.

Key Industry Metrics 2024

Metrics	Value
Global Vehicle Sales	94.7 mn units
EV Sales Growth	Estimated at 17%
China Light Vehicle Sales	31.4 mn units
EU Market Growth	0.8%
North America Sales Growth	+2.2%

OUTLOOK

Global vehicle sales are expected to grow by 2.7%, reaching 98.7 million units in 2025. However, demand for high-cost items like automobiles is likely to remain under pressure due to economic challenges, such as high vehicle prices, rising consumer debt, and potential policy changes. Key risks to the outlook include the possibility of tariffs between major markets, particularly between the US, China, and the EU, as well as trade disruptions related to elections, both of which could raise costs and reduce demand.

Looking ahead, the industry's shift toward electrification and technological innovation will shape its long-term path. By 2030, all new vehicle sales are projected to be driven by stricter emission regulations and growing global demand for sustainable mobility. Simultaneously, automakers are increasing investments in software development, digital integration, and autonomous driving technologies to enhance the user experience and meet evolving regulatory requirements.

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Sources:

<https://www.abiresearch.com/blog/2024-automotive-industry?utm.com>

<https://www.designnews.com/automotive-engineering/bloomberg-predicts-50-percent-global-ev-sales-by-2030?utm.com>

<https://www.deloitte.com/global/en/Industries/automotive/perspectives/global-automotive-consumer-study.html?utm.com=>

<https://www.wsj.com/business/autos/how-trumps-tariffs-are-hitting-the-worlds-biggest-auto-exporters-17b2dd12?utm.com>

GLOBAL ELECTRIC & HYBRID VEHICLE MARKET

In 2024, the global electric vehicle (EV) market saw impressive growth, with sales rising by 25% to reach 17.1 million units. A significant driver of this increase was China, where EV sales jumped by 40%, reaching 11 million units. Government incentives, including the extension of auto trade-in subsidies in China, were key factors in boosting adoption.

The Hybrid Vehicle Market was valued at USD 291.42 bn in 2024 and is projected to grow between 7% and 24% by 2032. This growth is being fuelled by favourable government policies supporting hybrid technologies, increased demand for fuel-efficient transportation, and the rising cost of gasoline.

Technological advancements are continuing to reshape the electric vehicle (EV) landscape. Innovations like solid-state batteries and improved thermal management systems

have significantly increased EV driving ranges to about 600 km per charge, while also reducing charging times and production costs. Hybrid vehicles are also benefiting from efficiency improvements, with regenerative braking systems boosting fuel economy by 20–30%, making them more competitive with traditional internal combustion engine vehicles.

China remains the leader in the global EV market, representing 62% of sales in 2024. This dominance is supported by substantial government incentives and policies that favor plug-in hybrid electric vehicles (PHEVs), which saw a remarkable 81% year-on-year sales growth. Meanwhile, Western markets are facing challenges, with regulatory changes in the U.S. and new EU tariffs on Chinese EVs potentially disrupting supply chains and slowing growth.

Despite strong growth, the industry faces challenges, particularly supply chain constraints for critical minerals needed for battery production. However, expanding charging infrastructure, such as India's addition of 7,432 new stations under the FAME II initiative, and the introduction of a broader range of EV models, including luxury SUVs from brands like BMW and Audi, are expected to support continued market demand. Furthermore, hybrids are becoming more popular in commercial fleets, driven by potential fuel savings and an increasing focus on corporate sustainability goals.

(Source: <https://www.leadintelligent.com/en/global-ev-record-breaking-sales-in-2024-and-outlook-for-2025/#:~:text=2025%20and%20Beyond-,Global%20EV%20Sales%20Increase%20by%2025%25%20in%20202-4,significance%20in%20the%20automotive%20industry.>)

Segment	2024 Market Size	CAGR (2024–2032p)	2032 Projection	Key Drivers	Source
Electric Vehicles	USD 671.47 bn	13.8%	USD 1,891.08 bn	Battery innovation, subsidies, emission regulations	Reuters
Hybrid Vehicles	USD 291.42 bn	7.1-24%	USD 504.18 bn- USD 3.33 tn	Fuel efficiency, policy incentives, charging infrastructure	EIA

OUTLOOK

The electric and hybrid vehicle markets are set for strong growth in 2025 and beyond. Global sales of electric vehicles (EVs) are expected to exceed 20 million units in 2025, marking a significant rise from the previous year. China remains the driving force behind this growth, supported by extended auto trade-in subsidies and a strategic push into international markets. Hybrid vehicles are also gaining

traction as an appealing option for consumers focussed on reducing emissions, offering greater efficiency without full reliance on charging infrastructure.

While challenges such as regional policy changes and infrastructure limitations, particularly in Western markets, could create hurdles, ongoing innovation and sustained government incentives will be crucial in shaping the industry's trajectory. The expanding range of vehicle models,

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

increased commercial adoption, and rapid technological advancements all point to continued and transformative growth for both the electric and hybrid vehicle sectors in the coming decade.

GLOBAL SECTORAL TRENDS

Surge in Electrification

Electric vehicles (EVs) saw continued growth, with global sales expected to surpass 20 million units in 2025. China led the charge, boosting sales through expanded auto trade-in subsidies and strong international expansion. In contrast, the United States faced challenges with regulatory uncertainty and supply chain dependencies, which impacted the steady growth of the EV market.

Technological Breakthroughs

Innovation continued to transform the automotive industry. Progress in solid-state battery technology offered the potential for higher energy density, quicker charging times, and longer vehicle ranges. Several companies are gearing up to launch pilot production lines in 2025, a key milestone toward the next generation of electric vehicles. At the same time, advancements in regenerative braking and thermal management systems are improving vehicle efficiency and performance.

Shifting Consumer Behaviour

In response to economic pressures, consumers have become more focused on affordability. This shift is clearly visible in sectors like car tyres and engine oils, where budget brands gained significant market share. From 2023 to 2024, smaller tyre brands saw their global market share grow from 29% to 33%, reflecting a wider trend of consumers opting for more cost-effective choices. This change highlights how purchasing behavior is evolving, with value becoming a top priority for many buyers.

Cautious Production Outlook

Global car sales saw a 2.5% year-on-year growth, reaching 74.6 million units, but challenges like supply chain disruptions and high interest rates continue to impact the industry. While growth is expected to persist into 2025, the overall outlook remains cautious, with manufacturers staying vigilant to economic and policy shifts that could influence the market.

(Source: https://www.reuters.com/business/autos-transportation/us-europe-putting-auto-industry-risk-stellantis-elkann-says-2025-04-15/?utm_, <https://nielseniq.com/global/en/insights/analysis/2024/global-automotive-trends-to-watch-2024/>, <https://www.acea.auto/publication/economic-and-market-report-global-and-eu-auto-industry-full-year-2024/>)

INDIAN AUTOMOTIVE INDUSTRY REVIEW

In 2024, the Indian automotive market was valued at USD 121.5 billion and is expected to grow to USD 247.4 billion by 2033, with a compound annual growth rate (CAGR) of 8.2% during this period. As one of the largest and fastest-growing automotive markets in the world, India's automotive sector accounts for about 45% of the country's manufacturing GDP and contributes over 7.1% to the overall GDP. Additionally, the industry plays a crucial role in employment, directly and indirectly supporting nearly 32 million jobs.

Recognising the crucial role of India's automotive sector, the Government of India aims to increase its contribution to 12% of GDP by 2026, creating 65 million jobs and tripling the industry's turnover. With its strong connections across both supply and demand chains, the automotive sector remains a cornerstone of India's economic growth. Despite facing challenges such as global disruptions and supply chain issues, the industry is now on a path to renewed growth and transformation. Technology adoption has been key in this recovery, driving innovation and improving efficiency across the entire value chain. The sector's growth is further supported by factors like a growing population, rising disposable incomes, easier access to credit, and favourable government policies. These combined forces are positioning India's automotive industry for sustained growth and global competitiveness in the years ahead.

(Source: <https://www.custommarketinsights.com/report/india-automotive-market/>)

Global Ranking of Indian Automotive Industry

- Ranked as one of the Top 2 manufacturers of two-wheelers in the world
- Largest manufacturer of three-wheelers
- Ranked in the Top 4 manufacturers of passenger vehicles
- Positioned within the Top 5 manufacturers of commercial vehicles in the world

Segment-wise Performance

Two-Wheeler (2W): The Two-Wheeler (2W) segment saw solid growth of 9.1%, with sales reaching 19.6 million units. This recovery was driven by stronger rural demand and a resurgence in consumer confidence, especially in the scooter segment. Electric two-wheelers also gained traction, accounting for over 6% of total sales. Exports of two-wheelers grew by 21.4%, supported by new model launches and economic recovery in African and Latin American markets.

Three-Wheeler (3W): The Three-Wheeler segment had a standout year, with sales hitting an all-time high of 7.4

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Lakh units, reflecting a 6.7% year-on-year growth. This was driven by strong demand for passenger variants and last-mile mobility solutions, including electric models. Easier financing options and increased replacement demand also played a role in supporting the segment. Exports saw modest growth of 2.3

Passenger Vehicle (PV): Passenger Vehicles (PVs) achieved record sales of 4.3 million units, growing 2% year-over-year, despite a high base effect. Utility Vehicles (UVs) continued to be the main growth driver, making up 65% of total PV sales. The launch of new, feature-rich models, along with appealing discounts and promotional offers, helped maintain strong consumer interest. Exports of passenger vehicles also reached a new high of 770,000 units, driven by robust demand from Latin America, Africa, and select developed markets.

Commercial Vehicle (CV): The Commercial Vehicle (CV) segment experienced a small decline of 1.2%, mainly due to a dip in truck sales. However, the shift towards higher Gross Vehicle Weight (GVW) vehicles and growing investments in highway infrastructure helped sustain freight movement. The bus segment saw growth, driven by increased inter-city and intra-city mobility initiatives. On a positive note, CV exports showed strong performance, growing by 23% to reach 81,000 units.

OUTLOOK

Looking ahead, the industry is set to continue its growth in 2025-26, backed by stable macroeconomic conditions, reforms in personal income tax, RBI rate cuts, and ongoing government infrastructure spending. A normal monsoon is expected to further support rural demand. Export opportunities in Africa and neighboring regions are also promising, with 'Made in India' vehicles gaining international recognition. While staying alert to global macroeconomic and geopolitical developments, the Indian automotive industry remains on a strong growth trajectory, driven by innovation, policy support, and shifting consumer needs.

(Source: <https://www.siam.in/pressreleasedetails.aspx?mpgid=48&pgidtrail=50&pid=579>)

INDIAN ELECTRIC & HYBRID VEHICLE MARKET

The Indian Electric and Hybrid Vehicle (EV and HEV) market has experienced significant growth in 2024-25, driven by rising consumer adoption and technological progress. Sales across both electric and hybrid segments have surged, alongside improvements in charging infrastructure and increased localisation of manufacturing. With continued innovation from manufacturers and the expansion of infrastructure, India's shift towards cleaner mobility is picking up pace.

Source: <https://evreporter.com/analysis-of-indias-cy-2024-ev-sales/?utm.com>

India's EV market saw a significant surge in 2024, with total sales reaching 2,022,873 units, marking a 25.4% year-on-year growth over 2023. This growth led the EV segment to account for 7.7% of total automobile sales, reflecting a strong shift towards electric mobility. India's electric vehicle (EV) market was valued at USD 8.49 billion in 2024 and is expected to grow at a robust CAGR of 40.7% between 2025 and 2030. This rapid expansion is driven by strong government support, including subsidies and infrastructure development aimed at accelerating EV adoption. Additionally, growing consumer awareness around environmental sustainability, coupled with the improving affordability and efficiency of EVs, is propelling demand. Together, these factors are positioning India as an emerging force in the global EV landscape. Electric two-wheelers led the Indian EV market in 2024, accounting for nearly 60% of total electric vehicle sales, equivalent to approximately 1.2 million units. This segment recorded a strong year-on-year (YoY) growth of around 30%, reflecting rising urban demand for cost-effective, eco-friendly mobility solutions such as e-scooters and e-bikes. Following closely, the electric three-wheeler segment emerged as the second-largest by volume, with 694,466 units sold in 2024, an 18% YoY increase. Notably, the electric three-wheeler cargo category saw the highest surge, registering nearly 45% YoY growth, fueled by the booming logistics and e-commerce sectors and favorable cost economics. Although smaller in scale, the electric passenger car segment showed steady traction, with 99,848 units sold, representing a 6.9% YoY increase and contributing roughly 5% to total EV sales in the country.

Electric buses also witnessed significant momentum, with sales growing by 39% to reach 3,834 units in 2024. This growth is expected to accelerate further, supported by the government's PM E-DRIVE scheme, which aims to promote e-bus adoption across major urban centers through targeted incentives and deployment targets.

Source: <https://www.grandviewresearch.com/industry-analysis/india-electric-vehicle-market-report>, <https://jmkresearch.com/indias-electric-vehicle-sales-crossed-2-million-in-cy2024/#:~:text=Electric%20two%2Dwheelers%20led%20the,in%20CY2024%2C%20reaching%203%2C834%20units.>)

India's charging infrastructure has been growing quickly to support the expanding EV ecosystem. By the end of 2022, there were 10,900 public charging stations in operation, and this number is expected to rise to 15,000 by 2025, reflecting a 37% increase. The private sector has been a key driver of this growth, contributing significantly with investments in fast-charging solutions and expanding the network.

Source: <https://evreporter.com/analysis-of-indias-cy-2024-ev-sales/?utm.com>

The hybrid vehicle market has experienced strong growth, with sales increasing by 27% in 2024, reaching 51,897

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

units between January and July. Hybrid Electric Vehicles (HEVs) continue to dominate, making up 99% of the hybrid market, driven by established infrastructure and consumer familiarity. The market is expected to grow from USD 525.55 million in 2025 to USD 1.28 billion by 2029, at a CAGR of 24.81%. Toyota leads the hybrid segment, holding a 78% market share, as strong hybrids gain popularity due to government incentives and lower ownership costs.

India Electric Vehicle Market projection

Year	USD billion	CAGR
2025	0.53	24.81%
2029	1.28	

Source: <https://www.mordorintelligence.com/industry-reports/india-hybrid-vehicles-market>

With strong policy backing, rising consumer demand, and ongoing technological advancements, the Indian EV and hybrid vehicle markets are set for significant growth. As manufacturers innovate and infrastructure continues to develop, the country is making swift progress towards a sustainable, electrified future.

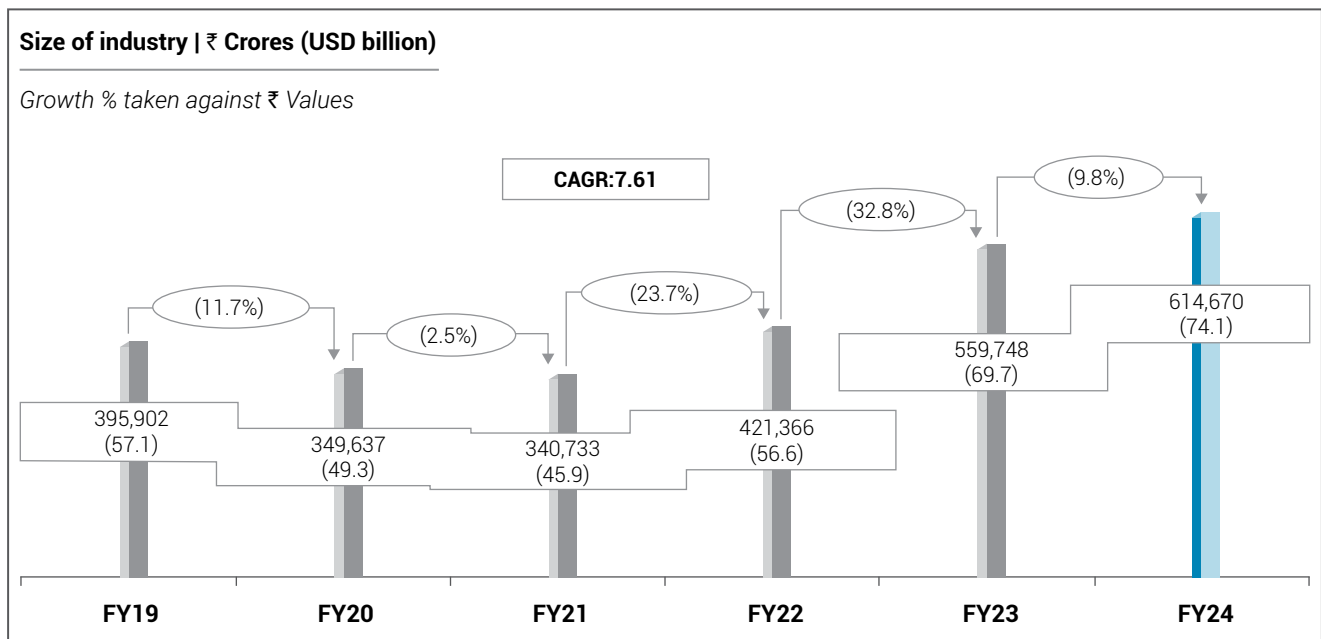
INDIAN AUTOMOTIVE COMPONENT SECTOR

The auto component sector is a key pillar of India's manufacturing industry, supplying essential parts and systems to domestic vehicle manufacturers while also serving major global markets. The industry encompasses a broad range of products, including engine parts,

transmission systems, braking solutions, electrical and electronic components, body parts, and chassis systems. India has become a leading destination for auto component manufacturing due to its cost competitiveness, skilled workforce, and strong government support. The sector contributes 2.3% to India's GDP and directly employs over 1.5 million people, playing a crucial role in driving economic growth.

In 2023-24, India's auto components industry delivered strong results, growing by 10%, supported by a 9% increase in vehicle production and sales. The industry achieved a positive trade balance, with exports exceeding imports by USD 300 million, marking a substantial improvement from the USD 200 million deficit in 2022-23. The growing adoption of electric vehicles (EVs), which saw a 47% increase, has driven higher demand for EV-specific components such as batteries and powertrains. However, localisation in the EV supply chain remains relatively low, at just 30-40%, presenting opportunities for domestic manufacturers to improve their capabilities.

Looking ahead, revenue growth for the automotive component sector is expected to moderate to 7-9% in 2024-25, following a 14% growth in 2023-24. Operating margins are likely to stabilise around 11-12%, driven by trends towards value addition and premiumisation. For 2025-26, the sector is projected to grow at an annual rate of 8-10%, supported by greater localisation efforts, increased demand for premium and EV components, and a growing aftermarket due to an aging vehicle fleet and the rising trend of preventive maintenance.



Source: <https://www.energetica-india.net/news/indian-auto-component-sector-records-growth-of-113-percent-in-first-half-of-2024-25>

<https://www.autocarpro.in/news/indias-auto-component-industry-poised-for-a-moderate-8-10-revenue-growth-in-fy26-icra-125038>

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Broadening Our Prominence

Sansera Engineering is strategically positioned to leverage the rapid growth in India's auto component sector. With a varied portfolio that covers engine, transmission, suspension, chassis, driveline and EV components, the Company is well-aligned with the rising domestic demand, export potential, and the industry's shift towards localisation and cutting-edge technologies. The Company's strong relationships with OEMs, advanced engineering capabilities, and focus on innovation, automation, and lightweight solutions give us a significant competitive advantage. As the sector sets its sights on USD 30 bn in exports by 2026 and USD 100 bn by 2030, Sansera is fully equipped to drive growth, capture new opportunities, and shape the future of automotive excellence.

INDIAN AEROSPACE AND DEFENCE INDUSTRY

India's Aerospace and Defence (A&D) market was valued at USD 27.1 bn in 2024 and is expected to nearly double to USD 54.4 billion by 2033, expanding at a CAGR of 6.99% during this period. The sector covers the production of aircraft, ships, spacecraft, weapon systems, and defence equipment, serving both government and private sector clients across a range of industries.

The Indian A&D sector is playing a key role in driving the country's manufacturing growth, with state-of-the-art facilities and defence equipment that meet international quality standards. Indian companies have demonstrated their ability to produce world-class products with first-time-right quality, on par with global benchmarks.

A key driver of this growth has been the increasing involvement of the private sector, which contributed ₹15,233 Cr to defence exports in 2024–25, compared to ₹ 8,389 Cr from Defence Public Sector Undertakings (DPSUs). India's defence exports now reach over 100 countries, strengthening diplomatic and trade ties with key partners such as the USA, France, and Armenia. This expanding global presence aligns with India's strategic goal of becoming a leading defence exporter, with a target of ₹ 50,000 Cr in exports by 2028–29.

Driving this expansion is a record-high defence budget, which has grown from ₹ 2.53 Lakh Cr in 2013-14 to ₹ 6.81 Lakh Cr for 2025-26, reflecting the government's strong commitment to military modernisation and infrastructure development. This funding is essential for supporting advanced R&D, manufacturing next-generation military platforms, and boosting self-reliance in critical defence technologies. At the same time, the Indian A&D market, valued at USD 27.1 bn in 2024, is expected to clock in a CAGR of 6.99%, reaching USD 54.4 bn by 2033. This

growth is driven by rising demand for advanced defence systems, increased private-sector involvement, and global partnerships focussed on technology transfer and joint production.

Indian Aerospace and Defence Market Projection

Year	USD bn	CAGR
2023	25.5	7.9%
2024	27.1	
2033	54.4	

With these factors in place, India is on its way to becoming a key player in the global defence sector. Strong policy support, a growing private sector, and targeted investments in innovation and exports are paving the way for the country to emerge as a major aerospace and defence hub in the next decade.

Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=2116612>
<https://www.custommarketinsights.com/report/india-aerospace-and-defence-market/>

INDIAN SEMICONDUCTOR MANUFACTURING INDUSTRY

India's semiconductor manufacturing industry made significant progress in 2024–25, supported by strong policy push and rising domestic demand. The government's ₹ 76,000 Cr Semicon India Mission accelerated approvals for multiple fabrication and assembly units, alongside nine projects under the SPECS scheme. The Union Budget 2024–25 further reinforced this momentum by increasing allocations for semiconductor and electronics manufacturing by 71% to ₹ 13,100 Cr. State-level initiatives in Gujarat, Uttar Pradesh, Maharashtra, and Assam complemented central efforts, offering policy and fiscal incentives to attract large-scale investments in fabrication (fabs), OSAT (Outsourced Semiconductor Assembly and Test), and equipment ecosystems.

In 2024–25, India's semiconductor consumption market was valued at approximately USD 52 billion, with expectations to double and reach USD 103.4 bn by 2030, growing at a CAGR of ~13% (Business Standard). The foundry segment, critical to fabrication, stood at USD 7.8 bn and is projected to rise to USD 12.4 bn by 2033, at a CAGR of 4.7%. To address India's high import dependency estimated between 85% to 95%, the government has also prioritized talent development, domestic IP creation, and R&D infrastructure. Institutions such as the upcoming Bharat Semiconductor Research Centre and modernization of existing facilities are central to India's strategy to create a self-reliant end-to-end semiconductor manufacturing ecosystem.

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

(Source: https://www.business-standard.com/industry/news/india-semiconductor-market-manufacturing-growth-consumer-electronics-iesa-125012900252_1.html, <https://www.india-briefing.com/news/indias-semiconductor-market-to-hit-us108-billion-by-2030-report-36926.html>, <https://www.imarcgroup.com/india-semiconductor-foundry-market>)

Growing Our Prominence

Sansera Engineering is strategically strengthening its focus on the high-potential Aerospace, Defence, and Semiconductor (ADS) segment within its non-automotive portfolio. Backed by strong recovery in production from key aerospace customers and the addition of new clients, the Company is well-positioned to tap into rising demand across the ADS spectrum. A major milestone is its long-term contract with Airbus Defence and Space worth approximately ₹ 1,600 mn (USD 18.80 mn) for the manufacture, supply, and support of the Airborne Intensive Care Transport Module (ICTM) for light and medium transport aircraft. This marks the first time Airbus has selected an Indian supplier for this critical airborne medical evacuation system, highlighting Sansera's advanced capabilities in precision machining and structural assembly.

The Company has entered the mass production phase in its semiconductor equipment component manufacturing business, following an intensive qualification process. This marks a major technological leap for the Company, as semiconductor manufacturing demands an entirely different level of precision and process sophistication compared to its traditional engineering operations. To support this transition, Sansera has made significant strategic investments, setting up advanced machining facilities, a Level 1000 clean room, robust quality systems, and specialised processes tailored to the exacting requirements of semiconductor manufacturing. These upgrades position the Company to scale its semiconductor business rapidly, with the ADS (Aerospace, Defence, and Semiconductor) vertical expected to deliver at least double the revenue of the previous year.

FACTORS POWERING INDIA'S MANUFACTURING ADVANCEMENTS

India's manufacturing sector in 2024-25 is seeing strong growth, supported by strategic government initiatives, technological progress, rising investments, and a favourable position in the global market.

Government Policies and Initiatives

The Production-Linked Incentive (PLI) Scheme has played a crucial role in boosting domestic manufacturing across

14 key sectors. Recent reports show that the scheme has attracted investments of over ₹ 1.46 Lakh Cr, resulting in ₹ 12.5 Lakh Cr in production, ₹ 4 Lakh Cr in exports, and the creation of around 9.5 lakh jobs.

Source

<https://pib.gov.in/PressReleaseDetail.aspx?PRID=2086347&utm.com=®=3&lang=1>

The Make in India and Atmanirbhar Bharat initiatives are designed to strengthen industrialisation and promote self-reliance, helping position India as a key global manufacturing hub. The development of industrial corridors further improves infrastructure, streamlining operations for manufacturers and enabling more efficient supply chains.

Technological Advancements

Indian companies are progressively adopting automation and digitisation to improve efficiency and reduce dependence on labor-intensive processes. The integration of Artificial Intelligence (AI) and Machine Learning (ML) is driving the rise of smart factories, with projections suggesting that digital technologies will make up 40% of total manufacturing spending by 2025, up from 20% in 2021.

Source

<https://www.investindia.gov.in/blogs/manufacturing-40-indias-ai-powered-industrial-revolution?utm.com>

India's focus on advanced manufacturing in areas like electronics, semiconductors, pharmaceuticals, and clean energy components is strengthening its competitive position in global markets. A key step in this direction is the Indian cabinet's approval of a ₹ 22,919 crore plan to support electronic components manufacturing, which is expected to create around 92,000 direct jobs.

Source

<https://www.reuters.com/world/india/indian-cabinet-approves-27-billion-plan-boost-electronics-components-2025-03-28/?utm.com>

Investment and Economic Growth

Relaxed Foreign Direct Investment (FDI) norms have encouraged global companies to invest in India as they look to diversify supply chains in response to ongoing global uncertainties. In 2023-24, total FDI inflows stood at USD 17.96 bn, with major contributions from countries including Mauritius, Singapore, USA, the Netherlands, and Japan.

Source

<https://www.india-briefing.com/news/india-as-an-emerging-global-manufacturing-hub-32736.html/?utm.com>

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

The growing domestic market, supported by increasing demand for manufactured goods, continues to drive sector growth. According to the Economic Survey 2024–25, real GDP is projected to grow by 6.4%, with private final consumption expenditure expected to rise by 7.3%, underscoring strong domestic demand.

Source

<https://www.policycircle.org/budget/economic-survey-2024-25-highlights/?utm.com>

<https://pib.gov.in/PressReleasePage.aspx?PRID=2097921&utm.com>

Sectoral Growth Trends

Key sectors driving growth include:

- **Automotive:** The industry continues to expand, contributing significantly to manufacturing output.
- **Electronics and Electrical Equipment:** Notable growth is evident, with electrical equipment production increasing by 21.7% in January 2025.
- **Pharmaceuticals and Textiles:** Ongoing innovation and strong export demand bolster these industries.

Source https://ficci.in/press_release_details/4910?utm.com

Global Positioning

India's strategic location gives manufacturers a gateway to Southeast Asian markets and positions it as a viable alternative to regions like China. As global supply chains continue to diversify, India has seen a rise in manufacturing and production activity, strengthening its position in the global manufacturing landscape.

However, challenges such as shifting trade dynamics, periods of slower growth, and infrastructure gaps still exist. Addressing these issues remains key to maintaining momentum and supporting long-term growth in the manufacturing sector.

GLOBAL PRECISION MACHINED COMPONENTS MARKET

The global precision engineering components market has experienced robust growth in recent years. It is projected to expand from USD 14.59 bn in 2024 to USD 15.67 bn in 2025, reflecting a compound annual growth rate (CAGR) of 7.4%. This growth has been driven by rising demand in consumer electronics, stricter quality management standards, increased globalisation and trade, standardisation initiatives, and applications in the automobile and defense industries.

The precision engineering components market is expected to maintain strong momentum over the coming years, reaching USD 19.75 bn by 2029 with a CAGR of 6.0%. Growth drivers for the forecast period include the rise of smart factories, advancements in high-speed machining, sustainable manufacturing practices, and trends towards greater customisation and personalisation. Key developments influencing the market are miniaturisation and microfabrication, IoT integration, robotics and collaborative automation, precision robotics, digital twin technologies, hybrid systems, and innovations in multi-axis machining.

BUSINESS OVERVIEW

Established in 1981, Sansera Engineering Limited (referred to as 'Sansera' or 'the Company') has built a legacy of excellence in high-precision machined components. Recognised for its deep-rooted expertise in both automotive and non-automotive segments, the Company plays a vital role in enabling critical systems. These systems include Auto ICE as well as tech agnostic components which goes into engines, transmissions, chassis, suspensions, and brakes across a wide range of vehicles from two-wheelers and passenger cars to commercial and off-road vehicles. Our long-standing partnerships with nearly all leading Original Equipment Manufacturers (OEMs) underscore the trust and value we bring through innovation, reliability, and scalable engineering solutions.

Beyond the mobility sector, Sansera applies its engineering expertise to high-demand areas such as aerospace, agriculture, semiconductor and various industrial applications. In line with the evolving global and domestic manufacturing landscape, Sansera continues to expand its presence in the fast-growing semiconductor space. This diversification reflects the Company's consistent focus on quality, innovation, and advanced technology. Each component is built to meet the highest standards, ensuring reliable performance in complex systems worldwide.

In 2024–25, Sansera continued to treat precision not just as a standard, but as a way of thinking, driving progress, raising engineering benchmarks, and delivering long-term value across industries.

Sansera Group operates 17 integrated manufacturing facilities, 16 in India and one in Sweden, underpinned by a dynamic research and engineering team of over 575 specialists. With expertise spanning aerospace, machine building, and automation, and a strong legacy in internal combustion engine (ICE) technology, Sansera is uniquely

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

positioned to serve both traditional OEMs and new-age industry players.

The Company has cultivated enduring relationships with leading domestic and global OEMs by consistently meeting rigorous audit standards, approvals, and customer specifications. These trusted partnerships have helped Sansera expand its market presence significantly, achieving major breakthroughs with marquee international clients.

Guided by an eminent Board and a seasoned management team with over three decades of collective experience, Sansera remains committed to strategic excellence and relentless innovation. Currently, the Company is undergoing a strategic transformation, evolving from a traditional automotive component supplier to an engineering-led diversified provider of precision forged and machined components across multiple industries.

Poised for substantial growth beyond the automotive sector, Sansera is aggressively pursuing new opportunities in engine-agnostic components, including solutions for hybrid vehicles, reinforcing its adaptability to changing market dynamics. The booming electric vehicle (EV) market aligns seamlessly with Sansera's capabilities and its customers' mass production schedules, demonstrating the Company's readiness to capitalise on emerging opportunities in electric mobility. The Company's increasing focus on hybrid technology further complements this pivot, leveraging Sansera's deep expertise and robust infrastructure to meet rising demand.

GROWTH STRATEGIES

- Fuelling Growth through Capacity Building
- Leveraging Opportunity in the Emerging Auto Technologies
- Amplifying Efficiency through Digitisation and Innovation
- Bolstering Prospect with Strategic Investment
- Future-proofing Business with Strategic Diversification

OPERATIONAL REVIEW AS OF 2024-25

Sansera's product sales are categorised into three key end markets/applications.

Auto-ICE: Sansera is a key manufacturer of critical components like connecting rods, crankshafts, rocker arms, and gear shifter forks for two-wheelers, along with connecting rods and rocker arms for passenger vehicles.

These high-precision parts are mainly delivered to OEMs in a fully finished, forged, and machined form, highlighting the Company's strong value contribution throughout the manufacturing process.

Product sales	Share of Total Product Sales	Year-on-Year Growth
20,771 Mn	74%	4%

Tech-Agnostic & xEV: This segment covers components beyond the engine and transmission, such as aluminium-forged parts used in suspension, driveline, braking, and chassis systems. These parts are built to work seamlessly with modern technologies, including Hybrid and Electric Vehicles (xEVs), and meet the rising demand for lightweight, high-aesthetic solutions. Sansera's strength in aluminium forging gives it a first-mover advantage in this fast-changing area of the automotive industry.

Product sales	Share of Total Product Sales	Year-on-Year Growth
4,163 Mn	15%	29%

Non-Auto: Sansera's non-auto segment highlights its precision engineering strengths across the aerospace, defence, semiconductor manufacturing and industrial engine sectors. This strategic diversification enables the Company to apply its manufacturing expertise beyond the automotive space, entering high-growth industries that require specialised and technically advanced components.

Product sales	Share of Total Product Sales	Year-on-Year Growth
3,279 Mn	12%	1%

ORDER BOOK AS OF MARCH 31, 2025

As of March 31, 2025, Sansera's new business order book, at peak annual revenue potential, stood at ₹ 18,511 Mn. Notably, around 50% of this value is attributed to the non-auto and auto tech-agnostic/EV segments. The international order book witnessed strong growth, fuelled by a broad-based recovery and increased demand across global markets.

	March 2023	March 2024	March 2025
Order Book (₹ bn)	13.2	15.9	18.5
New Orders Received (₹ bn)	8.5	7.6	-
Moved to Production (₹ bn)	(6.0)	(5.0)	-

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

FINANCIAL REVIEW

Sansera delivered a strong financial performance in 2024–25, with consolidated revenue rising 7% year-on-year. EBITDA grew by 7% to ₹ 5,148 mn, while Profit After Tax (PAT) reached ₹ 2,169 mn, marking a 16% increase over the previous fiscal. Backed by a robust balance sheet post-QIP, the Company is operating with surplus cash and actively working towards reducing debt, an initiative expected to further strengthen financial stability and support gradual margin improvement in the coming years.

Particulars	2024-25	2023-24	Change Y-o-Y (%)
Revenue from Operations	30,168	28,114	7%
Total Expenses	27,458	25,581	7%
EBITDA	5,148	4,799	7%
Other Income	203	24	735%
Finance Charges	700	770	-9%
Depreciation & Amortisation	1,738	1,495	16%
Profit before Tax (PBT)	2,912	2,558	14%
Share of Profit from Associates	8	5	57%
Tax Expenses	751	687	9%
Profit after Tax (PAT)	2,169	1,875	16%
EPS (Basic)	37.41	34.83	7%

KEY FINANCIAL INDICATORS

Ratio	2024-25	2023-24	Change (%)	Reason for Deviation
EBITDA Margin	17.06%	17.07%	0.0%	Remained stable
PAT Margin	7.19%	6.67%	7.1%	Lower interest cost due to reduction in debt
Pre-Tax OCF/EBITDA	85.79%	91.63%	(5.8%)	Higher inventory due to reduction in exports schedules
Return on Capital Employed (ROCE)	15.24%	16.92%	(1.7%)	Higher Capex to support new orders execution and increased inventory
Current Ratio	2.55	1.02	149.4%	Repayment of working capital debt and higher cash and cash equivalent balances as a result of QIP proceeds
Debt-to-Equity Ratio	0.11	0.59	(81.6%)	Use of QIP proceeds for debt repayment
Debt Service Coverage Ratio	1.13	2.16	(47.5%)	Higher repayment of Debt during 2024-25 out of the QIP proceeds
Return on Equity	10.50%	14.74%	(4.2%)	Increase in shareholders' equity balance post QIP

Notes

- EBITDA = Earnings Before Interest, Tax, Depreciation & Amortisation, and Other Income
- EBITDA Margin = EBITDA/Total Revenue
- PAT Margin = Net Profit after Taxes/Revenue from Operations
- Pre-tax OCF/EBITDA = Pre-Tax Operating Cash Flow/EBITDA
- Return on Capital Employed (ROCE) = EBIT/Capital Employed
Capital Employed = Tangible Net Worth + Net Debt
Net Debt = Long-term Borrowings + Short-term Borrowings less Cash and Cash Equivalent and Bank Balance
- Current Ratio = Current Assets/Current Liabilities
- Debt-to-Equity Ratio = Long-term Borrowings + Short-term Borrowings/Shareholders' Equity
- Debt Service Coverage Ratio = Earnings Available for Debt Servicing/Debt Servicing
- Return on Equity = Net Profit after Taxes/Average Shareholders' Equity

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

RISK MANAGEMENT

Sansera takes a hands-on, strategic approach to managing risk, guided by a solid set of policies and clear processes. With the Board's oversight, the Risk Management Committee looks at potential risks from all angles, including assessing, addressing, and openly communicating them. This thoughtful approach helps the Company stay flexible and ready for the unexpected, keeping business on track no matter the challenge.

Key business risks identified and addressed by Sansera include:

Risk Type	Risk Factors	Mitigative Approach
Economic Risk	Periods of economic volatility driven by factors, including high inflation, geopolitical unrest, and escalating global trade tensions, pose potential risks to Sansera's operational continuity and financial performance. These risks are further heightened by ongoing tariff disputes between major economies.	<ul style="list-style-type: none"> Evaluates its order book, execution schedules, and market dynamics continuously to proactively detect early warning signs and implement measures aimed at minimizing financial or operational disruptions. Tailors its diversification approach across sectors and regions to proactively seize emerging opportunities and effectively navigate changing market dynamics.
Market Risk	Making market relevance and a competitive product portfolio may become increasingly complex as the company navigates shifting customer preferences, rapid technological advances, stricter regulatory landscapes, and volatile fuel costs.	<ul style="list-style-type: none"> Expands its product portfolio to cater to technology-agnostic applications. Monitors the progress of diversification initiatives and assesses the impact of new orders on the overall product mix
Talent Risk	Sansera's continued growth and innovation may be impacted by challenges in attracting, retaining, and developing talent, along with building strong succession plans for key roles.	<ul style="list-style-type: none"> Evaluates the key skills needed regularly for current and future roles and supports employees through focused training, coaching, mentoring, and leadership development programmes. Strengthens learning and growth opportunities for employees, while also actively bringing in external talent to fill new roles when suitable internal candidates are not available.
Counterparty Risk	Sansera's revenue streams and financial stability face risks related to the obligations of counterparties in financial instruments and customer contracts.	<ul style="list-style-type: none"> Manages credit risk in its operations and financial activities by keeping a close watch on counterparty obligations in both financial instruments and customer agreements. Takes a strategic approach to assessing and reducing financial liabilities from credit risk exposure; while ensuring it maintains sufficient provisions for any potential doubtful debts.
Competition Risk	The Company's strong market position and profitability could come under pressure due to rising competition in both domestic and international markets.	<ul style="list-style-type: none"> Draws on its deep expertise and strong reputation to sustain a leading position in the market. Focusses on building long-term customer relationships and consistently provides innovative, high-quality products and services to maintain its strong competitive edge.
Liquidity Risk	Insufficient liquidity could affect Sansera's ability to meet its financial commitments, putting both its reputation and overall financial stability at risk.	<ul style="list-style-type: none"> Ensures it has liquidity to meet obligations under both normal and stressed conditions. As of March 31, 2025, the Company's cash and cash equivalents plus bank balance stood at ₹ 4,272 mn. Additionally, Sansera has access to a strong credit line from banks to efficiently manage its working capital needs.

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Risk Type	Risk Factors	Mitigative Approach
Procurement Risk	Sansera's supply chain and operations could face disruptions if market price fluctuations or financial instability affect its suppliers.	<ul style="list-style-type: none"> Monitors market prices regularly and develops contingency plans to mitigate the impact of price fluctuations or financial instability among suppliers. Expands the supplier base to reduce dependence on any single source and strengthen resilience against potential supply chain disruptions.
Cybersecurity Risk	A cyber intrusion could jeopardise the Company's data integrity and reputation, potentially resulting in the exposure or loss of critical assets and sensitive information.	<ul style="list-style-type: none"> Assesses network vulnerabilities and upgrades tools to defend against both known and emerging cyber threats. Implements an extensive cybersecurity risk management strategy to protect critical assets, safeguard sensitive information, and minimise reputational damage from cyber-attacks or breaches across the Company's IT infrastructure.

ESG COMMITMENTS

The leadership at Sansera, a group of industry veterans with diverse competencies, is deeply committed to integrating Environmental, Social, and Governance (ESG) principles into all facets of corporate strategy. Beyond driving operational excellence and innovation, they champion responsible growth. This principled approach enhances Sansera's stature as a dependable and progressive force in the global manufacturing industry.

The Company shows its commitment to sustainability through practical circular manufacturing methods that reduce waste, make smarter use of resources, and support environmental care across the value chain. This approach helps meet regulatory expectations, builds resilience, and earns the trust of stakeholders—strengthening long-term competitiveness.

Sansera's strong focus on quality and sustainability has earned recognition across the industry, helping to build its reputation as a company that delivers real innovation, operates with integrity, and creates lasting value both economically and socially.

HUMAN RESOURCES

Sansera regards its Human Resources function as a strategic pillar in cultivating a performance-driven, positive organisational culture. In alignment with corporate objectives, HR initiatives centre on employee development through a blend of targeted internal and external training programmes, while upholding rigorous standards in health and workplace safety.

The Company promotes a culture grounded in diversity, inclusion, and respect, with a strong emphasis on fostering engagement, personal advancement, and individual accountability. Through its firm zero-tolerance stance on discrimination and harassment, Sansera ensures a workplace that is both safe and empowering for all employees.

As of March 31, 2025, Sansera's workforce comprised 11,300 employees, underscoring its commitment to nurturing a high-performing talent ecosystem.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Sansera has established comprehensive internal control systems and audit mechanisms to protect its assets and maintain the accuracy of its financial and operational information. This framework ensures strict adherence to policies, procedures, and regulatory obligations through clearly defined authorisation protocols.

The Company undertakes thorough audits regularly across its functional and departmental spectrum to systematically evaluate compliance and identify areas requiring refinement. These audits serve as both a compliance safeguard and a catalyst for sustained improvements in operational performance.

CAUTIONARY STATEMENT

The statements in the Management Discussion and Analysis section describing the Company's objectives, projections, estimates, and predictions may be considered as forward-looking statements. All statements that address expectations or predictions, including, but not limited to, statements about the Company's strategy for growth, product development, market positioning, expenditures, and financial results, are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance, or achievement may, thus, differ materially from those projected in such forward-looking statements. The Company assumes no responsibility to publicly amend, modify, or revise any forward-looking statement based on any subsequent developments, information, or events. To avoid duplication and repetition, certain heads of information required to be disclosed in the Management Discussion and Analysis, have been included in the Board's Report.

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures

PART "A": SUBSIDIARIES

Name of Subsidiary Company	Fitwel Tools and Forgings Private Limited	Sansera Engineering Pvt. Ltd. Mauritius.	Sansera Sweden AB.
Currency	(₹ in mn)	(₹ in mn)	(₹ in mn)
The date since when subsidiary was acquired	August 01, 2014	November 04, 2016	April 14, 2017
Provisions pursuant to which the Company has become a subsidiary	2(87)(ii)	2(87)(ii)	2(87)(ii)
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	EURO 1 EURO = INR (a) Average: 90.78 (b) Closing: 92.09	SEK 1 SEK = INR (a) Average: 7.96 (b) Closing: 8.50
Share Capital	3.56	1,069.72	477.45
Other equity	575.20	16.59	(273.39)
Total Assets	1,466.02	1,087.57	1,870.49
Total Liabilities	887.26	1.26	1,667.43
Total Income	1,976.64	0.04	1,766.63
Profit/(Loss) before Tax	91.61	(2.69)	48.79
Provision for Tax	34.38	-	-
Profit/(Loss) After Tax	57.23	(2.69)	48.79
Proposed Dividend	-	-	-
% of shareholding	70%	100%	100%

PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

Name of associates/Joint Ventures	MMRFIC Technology Private Limited (Associate)
1. Latest Audited Balance Sheet Date	March 31, 2025
2. Date on which the Associate or Joint Venture was associated or acquired	August 18, 2023.

ANNEXURE 2 (Contd.)

3. Shares of Associate/Joint Ventures held by the Company on the year end	<p>Investment in equity instruments 237,530 (March 31, 2024: 17) equity shares of ₹ 1 each fully paid up</p> <p>Investment in preference shares Nil (March 31, 2024: 37,310) Series A1 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up Nil (March 31, 2024: 55,970) Series A2 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up Nil (March 31, 2024: 55,970) Series A3 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up 37,310 (March 31, 2024: Nil) Series A4 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up 37,310 (March 31, 2024: Nil) Series A5 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up</p>
Amount of Investment in Associates / Joint Ventures	₹ 300.00 mn
Extent of Holding (%)	21.89% (excluding CCPS due for conversion into equity shares)
4. Description of how there is significant influence	Board Composition: Sansera has two nominee directors out of total four directors on the board of MMRFIC
5. Reason why the Associate / Joint Venture is not consolidated	MMRFIC is an associate
6. Net worth attributable to shareholding as per latest Audited Balance Sheet	NA
7. Profit/ Loss for the year	₹ 20.21 mn
i. Considered in Consolidation	Yes, to the extent of holding based on pro-rata basis.
ii. Not considered in Consolidation	-

Notes:

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

1. Names of subsidiaries which are yet to commence operation: None
2. Names of subsidiaries which have been liquidated or sold during the year: None.

For and on behalf of the Board of Directors of Sansera Engineering Limited

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

B R Preetham
Executive Director and Chief Executive Officer
DIN: 03499506

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: August 11, 2025

Details of Remuneration of Directors, KMPs and Employees and comparatives

[Pursuant to Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of remuneration of each director to the median remuneration of employees of the Company:

Sr. No.	Name	Designation	Ratio (Times)
1.	Mr. S Sekhar Vasan	Chairman & Managing Director	139.80
2.	Mr. F R Singhvi	Joint Managing Director	139.80
3.	Mr. B R Preetham	Executive Director & Group CEO	115.29
4.	Mr. Muthuswami Lakshminarayan	Independent Director	14.04
5.	Mrs. Revathy Ashok	Independent Director	14.31
6.	Mr. Samir Purushottam Inamdar	Independent Director	14.55

2. The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in 2024-25:

Sr. No.	Name	Designation	Percentage Increase over previous year
1.	Mr. S Sekhar Vasan	Managing Director, Chairman	67.98%
2.	Mr. F R Singhvi	Joint Managing Director	67.98%
3.	Mr. Muthuswami Lakshminarayan	Independent Director	100.00% (excluding sitting fees)
4.	Mrs. Revathy Ashok	Independent Director	100.00% (excluding sitting fees)
5.	Mr. Samir Purushottam Inamdar	Independent Director	25.00% (excluding sitting fees)
6.	Mr. B R Preetham	Executive Director & Group CEO	58.75%
7.	Mr. Vikas Goel	Chief Financial Officer	10.71%
8.	Mr. Rajesh Kumar Modi	Company Secretary and Compliance Officer	15.58%

3. The percentage increase in the median remuneration of employees in the 2024-25: approx.6.60
4. The number of permanent employees on the rolls of the Company: 2,534
5. Average percentile increase already made in the salaries of employees other than the managerial personnels in the last financial year: Approx. 9.54
6. Affirmation that the remuneration is as per the remuneration policy of the Company and Annual increments, if any, are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 01, of each year: Yes

ANNEXURE 3 (Contd.)

Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Employed throughout the year and were in receipt of remuneration at the rate of not less than ₹ 1,02,00,000/- (Rupees One Crore Two Lacs Only) per annum [if employed for a part of the financial year, was in receipt of remuneration for any part of that year, then 8,50,000/- (Rupees Eight Lacs Fifty Thousand only) per month].

Sl. No.	Name	Designation of Employee	Remuneration Received [₹ In mn]	Qualification	Experience in years	Age in years	Date of commencement of employment	Last employment held	The percent age of equity shares held by the employee in the Company	Whether any such employee is a relative of any Director of the Company and if so, name of such Director
1	Mr. S. Sekhar Vasan	Chairman & Managing Director	41.81	B. Tech (IIT), PGDM (IIMB)	44	73	1981	Rambal Engineering Private Limited	16.57	No
2	Mr. F.R. Singhvi	Joint Managing Director	41.81	B. Com, FCA	44	71	2006	Partner, M/s Singhvi Dev Unni. Chartered Accountants	4.51	No
3	Mr. B.R. Preetham	Executive Director & Group CEO	34.48	B.E.	33	55	1992	Not Applicable	0.39	No
4	Mr. Vikas Goel	CFO	18.81	B. Com (H). FCA, ACMA	32	58	2019	Ingersol Rand India Ltd	0.03	No

Notes:

- 1) Remuneration shown above includes Salary, Allowances, Perquisites and Incentives but excludes options under Company's Employee Stock Option Plan 2015 and 2018.
- 2) The nature of employment in case of Chairman & Managing Director, Joint Managing Director and Executive Director & Group CEO are contractual and terms of remuneration are governed under the Board and Shareholders resolutions.
- 3) None of the above employees/ directors are related to any of the Directors.

On Behalf of Board of Directors

S. Sekhar Vasan

Chairman & Managing Director
DIN:00361245

Place: Bengaluru
Date: August 11, 2025

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[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,
Sansera Engineering Limited
CIN: L34103KA1981PLC004542
Plant-7, No.143/A, Jigani Link Road,
Bommasandra Industrial Area,
Anekal Taluk, Bengaluru – 560105.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sansera Engineering Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, 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 Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – Not applicable as the Company has not issued any debt securities during the financial year under review;
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and
 - i. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - Not Applicable as the Company has not done any buyback of its securities during the financial year under review.
- vi. The following key / significant laws as specifically applicable to the Company: -
 1. The Environment (Protection) Act 1986

ANNEXURE 4 (Contd.)

2. The Water (Prevention and Control of Pollution) Act, 1974 and Rules, 1975
3. The Air (Prevention and Control of Pollution) Act 1981 and Rules 1982
4. Central Ground Water Authority (Guidelines to regulate and control ground water extraction in India) 2020
5. Revised National Ambient Air Quality Standard, Notification, 2009
6. Noise Pollution (Regulation and Control) Rules 2000
7. The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 and the Honourable Supreme Court Order dated 14th October 2003, related to Hazardous Wastes Management.
8. The Bio-Medical Waste Management Rules, 2016
9. The Solid Waste Management Rules, 2016 amended 2020
10. The Plastic Waste Management Rules, 2016
11. The E-Waste (Management) Rules, 2016 amended 2018
12. The Batteries (Management and Handling) Rules 2001
13. The Manufacture, Storage and Import of Hazardous Chemical Rules, 1989
14. The Factories Act, 1948 and The Karnataka Factories Rules, 1969
15. The Karnataka Factories (Safety Audit) Rule, 2016
16. The Petroleum Act, 1934 and The Petroleum Rules, 2002
17. The Static and Mobile Pressure Vessels Rules, 2016
18. The Gas Cylinders Rules, 2016
19. The Electricity Act, 2003 and The Central Electricity Authority (Measures Relating to Safety and Electric Supply) Regulations, 2010
20. The Motor Vehicle Act 1988
21. Food Safety and Standards Act, 2006 and the Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011
22. Contract Labour (Regulation & Abolition) Act, 1970 and the Rules made thereunder
23. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), 2013
24. Payment of Wages Act, 1936 read with the rules made thereunder
25. Payment of Gratuity Act, 1972 read with the rules made thereunder
26. Minimum Wages Act, 1948 read with the rules made thereunder
27. Maternity Benefit Act, 1961 read with the rules made thereunder

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI);
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd.

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

However, the Statutory Auditors reported a case involving misappropriation of funds by an ex-employee of the Company amounting to ₹ 12.21 mn during the preceding year and the year under audit in Form ADT-4 to the Central Government. Investigation in this matter has been completed, and the Company is in the process of recovering the losses from its former employee through legal process.

We further report that: -

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Except in case of meetings being convened at shorter notice, adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

ANNEXURE 4 (Contd.)

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

As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

We further report that during the audit period, the Company obtained approval from Board of Directors in their meeting held on August 20, 2024, and from the shareholders at their Annual General Meeting held on September 26, 2024, to raise funds through a Qualified Institutional Placement (QIP) for an aggregate amount not exceeding ₹ 1,200 Cr.

Based on this approval, the Company allotted 77,22,007 Equity Shares to eligible qualified institutional buyers at an issue price of ₹ 1,554/- per share having face value of ₹ 2/- each on October 15, 2024.

For BMP & Co. LLP,
Company Secretaries

Biswajit Ghosh
Partner

FCS No: 8750

CP No: 8239

PR No.: 6387/2025

UDIN: F008750G000973461

Place: Bangalore

Date: August 11, 2025

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

ANNEXURE 4 (Contd.)

ANNEXURE A

To,
The Members,
Sansera Engineering Limited
CIN: L34103KA1981PLC004542
Plant-7, No.143/A, Jigani Link Road,
Bommasandra Industrial Area,
Anekal Taluk Bengaluru – 560105.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company, its officers, and authorised representatives during the conduct of the audit and also on the review of quarterly compliance report issued by the respective departmental heads/Company Secretary/Managing Director & CEO, taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & Environment laws and Data protection policy.
8. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For BMP & Co. LLP,
Company Secretaries

Biswajit Ghosh
Partner

FCS No: 8750

CP No: 8239

PR No.: 6387/2025

UDIN: F008750G000973461

Place: Bangalore
Date: August 11, 2025

FORM NO. AOC- 2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Your company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during FY 2024-25.

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

S. No	Particulars	Details
1	Name(s) of the related party & nature of relationship	1) Fitwel Tools & Forgings Private Limited (Subsidiary) (CIN: U29220KA1983PTC005690) 2) Sansera Engineering Pvt Ltd, Mauritius (Subsidiary) (CIN/PAN – Not Applicable) 3) Sansera Sweden AB (Step-Down Subsidiary) (CIN/ PAN – Not Applicable) 4) MMRFIC Technology Private Limited (Associate) (CIN: U72200KA2014PTC077359)
2	Nature of contracts/ arrangements/ transactions	1) Subsidiary and Step-Down Subsidiary: Purchase/ sale of Raw material/job work. 2) Associate: Strategic Investment
3	Duration of the contracts/ arrangements/ transactions	1) Subsidiary and Step-Down Subsidiary: Based on Purchase order issued. 2) Associate: Strategic Investment
4	Salient terms of the contracts/ arrangements/ transactions including the value, if any	1) Subsidiary and Step-Down Subsidiary: Standard terms (as detailed the purchase orders) in line with industry norms 2) Associate: Strategic Investment in one or more tranches.
5	Justification for entering into such contracts/ arrangements/ transactions	Business transactions and strategic investment
6	Date of approval by the Board	1. Transactions of the Company with subsidiaries and step-down subsidiary are in the ordinary course of business and are on an arm's length basis and accordingly, approval of the Board under Section 188 of the Companies Act, 2013 was not applicable. 2. Transaction with Associate Company was approved by the Board at its meeting held on March 29, 2023 and August 20, 2024.
7	Amount paid as advances, if any	Nil

On Behalf of Board of Directors

S. Sekhar Vasan

Chairman & Managing Director

DIN:00361245

Place: Bengaluru

Date: August 11, 2025

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

Company's CSR policy

As an integral part of our commitment to society at large, the Company's CSR policy is aimed at demonstrating care for the community through its focus on education & skill Development, health & wellness, environmental sustainability, energy & water Conservation and encouraging sports activities. Also embedded in this objective is support to the underprivileged, disadvantaged/marginalised cross section of society by providing opportunities to improve their quality of life.

Our Corporate Social Responsibility (CSR) efforts have been primarily carried out by the Sansera Foundation which was incorporated on July 05, 2007. Sansera Foundation strives to achieve our charters through its CSR programmes, grant programmes, voluntary programmes, and organisational development programmes.

We identify challenges in environment, education, livelihood, and disability areas and provide a range of interventions that also build internal capacities. These capacities empower the beneficiaries to sustain themselves over a period of time. We look for initiatives that are bound to create multiple impacts across socio-economic realities of society and support them.

We especially believe in linking our employee volunteering initiatives with our CSR endeavors to ensure that our organisational responsibility initiatives and individual convictions are well integrated. We are also keen to include learning and appreciation of social

sensitivity into our social responsibility as this is the foundation of our culture.

The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. The CSR projects carried out in FY 2024-25 promotes education of underprivileged children, construction of sanitation facilities in rural schools, project related to environmental sustainability etc. have benefitted the communities across the country. The Company has adopted and taken note of amendments in CSR Regulations. Necessary action plan was also approved by the Company. Details of the CSR policy and projects or programmes undertaken by the Company are provided below.

Endorse education & healthcare and support in infrastructure projects

To create necessary infrastructure and resources to enable promotion of primary education among children and promoting health care including preventive healthcare.

Social impact projects

To collaborate with communities to provide innovative off-grid solutions to improve access to electricity in the country, especially in rural areas for its development.

Support Environment projects

To actively support projects that help in the sustainable development of the environment.

All other areas/activities as may be prescribed under Schedule VII of the Act or the Rules, as amended from time to time.

2. COMPOSITION OF THE CSR COMMITTEE

Sl. No.	Name of Member	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	Mr. S. Sekhar Vasan	Chairperson	1	1
2	Mr. F.R. Singhvi	Member	1	1
3	Mrs. Revathy Ashok	Member	1	1

3. The details of composition of the CSR committee, CSR Policy and CSR projects duly approved by the board are available on the Company's website: www.sansera.in.

4. Provide the executive summary along with the web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

Not applicable.

ANNEXURE 6 (Contd.)

5. (a). Average net profit of the Company as per section 135(5): The average net profit for the last three audited financial years for the purpose of computation of CSR was ₹ 2,127.20 mn
- (b). Two percent of the average net profit of the Company as per section 135(5): ₹ 42.54 mn
- (c). Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (d). Amount required to be set off for the financial year, if any: Nil
- (e). Total CSR obligation for the financial year 2024-25 (5b+5c-5d): ₹ 42.54 mn
6. (a). Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹42.74 mn
- (b). Amount spent in Administrative Overheads: Nil
- (c). Amount spent on Impact Assessment, if applicable: NA.
- (d). Total amount spent for the Financial Year: ₹ 42.74 mn
- (e). CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (₹ in mn)	Amount Unspent (₹ in mn)				
	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).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
42.74	-	-	-	-	-

- (g). Excess amount for set off, if any

Sl. No.	Particular	Amount (₹ in mn)
(i)	Two percent of average net profit of the Company as per section 135(5)	42.54
(ii)	Total amount spent for the Financial Year 2024-25	42.74
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.20
(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)]	-

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

Sl. No	Preceding Financial Year(s)*	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any.		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	2023-24	-	5,00,000	-	-	-	5,00,000	-
2	2022-23	-	5,00,000	-	-	-	5,00,000	-
3	2021-22	-	80,60,000	75,60,000	-	-	5,00,000	-

*The unspent CSR amount of ₹ 5,00,000 relating to FY 2021-22, pursuant to ongoing projects has been transferred to a Fund specified in Schedule VII on April 29, 2025., i.e. within a period of thirty days from the date of completion of the third financial year, 2024-25.

The Company has complied with Section 135(6) and has disclosed in the Board's Report of the respective financial years.



Corporate
Overview



Statutory
Reports



Financial
Statements

ANNEXURE 6 (Contd.)

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

If yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

9. Specify the reason(s) if the Company has failed to spend two per cent of the average net profit as per section 135(5) – Not Applicable

for Sansera Engineering Limited

S Sekhar Vasan

Chairman - CSR Committee

DIN: 00361245

Place: Bengaluru

Date: August 11, 2025



ENVIRONMENTAL, SOCIAL & GOVERNANCE (ESG) EXECUTIVE SUMMARY



• Environmental Leadership

Clean Energy Transition

- Achieved **60% renewable energy** sourcing across all operations
- **90% renewable energy** in Karnataka plants
- Installed 1,600 kW solar capacity across facilities (400 kW added in FY25)
- **48% total clean energy** consumption including fuel and electricity

Emissions Reduction

- Sansera Committed to Net-Zero target 2050 as per SBTi- Science based Target Initiatives.
- **GHG Intensity reduced** from 1.82 to 1.77 TCo2e per million rupees of turnover
- Scope 1 emissions: 7,633 MT CO2 (up from 6,698 MT due to business expansion)
- Scope 2 emissions: 40,585 MT CO2 (marginally up from 39,694 MT)
- Implemented comprehensive energy efficiency projects saving over 90,000 KWH
- Initiated Scope 3 emission calculation under business travel, employee commuting and waste disposal
- Sansera CDP Score - Climate C+, CDP - Water B+

Waste Management Excellence

- Achieved **95% waste diversion** from landfill
- **36,517 MT total waste** generated with 99% recycled or recovered
- Only 594 MT disposed through incineration (1.3% of total waste)
- Implemented circular economy initiatives including steel scrap recycling

Water Stewardship

- Water consumption reduced to **199,414 KL** (down from 194,318 KL in previous year)
- Water intensity improved to **7.33 KL per million rupees** of turnover
- Zero Liquid Discharge systems implemented across multiple facilities
- All waste-water treated through ETPs/STPs with water reused for gardening

• Social Impact & Employee Well-being

Workforce Development

- **10,319 total workforce** (1,584 employees + 8,735 workers)
- **100% coverage** for health and accident insurance
- **6.1% female representation** in permanent employees (target: 10% by 2030)
- Training provided to **11,003 personnel** on various skill development programs

Health & Safety Excellence

- **Zero fatalities** across all operations
- **Lost Time Injury Frequency Rate:** 0.04 per million person-hours for workers
- All 14 plants certified under **ISO 45001** for Occupational Health & Safety
- **Great Place to Work** certified for three consecutive years

Community Engagement

- **₹ 176.97 million** invested in employee well-being (0.7% of total revenue)
- CSR initiatives benefited **32,000+ individuals** through education, healthcare, and community development
- **613 scholarships** provided to students from economically weaker sections
- **1,198 units of blood** donated through employee volunteer programs

• Strategic ESG Goals & Targets

2030 Commitments

- **80% clean energy** consumption target
- **10% female workforce** representation
- **Zero waste to landfill** across all operations
- **ISO 27001 certification** for information security at all plants
- **75% supplier** sustainability assessment coverage by 2027

Immediate Focus Areas (FY 2025-26)

- Expand renewable energy capacity installation
- Enhance diversity and inclusion programs
- Implement advanced waste reduction technologies
- Strengthen supply chain sustainability assessments
- Deploy comprehensive ESG data management systems
- Scope 3 emission Inventory for applicable categories.



• Governance & Ethics

Board Oversight

- Dedicated **ESG Committee** at Board level with 3 independent directors
- **100% training coverage** on code of conduct across all management levels
- **TÜV SÜD limited assurance** on ESG disclosures

Risk Management

- **10 material ESG issues** identified and actively managed
- Comprehensive risk assessment covering climate change, cybersecurity, and supply chain risks
- **65% of suppliers** assessed for sustainability practices

Transparency & Compliance

- **Zero incidents** of corruption, bribery, or conflicts of interest
- **155 employee grievances** addressed with systematic redressal mechanism
- **161 customer complaints** resolved with zero pending at year-end
- **Robust policies** on anti-bribery, anti-corruption, whistle-blower protection, responsible sourcing, sustainable procurement, and conflict minerals.

Financial Integration

ESG initiatives are increasingly integrated into business strategy, with sustainability-linked financing options being explored. The company's focus on operational efficiency through environmental improvements has resulted in cost savings while meeting customer ESG requirements.

Total ESG Investment: ₹ 176.97 million (0.7% of revenue) on employee well-being alone, with additional investments in environmental infrastructure and governance systems.

External Recognition & Assurance

- **TÜV SÜD** limited assurance on key ESG metrics
- **Great Place to Work** certification (3 consecutive years)
- **ISO certifications:** 45001 (Safety), 50001 (Energy), 14001 (Environment) across 14 facilities
- **IGBC Platinum** green building certification for new and few existing facilities.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SECTION A

GENERAL DISCLOSURES

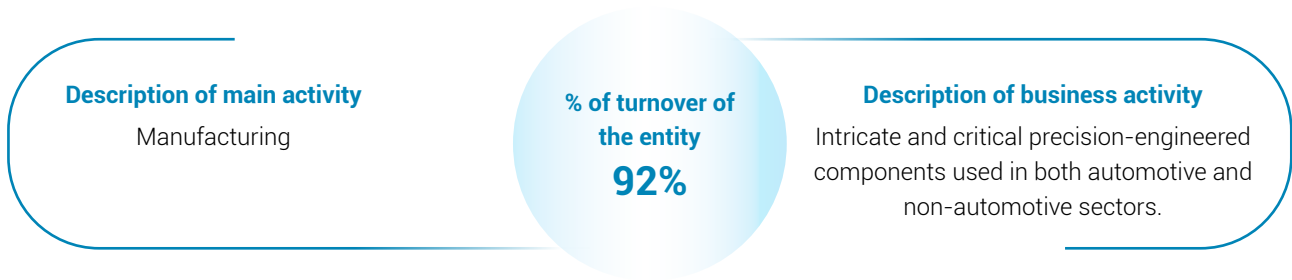
I DETAILS OF THE LISTED ENTITY

1	Corporate Identity Number (CIN) of the Listed Entity	L34103KA1981PLC004542
2	Name of the listed entity	Sansera Engineering Limited
3	Year of incorporation	1981
4	Registered office address	Plant-7, No. 143/A, Jigani Link Road Bommasandra Industrial area, Anekal Taluk, Bengaluru – 560 105, Karnataka, India
5	Corporate address	Plant-7, No. 143/A, Jigani Link Road Bommasandra Industrial area, Anekal Taluk, Bengaluru – 560 105, Karnataka, India
6	E-mail	rajesh.modi@sansera.in
7	Telephone	+91 80-27839081/82/83
8	Website	https://sansera.in/
9	Financial year for which reporting is being done	2024-25
10	Name of the Stock Exchange(s) where shares are listed	NSE Limited and BSE Ltd.
11	Paid-up Capital	₹ 12,38,40,000/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Rajesh Kumar Modi E-mail: rajesh.modi@sansera.in Telephone: +91 80 27839081/82/83
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone
14	Name of assurance provider	TUV SUD
15	Type of assurance obtained	Limited assurance



II PRODUCTS/SERVICES

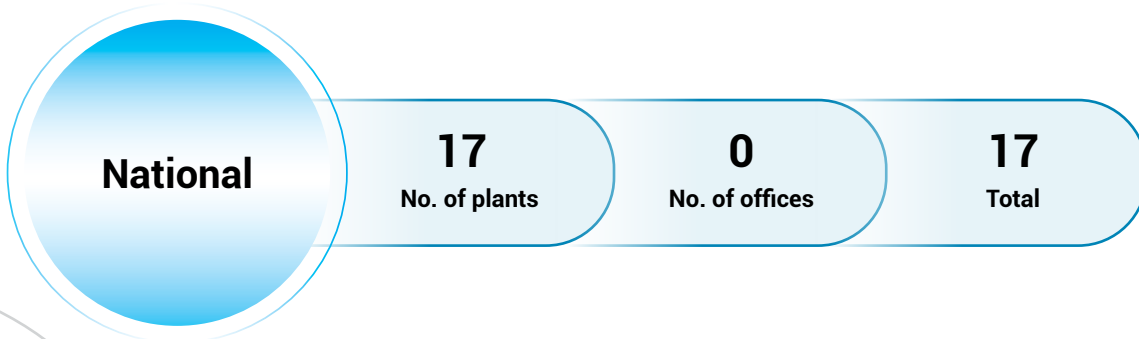
16 Details of business activities (accounting for 90% of the turnover):



17 Products/services sold by the entity (accounting for 90% of the entity's turnover):



18 No. of locations where plants and/or operations/offices of the entity are situated:



19 Markets served by the entity

a No. of Locations

7 (1 international and 6 national)

All states

National (No. of states)

27

International (No. of countries)

b What is the contribution of exports as a percentage of the total turnover of the entity?

28%

c A brief on types of customers

Sansera is an engineering-driven, integrated manufacturer of complex and critical precision-engineered components serving both automotive and non-automotive sectors. The Company manufactures a broad spectrum of these components for diverse applications across these industries. Sansera's global customer base includes Bajaj, Maruti Suzuki, Toyota, Royal Enfield, KTM, Daimler Group, VW Group, Volvo, BMW, Ferrari, Ducati, and General Motors, among others. The Company constantly works to expand its product portfolio in the following areas:

- Technology-agnostic applications within the automotive sector such as suspension, chassis, driveline, and braking systems, among others, catering to ICE and EV powertrain platforms.
- Non-automotive sectors, including aerospace, defence, agriculture, industrial automation, and stationary engines, among others.

IV EMPLOYEES

20 Details as at the end of financial year:

A Employees and workers (including differently abled):

S. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
	Permanent (A)	1,579	1,483	94	96	6.1
	Other than permanent (B)	5	4	80.0	1	20.0
	Total employees (A + B)	1,584	1,487	94	97	6.1
WORKERS						
	Permanent (C)	950	945	99.47%	5	0.53%
	Other than permanent (D)	7,785	7,318	94%	467	6.0%
	Total workers (C + D)	8,735	8,263	94.60%	472	5.4%

B Differently abled employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
	Permanent (E)	2	2	100%	0	0%
	Other than permanent (F)	0	0	0%	0	0%
	Total employees (E + F)	2	2	100%	0	0%
DIFFERENTLY ABLED WORKERS						
	Permanent (G)	6	6	100%	0	0%
	Other than permanent (H)	0	0	0%	0	0%
	Total employees (G + H)	6	6	100%	0	0%

21 PARTICIPATION/INCLUSION/REPRESENTATION OF WOMEN

	No. and percentage of females		
	Total (A)	No. (B)	% (B/A)
Board of Directors	6	1	16.67%
Key Management Personnel	5	0	0.00%

22 Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Category	FY (2024-25) (Turnover rate in current FY)			FY (2023-24) (Turnover rate in previous FY)			FY (2022-23) (Turnover rate in year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employees	18.80%	16.60%	17.70%	18.44%	24.07%	18.67%	23.6%	19.44%	23.46%
Permanent workers	1.78%	0%	1.78%	1.60%	0	1.60%	1.19%	0%	1.19%

23 Names of holding/subsidiary/associate companies/joint ventures

Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/subsidiary/associate/joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Fitwel Tools and Forgings Private Limited	Subsidiary	70	Yes
Sansera Engineering Pvt. Ltd. Mauritius	Subsidiary	100	No
Sansera Sweden AB	Subsidiary	100	Yes
MMRFIC Technology Private Limited	Associate	21.89%	No

VI CSR DETAILS

24 Yes

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

2,719

Turnover (in ₹ Cr)

2,758

Net worth (in ₹ Cr.)

VII TRANSPARENCY AND DISCLOSURES COMPLIANCES

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes https://sansera.in/general-policies/	0	0	-	0	0	-
Investors (other than shareholders)	Yes https://sansera.in/investor-policies	0	0	-	0	0	-
Shareholders	Yes https://sansera.in/investor-policies	0	0	-	15	0	0
Employees and workers	Yes (Link cannot be provided)	155	16	Grievances about shop floor conditions, welfare, safety	216	13	Grievances about shop floor conditions, welfare, and safety



Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Customers	Yes https://sansera.in/investor-policies	161	00	product quality-related complaints from customers	172	0	Product quality-related
Value chain partners	Yes https://sansera.in/investor-policies	0	0	-	0	0	-
Other (please specify) Govt Bodies		12	7	-	7	4	General notices, show cause notices, fines, interest, and damages

26 Overview of the entity's material responsible business conduct issues

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

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	GHG Emissions	Risk	Automotive parts manufacturing is a high-emission activity subject to scrutiny from key stakeholders including customers, investors, and governments. Customers may require commitments to lower greenhouse gas (GHG) emissions or set emission-related conditions for business dealings. Some investors focused on environmental, social, and governance (ESG) criteria may invest only in companies that achieve GHG reduction targets. Additionally, the government is working on implementing a cap-and-trade emissions trading scheme in India.	GHG emissions can be mitigated by: <ol style="list-style-type: none"> (1) conducting energy audits to identify areas for energy reduction and (2) increasing the sourcing of renewable energy. In the current financial year, a total of 60% of energy was sourced from renewable sources. 	Failure to mitigate GHG emissions could result in potential business loss, reduced interest from certain groups of investors, and higher costs to comply with regulatory requirements. Positive implications include savings from the transition to renewable energy. Our products may qualify for competitive premiums as 'Green products', which would be directly linked to sustainability-linked loans.

S. No. identified	Material issue	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Waste Management	Risk/ Opportunity	Improper handling of hazardous waste by waste management contractors presents risks to land, water bodies, and biodiversity. Adopting circular economy principles for waste recycling could provide Sansera with a valuable opportunity to minimise waste generation.	Ensuring that hazardous waste is handled and disposed of only by contractors authorised by the State Pollution Control Board. Circular economy initiatives include (1) recycling of discarded scrap steel and (2) achieving zero waste to landfill.	Negative financial implications may arise as capital expenditure for recycling discarded scrap steel. Additionally, financial costs could result from compensation due to improper handling of hazardous waste. Positive implications may include reduced compliance costs, lowered GHG emissions, and better alignment with the Sustainable Development Goals (SDG).
3	Energy management	Opportunity	Sansera's manufacturing process consumes a substantial amount of energy, and conserving energy not only improves our financial performance but also supports achieving our emissions reduction goals.	Identifying areas for energy reduction and implementing appropriate measures – all Sansera plants are certified under ISO 50001 (2018) for Energy Management Systems.	Negative financial impacts may arise from capital expenditures related to implementing energy reduction initiatives. Positive implications for the Company's business could stem from energy management efforts attracting customers who prioritise sustainable practices.
4	Product responsibility	Risk	The risk involves enhanced solutions that address new requirements, especially environmental and social aspects, technological advancements, upgrades, or current market demands.	Greater emphasis on the manufacturing of EV products.	Negative financial implications for the business could result from delays in innovation required by the evolving market landscape. Positive implications include gaining trust from customers and investors.



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Occupational health and safety	Risk	Occupational Health & Safety (OH&S) impacts both individuals and the local community and has the potential to disrupt operations. Risks to employees and workers include physical hazards, chemical exposure, vehicle movement, ergonomic strain, respiratory risks, and noise exposure. Fire hazards pose significant risks to employees, workers, and the neighbouring community.	Sansera has implemented multiple measures to mitigate occupational health and safety risks, including: <ol style="list-style-type: none"> Adoption of an organisation-wide Integrated Policy on Environment, Health, Safety, and Quality Management System. Conducting trainings and internal audits for all SOPs related to Operational Health and Safety. Maintenance of HIRA (Hazard Identification and Risk Assessment). Certification of all plants to ISO 45001. Periodic medical check-ups for all employees and workers. Monitoring of environmental parameters in accordance with PCB standards. 	Negative financial implications may result from productivity loss due to lost workforce hours or reputational damage in the event of community incidents. Positive implications include a reduction in such incidents.
6	Diversity, equity, inclusion	Opportunity	Diversity, Equity, and Inclusion (DEI) offer Sansera important opportunities to create a more inclusive and equitable workplace, enhance employee engagement, boost customer satisfaction, and develop a positive brand reputation.	Sansera is actively working to increase the number of female employees across various functions.	Positive financial impacts arise from having a more diverse workforce and ensuring regulatory compliance.
7	Sustainable supply chain	Risk	Failure to maintain sustainable practices across the supply chain, including responsible sourcing of raw materials, waste management, and adherence to environmental regulations can lead to reputational harm and possible legal repercussions. Ethical and social responsibility risks encompass concerns such as violations of labour rights, human rights abuses, child labour, and unsafe working conditions within supplier facilities.	Sansera has implemented several measures to mitigate supply chain risks, including: <ol style="list-style-type: none"> Adoption of responsible sourcing policies such as the Supplier Responsible Sourcing of Natural Raw Materials Policy, Sustainable Procurement Policy, Sansera Principles to Enhance Sustainability Performance in the Supply Chain, and the Sansera Policy on Conflict Minerals. Requiring suppliers to commit to these policies, with the exception of the Sansera Policy on Conflict Minerals. Conducting system and sustainability assessments prior to onboarding suppliers. 	Negative financial implications may result from damage to business reputation. Small suppliers might lack the resources to ensure compliance. Positive implications include reduced waste and energy costs, as well as assistance in maintaining regulatory compliance.

S. No. identified	Material issue	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Information security	Risk	<p>Risks emerge from potential cyberattacks such as ransomware, malware, and phishing attempts. These attacks could exploit vulnerabilities in networks or software to gain unauthorised access to the Company's sensitive data or disrupt critical systems.</p> <p>Data breaches may result from external attacks, insider threats, or insufficient security measures, causing unauthorised access, theft, or exposure of confidential information.</p>	<p>Sansera has deployed and implemented various technical tools and controls to mitigate Information Security risks, including but not limited to:</p> <ol style="list-style-type: none"> 1. End Point and Server Protection: CrowdStrike Falcon Complete (EDR) – provides protection against ransomware, and malware, among others. 2. Network Perimeter: UTP (Unified Threat Protection) safeguards against external threats and intruders. 3. Device Control – manages access to Bluetooth, external USB drives, card readers, and other peripheral devices. 4. Data Loss Prevention (DLP) – monitors and protects sensitive data from unauthorized sharing or leakage. 5. Multi-Factor Authentication (MFA) – enhances access security by requiring multiple verification methods. 6. Regular vulnerability assessments and penetration testing to identify and remediate potential security weaknesses. 7. Security Information and Event Management (SIEM) systems for real-time monitoring and incident response. 8. These measures collectively strengthen Sansera's information security posture and reduce the risk of cyber threats. 	<p>Negative financial implications may arise from the Company's brand reputation and include costs related to setting up AI tools and Security Operations Centers (SOC). Positive implications include increased investor confidence and avoidance of penalties from regulatory bodies.</p>



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Ethics & compliance	Risk	Business ethics cover a range of aspects, including corporate governance, employee behaviour, labour relations, customer relationships, and supply chain practices. Failure to maintain ethical standards in these areas can expose the organisation to multiple risks, such as legal, reputational, financial, and market-related risks. With the increasing emphasis on Environmental, Social, and Governance (ESG) principles, governance-related issues are attracting greater attention from potential investors and key customers.	To mitigate business ethics risks, various measures have been implemented, including the establishment of a Code of Conduct for the Board of Directors, Independent Directors, Senior Management, and Employees. Additionally, policies on anti-corruption, anti-bribery, and anti-money laundering are in place. A whistle-blower policy has also been implemented to encourage reporting of unethical behavior. These policies are supported by awareness training and grievance redressal systems.	Negative financial implications may include loss of customers or market share and financial losses arising from legal liabilities related to business ethics issues. Positive implications contribute to operational resilience.
10	Transparency & disclosure	Risk/ Opportunity	Risks related to transparency and disclosure arise from delays in communicating regulatory and stakeholder-focussed disclosures. Failure to disclose Sansera's financial and ESG information transparently could result in reputational damage and negative stakeholder perceptions. Opportunities exist in providing accurate, transparent, and timely disclosures. Increasing climate-related disclosures offers Sansera a chance to build trust and enhance its reputation among all stakeholders.	To address risks related to transparency and disclosure, Sansera has published the mandatory BRSR disclosures and is actively promoting ESG disclosures via its website and other channels with its stakeholders.	Both positive and negative financial impacts can result from the Company's brand reputation.

SECTION B

MANAGEMENT AND PROCESS DISCLOSURES

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

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1 Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Web Link of the Policies, if available	Sansera'ss policies on risk management, code of conduct, CSR, vigil mechanism and whistleblower, nomination and remuneration, POSH, EOHS, quality, energy and sustainable procurement are available at: https://sansera.in/investor-policies , https://sansera.in/general-policies , and https://sansera.in/nomination-remuneration#								
2 Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3 Do the enlisted policies extend to your value chain partners? (Yes/No)	No	Yes	Yes	Yes	Yes	No	No	No	No
4 Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	IATF 16949: 2016, OECD Guidelines for Multinational Enterprises, UNGC Guiding Principles on Business and Human Rights.	ISO 50001: 2018,	IATF 16949: 2016, ISO 14001, ISO 45001, ISO 50001:2018, ISO 14001				ISO 45001, ISO 14001, ISO 50001		

**5 Specific commitments, goals and targets set by the entity with defined timelines, if any.**

Sansera's goals include significant reductions in emissions and waste, greater adoption of renewable energy, improvements in product responsibility, assurance of occupational safety, advancement of diversity, equity, and inclusion, development of a sustainable supply chain, attainment of ISO 27001 certification at all plants, delivery of comprehensive ethics and compliance training, and deployment of an ESG data management system.

6 Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.

Sansera is actively advancing its sustainability objectives through a focussed and structured approach to sustainability across various fronts. Significant achievements include achieving 100% training on the code of conduct and policies under Ethics & Compliance. In Waste Management, Sansera has successfully eliminated 95% of waste to landfill, as the waste is being used as alternate fuel raw material for other industries such as cement, among others. Efforts in Occupational Safety and Health are focussed on implementing safety protocols to achieve a reduction in recordable injuries by 2030. Diversity, Equity & Inclusion initiatives are underway, with current progress showing more than 5.4% women in the workforce, towards a target of 10% by 2030. The Sustainable Supply Chain initiative has been completed for 65% of suppliers, with plans to cover 75% by 2027. Transparency & Disclosure efforts include ongoing implementation of an ESG data management system to enhance reporting and transparency across operations. Sansera has sourced 60% of its electricity from renewable sources such as Solar, Wind and GC Hybrid. Considering the electricity and fuel consumption such as diesel and natural gas, Sansera's Clean energy accounts to 48% and Intends to achieve 80% by 2030. These efforts underscore Sansera's commitment to sustainability and responsible business practices, aligning its operations with global ESG standards while continuously striving to meet and exceed its set targets.

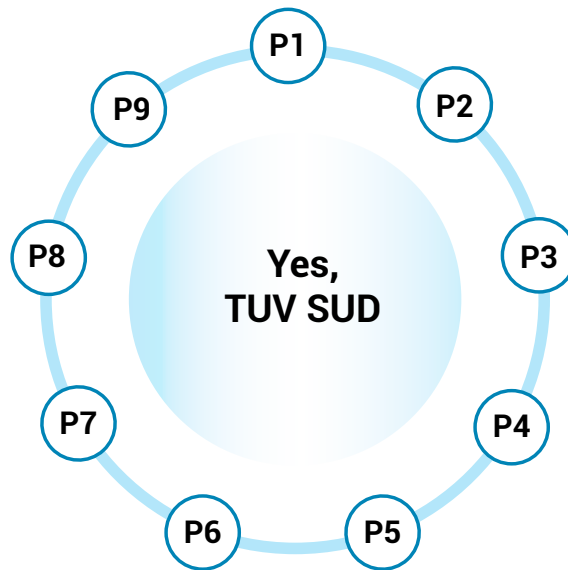
GOVERNANCE, LEADERSHIP AND OVERSIGHT

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	Sansera is committed to being a responsible corporate entity, aiming to make a positive impact on both society and the environment through its core business activities. The company has implemented a robust ESG policy that ensures compliance with local, Indian, and global regulations across all its operations. Dedicated ESG committees have been formed at both the Board and operational levels to design detailed roadmaps with specific targets for waste reduction, adoption of eco-friendly practices, emission reduction, and CSR initiatives. These efforts highlight Sansera's persistent commitment to sustainable growth, excellence in governance, and social responsibility, with the goal of surpassing industry standards and making meaningful contributions to the communities it operates in.								
8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: F.R Singhvi Address: Sansera Engineering Ltd, 143/A, Jigani Link Road, Bengaluru - 560 105 Email: fr@sansera.in DIN: 00233146								
9 Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The ESG Committee of the Board is responsible for making decisions on sustainability-related matters. Lakshminarayan M Non-Executive Independent Director DIN: 00064750 Revathy Ashok Non-Executive Independent Director DIN: 00057539 F. R. Singhvi Executive Director DIN: 00233146								

10 Details of review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director/Committee of the Board/Any other committee									Frequency (Annually/Half yearly/Quarterly/Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	An ESG governance structure was formalised in FY 2024-2025. Prior to this, the Risk Management Committee identified major risks across the businesses and functions, which were systematically addressed through ongoing mitigating actions.									Annual review								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Sansera complies with all statutory requirements relevant to its principles, and in cases of any non-compliance, the appropriate committee investigates and resolves the issues. The Company has implemented a statutory compliance monitoring tool called 'Ricago' to effectively track compliance. Regular audits and reviews are conducted to ensure continuous improvement and adherence to regulatory standards.																	

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



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

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Not Applicable



Corporate Overview



Statutory Reports



Financial Statements

SECTION C

PRINCIPLE WISE PERFORMANCE DISCLOSURE



PRINCIPLE: 1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

ESSENTIAL INDICATORS

1 Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	4	Enterprises Risk Management Programme, ESG Awareness & GHG reduction drive, Succession Planning, Business continuity	100
Key Managerial Personnel	4	Enterprises Risk Management Program, ESG Awareness & GHG reduction drive at Sansera, Succession Planning, Business continuity	100
Employees other than BoD and KMPs	1,012	Induction & on the job Training, Multi Skill Training, Technical Programs, Management Systems, Customer Specific Requirement Training (CSR) Upskilling, EHS Programs, Health Talks, ESG Awareness & GHG reduction drive at Sansera, HR Policies, Supervisory Development Program, Buddy Program, Coaching, Mentoring & Outbound Program,	96.7
Workers	1827	Induction & on the job Training, Multi Skill Training, Refresher Training, Technical Programs, Management Systems, Customer Specific Requirement Training (CSR) Upskilling, EHS Programs, Health Talks, ESG Awareness & GHG reduction drive at Sansera, HR Policies, Supervisory Development Program, Buddy Program, Coaching, Mentoring & Outbound Program,	92.1

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

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

Case details	Name of the regulatory/enforcement agencies/judicial institutions
Not Applicable	

4 Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company adopts a zero-tolerance stance towards bribery and corruption. The Company is committed to fair competition, a free market, and ethical business practices, rejecting any contracts involving illegal activities. Through its Anti-Bribery Policy, the Company upholds high standards of honesty and responsibility in all commercial dealings.

Training on this policy is delivered via various methods, including web-based tools, electronic platforms, group sessions, or one-on-one interactions, depending on need.

Additionally, the Company has established a Vigil Mechanism and Whistle-Blower Policy to support the reporting and investigation of anti-corruption and anti-bribery concerns.

The Code of Conduct for Directors and Senior Management is also provided to guide the leadership in maintaining integrity in their business dealings.

Anti-Bribery Policy

Code of Conduct for Directors and Senior Management

Vigil Mechanism and Whistle-Blower Policy

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

Category	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directors		
KMPs		
Employees		Nil
Workers		

**6 Details of complaints with regard to conflict of interest**

Category	FY 2024-25 (Current Financial Year)		FY 2023-24 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	No complaints were received	Nil	No complaints were received
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	No complaints were received	Nil	No complaints were received

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

As there have been no cases of corruption or conflict of interest that required intervention by regulators, law enforcement agencies, or judicial institutions, there are no specific corrective actions to report.

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

Category	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Number of days of accounts payables	56.33	54.40

9 Open-ness of business

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

Parameter	Metrics	FY 2024-25	FY 2023-24
		(Current Financial Year)	(Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	2%	1.95%
	b. Number of trading houses where purchases are made from	5	7
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	100	100
Concentration of Sales	a. Sales to dealers/distributors as % of total sales		
	b. Number of dealers/distributors to whom sales are made		0
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors		
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	6%	6%
	b. Sales (Sales to related parties/Total Sales)	0%	0%
	c. Loans & advances (Loans & advances given to related parties /Total loans & advances)	0%	0%
	d. Investments (Investments in related parties/ Total Investments made)	99%	85%



LEADERSHIP INDICATORS

1 Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics/principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
30	EHS Awareness, Industrial Behaviour, ESG Awareness, Driving Etiquettes, Good Housekeeping Practices, Fire Safety Training, First Aid Training, Hazardous Waste Handling, Technical Trainings, and Training on Customer-Specific Requirements.	48%- %age value chain partners

2 Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes, the Directors, Key Managerial Personnel, and Senior Management are expected to exercise professional judgement in their respective roles. They are obligated to disclose any relationships or associations that could potentially lead to a conflict of interest. Additionally, they must avoid involvement in business activities where their relatives may have significant influence. It is their responsibility to safeguard the Company's assets and ensure these are used solely for authorised business purposes. They are also required to maintain the confidentiality of unpublished price-sensitive information and must not seek personal benefits or assist others to do so. These guidelines are outlined in the Code of Conduct to prevent conflict of interest at the Board level.

Conflict of interest is also addressed in the Business Ethics Policy.

Sansera Business Ethics, Working Condition and Human Rights Policy Guideline to Enhance Sustainability

Code of Conduct for Directors and Senior Management



PRINCIPLE: 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

- 1 Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Category	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)	Details of improvements in environmental and social impacts
R&D	0	0	-
CapEx	1.01	1.27	Sansera is committed to green energy utilisation and clean development mechanisms. In its new plant, solar panels have been installed, and green building certification has been achieved. During the fiscal year, the Company purchased 7.6 crore units of green energy and invested in energy conservation projects.

- 2 Does the entity have procedures in place for sustainable sourcing? (Yes/No) ▶ Yes, a Supplier Quality Assurance manual is available.
- If yes, what percentage of inputs were sourced sustainably? ▶ **65%**
With Sustainability commitment obtained from suppliers

- 3 Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for:

**Plastics
(including packaging)**

- Reuse: Packing bins, trays, and covers are returned by customers and suppliers for reuse.
- Disposal & Recycle: Discarded plastic bins, cans, packing covers and used barrels are sent to EPR-authorized vendors for recycling.

E-waste

Disposal & Recycle: Materials are sent to authorised vendors for recycling.

Hazardous waste

Disposal: Waste is disposed of through authorised vendors for incineration.
Used Oils: Sent to authorised vendors for recycling.

Other waste

Disposal & Recycle: Sent to authorised vendors for recycling.
Examples: paper, corrugated boxes, boring scrap, garden waste, food waste (sent to piggeries/animal farms).

- 4 Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes, EPR is applicable to the entity's activities. The plastic waste generated is sent to a third-party recycler and necessary checks are carried out to ensure the recycler is EPR certified. Certain applicable plants have obtained EPR compliance, and their waste collection plans are aligned with EPR requirements. Procurement is conducted through EPR-registered vendors.

LEADERSHIP INDICATORS

- 1 Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

S. No.	NIC Code	Name of Product/Service	% of total Turnover contribute	Boundary for which the Life Cycle Perspective/Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No). If yes, provide the web-link.
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Sansera has not conducted a Life Cycle Assessment (LCA) to date.

- 2 If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product/Service	Description of the risk/concern	Action Taken
	Not applicable	

- 3 Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry)**

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25 (Current Financial Year)	FY 2023-25 (Previous Financial Year)
	There was no recycled/reused material used for production.	NIL

- 4 Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Reused	Recycled	Safely Disposed	Reused	Recycled	Safely Disposed
Plastics (including packaging)	0.00	73.98	0.00	0.00	66.78	0.0
E-waste	0.00	4.66	0.00	0.00	7.23	0.0
Hazardous waste	0.00	343.00	1,558.00	0.00	321.00	1,238
Other waste	0.00	31,491.00	0.00	0.00	28,445.32	1.42



PRINCIPLE: 3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS.

ESSENTIAL INDICATORS

1 a Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
	Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)	
Permanent Employees											
Male	1,483	1,483	100%	1,483	100%	0	0%	0	0%	0	0%
Female	96	96	100%	96	100%	96	100%	0	0%	0	0%
Total	1,579	1,579	100%	1,579	100%	96	100%	0	0%	0	0%
Other than Permanent Employees											
Male	4	4	100%	4	100%	0	0%	0	0%	0	0%
Female	1	1	100%	1	100%	1	100%	0	0%	0	0%
Total	5	5	100%	5	100%	1	100%	0	0%	0	0%

1 b Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
	Number (B)	% (B/A)	Number (C)	% (C/A)	Number (F)	% (F/A)	Number (E)	% (E/A)	Number (F)	% (F/A)	
Permanent Workers											
Male	945	945	100%	945	100%	0	0%	0	0%	0	0%
Female	5	5	100%	5	100%	5	100%	0	0%	0	0%
Total	950	950	100%	950	100%	5	100%	0	0%	0	0%
Other than Permanent Workers											
Male	7,318	7,318	100%	7,318	100%	0	0%	0	0%	0	0%
Female	467	467	100%	467	100%	467	100%	0	0%	0	0%
Total	7,785	7,785	100%	7,785	100%	467	100%	0	0%	0	0%

1 c Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the company	176.97 Million INR	116.63 Million INR
ii Total revenue of the company	27,186.85 million INR	25481.95 Million INR
iii Cost incurred on wellbeing measures as a % of total revenue of the company	0.7%	0.5%

2 Details of retirement benefits, for Current and Previous FY

Benefits	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total worker	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	100%	100%	Y	100%	100%	Y
Others - please specify	-	-	-	-	-	-

3 Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company has implemented facilities to ensure accessibility within its premises and offices for differently abled employees and workers. For instance, meeting rooms are allocated on the ground floor for ease of access, dedicated vehicle parking spaces are provided, and wheelchair ramps are installed. Additionally, the design of the Company's new plant building has specifically considered the needs of differently abled employees.

4 Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Sansera ensures equal employment opportunity without any discrimination based on age, colour, disability, marital status, nationality, race, religion, sex, or sexual orientation. The Company has a Non-Discrimination Policy in place that addresses all these aspects.

5 Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6 Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief

Category	Yes/No (If yes, then give details of the mechanism in brief)
Permanent workers Other than permanent workers	Yes, the Company has a grievance redressal policy in place to receive and address grievances.
Permanent employees Other than permanent employees	<p>If an employee or worker encounters any difficulty that affects their performance, they may report the issue and seek redressal through the following process:</p> <ol style="list-style-type: none"> 1. The employee/worker is expected to first inform or discuss the issue with their immediate Supervisor. 2. If the Supervisor is unable to resolve the grievance within a week, the aggrieved employee may submit the grievance in writing to the Department Head and the HR department. 3. If the grievance remains unresolved by the Department Head and HR, the employee is permitted to escalate the matter to the Management through HR. 4. Grievances received through the Union Committee are discussed periodically. 5. Grievances related to women employees are addressed separately, documented, and resolved appropriately.

7 Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees						
Male	-	-	-	1,362	0	0%
Female	-	-	-	65	0	0%
Total Permanent Workers						
Male	945	815	86%	945	802	85%
Female	5	5	100%	5	5	100%

8 Details of training given to employees and workers:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	1,602	1,422	89%	1,455	90.8	1,366	1,137	83%	1,255	92%
Female	106	100	94%	99	93.4	65	65	100%	65	100%
Total	1,708	1,522	89%	1,554	90.9	1,431	1,202	84%	1,320	92%
Workers										
Male	8,644	7,743	89%	7,228	86.4	8,507	8,068	95%	7,815	92%
Female	651	650	99.8	621	95.4	217	217	100%	217	100%
Total	9,295	8,393	90.3	7,849	84.4	8,724	8,285	95%	8,032	92%

9 Details of performance and career development reviews of employees and worker:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	1,487	1,487	100%	1,362	1,366	100%
Female	97	97	100%	65	65	100%
Total	1,584	1,584	100%	1,431	1,431	100%
Workers						
Male	8,263	6,295	76%	8,507	6,359	75%
Female	472	224	47%	217	94	43%
Total	8,735	6,519	75%	8,724	6,453	74%

10 Health and safety management system:

a Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, the Health and Safety Management System covers activities across most of the Company's manufacturing locations, offices, research laboratories, and supply chain partners, ensuring the protection of the environment and the health and safety of employees, contractors, visitors, and relevant stakeholders. ISO 45001 (TUV NORD) certification covers 14 out of 17 plants.

b What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has implemented a Hazard Identification and Risk Assessment (HIRA) system to identify workplace hazards, conduct risk assessments, and implement appropriate controls to mitigate and manage risks.

Sansera identifies potential workplace incidents through a structured hazard identification process, followed by an assessment of the likelihood to estimate their frequency or probability. Based on this assessment, measures are implemented to either prevent these incidents by reducing their likelihood or to control them in order to limit their impact and duration, thereby minimising adverse effects or consequences.

Additionally, the Company has developed an Emergency Preparedness Plan and established Operation Control Procedures (OCP)/Standards to reduce work-related hazards. Sansera ensures that HIRA is conducted for all activities and products, with studies carried out annually or as needed. These practices are aligned with ISO 45001 guidelines.

c Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, multiple methods have been implemented to report work-related hazards in compliance with ISO 45001, including safety patrols, risk assessments, and near-miss reporting, among others.

Work-related hazards are documented using designated formats and reported to the Plant EHS Officer, who then escalates the information to the Plant Head and the Maintenance Team.

If corrective measures are required, they are identified and implemented by the Plant EHS and Maintenance Team. To further mitigate work-related hazards, Sansera conducts emergency mock drills and awareness sessions to prepare employees and workers.

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

Yes, employees and workers of the entity have access to non-occupational medical and healthcare services. These services cover areas such as road accidents, medical insurance for employees, and the provision of Company ambulance facilities in case of emergencies, extended to employees' families as well.

To ensure the overall well-being of its employees and workers, the Company provides health insurance, term insurance, accident insurance, regular health check-ups, and conducts workshops focused on mental well-being.

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

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
		(Current Financial Year)	(Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.04	0.16
Total recordable work-related injuries	Employees	0	0
	Workers	1	4
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

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

The Company has been certified as a 'Great Place to Work' for three consecutive years. Along with this prestigious certification, the Company has implemented several measures to ensure a safe and healthy workplace, including:

1. Provision of appropriate safety gear for workers and health monitoring through periodic checkups.
2. Strict adherence to safety protocols on the shop floor.
3. Safety reviews and the implementation of learning mechanisms to foster a culture of peer sharing of best practices, especially in areas such as fire safety, NC machine handling, and chemical safety.
4. Monthly scenario-based mock drills; quarterly safety committee meetings; toolbox talks by the EHS team with vendors; daily Gemba walks; implementation of lockout/tagout (LOTO) procedures; training programs; and monthly health and safety audits.
5. Plant 11 and Plant 9 are IGBC Certified (Platinum).

The Company is certified as a Great Place to Work for three consecutive years. In addition to this leading certification, the Company has taken multiple measures to ensure a safe and healthy workplace, and a few of them are mentioned below:

1. Provision of appropriate safety gear for workers and monitoring of health through periodic checkups.
2. Strict adherence to safety protocols while on the shop floor.
3. Safety reviews and implementation of learning mechanisms to build a culture of peer sharing of best practices especially in areas of fire safety, NC machines handling, chemical safety, etc.
4. Mock drills are conducted on a scenario basis every month; safety committee meetings are held quarterly. The EHS team conducts toolbox talks with vendors, and there are daily Gemba walks. Additionally, lockout/tagout (LOTO) procedures are implemented, training programs are organized, and health and safety audits are performed monthly.
5. Plant 11 and Plant 9 are IGBC Certified (Platinum)

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

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	107	10	-	156	10	-
Health & Safety	48	0	-	60	03	-

14 Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health & Safety Practices	EOHS internal system audit - 100% An external third-party audit was conducted by M/s. TUV NORD - 100%
Working Conditions	EOHS internal system audit - 100% An external third-party audit was conducted by M/s. TUV NORD - 100%

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

Sansera adopts a structured and systematic safety management approach, encompassing key steps such as incident management, investigation and root cause analysis, risk assessment and mitigation, training and awareness, enhancement of safety policies, monitoring and review, communication and reporting, and regulatory compliance. As part of these efforts, several measures have been implemented, including the installation of electrical insulating rubber mats, fire hydrant systems, fire extinguishers, public address systems, fire alarm panels, and directional signage. Additionally, CCTV systems, electric leakage circuit breakers, safety toolbox talks and awareness programs, Health & Safety Skill Olympiads, training sessions, mock drills, health and safety advisories, as well as safety guards and stop sensors for rotary machine parts have been introduced.

LEADERSHIP INDICATORS

1 Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, Sansera covers Group Term Life Insurance, Employee Deposit Linked Insurance (EDLI) and GPA for permanent employees and EDLI for temporary workmen.

2 Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners

The Company ensures remittance of all statutory dues on time. Additionally, Sansera verifies periodically monthly for contract employees.

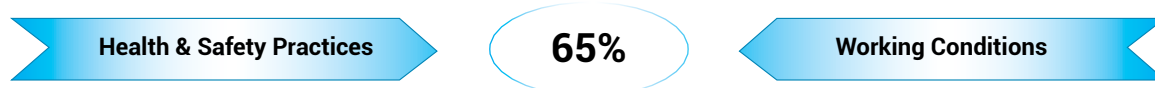
3 Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Category	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Employees	0	0	0	0
Workers	0	0	0	0

4 Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes, the Company extends the tenure of certain employees beyond retirement on a case-by-case basis.

5 Details on assessment of value chain partners:



6 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

After the sustainability assessment of value chain suppliers, a timeline and target are issued to enable corrective actions and close identified gaps. A follow-up audit is conducted to ensure compliance with Sansera's requirements. Previously, GHG emissions data was not captured; however, it is now actively monitored and submitted to customers as needed. Initially, carbon reduction goals were not included in the EHS objectives, but these goals are now clearly defined. Treated effluent was not considered in environmental aspects and hazard identification but has since been incorporated into the assessment of aspects, impacts, hazards, risks, control measures, opportunities, and impact magnitude. A grievance mechanism was previously unaddressed but is now in place and managed by human resources and the management team. Based on recommendations, smoke detectors have been installed in the goods storage area. Additionally, first aid cases are now analyzed to better understand their root causes.



PRINCIPLE: 4

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1 Describe the processes for identifying key stakeholder groups of the entity.

Key stakeholders are identified based on the extent to which these groups have a direct impact on the Company's operations or how significantly SEL's business decisions and outcomes affect them. The Company has recognised employees, customers, investors, vendors, contractors, collaborators/technical partners, the local community, and government/regulators as its key stakeholders.

2 List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Employees	No	Employee Communication through - goal setting and performance appraisal meetings, email, SMS, WhatsApp groups, websites, publications, newsletters, display notices of policies at various locations, covered in training plan, Sansera intranet (IMS,ESS-employee self-service software) whereby employees can access policies, social media such as LinkedIn, Townhall meetings (monthly plant wise), Sunrise meeting, DWM - Daily work Management, Safety committee meetings, POSH meetings, Grievance Committee meetings, canteen committee meetings.	Periodically	Long-term strategic plans, training and awareness programmes, health, safety, and engagement initiatives. Promote employee volunteerism and increase safety awareness. Provide awareness on regulatory updates.



S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
2	Investors	No	Seminars, conferences, official communication channels, regulatory audits/inspections, environmental compliance, policy intervention, websites, government portals, sheel legal software for communication, Ricago software- legal and regulatory updates, compliance escalation software periodically updated, Updates from forums such as Chamber of Commerce - highlights on legal requirements, HR community groups.	Annually, Periodically, quarterly	Investors prefer to invest in organisations that demonstrate social and environmental responsibility.
3	Customers	No	Website, publications, mass media & digital communications, plant visits, conferences, customer surveys, social media, and events	Periodically	Product quality and availability.
4	Suppliers & service providers	No	Plant visits, Supplier audits, professional networks, Workshops & trainings, Supplier performance monitoring (monthly),	Periodically	Quality, timely delivery and payments, ISO and OSHA standards followed by the supply chain.
5	Government and Regulatory Bodies	No	Seminars/conferences, official communication channels, regulatory audits/inspections, website, government portals and notices.	Periodically	Guiding in terms of understanding government schemes in the same area (if any) for increased effectiveness. Resolution of compliance-related queries, if any.
	Communities	Yes	Meets (of community/local authority and town council/ committee/location head/SWOT council), community visits and projects, partnership with local charities, volunteerism, seminars/ conferences.	Periodically	Please refer to the following link for information about the Company's community engagements: https://sansera.in/sansera-foundation
7	Bankers	No	Annual reports, press releases, earnings call, investor meets, one-on-one calls and meetings, investor conferences.	Periodically, need- based	Financing-related investment.

LEADERSHIP INDICATORS

1 Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Sansera has established a Board-level ESG committee. This committee is responsible for keeping the Board updated on changes as they happen and seeking feedback from the Directors. Functional heads and teams maintain regular interactions with key stakeholders, including customers and value chain partners, and subsequently keep the ESG committee informed of important developments.

2 Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity

Yes, Sansera regularly engages and collaborates with its key stakeholders, enabling progress on ESG topics and the sharing of updates. The Company also conducts periodic evaluations to revise policies in accordance with regulations and stakeholder feedback. Mechanisms for capturing feedback such as safety committee meetings, grievance committee meetings, canteen committee meetings, and POSH committee meetings, are in place to facilitate discussions on key ESG issues.

3 Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Sansera carries out its Corporate Social Responsibility (CSR) initiatives through the Sansera Foundation, which leads a range of projects focused on education, healthcare, environmental sustainability, and community development to create long-term positive impacts.

<https://sansera.in/sansera-foundation>



PRINCIPLE: 5

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1 Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	1,643	1,174	72%	1,427	1,269	89%
Other than permanent	73	73	100%	4	4	100%
Total	1,716	1,247	73%	1,431	1,273	89%
Workers						
Permanent	1,369	1,271	93%	950	950	100%
Other than permanent	8,168	7,009	86%	7,774	7,540	97%
Total	9,537	8,280	87%	8,724	8,490	97%

2 Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25 (Current financial year)					FY 2023-24 (Previous financial year)				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	1,579	0	0%	1,579	100%	1427	0	0%	1,427	100%
Male	1,483	0	0%	1,483	100%	1362	0	0%	1,362	100%
Female	96	0	0%	96	100%	65	0	0%	65	100%
Other than permanent	5	0	0%	5	100%	4	0	0%	4	100%
Male	4	0	0%	4	100%	4	0	0%	4	100%
Female	1	0	0%	1	100%	0	0	0%	0	0%
Workers										
Permanent	950	0	0%	950	100%	950	0	0%	950	100%
Male	945	0	0%	945	100%	945	0	0%	945	100%
Female	5	0	0%	5	100%	5	0	0%	5	100%
Other than permanent	7,785	0	0%	7,785	100%	8,724	0	0%	8,724	100%
Male	7,318	0	0%	7,318	100%	8,507	0	0%	8,507	100%
Female	467	0	0%	467	100%	217	0	0%	217	100%

3 a Details of remuneration/salary/wages, in the following format:

Category	Male		Female	
	Number	Median remuneration/salary/wages of respective category (INR in million)	Number	Median remuneration/salary/wages of respective category (INR)
Board of Directors (BoD)	5	25.33	1	4.28
Key Managerial Personnel	5	28.55	-	-
Employees other than BoD and KMP	1,487	0.59	97	0.41
Workers	8,263	0.24	472	0.22

3 b Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Gross wages paid to females	59.585 Million INR	69.286 Million INR
Total wages	2604.7 Million INR	3316.0 Million INR
Gross wages paid to females as % of total wages	2.3%	2.1%

4 Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/ No)

Yes, grievance handling committee.

5 Describe the internal mechanisms in place to redress grievances related to human rights issues.

If an employee experiences any difficulty that affects their performance, they can report it and seek redressal. The aggrieved employee may submit the grievance in writing to the Department Head and HR department. If the supervisor fails to resolve the grievance within a week from the date of submission or if the employee is not satisfied with the supervisor's decision, the employee can escalate the matter to Management through the HR department, but only if the grievance remains unresolved by the Department Head and HR. Management reviews the grievances and communicates their decisions to the aggrieved employee within five working days.

Grievances received through the Union Committee are periodically discussed as needed, with both the Management team and Union team present.

6 Number of complaints on the following made by employees and workers:

Category	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment						
Discrimination at workplace						
Child labour						
Forced labour/ Involuntary labour						
Wages						
Other human rights related issues						



7 Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees/workers		
Complaints on POSH upheld		

8 Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company maintains a policy prohibiting any form of discrimination based on race, sex, nationality, religion, age, disability, sexual orientation, medical condition, or language, as protected by law. Additionally, the Company has implemented a Prevention of Sexual Harassment (POSH) Policy and established Internal Committees (IC) at each location to address workplace sexual harassment issues. The investigation process guarantees strict confidentiality for the matter, the complainant, and witnesses. If the complainant feels targeted, they may inform the Internal Committees to take necessary actions to ensure their safety.

9 Do human rights requirements form part of your business agreements and contracts? (Yes/ No)

Yes

10 Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	

11 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

No issues requiring corrective action were identified during the assessments.



LEADERSHIP INDICATORS

1 Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

The Company strives to raise awareness among employees and workers on human rights through its training programmes. Since there were no grievances related to human rights, no business processes were modified or introduced.

2 Details of the scope and coverage of any Human rights due-diligence conducted

Sustainability audits are conducted by customers. The Responsible Business Alliance, conducted by OEMs, covers a wide range of topics, including human rights, child labour, forced labour, working hours, overtime control, health and safety, freedom of movement, and wages.

3 Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

For visitors with disabilities, Sansera has a visitor’s office on the ground floor in certain premises.

4 Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Child labour	65%
Forced/involuntary labour	65%
Sexual harassment	65%
Discrimination at workplace	65%
Wages	65%
Others – please specify	65%

5 Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

No concerns requiring corrective action were raised during the assessments.



PRINCIPLE: 6

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT.

ESSENTIAL INDICATORS

1 Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Total electricity consumption (A) (in GJ)	2,72,744	2,39,428
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C) (in GJ)	2,72,744	2,39,428
Total electricity consumption (D) (in GJ)	2,00,969	2,01,265
Total fuel consumption (E) (in GJ)	87,904.71	80,186
Energy consumption through other sources (F) (in GJ)	0	0
Total energy consumed from non-renewable sources (D+E+F) (in GJ)	2,88,874	2,81,451
Total energy consumed (A+B+C+D+E+F) (in GJ)	5,61,617.43	5,20,878
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations) (in GJ/ ₹ Mn)	20.66	20.44
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP) (in GJ/ ₹ Mn adjusted for PPP)	462.68	457.91
Energy intensity in terms of physical output (in GJ/ unit of product)	0.00426	0.00462
Energy intensity (optional) – the relevant metric may be selected by the entity		-
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.		Yes, TUV SUD

Note: (1) The total fuel consumption value for the year **2023-24 has changed due to the revised **PNG conversion factor** and the inclusion of mobile consumption data under **contract services** (Scope 3 emissions). Consequently, the Energy Intensity has been adjusted accordingly.

- 2 Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not applicable to Sansera, as the Company is not classified as a designated consumer.

- 3 Provide details of the following disclosures related to water, in the following format:**

S. No.	Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Water withdrawal by source (in kilolitres)			
i	Surface water	0	0
ii	Groundwater	56,366.62	72,267
iii	Third party water	1,16,535.54	88,815
iv	Seawater/desalinated water	0	0
v	Other	43,696.84	37,460
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)		2,16,599	1,98,543
Total volume of water consumption (in kilolitres)		1,99,414	1,94,318
Water intensity per rupee of turnover (Water consumed/revenue from operations) (in KL/ ₹ Mn)		7.33	7.62
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/Revenue from operations adjusted for PPP) (in KL/ ₹ Mn adjusted for PPP)		149.98	170.829
Water intensity in terms of physical Output (in kL/ unit of product)		0.00151	0.00167
Water intensity (optional) – the relevant metric may be selected by the entity		-	-
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.		Yes, limited assurance has been carried out by external agency (TUV SUD).	

**4 Provide the following details related to water discharged:**

Parameter		FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Water discharge by destination and level of treatment (in kilolitres)			
To surface water	No treatment	0	0
	With treatment – please specify level of treatment	0	0
To groundwater	No treatment	0	0
	With treatment – please specify level of treatment	0	0
To seawater	No treatment	0	0
	With treatment – please specify level of treatment	0	0
Sent to third parties	No treatment	0	0
	With treatment – please specify level of treatment	0	0
Others	No treatment	0	0
	With treatment – please specify level of treatment	0	0
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.		Y	Yes, Madhav Associates

5 Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation

The Company operates treatment plants that enable the reuse of treated water for gardening at most of its facilities. Both Effluent Treatment Plants (ETPs) and Sewage Treatment Plants (STPs) are in place. Out of the 18 plants, 4 are equipped with both ETP and STP, while 15 plants have STP. Additionally, two non-manufacturing plants use a soak pit and septic tank system. The treated water from all these systems is repurposed for gardening. Specifically, Plant 4 in Manesar and Plant 6 in Rudrapur have wastewater treatment systems, with the treated water being sent to the Common Effluent Treatment Plant (CETP).

6 Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
NOx	mg/Nm3	40.82	17.50
SOx	mg/Nm3	22.1	9.30
Particulate Matter (PM)	mg/Nm3	46.0	57.10
Persistent organic pollutants (POP)		BDL	BDL
Volatile organic compounds (VOC)		BDL	BDL
Hazardous air pollutants (HAP)			Sansera conducts third-party lab testing for each air emission parameter, including NOx and Sox, on a quarterly basis at all its locations to ensure that the values remain within permissible limits. This testing is carried out in addition to the Company's internal monitoring systems. The Company also submits these reports to the concerned authorities and the pollution control board.
Others – please specify			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes,

Madhav Associates - Approved by MoEF MITCON Consultancy & Engineering Services Ltd.,Pune – MoEF-approved lab

Universal Analysis Lab - NABL Accredited (TC5023), Haryana

Win Met Technologies Private Limited, UP – MoEF-approved lab

7 Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	CO ₂ in MT	7,632.71	6,697.86
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	CO ₂ in MT	40,584.61	39,693.85
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	TCO ₂ e/Mn	1.77	1.82



Parameter	Unit	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	TCO ₂ e/Mn adjusted Wfor PPP	39.72	40.78
Total Scope 1 and Scope 2 emission intensity in terms of physical output	TCO ₂ e/unit of product	0.00037	0.00039
Total Scope 1 and Scope 2 emission intensity (optional) – per ton of production	CO ₂ in MT/tonne of production	-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, limited assurance has been conducted by an external agency, TUV SUD.

****Note:** Scope 1 for the year 2023-24 changed due to

- 1) Re-consideration of conversion factor for PNG as it was earlier considered in SCM
- 2) Previously Lubricant was considered in Scope 1. However, it is considered under scope 3 emission Inventory.
- 3) Contract services for mobile consumption were considered previously. This changes as the Inventory will fall under scope 3 emissions.
- 4) As the Scope 1 changes, the emission Intensity for 23-24 also changes accordingly.

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	3548.33	3883.87
Total Scope 3 emissions per rupee of turnover	Tonnes of CO ₂ e per rupee of turnover	0.13	0.15

Note: Scope 3 emissions are considered for three categories such as **Employee commuting, Business travel and Waste generated from Operations**. Sansera is working on further applicable categories. Over 90% of the waste generated from operations are recycled such as steel scrap, boring scrap, aluminium scrap etc.

8 Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Yes, Sansera has undertaken various projects aimed at reducing greenhouse gas emissions:

- Introduced Fluke machines to detect leakages in compressors.
- Installed 1,200 kW solar rooftop capacity across four plants.
- Achieved year-on-year reduction in Specific Energy Consumption (SEC) as part of the Energy Management System (EnMS) journey.
- Installed an additional 400 kWp solar rooftop system at Plant 5.
- Procured wind and solar energy covering 60% of total consumption across all plants (90% in Karnataka plants).
- Implemented auto power cutoff systems for machinery and equipment during idle periods.
- Introduced hydraulic intermittent power packs to reduce power consumption.
- Saved over 90,000 kWh using OMETA oil-based washing machines.
- Replaced electric heaters with heat pumps in washing machines.

- Replaced traditional air conditioners with inverter Acs.
- Procured IE3 and IE4 motors with 93% to 95% energy efficiency.
- Replaced electric heaters with waste heat recovery using compressors in washing machines.
- Used aluminium transient pipes for compressed air distribution to reduce pressure loss.
- Procured energy-efficient air screw compressors.
- Integrated energy efficiency into the design of inbuilt SPM machines.
- Optimised pumps and motors in Sansera deep hole drilling machines for lower power consumption.
- Converted all plants from LPG to PNG.
- Adopted photosensors for lighting systems.

9 Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Total waste generated (in metric tonnes)		
Plastic waste (A)	73.98	66.8
E-waste (B)	4.66	7.24
Bio-medical waste (C)	0.10	0.06
Construction and demolition waste (D)	9.48	60.5
Battery waste (E)	6.48	36.26
Radioactive waste (F)	0.0	0
Other hazardous waste. Please specify, if any. (G)	1,901.03	1,837.94
Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	31,045.19	27,925
Total (A+B + C + D + E + F + G + H)	33,031.92	29,933.6
Waste intensity per rupee of Turnover (Total waste generated/ Revenue from operations)	1.21	1.17
Waste intensity per rupee of turnover adjusted Purchasing for Power Parity (PPP) (Total Revenue waste from generated/ operations adjusted for PPP)	27.21	26.32
Waste intensity in terms of physical output	0.000251	0.000257
Waste intensity (optional) – the relevant metric may be selected by the entity		-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
i Recycled	31,491	28,445.32
ii Reused	0.0	0.0
iii Other recovery operations	977.37	973
Total	32,477	29,418.32



Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
i. Incineration	563	510.87
ii. Landfill	0.27	0.83
iii. Other disposal methods	0.0	0.00
Total	563.27	511.7

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, limited assurance was conducted by TUV SUD.

****Note:** Recycled waste in 2023-24 changed due to differences in calculation.

10 Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes. Sansera has established the following waste management practices:

1. Segregation of all waste at the source using colour-coded bins.
2. Separate storage areas for both hazardous and non-hazardous waste, with hazardous waste stored using 3C method (covered, concrete, container) and non-hazardous waste also stored following the 3C method.
3. Maintenance of quantity registers for waste generation and disposal (Forms 3, 8 and 10).
4. A Monitoring & Measurement Plan that includes initiatives like the recollection of cotton waste and used oil through centrifugal pumps, as well as the reuse of plastic bins and cans.
5. Compliance with waste management procedures outlined in the Environment Occupational Health and Safety Procedure (Procedures 20 ,23A and 24).

11 If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

S. no.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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Sansera does not have any plants located near ecologically sensitive areas, including national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests and coastal regulation zones.

12 Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year.

S. no.	Name and brief details of project	EIA notification no.	Date	Whether conducted by independent external agency	Results communicated in public domain (Yes/No)	Relevant web link
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Not Applicable

13 Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, Sansera complies with all applicable environmental laws.

S. no.	Specify the law/regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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Not Applicable

LEADERSHIP INDICATORS

1 Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility/plant located in areas of water stress, provide the following information:

(i) Name of the area

Sansera neither withdraws, consumes, nor discharges water in areas experiencing water stress.

(ii) Nature of operations

Sansera neither withdraws, consumes, nor discharges water in areas experiencing water stress.

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Water withdrawal by source (in kilolitres)		
To surface water		
To groundwater		
To seawater		
Sent to third parties		
Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed/turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		0
To surface water	No treatment	
	With treatment – please specify level of treatment	
To groundwater	No treatment	
	With treatment – please specify level of treatment	
To seawater	No treatment	
	With treatment – please specify level of treatment	
Sent to third-parties	No treatment	
	With treatment – please specify level of treatment	
Others	No treatment	
	With treatment – please specify level of treatment	
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? **(Y/N)** If yes, name of the external agency.

No

3 With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities. Sansera does not have any plants located near ecologically sensitive areas such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests and coastal regulation zones, among others. The Company's facilities are situated in industrial areas or estates, resulting in minimal impact on biodiversity.



- 4 If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Efficient preventive maintenance measures for DG and furnaces	Periodical maintenance is conducted to prevent unexpected breakdowns.	Increased efficiency
2	STP and ETP	STP - Wastewater is treated and reused for gardening. ETP - Effluents are treated and sent to an authorised agency, with the treated water also used for gardening.	Reduced water consumption
3	Solar and wind energy usage	Solar and wind power are used for utility power consumption.	CO ₂ emission reduced (Scope 2)
4	Eco-friendly coolant used to reduce load on the ETPs	An eco-friendly coolant is used to extend the life and reduce the operating costs of the ETP.	Decreased natural resource consumption

5 Does the entity have a business continuity and disaster management plan?

The Company has established a comprehensive enterprise risk management framework and processes, focussing on the proactive identification and mitigation of risks to minimise their potential impact. The Company allocates adequate resources and management attention to ensure the resilience of its business continuity management systems. Internal systems and capabilities are continually improved, incorporating redundancies to enhance operational reliability. The organisation follows BCMS and Disaster Management Plans aligned with the guidelines of the National Disaster Management Authority, ensuring preparedness to effectively manage such situations. Strict compliance is maintained with relevant laws, regulations, and international standards, including ISO 22301, across all operational areas. The Company prioritises policy communication, stakeholder training, and regular testing to ensure organisational readiness, with periodic reviews for continuous improvement. Additionally, a public addressing system is planned for implementation at Plant 12 in 2025.

6 Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Sansera conducts systemic assessments prior to onboarding any supplier. If a supplier is identified as high risk (with significant environmental impact), they are not onboarded. Through this process, the Company aims to minimise the environmental impact of its value chain. These assessments cover aspects such as wastewater, air quality, and noise pollution.

7 Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

65%



PRINCIPLE: 7

BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT.

ESSENTIAL INDICATORS

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

6

1b List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to, in the following format

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	The Automotive Component Manufacturers Association of India (ACMA)	National
2	Bidadi Industries Association (BIA)	State
3	Bangalore Chamber of Industry and Commerce (BCIC)	State
4	Society of Indian Aerospace technologies and industries (SIATI)	National
5	Confederation of Indian Industry	National
6	Federation of Indian Chambers of Commerce and Industry (FICCI)	National

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

NIL

S. no.	Name of authority	Brief of the case	Corrective action taken
		Not Applicable	



PRINCIPLE: 8

BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT.

ESSENTIAL INDICATORS

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

S. no.	Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
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Not Applicable

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

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

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

Investor grievance contact details are available on Sansera's website and are applicable to all stakeholders of the Company, including communities. All grievances are addressed and resolved within a week. Furthermore, any in-person complaints submitted at the respective plants are forwarded to plant management for appropriate action and resolution.

- 4 Percentage of input material (inputs to total inputs by value) sourced from suppliers

Initiative undertaken	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Directly sourced from MSMEs/small producers	20%	4%
Sourced directly from within the district and neighbouring districts	Within district - 10.5% Neighbouring district - 2.5%	Within District - 2.5%, Neighbouring District - 1.5%

- 5 Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Rural	11.3%	11.1%
Semi-urban	-	-
Urban	88.7%	88.9%
Metropolitan	-	-

(Place to be categorized as per RBI Classification System - rural/semi-urban/urban/metropolitan)

LEADERSHIP INDICATORS

1 Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

S. no.	Details of negative social impact identified	Corrective action taken
	Not Applicable	

3 a Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)

No

b From which marginalized/vulnerable groups do you procure?

Not Applicable

c What percentage of total procurement (by value) does it constitute?

Not Applicable

4 Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared	Intellectual Property based on traditional knowledge
Not Applicable			

5 Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the case	Corrective action taken
Not Applicable		



**6 Details of beneficiaries of CSR Projects:**

S. No.	CSR Project FY 24-25	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	School, Education development programs (23 Government schools)	6,185	100% rural and semi urban people
2	Scholarship Programs to students from PUC to Degree courses	613	Economically weaker sections - 100%
3	Education support at Vivek Nagar slum dwelling Girl students (School fees, Evening Snacks)	452	Single parent and economically weaker section - 100%
4	Blood donation camps through Sansera employees - 618 Units	1,198 Units	
5	5S activities Implemented across government schools and Infrastructure development such as painting, Windows, plumbing etc	2,136	Economically weaker sections - 100%
6	Co-curricular activities such as Yoga, Music, Physical education etc at government schools	6,832	Economically weaker sections - 100%
7	Toilet maintenance programs at Government schools	10,552	Economically weaker sections - 100%
8	As part of academics, NMMS special classes conducted for 30 schools	611	
9	Career Counselling programs conducted for Govt school teachers & students	2,448	Students are mostly from Economically weaker sections- 100%
10	Students Industry Visits	427	Economically weaker sections - 100%
11	National Automobile Olympiad 2024 was conducted in 6 govt schools.	82	Economically weaker sections - 100%
12	Mental health program conducted in 7 Govt schools	2,284	Economically weaker sections - 100%
13	Tree Plantation programs at Adugodi Police Station and at Bommasandra Lake	1,230	Not applicable
14	Support to Animal Rehabilitation centre in M/s Mylos at Bengaluru	220	Not applicable
15	Scouts & Guides Uniform distribution to 13 Govt schools	497	Economically weaker sections - 100%



PRINCIPLE: 9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER.

ESSENTIAL INDICATORS

1 Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company operates under a B2B business model. The Company's Quality Team is dedicated to delivering high-quality products to customers and is responsive in addressing any grievances, if required.

The consumer complaints management system provides multiple channels for submitting complaints: customers can reach out via phone calls or designated email IDs. However, priority is given to submitting complaints through the customer portal as the primary method, with email serving as an alternative option.

2 Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

Name of the trade and industry chambers/associations	As a percentage to total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	Nil
Recycling and/or safe disposal	

3 Number of consumer complaints in respect of the following:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy						
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

There were no complaints received on Data Privacy/Advertising/Cyber-security/Delivery of essential services/Restrictive Trade Practices/Unfair Trade Practices.

4 Details of instances of product recalls on account of safety issues:

Category	Number	Reasons for recall
Voluntary recalls		
Forced recalls		Not Applicable



5 Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, Sansera places significant emphasis on cybersecurity. The Company prioritises safeguarding official documents and data from unauthorised access. The Company has implemented an Information Technology Acceptable Use Policy and Privacy Policy, both of which are internal documents intended solely for Company use.

Sansera IT Cyber Security Policy - Final v1.docx

6 Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

No incidents related to the same were reported during the assessment year.

7 Provide the following information relating to data breaches:

a Number of instances of data breaches

0

b Percentage of data breaches involving personally identifiable information of customers

0

c Impact, if any, of the data breaches

There were no data breaches.

LEADERSHIP INDICATORS

1 Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

<https://sansera.in/>

2 Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Sansera primarily sells its products to Original Equipment Manufacturers (OEMs) and ensures that every product meets the highest quality standards. The Company strictly complies with regulations related to banned substances, guaranteeing that none of its products contain prohibited materials. This includes full adherence to the Substance of Concern in Products (SoC) guidelines, the Registration, Evaluation, Authorisation, and Restriction of Chemicals (REACH) regulation, and the Restriction of Hazardous Substances (RoHS) directive.

3 Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Not Applicable

4 Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

No



Assurance statement on third-party verification of sustainability information

Unique identification no.: 3153072285

TÜV SÜD South Asia Pvt. Ltd. (hereinafter TÜV SÜD) has been engaged by **Sansera Engineering Limited, No. 143/A, Jigani Link Road, Bommasandra Industrial Area, Bangalore-560 105, Karnataka, India**, to perform an independent assurance of disclosure of sustainability information in the Sustainability Report by Sansera Engineering Limited) (hereinafter "Company") for the period from 01.04.2024 to 31.03.2025. The verification was carried out according to the steps and methods described below.

Scope of the verification

The third-party verification was conducted to obtain limited assurance about whether the sustainability information is prepared "with reference to" the reporting criteria of the Sustainability Reporting Standards of the Global Reporting Initiative 2021 version (hereinafter "Reporting Criteria").

The following selected disclosures are included in the scope of the assurance engagement for reporting year 01.04.2024 to 31.03.2025 the disclosures of following sustainability indicators in the Sustainability report", published at Sansera Engineering Limited (Sansera) Website

- GRI 2: General Disclosure
- GRI 3: Materiality Assessment – 3-1, 3-2, 3-3
- GRI 202: Market Presence – 202-1
- GRI 204: Procurement Practices – 204-1
- GRI 206: Anti-competitive behavior – 206-1
- GRI 301: Material – 301-1, 301-2, 301-3
- GRI 302: Energy– 302-1, 302-3, 302-4
- GRI 303: Water –303-3, 303-4, 303-5,
- GRI 305: Emissions – 305-1, 305-2, 305-3, 305-4, 305-5, 305-7
- GRI 306: Effluents and Waste –306-1, 306-2, 306-3, 306-4, 306-5
- GRI 308: Supplier Environmental Assessment – 308-1
- GRI 401: Employment– 401-1, 401-2, 401-3
- GRI 402: Labor/Management relations-402-1
- GRI 403: Occupational Health and Safety –403-1, 403-2, 403-5, 403-6, 403-8, 403-9, 403-10
- GRI 404: Training and Education – 404-3
- GRI 405: Diversity and Equal Opportunity – 405-1,405-2



- GRI 406: Non-discrimination – 406-1
- GRI 407: Freedom of Association and Collective Bargaining – 407-1
- GRI 408: Child Labor – 408-1
- GRI 409: Forced or Compulsory Labor – 409-1
- GRI 413: Local Communities- 413-1
- GRI 414: Supplier Social Assessment-414-1
- GRI 417: Customer Health and Safety – 417-1,417-2,417-3
- GRI 418: Customer Privacy– 418-1

Other than as described in the preceding paragraph, which sets out the scope of our engagement, we did not perform assurance procedures on the remaining information included in the integrated reporting, and accordingly, we do not express a conclusion on this information. It was not part of our engagement to review product- or service-related information, references to external information sources, expert opinions and future-related statements in the Report.

Responsibility of the Company

The legal representatives of the Company are responsible for the preparation of the sustainability information in accordance with the Reporting Criteria. This responsibility includes in particular the selection and use of appropriate methods for sustainability reporting, the collection and compilation of information and the making of appropriate assumptions or, where appropriate, the making of appropriate estimates. Furthermore, the legal representatives are responsible for necessary internal controls to enable the preparation of a sustainability report that is free of material - intentional or unintentional - erroneous information.

Verification methodology and procedures performed

The verification engagement has been planned and performed in accordance with the verification methodology developed by the TÜV SÜD Group, which is based upon the ISAE 3000 (Revised), and ISO 17029. The applied level of assurance was "limited assurance". Because the level of assurance obtained in a limited assurance, the engagement is lower than in a reasonable assurance engagement, the procedures the verification team performs in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. A limited assurance engagement consists of making inquiries, primarily of persons responsible for the preparation of the Sustainability information and applying analytical and other limited assurance procedures.

The verification was based on a systematic and evidence-based assurance process limited as stated above. The selection of assurance procedures is subject to the auditor's own judgment.

The procedures included amongst others:

- Inquiries of personnel who are responsible for the stakeholder engagement und materiality analysis to understand the reporting boundaries.
- Evaluation of the design and implementation of the systems and processes for compiling, analysing, and aggregating sustainability information as well as for internal controls
- Inquiries of company's representatives responsible for collecting, preparing and consolidating sustainability information and performing internal controls



- Analytical procedures and inspection of sustainability information as reported at group level by all locations.
- Assessment of local data collection and management procedures, along with control mechanisms, through offsite verification and onsite survey at selected multiple sites:

Below sites were selected for onsite/offsite review:

Sl. No.	Company Name	Site Address
On-Site Addresses		
1	Sansera Engineering Limited	Corporate Office – Plot No. 143-A, Jigani Link Road, Anekal Taluk, Bengaluru, Karnataka - 560105
2		Plant 2: Plot No. 260/A, 261/C and 262/A, Bommasandra Industrial Area, Village, Attibele Hobli, Anekal Taluk, Bengaluru, Karnataka 560099
3		Plant 5: Plot No. B-18, Chakan, B-18, MIDC, Chakan, Pune –Pune, Maharashtra 410 501.
4		Plant 6: Plot No. 18, Sector 9, SIDCUL, Integrated IE Pantnagar, Udham Singh Nagar, Uttarakhand - 263 153
5		Plant 7: Plot No. 143-A, Jigani Link Road, Anekal Taluk, Bengaluru, Karnataka – 560 105.
6		Plant 11: Plot No. 48, 2nd Phase, 2nd Sector, Bidadi Industrial Area, Bidadi, Ramanagaram, Bengaluru, Karnataka 562109
7		Plant 12: No. 143, B-8, Bommasandra Industrial Area, Hosur Road, Bengaluru, Karnataka 560099
Off-site-Site Addresses		
1	Sansera Engineering Limited	Plant 1: #26/6, Yarandahalli, Jigani Hobli, Anekal Taluk, Bommasandra Industrial Area, Bangalore-560099
2		Plant 3: Plot No. 1, Bommasandra, Jigani Link Road, Industrial Area, Bengaluru, Karnataka 560099
3		Plant 4: Plot No. 22-23, Sector – 6, Industrial Estate, Chakan Devilal, I.M.T, Manesar, Gurgaon, Haryana - 122052
4		Plant 9: Sy No. 101/3, 101/4 & 105/3, Muneshwara Farm, KIADB Phase 2. Jigani Industrial Area, Anekal Taluk, Bangalore Karnataka, 560105
5		Plant 10: Plot No. 102, Bommasandra Jigani Link Road, Anekal Taluk, Bengaluru Urban District, Karnataka 560105
6		Plant 14: Plot No. 34, 35 and 36, Jigani Industrial Area, II Phase, Jigani Hobli, Anekal Taluk, Bengaluru, Karnataka 560105
7		Plant 15: Plot No. E1-E3, Mascot Industrial Park, Jadavpura Cross Road, Kadi-Vithalapur Highway, Kadi, Mahesana, Gujarat
8	Subsidiary Organisation Fitwel 1	Fitwel Tools and Forgings Pvt. Ltd. - Plant 1 No. 05, KHT Complex, Antharasanahalli Industrial Area, Tumkur - 572 106, Karnataka, India



9	Fitwel 2	Fitwel tools and forgings pvt ltd, Unit 02, kht complex , Antharasnahalli, Tumkur 572106, Karnataka, India
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Conclusion

Based on the assessment procedures carried out from 02-06-2025 to 20-06-2025, TÜV SÜD has not become aware of any facts that lead to the conclusion that the selected sustainability information has not been prepared, in all material aspects, in reference to the Reporting Criteria.

Limitations

The assurance process was subject to the following limitations:
The subject matter information covered by the engagement are described in the "scope of the engagement". Assurance of further information included in the integrated reporting was not performed. Accordingly, TÜV SÜD do not express a conclusion on this information.

Financial data were only considered to the extent to check the compliance with the economic indicators provided by the GRI Standards and were drawn directly from independently audited financial accounts. TÜV SÜD did not perform any further assurance procedures on data, which were subject of the annual financial audit.

The assurance scope excluded forward-looking statements, product- or service-related information, external information sources and expert opinions.

Use of this Statement

The Company must reproduce the TÜV SÜD statement and possible attachments in full and without omissions, changes, or additions.

This statement is by the scope of the engagement solely intended to inform the Company as to the results of the mandated assessment. TÜV SÜD has not considered the interest of any other party in the selected sustainability information, this assurance report or the conclusions TÜV SÜD has reached. Therefore, nothing in the engagement or this statement provides third parties with any rights or claims whatsoever.

Independence and competence of the verifier

TÜV SÜD South Asia Pvt Ltd. is an independent certification and testing organization and member of the international TÜV SÜD Group, with accreditations also in the areas of social responsibility and environmental protection. The assurance team was assembled based on the knowledge, experience and qualification of the auditors. TÜV SÜD South Asia Pvt Ltd hereby declares that there is no conflict of interest with the Company.

Bengaluru, 03 September 2025

Mr Prosenjit Mitra
General Manager- Verification, Validation and Audit
Management System Assurance

Ms Brototi Das
Verification Team Leader, TÜV SÜD
Management System Assurance

REPORT ON CORPORATE GOVERNANCE

ANNEXURE 8

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages fairness, transparency, professionalism, accountability, reliability, credibility, and equity in all facets of its operation and its interaction with its stakeholders.

Sansera's governance practices reflect values, and its Code of Conduct provides a necessary framework in running the business with the highest standards, enabling the Company to fulfil its legal, financial, and ethical objectives towards its stakeholders. The Company as well as its subsidiaries have adopted a Code of Conduct for its directors and senior officers which encompasses an appropriate mechanism to report any concern pertaining to non-adherence to the said Code. The Company discloses information regarding its financial position, performance and other vital matters with fairness and transparency on a timely manner, keeping in mind the regulatory requirements applicable to the Company.

I. BOARD OF DIRECTORS:

(A) COMPOSITION OF THE BOARD AND CATEGORY OF DIRECTORS ("BOARD")

The composition of the Board of Directors of the Company is governed by the provisions of the Companies Act, 2013, ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), wherever applicable and as amended from time to time.

As on March 31, 2025, the Company has six directors. Out of six directors three are Executive Directors, and three are Non-Executive Independent Directors including one Woman Director. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Act. The Directors of the Company are people of eminence who have vast and varied experience in manufacturing, marketing, technology, finance, human resources and business administration.

The composition of the Board, directorship and Committee positions as on March 31, 2025 is as under:

Table 1: Composition of the Board of Directors

Name of Director	Category	Attendance Particulars			No. of Directorships and committee memberships/Chairmanships in Indian Companies as on March 31, 2025			Directorships in other listed entity (category of directorship)
		Number of Board Meetings		Last AGM	Number of Directorship(s) held in Public Companies including this company (i)**	Committee membership(s) held in Indian Public Limited Companies including this company (ii)**	Committee Chairmanships held in Indian Public Limited Companies including this company (ii)	
		Held	Attended					
Mr. S Sekhar Vasanth (DIN: 00361245)	Executive Director	8	8	Yes	1	1	0	Nil
Mr. F R Singhvi (DIN: 00233146)	Executive Director	8	8	Yes	1	0	0	Nil
Mr. Bindiganavile Raghunath Preetham (DIN: 03499506)	Executive Director	8	8	Yes	1	0	0	Nil
Mrs. Revathy Ashok (DIN: 00057539)	Independent Director (ID)	8	8	Yes	10	9	5	1. AstraZeneca Pharma India Limited (ID) 2. Qness Corp Limited (ID) 3. Barbeque-Nation Hospitality Limited (ID) 4. 360 One WAM Limited (ID)

REPORT ON CORPORATE GOVERNANCE (Contd.)

Name of Director	Category	Attendance Particulars			No. of Directorships and committee memberships/Chairmanships in Indian Companies as on March 31, 2025			Directorships in other listed entity (category of directorship)
		Number of Board Meetings		Last AGM	Number of Directorship(s) held in Public Companies including this company (i)**	Committee membership(s) held in Indian Public Limited Companies including this company (ii)**	Committee Chairmanships held in Indian Public Limited Companies including this company (ii)	
		Held	Attended					
Mr. Lakshminarayan M. (DIN: 00064750)	Independent Director (ID)	8	6	Yes	4	4	2	1. TVS Electronics Limited (ID) 2. ASM Technologies Limited (ID) 3. Suprajit Engineering Limited (ID)
Mr. Samir Purushottam Inamdar (DIN: 00481968)	Independent Director (ID)	8	8	Yes	1	2	0	Nil

*Mr S. Sekhar Vasana was re-appointed as the Chairperson and Managing Director of the Company for a period of five (5) years, effective from July 08, 2025, to July 07, 2030. The re-appointment was approved by the members of the Company through a Special Resolution passed via Postal Ballot on March 30, 2025.

**Note:

- Excludes Directorship in private limited companies, foreign companies, high value debt listed entities and Section 8 Companies.
- Includes only Audit & Stakeholders' Relationship Committees. Please note that under the heading "Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity", the details provided for the membership count includes the count in which the director is a Chairman of a Committee, as per FAQs issued by NSE.
- None of the Directors are inter-se related to each other.
- None of the Directors is a member of more than ten (10) Committees or Chairperson of more than five (5) Committees across all Public Limited Companies based on confirmation received from the directors.
- Number of shares of the Company held by non- executive directors:
 - Revathy Ashok - 306 equity shares of ₹ 2/- each
 - Samir Purushottam Inamdar - 657 equity shares of ₹ 2/- each
 - Muthuswami Lakshminarayan – 1,253 equity shares of ₹ 2/- each
- There was no change in the composition of the board of directors during the year under review.

Core Skills / Expertise / Competencies available with the Board:

The Board of Directors has identified the following skills/expertise/competencies with reference to its business and industry that are fundamental for the effective functioning of the Company:

Sr. No.	Skill Area
1.	Strategic thinking, Planning and Management
2.	Entrepreneurial and Leadership skills
3.	Business Development
4.	Accounting, Legal and Financial Management expertise
5.	Global Exposure

REPORT ON CORPORATE GOVERNANCE (Contd.)

Sr. No.	Skill Area
6.	Automobile Industry Experience
7.	Board Services and Governance
8.	Regulatory Compliance and Stakeholder Management

The directors so appointed are from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

Name of the Director	Strategic Thinking, Planning and Management	Entrepreneurial and Leadership skills	Marketing and Branding	Accounting, Legal and Financial Management expertise	Global Exposure	Auto-mobile Industry Experience	Board Service and Governance	Regulatory Compliance and Stakeholder Management
Mr. S Sekhar Vasani	✓	✓	✓	✓	✓	✓	✓	✓
Mr. F R Singhvi	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. Revathy Ashok	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Lakshminarayan Muthuswami	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Samir Purushottam Inamdar	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Bindiganavile Raghunath Preetham	✓	✓	✓	✓	✓	✓	✓	✓

(B) INDEPENDENT DIRECTORS

The Independent Directors have submitted declarations under Regulation 25(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 including amendments, if any (hereinafter referred as Listing Regulations) stating that they meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 along with compliance under in Rule 6(1) and (3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations. Based on the above declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence pursuant to Companies Act, 2013 and Listing Regulations and that they are independent of the Management.

The letter of appointment encompassing the terms and conditions of appointment, roles, duties and liabilities of Independent Directors is available on the website of the Company.

Board Meetings Procedures

The Board meets at least 4 (four) times in a year i.e., once every quarter to review the quarterly and year to

date results along with other items on the agenda. The Board also meets as and when required to address specific issues concerning the business of the Company.

The Board meetings are governed by a structured agenda. The agenda along with the detailed explanatory notes, presentations and supporting material are circulated to the members of the Board in advance before each meeting to facilitate effective decision making. The Board members are also apprised on a regular basis, by the Chairman & Managing Director and Joint Managing Director on the overall performance of the Company and key developments and achievements.

The Board has complete access to any information within the Company which includes the information as specified in Schedule II, Part A to Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are updated about their roles and responsibilities in the Company. Any amendments in Listing Regulations are discussed with all directors with action points, if any required by the Company.

REPORT ON CORPORATE GOVERNANCE (Contd.)

The Board periodically reviews Compliance Reports of all laws applicable to the Company and steps taken by the Company to rectify instances of non-compliances, if any.

The Company in accordance with the provisions of Companies Act, 2013 and the Rules made thereunder provides facility to the Directors to attend the meetings through video conferencing mode in line with various notifications/ circular issued by the Ministry of Corporate Affairs and SEBI from time to time.

The proceedings of each of the meetings of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 including Secretarial Standards as applicable and the Companies (Meetings of the Board and its Powers) Rules, 2014.

During the Financial Year 2024-25, 8 (Eight) Board meetings of the Company were held on May 16, 2024, August 08, 2024, August 20, 2024, October 10, 2024 (at 09:20 am), October 10, 2024 (at 08:30 pm), October 15, 2024, November 11, 2024, and February 10, 2025. The details of attendance of each director at the Board Meetings and at the last Annual General Meeting (AGM) are provided in Table 1 of this report.

Familiarisation programmes

Familiarisation programmes for all Independent Directors were conducted during the year under review as per the provisions of Regulation 25(7) and 46 of the Listing Regulations. Some of such programmes were covered as a part of the Board meeting. The Company will continue to plan for programmes which will keep all Independent directors updated on their roles, rights, responsibilities in the Company as an Independent Director.

The policy on Familiarisation Programmes and details of familiarisation programmes in terms of Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are available on the website of the Company: <https://sansera.in/wp-content/uploads/2023/05/4.-Familiarisation-Programme.pdf> and <https://sansera.in/> respectively.

Independent Directors' Meeting

The Independent Directors Meeting in accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and the Rules made thereunder and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were held on February 05, 2025,

and March 26, 2025, without the presence of Non-Independent Directors and executive members of the management.

The Independent Directors in their meeting have assessed the quality, quantity and timeliness of flow of information between the management and the Board of Directors that is necessary for the board to effectively and reasonably perform their duties apart from proper evaluation.

Performance Evaluation

The Nomination & Remuneration Committee of the Company, in accordance with the provisions of Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 laid down the criteria for the Performance Evaluation of the Board, each Committee and every Director including Independent Directors and Chairman.

Accordingly, the performance evaluation of the Board, each Committee, every Director including Independent Directors and Chairman was carried out for the financial year on March 26, 2025. All the Directors were participative, interactive, and communicative during the evaluation process.

Criteria for Performance Evaluation of independent directors:

The criteria for evaluation of Independent Directors broadly covers director participation, managing relationships, knowledge and skill, personal attributes and independence.

Code of Conduct

The Company has stipulated a Code of Conduct for all Directors and the Senior employees of the Company ("the Code"). The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been placed on the Company's website: <https://sansera.in/investor-policies>.

The Code has been circulated to the Directors and all Senior employees of the Company, and its compliance is affirmed by them for the financial year ended on March 31, 2025. A declaration signed by the Chairman & Managing Director of the Company is published in this Report.

REPORT ON CORPORATE GOVERNANCE (Contd.)

II. COMMITTEES OF THE BOARD

The Board has constituted six (6) committees of the Board namely Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Environmental, Social and Governance Committee as per the Companies Act, 2013 and Listing Regulations.

The proceedings of the meetings are captured in the same manner as the Board meeting. The minutes of the Committee meetings were tabled at the Board meeting and the members of the Board are briefed on the important discussions and deliberations by the Chairperson of each Committee.

Audit Committee

The Audit Committee of Board of Directors of the Company has been constituted as per the provisions of Regulation 18 of Listing Regulations read with Section 177 of the Companies Act, 2013 including amendments, if any. All members of the Audit Committee are Independent Directors and are financially literate and have sound accounting and related financial management expertise. The Company Secretary acts as secretary to the Audit Committee.

The members of the Audit Committee met five (5) times during financial year 2024-25 i.e., on May 16, 2024, August 08, 2024, October 10, 2024, November 11, 2024 and February 10, 2025.

The maximum time gap between two consecutive meetings did not exceed 120 (One Hundred and Twenty) days. Also, the necessary quorum was present in all the above meetings.

The composition of the Committee and attendance of each member at the Audit Committee meetings held during the 2024-25 are as below:

Sl. Nos.	Name of the Member	Designation	Category	No. of meetings attended
1	Mrs. Revathy Ashok	Chairperson	Independent	5
2	Mr. Lakshminarayan Muthuswami	Member	Independent	4
3	Mr. Samir Purushottam Inamdar	Member	Independent	4

There was no change in the composition of the audit committee during the year under review.

Terms of reference:

The terms of reference of the Audit Committee are in line with Section 177 of the Act and the Listing Regulations, including amendments, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf

Nomination and Remuneration Committee

The Company has duly constituted Nomination & Remuneration Committee as per Regulation 19 of the Listing Regulations, read with Section 178 of the Companies Act, 2013 and the Rules made thereunder. All the members of the Committee are Non-Executive Directors including 2 Independent Directors. The Company Secretary acts as secretary to the Nomination and Remuneration Committee.

During the Financial Year 2024-25, two (2) meetings of the Committee were held on May 16, 2024, and February 10, 2025.

Sl. Nos.	Name of Member	Designation	Category	No. of meetings attended
1	Mrs. Revathy Ashok	Chairperson	Independent	2
2.	Mr. Lakshminarayan Muthuswami	Member	Independent	2
3.	Mr. Samir Purushottam Inamdar	Member	Independent	1

There was no change in composition of the NRC during the year under review.

Terms of Reference:

The terms of reference of the Nomination & Remuneration Committee are in line with Section 178 of the Act and the Listing Regulations, including amendments, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf

Remuneration Policy

The Remuneration Policy of the Company is based on the following criteria:

- i) Performance of the Company.
- ii) Track record, potential and individual performance.
- iii) External competitive environment and

REPORT ON CORPORATE GOVERNANCE (Contd.)

iv) Balance between the fixed and incentive pay.

The Nomination & Remuneration Committee decides and takes decisions on such policy based on various factors (both internal and external), subject to approval of Board and shareholders of the Company, as may be required.

Remuneration of Directors:

The Directors have no pecuniary relationship with the Company other than receiving remuneration approved by the shareholders. Independent directors are entitled to sitting fee and fixed commission as approved by the shareholders.

The remuneration payable to the Managing Director and Senior Management Personnels including KMP are structured as fixed and variable components as per the Company's Policy available at the website of the Company <https://sansera.in/investor-policies>.

Details of Remuneration paid for the 2024-25:

Executive Directors:

S. Nos.	Name	Amount (₹ in Mn)
1	Mr. S Sekhar Vasam	41.81
2	Mr. F R Singhvi	41.81
3	Mr. B R Preetham	34.48

Non-Executive Independent Director

S. Nos.	Name	Sitting Fee (₹ in Mn)	Commission (₹ in Mn)
1	Mrs. Revathy Ashok	1.28	3.00
2	Mr. Lakshminarayan Muthuswami	1.20	3.00
4	Mr. Samir Purushottam Inamdar	1.35	3.00

Stakeholders' Relationship Committee (SRC)

The Stakeholders' Relationship Committee of the Company has been duly constituted in line with the provisions of Regulation 20 of Listing Regulations read with Section 178(5) the Companies Act, 2013. The Committee looks into shareholders'/ investors' grievances including any other matters as may be decided by SRC.

During the financial year, one (1) meeting of the Committee was held on August 08, 2024.

Mr. Rajesh Kumar Modi is the Company Secretary & Compliance Officer of the Company.

Composition of SRC:

S. Nos.	Name of Member	Category	Designation	Nos of meetings attended
1	Mr. Lakshminarayan Muthuswami	Independent	Chairperson	1
2	Mr. S Sekhar Vasam	Executive	Member	1
3	Mr. Samir Purushottam Inamdar	Independent	Member	1

There was no change in the composition of the SRC during the year under review.

Terms of reference:

The terms of reference of the SRC are in line with Section 178(5) of the Act and the Listing Regulations, including amendments, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf.

Details of Shareholders / Investors' Complaints:

The status of the shareholders' complaints received during the Financial Year 2024-25 are as follows:

Particulars/ Nature of complaints	Pending as on April 01, 2024	Received during the year	Disposed off during the year	Pending as of March 31, 2025
0	0	0	0	0

The Company has obtained authentication on SEBI SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 to address and resolve redressal of investor grievances through SCORES.

Risk Management Committee (RMC)

The Company has duly constituted RMC pursuant to the provisions of Regulation 21 of Listing Regulations.

During the financial year, two (2) RMC meetings were held on June 19, 2024, and November 11, 2024.

Composition and Attendance of RMC:

Sl. Nos.	Name of Member	Designation	Category	Nos. of meeting Attended
1	Mr. Samir Purushottam Inamdar	Chairperson	Independent	2
2	Mr. Muthuswami Lakshminarayan	Member	Independent	1
3	Mr. B R Preetham	Member	Executive Director	2

There was no change in the composition of the RMC during the year under review.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Terms of reference:

The terms of reference of the Risk Management Committee are in line with the Listing Regulations, including amendments, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf

Corporate Social Responsibility Committee (CSR)

The Company has a duly constituted Corporate Social Responsibility (CSR) Committee in line with section 135 of the Companies Act, 2013 and the Rules made thereunder. During year one (1) CSR meeting was held on August 08, 2024.

Composition and Attendance of CSR:

S. Nos.	Name of Member	Designation	Category	Number of meetings Attended
1	Mr. S Sekhar Vasan	Chairperson	Executive	1
3	Mr. F R Singhvi	Member	Executive	1
4	Mrs. Revathy Ashok	Member	Independent	0

There was no change in the composition of the CSR during the year under review.

Terms of reference:

The terms of reference of the CSR are in line with Section 135 of the Act including applicable rules, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf

Environmental, Social and Governance Committee (ESG)

The Company has a duly constituted ESG Committee in line with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. During the year, no ESG meetings were held.

S. Nos.	Name of Member	Designation	Category
1	Mrs. Revathy Ashok	Chairperson	Independent
2	Mr. Muthuswami Lakshminarayan	Member	Independent
3	Mr. F R Singhvi	Member	Executive

There was no change in the composition of ESG committee during the year under review.

Terms of reference:

The terms of reference are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf

Senior management:

The details of senior management, including the changes therein, since the close of the financial year 2023-24 are provided below:

- i. Change in senior management from the close of financial year 2023-24:
 - a. Mr. Madhukar Bhat was appointed as Chief Human Resources Officer (CHRO) on April 15, 2024
 - b. Mr. Jayakara G. Shetty resigned from the position of Head- HR (Group) on April 20, 2024.
 - c. Mr. Praveen Chauhan (Ex- Chief Operating Officer) retired from the position of Chief Operating Officer on June 30, 2024. However, he continues to be associated with Sansera as Head of Corporate Strategy in a consultancy role.
 - d. Mr. Rahul Kale was appointed as Chief Operating Officer on September 05, 2024
 - e. Mr. Sanjeev Sharma resigned as Chief Sales & Marketing Officer on December 02, 2024.
 - f. Mr. Hari Krishnan was appointed as CEO – Aerospace, Defence & Semiconductor (ADS) division on February 14, 2025.
- ii. Particulars of Senior Management as on 31.03.2025:
 - a. Mr. Hari Krishnan, CEO – Aerospace, Defence & Semiconductor (ADS) division
 - b. Mr. Praveen Chauhan, Head of Corporate Strategy.
 - c. Mr. Rahul Kale, Chief Operating Officer
 - d. Mr. Vikas Goel, Chief Financial Officer.
 - e. Mr. Rajesh Kumar Modi, Chief Legal Officer, Company Secretary and Compliance Officer.
 - f. Mr. Satish Kumar, Chief Engineering & Technical Services Office

REPORT ON CORPORATE GOVERNANCE (Contd.)

- g. Mr. P R Suresh, Chief Risk officer & Head Corp Training & Quality Systems
- h. Mr. Rakesh S B, Head Aerospace Division
- i. Mr. Pattabhiraman Raghuraman, Chief - Strategic Sourcing and Supply Chain Management Officer
- j. Mr. Madhukar Bhat, Chief Human Resources Officer
- k. Mr. Anil Patil, Chief Quality Officer

III. SUBSIDIARY COMPANIES

The Company does not have any material unlisted Indian Subsidiary as defined under Regulation 16(1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The minutes of the subsidiaries, along with any significant transaction or arrangement entered into by any of its unlisted subsidiary companies, are placed before the Board on a quarterly basis for its noting. The Audit Committee reviews the financial statements, including investments made by the unlisted subsidiary companies of the Company on a quarterly basis. A policy for determining "material subsidiaries" is available on the website of the Company at: <https://sansera.in/investor-policies>.

IV. DISCLOSURES

A. Basis of related party transactions

Transactions with the Related Parties, as per the requirements of Indian Accounting Standard (Ind AS) and Listing Regulations are disclosed in the notes to accounts to the Financial Statements. The related party transactions are placed before the Audit Committee meetings for its approval and review on a quarterly basis and the same are also filed with the stock exchanges on half yearly basis. The policy on related party transactions is available on the website of the Company at <https://sansera.in/investor-policies>.

B. Disclosure of accounting treatment

The Company has not followed any differential treatment from that prescribed under Accounting Standards for the preparation of Financial Statements during the year under review.

C. Board disclosures – Risk management

The Company has laid down systems to inform Audit Committee and the Board about the risk assessment and minimisation procedures. The risks and Company's

mitigation strategies are discussed and reviewed by the Board of Directors and Risk Management Committee on a regular basis, whenever required, to ensure effective controls.

D. Code of Conduct

The Board of Directors has approved a policy relating to Code of Conduct for its Board Members and Senior Management as required under Regulation 17 (5) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and the same is available on the Company's website <https://sansera.in/investor-policies>.

E. Proceeds from public issues, rights issues, preferential issues etc.

The Company raised ₹ 12,000.00 mn funds through QIP by issuing 77,22,007 equity shares of ₹ 2/- each fully paid up at ₹ 1,554/- per share (including securities premium of ₹ 1,552/- per share) to qualified institutional buyers pursuant to a Qualified Institutional Placement (QIP), dated October 15, 2024, as per provisions of section 42 of Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, and Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, which have been listed in the Stock Exchanges on October 16, 2024. The proceeds of the funds raised are in line with the details mentioned in the Placement Document and the monitoring agency has reported no deviation in this regard. The report of the monitoring agency is disclosed to stock exchanges on a quarterly basis and also available on our website at <https://sansera.in/qip>.

F. Sexual Harassment of Women at Workplace

The Company has in place a Prevention of Sexual Harassment Policy and an Internal Complaints Committee as per the requirements of Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013.

The Company did not receive any complaints during the year under review.

G. Shareholders:

i. Means of Communication

Financial Results & Company's Website

The Company's quarterly and annual financial results and any presentation made to the analysts are posted on the Company's website (www.sansera.in). In accordance with the Listing

REPORT ON CORPORATE GOVERNANCE (Contd.)

Regulations, the quarterly financial results are generally published in one English newspaper i.e., Business Standard or Financial Express and in one local newspaper Vishwavani or Prajavani (Kannada) pursuant to Regulation 47 of the Listing Regulations. Financial Results and all material related information are also regularly provided to the Stock Exchanges as per the applicable provisions of Listing Regulations, 2015.

Investors Calls

Earnings conference calls are conducted after the announcement of quarterly/ half yearly/ annual financial results wherein the management updates the investors on the progress made by the Company and also answers their queries. The audio recording and call transcripts are uploaded on the websites of stock exchanges, i.e., BSE and NSE and are also made available on the website of the Company.

Disclosure regarding appointment or re-appointment of Directors

Disclosure regarding Directors seeking appointment/ re-appointment in the 43rd Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 are provided in the notes appended to the Notice of 43rd Annual General Meeting.

The details of Stakeholders Relationship Committee are given in this report.

The details of Share Transfer Systems are given in this report.

H. Details of Non-Compliance

No penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the year under review.

I. Details of Compliance with Mandatory / Non-Mandatory requirements of the Listing Regulations

The Company has complied with the applicable provisions of the Listing Regulations including appointment of women independent director on the Board.

Disclosure relating to adoption of Discretionary Requirements:

- (a) The Board: The Company has an Executive Chairman.

- (b) Shareholders' Right: The Company does not mail the Unaudited Half-yearly Financial Results individually to its Shareholders. However, these are published in one English and one local newspaper and are also posted on the website of the Company.

- (c) Modified Opinion(s) in Audit Report: The Auditors' have expressed an unmodified opinion in their report on the financial statements of the Company.

- (d) Reporting of Internal Auditor: The Internal Auditors report to the Audit Committee on a quarterly basis.

- (e) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: Mr. S Sekhar Vasan is the Chairman & the Managing Director of the Company. Mr. F R Singhvi is the Joint Managing Director of the Company. Mr. B R Preetham is the Executive Director & Group CEO of the Company.

- (f) Meetings of Independent Directors: During the year under review, two meetings of the Independent Directors were held on February 05, 2025, and March 26, 2025.

J. Vigil Mechanism/ Whistle-blower Policy

The Company has adopted Whistle – blower Policy and has established necessary Vigil mechanism in line with Regulation 22 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and the Companies Act, 2013, for employees to report concerns about unethical behaviour. No person has been denied access to the Audit Committee. The said policy is available on the Company's website.

K. CEO/CFO Certification

As required under the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, a certificate from CEO and CFO was placed at the Board meeting held on May 27, 2025 and the same is disclosed in this report.

L. There was no such instance during 2024-25 when the Board did not accept any recommendation of any Committee of the Board.

M. Dividend Distribution Policy

The Company has adopted the Dividend Distribution Policy pursuant to Regulation 43A of the Listing Regulations and the said policy is available on the Company's website <https://sansera.in/investor-policies>.

REPORT ON CORPORATE GOVERNANCE (Contd.)

N. Disclosures on materially significant related party transactions that may have potential conflict with the interests of the listed entity at large.

There was no material significant related party transaction during the year under review. The policy on dealing with related party transactions has been disclosed on the Company's website.

Q. Commodity price risks or foreign exchange risks and hedging activities

The Company has managed the foreign exchange risks and the transactions have been hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in the Financial Statements.

P. List of all credit ratings obtained by the Company along with any revisions thereto, for all debt instruments of the Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilisation of funds, whether in India or Abroad

ICRA Limited ("ICRA") and India Ratings and Research (Ind-Ra) has upgraded Company's Long-Term Issuer Rating at '**IND AA/ Stable from IND AA-**'. The upgrade reflects Company's significantly improved credit metrics in 2024-25, after the issuance of qualified institutional placement (QIP) proceeds, along with a strengthened business profile as the Company continues to improve its penetration into non-auto/tech & x-electric vehicle (xEV) segments, thus deriving an increased proportion from these products. Moreover, a continued increase in the scale of operations, as the Company continues to grow at a faster pace than the industries, while maintaining stable EBITDA margins and improving the return on capital employed (ROCE) also support rating upgrade.

Q. Details of utilization of funds of Preferential Allotment/ QIP.

During the year under review, the Company allotted 77,22,007 equity shares through Qualified Institutional Placement (QIP) at an issue price of ₹ 1,554/- per equity share having face value of ₹ 2/- each aggregating to ₹ 11,999,998,878 on October 15, 2024. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and Sections 42 and 62 of the Companies Act, 2013 as amended, including the rules made thereunder. The proceeds of the funds are utilised as follows (up to March 31, 2025):

Particulars	Amount (in ₹) (in mn)
Amount raised from QIP	12,000
Issue Expenses	(250.21)
Net Proceeds	11,749.79

Particulars	Amount (in ₹) (in mn)
Utilisation of Net Proceeds	
Repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by our Company	7,000.00
Acquisition of land for construction of a new manufacturing facility by our Company	1,000.00
Capital expenditure towards expansion and development of certain existing manufacturing facilities of our Company	1,000.00
General corporate purpose	2,749.79
Total Net Proceeds	11,749.79

R. Certificate from Practicing Company Secretary

The Company has obtained a certificate from a Company Secretary in Practice 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 SEBI/ Ministry of Corporate Affairs or any such statutory authority in accordance with Listing Regulations and is enclosed at the end of this Report.

S. Fees paid to Statutory Auditors

The following are the fees paid to Statutory Auditors for 2024-25 for the Company and its subsidiaries:

Sr. No.	Name of the entity	Audit Fees (₹ in mn)	Certification charges (₹ in mn)
1.	Sansera Engineering Limited	7.00	1.10
2.	Fitwel Tools & Forgings Private Limited	1.50	Nil
3.	Sansera Engineering Private Limited, Mauritius	0.37	Nil
4.	Sansera Sweden AB	4.23	0.36

T. Disclosure pertaining to 'Loans and advances in the nature of loans to firms/companies in which directors of the Company are interested'.

N.A.

U. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

N.A.

V. The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015.

W. Disclosure of certain types of agreements binding the Company:

N.A.

REPORT ON CORPORATE GOVERNANCE (Contd.)

V. GENERAL BODY MEETINGS

Details in respect of the last three (3) General Meetings of the Company are as mentioned below:

Financial Year	Date of AGM/EGM	Venue	Time	Special Resolutions items
2021-22	August 31, 2021	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105.	10.30 am	<ul style="list-style-type: none"> - Adoption of amended Sansera Engineering Limited Employee Stock Option Plan, 2015. - Adoption of Amended Sansera Engineering Limited Employee Stock Option Plan, 2018
	August 18, 2022 (Approval of audited accounts of March 31, 2022)	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105.	11:00 am	<ul style="list-style-type: none"> - Approval of certain Articles of Association of the Company* - Appointment of Mr. Samir Purushottam Inamdar as Independent Director and fixing of remuneration - Ratification of Sansera Engineering Limited Employee Stock Option Plan 2018. - Ratification to extend benefits of Sansera Engineering Limited – Employee Stock Option Plan 2018 (ESOP 2018) to Employees of Subsidiary Company(ies) of the Company. - Creation of Charge on the assets of the Company.
2022-23	September 08, 2023 (approval of accounts of March 31, 2023)	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105 through video conference facility	11:00 am	<ul style="list-style-type: none"> - Continuation of Mr. Subramonia Sekhar Vasam as Chairman and Managing Director of the Company on attaining the age of seventy years. - Amendment to terms of appointment of Mr. Subramonia Sekhar Vasam as Chairman and Managing Director of the Company. - Approval for alteration/ amendment of certain articles of the Articles of Association of the Company.
2023-24	September 26, 2024 (approval of accounts of March 31, 2024)	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105 through video conference facility	3:00 PM	<ul style="list-style-type: none"> - To consider and approve raising of funds and issuance of securities by way of a qualified institutions placement or through any other mode permitted under law

*The said resolution was not approved.



REPORT ON CORPORATE GOVERNANCE (Contd.)

Special Resolution through Postal Ballot

Financial Year	Date of approval of Postal Ballot	Venue	Time	Special Resolutions items	Details of Voting Pattern	Person who conducted the postal ballot exercise	Procedure for postal ballot
2024-25	March 30, 2025	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105	-	To consider and approve the re-appointment of Mr. Subramonia Sekhar Vasana as Managing Director, to be designated as Chairman & Managing Director of the Company	Voting results are available on the website of the Company at: Results-of-Postal-Ballot-dated-31-03-2025.pdf and websites of BSE and NSE.	The Board of Directors of the Company had appointed CS Pramod SM or failing him CS Biswajit Ghosh of M/s. BMP & Co. LLP, a Practicing Company Secretary firm, Bengaluru as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.	Pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by MCA and SEBI for conducting postal ballot process through e-voting.

VI. GENERAL SHAREHOLDER INFORMATION

1	Date of Incorporation	:	December 15, 1981
2	Registration No./CIN No.	:	L34103KA1981PLC004542
3	Registered Office/Address for Correspondence	:	Plant 7, No. 143/A, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560105. Tel No.: +91 80 27839081/82/83 Fax No.: +91 80 27839309 Email id: rajesh.modi@sansera.in Website: www.sansera.in
4	Date, Time and Venue of 43rd AGM	:	Friday, September 26, 2025 at 11:00 am (IST) via Video Conferencing/ Other Audio-Visual Mean
5	Book Closure Dates	:	September 20, 2025 to September 26, 2025 (both days inclusive)
6	Dividend Payment Date	:	On or before 30 days from the date of declaration of dividend by the shareholders at the 43rd AGM
7	Financial Year	:	April 01, 2024 to March 31, 2025

REPORT ON CORPORATE GOVERNANCE (Contd.)

8	Financial Calendar for 2025-26 (Tentative and subject to change)	:	Financial reporting for the first quarter ending June 30, 2025	On or before 2nd week of August 2025
			Financial reporting for the second quarter ending September 30, 2025	On or before 2nd week of November 2025
			Financial reporting for the third quarter ending December 31, 2025	On or before 2nd week of February 2026
			Financial reporting for the year ending March 31, 2026	On or before 4th week of May 2026
			Annual General Meeting for the Financial Year ending March 31, 2026	On or before September 2026
9	Listing on Stock Exchanges	:	BSE Limited, Mumbai (BSE) Scrip Code: 543358	National Stock Exchange of India Ltd. (NSE) Scrip Symbol: SANSERA
10	ISIN of the Company	:	INE953001021	
11	Payment of Listing fee	:	Listing fees for the financial year 2024-25 and also for 2025-26 have been paid to BSE and NSE within its due date.	
12	Registrar & Transfer Agent	:	MUFG Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083 Tel No. +91 22 4918 6000; Fax +91 22 4918 6060 email: rnt.helpdesk@in.mpms.mufig.com Contact Person Name: Mr Mahesh Masurkar	
13	Dematerialisation of Equity Share of the Company as on March 31, 2025	:	6,17,04,331 equity shares of total equity as on March 31, 2025 are in demat form.	
14	Unclaimed Equity Dividend	:	The details of unpaid/unclaimed dividend as on March 31, 2025 are provided below:	
			Particulars	Amount (in ₹)
			Final Dividend for the Year 2021-2022	35,833.00
			Final Dividend for the Year 2022-2023	35,808.00
			Final Dividend for the Year 2023-2024	36,991.00

Share Transfer System including dematerialisation of shares and liquidity

The Company's shares, being in the compulsory demat, are transferable through the depository system. However, shares held in physical form are processed by the Registrar & Share Transfer Agent in co-ordination with the Company. Securities of the listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue securities in dematerialised form only, while

processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Shareholding Pattern of the Company as of March 31, 2025:

S Nos.	Category	Number of Equity Shares	%
1.	Promoters and Promoters Group	1,87,92,811	30.35
2.	Mutual Funds	1,62,62,591	26.26
3.	Foreign Portfolio Investors Category I	1,20,98,175	19.54
4.	Foreign Portfolio Investors Category II	3,45,033	0.56
5.	Insurance Companies	40,22,535	6.50
6.	Alternate Investment Funds	26,34,016	4.25
7.	Clearing Members*	841	0.00
8.	Other Bodies Corporate	7,86,946	1.27
9.	Foreign Company	2,17,500	0.35
10.	Hindu Undivided Family	2,21,252	0.36
11.	Non-Resident Indians	3,62,910	0.59
12.	Trusts	2,401	0.00
13.	Body Corporate – LLP	34,072	0.06
14.	Resident Individuals	58,58,545	9.46
15.	Central and State Government	33,808	0.05
16.	Key Managerial Personnel	2,48,395	0.40
	Total	6,19,21,831	100.00

* These shares are lying in pool account of NSDL and CDSL.

Distribution Schedule as on March 31, 2025

No. of Shares	No. of Shareholders*	% of total	No. of Shares Held	% total	
1	500	75,615	97.4772	27,37,544	4.4210
501	1,000	892	1.1499	6,58,195	1.0629
1,001	2,000	462	0.5956	6,65,434	1.0746
2,001	3,000	191	0.2462	4,71,147	0.7609
3,001	4,000	66	0.0851	2,35,904	0.3810
4,001	5,000	56	0.0722	2,56,657	0.4145
5,001	10,000	111	0.1431	7,65,136	1.2356
10,001	179	0.2308	5,61,31,814	90.6495
TOTAL		77,572	100.0000	6,19,21,831	100.0000

*The number of shareholders provided above are on the basis of shareholding held by them in NSDL and CDSL respectively without merging their PANs.

Details of shares held in Suspense Account: Not Applicable

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

Nil

Market Price Data:

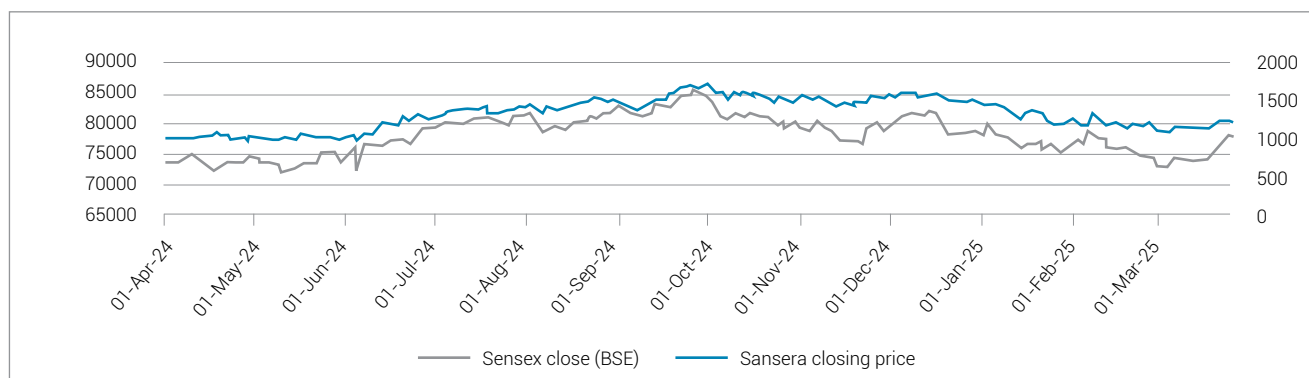
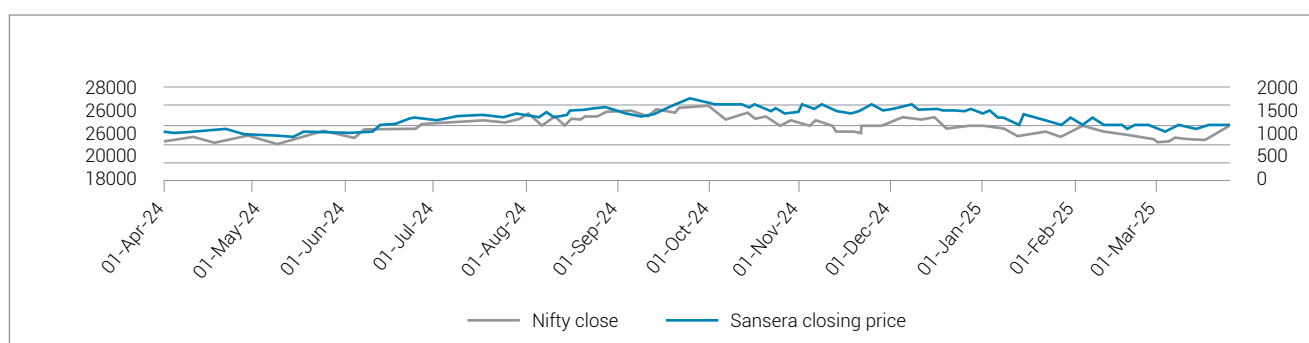
The monthly high and low quotations of the Company's equity shares traded on BSE and NSE during each month of the financial year ended March 31, 2025, are as follows:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2024	1,095.00	995.05	1094.75	995.5
May 2024	1,113.85	972.60	1110	974.15
June 2024	1,342.55	955.00	1344.7	954.1
July 2024	1,453.70	1,295.05	1453.5	1290.3
August 2024	1,550.00	1,339.70	1550	1330.4
September 2024	1,758.30	1,370.00	1756.95	1370

REPORT ON CORPORATE GOVERNANCE (Contd.)

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
October 2024	1,697.00	1,456.45	1696	1451
November 2024	1,632.85	1,430.45	1631.9	1430.6
December 2024	1,706.55	1,453.05	1705.6	1455
January 2025	1,495.95	1,166.15	1167.7	1262.5
February 2025	1,311.00	1,098.80	1099	1114.4
March 2025	1,272.00	1,057.95	1057.85	1215.8

Share performance chart of the Company in comparison to broad based indices:



Plant Locations:

The Company and its subsidiaries have 18 manufacturing facilities at various locations across India including one outside India in Sweden.

In India, the plants are located at Bengaluru, Tumkur, Manesar, Mehsana, Pune and Pantnagar. For more details on address of plants, please visit our website www.sansera.in.

Address of Correspondence:

Mr. Rajesh Kumar Modi
Company Secretary & Compliance Officer
Sansera Engineering Limited
Plant-7, No.143/A, Jigani Link Road,
Bommasandra Industrial Area,
Anekal Taluk, Bangalore-560105.
E-mail id: rajesh.modi@sansera.in;
Phone: No.+91 80 27839081/ 82/ 83

For transfer/dematerialisation of shares, change of address of members and other queries:

MUFG Intime India Private Limited
C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083
email: rnt.helpdesk@in.mpms.mufig.com
Tel No. +91 22 4918 6000; Fax +91 22 4918 6060
Contact Person Name: Mr Mahesh Masurka

VII. NON-COMPLIANCE OF REGULATIONS RELATING TO CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IF ANY

All the requirements of Corporate Governance Report of sub paragraphs (2) to (10) Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been duly complied with.



Corporate
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REPORT ON CORPORATE GOVERNANCE (Contd.)

VIII. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (b) TO (i) OF SUBREGULATION (2) OF REGULATION 46.

The Company has complied with the Corporate Governance requirements specified in regulation 17 to 27 to the extent applicable and clauses (b) to (i) of

sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

On Behalf of Board of Directors

S. Sekhar Vasan

Chairman & Managing Director

DIN:00361245

Place: Bengaluru

Date: August 11, 2025

REPORT ON CORPORATE GOVERNANCE (Contd.)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Sansera Engineering Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sansera Engineering Limited having CIN L34103KA1981PLC004542 and having registered office at Plant-7, No.143/A, Jigani Link Road Bommasandra Industrial Area, Anekal Taluk, Bangalore-560105, Karnataka, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 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	Designation
1.	Mr. S Sekhar Vasana*	00361245	Executive Director, (Chairman & Managing Director)
2.	Mr. F R Singhvi	00233146	Executive Director, (Joint Managing Director)
3.	Mr. B R Preetham	03499506	Executive Director & Group CEO
4.	Mrs. Revathy Ashok	00057539	Non-Executive - Independent Director
5.	Mr. Lakshminarayan Muthuswami	00064750	Non-Executive - Independent Director
6.	Mr. Samir Purushottam Inamdar	00481968	Non-Executive - Independent Director

*The shareholders of the Company through postal ballot notice dated February 10, 2025, approved re-appointment of Mr. S Sekhar Vasana as Managing Director, to be designated as Chairman & Managing Director of the Company.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BMP & Co., LLP
Company Secretaries

Biswajit Ghosh
Partner

FCS: 8750 COP : 8239

UDIN: F008750G000974981

PR No.: 6387/2025

Place: Bengaluru
Date: August 11, 2025

REPORT ON CORPORATE GOVERNANCE (Contd.)

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members,
Sansera Engineering Limited
CIN: L34103KA1981PLC004542
Plant-7, No.143/A, Jigani Link Road,
Bommasandra Industrial Area,
Anekal Taluk, Bengaluru – 560105.

We have examined the compliance of conditions of Corporate Governance of Sansera Engineering Limited ("the Company"), for the purpose of certifying of the Corporate Governance under Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period April 01, 2024, to March 31, 2025. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For BMP & Co. LLP,
Company Secretaries

Place: Bangalore
Date: August 11, 2025
PR No.: 6387/2025
UDIN: F008750G000974957

Biswajit Ghosh
Partner
FCS No: 8750
CP No: 8239

REPORT ON CORPORATE GOVERNANCE (Contd.)

DECLARATION REGARDING COMPLIANCE ON THE COMPANY'S CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

I, B. R. Preetham, Executive Director & Group Chief Executive Officer of Sansera Engineering Limited hereby confirm that the Company has adopted a Code of Conduct ("Code") for its Board Members and Senior Management Personnels, and the Code is available on the Company's website: <https://sansera.in/wp-content/uploads/2023/05/1.-Code-of-Conduct-for-Directors-and-Senior-Management.pdf>

I, further confirm that the Company has, in respect of the financial year ended on March 31, 2025, received from its Board Members as well as Senior Management Personnels, a declaration of compliance with the Code of Conduct pursuant to Regulation 26(3) of the Listing Regulations.

B. R. Preetham

Executive Director & Group Chief Executive Officer

DIN: 03499506

Place: Bengaluru

Date: August 11, 2025

CEO AND CFO CERTIFICATION

CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER AS PER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS & DISCLOSURES REQUIREMENTS) REGULATIONS, 2015

The Board of Directors
Sansera Engineering Limited

We, B R Preetham, Executive Director & Group Chief Executive Officer and Vikas Goel, Chief Financial Officer of the Company, hereby certify to the Board that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2025 and that to the best of their knowledge and belief:
1. 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 Company's affairs and are these in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and 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 have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee.
1. significant changes, if any, in internal control over financial reporting during the year;
 2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Bengaluru
Date: May 27, 2025

B R Preetham
Executive Director & Group CEO

Vikas Goel
CFO



Standalone Financial Statements

INDEPENDENT AUDITOR'S REPORT

To The Members of **Sansera Engineering Limited**

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of Sansera Engineering Limited (the "Company"), which comprise the Balance Sheet as at 31 March 2025, and the Statement of Profit and Loss (including Other Comprehensive Loss), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Revenue recognition</p> <p>(Refer note 2 and note 28 to standalone financial statements)</p> <p>The Company recognizes revenue as per Ind AS 115-Revenue from Contracts with Customers. The Company identifies the performance obligation and assesses the satisfaction of the performance obligation for the purpose of recognizing revenue. Sale of products forms a significant component of the total revenue where the revenue is recognized on transfer of control of the products to the end customer. The transfer of control is assessed based on the inco-terms agreed with the end customer.</p> <p>We consider cut off assertion of revenue recognition to be a key area of focus for our audit due to:</p> <ul style="list-style-type: none"> the existence of large number of contracts with the customers; and value of the sales transactions at the period end and management's determination of the point of transfer of control for sales reversal. 	<p>Principal audit procedures performed included the following:</p> <ul style="list-style-type: none"> We have assessed the appropriateness of the Company's accounting policies for revenue recognition by comparing with the Indian accounting standards. We have evaluated the design, implementation and operating effectiveness of key internal controls over recognition of revenue in the correct accounting period. On a sample basis, we tested the revenue transactions recorded during the year by verifying the underlying documents to assess whether revenue is recognised appropriately when control is transferred. We performed the lead time analysis between the customer location and dispatch location and subsequently arrived at the expected lead time for delivery. The same was used to identify exceptions or outliers (if any). We tested on a sample basis, specific revenue transactions recorded before and after the financial year end date to assess whether the revenue is recognized in the correct financial period in which control is transferred.

INDEPENDENT AUDITOR'S REPORT (Contd.)

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, Management Discussion and Analysis, Corporate Governance Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Board's report, Management Discussion and Analysis, Corporate Governance Report, are expected to be made available to us after the date of this auditor's report.
- Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Board's report, Management Discussion and Analysis, Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

RESPONSIBILITIES OF MANAGEMENT AND BOARD OF DIRECTORS FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are

reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible

INDEPENDENT AUDITOR'S REPORT (Contd.)

for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone 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 the 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for not complying with the requirement of audit trail as stated in (i)(vi) below.
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
 - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the

INDEPENDENT AUDITOR'S REPORT (Contd.)

operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- i) 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 standalone financial statements - Refer Note 38 to the standalone 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 were no amounts which were 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, other than as disclosed in the note 51(c) to the standalone 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, 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 51(d) to the standalone 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, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 53 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March 2025 which has feature of recording audit trail (edit log) facility and the



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INDEPENDENT AUDITOR'S REPORT (Contd.)

same was enabled and operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature was not enabled from 01 April 2024 to 20 May 2024 (refer note 52 of the standalone financial statements).

Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with, in respect of said accounting software for the period for which the audit trail feature was enabled and operating.

As audit trail feature was not enabled for the year ended 31 March 2024, reporting under Rule 11(g) of the Companies (Audit and Auditor), Rules, 2014 on preservation of

audit trail as per the statutory requirements for record retention is not applicable.

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

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Monisha Parikh

Partner

(Membership No.047840)

UDIN:25047840BMRJVN2832

Place: Bengaluru

Date: 27 May 2025

Ref: MP/MS/VJ/2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements 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 standalone financial statements of Sansera Engineering Limited (the "Company") as at 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone 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 standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone 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 standalone 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 standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone 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 standalone 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 standalone financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to standalone financial statements,

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

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 standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone

financial statements were operating effectively as at 31 March 2025, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Place: Bengaluru
Date: 27 May 2025
Ref: MP/MS/VJ/2025

Monisha Parikh
Partner
(Membership No.047840)
UDIN: 25047840BMRJVN2832

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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) In respect of property, plant and equipment and intangible assets:
- (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.
- B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification of property, plant and equipment, including capital

work in-progress and right-of-use assets, so to cover all the items once every three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

- (c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the standalone financial statements included in property, plant and equipment and capital work-in progress, according to the information and explanations given to us and based on the examination of the registered sale deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

Description of property	As at the Balance sheet date		Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of Company
	Gross carrying value	Carrying value in the standalone financial statements				
	(in Millions ₹)	(in Millions ₹)				
Plot No. 143-B-8, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099	0.62	0.62	Gearock Forge Private Limited	No	From April 01, 2017, effective date as per the approved scheme	The title deeds are in the name of an erstwhile subsidiary Company that was merged with the Company during the year 2017-18 under section 233 of the Companies Act, 2013 as per the Order received from the Ministry of Corporate Affairs. Not transferred in the name of the Company due to an ongoing dispute.
	0.66	0.66		No		
Site No. A1, Khata No. 344, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	0.24	0.24	Gearock Forge Private Limited	No	From April 01, 2017, effective date as per the approved scheme	The title deeds are in the name of an erstwhile subsidiary Company that was merged with the Company during the year 2017-18 under section 233 of the Companies Act, 2013 as per the Order received from the Ministry of Corporate Affairs. Not transferred in the name of the Company due to an ongoing dispute.
Plot No. 143-C-2, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	3.08	3.08				
	3.57	3.57				
Plot no.8 to Plot no.17, EV unit Block 2A of Harohalli 5th Phase, Bidadi Industrial Area, Ramanagara Taluk	879.33	879.33	Karnataka Industrial Development Board (KIADB)	No	From March 04, 2025	The lease cum sale deed is pending to be registered in the name of the Company as on March 31 2025 and the same is currently held in the name of Karnataka Industrial Area Development Board (KIADB).

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

Immovable properties of land and buildings whose title deeds have been pledged as security for loans, guarantees, etc., are held in the name of the Company based on the confirmations from security trustees.

- (d) The Company has not revalued any of its property, plant and equipment, including right of use assets, and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories except for goods-in-transit and stock held with third parties, were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stock held with third parties at the year-end, written confirmations have been obtained and in respect of goods in transit, the goods have been subsequent to the year-end or confirmations have been obtained from the parties. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of

inventories when compared with the books of account.

- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns (as revised) and statements (comprising of stock statements, ageing analysis of debtors, balance of creditors, current borrowings outstanding and sales) filed by the Company with such banks or financial institutions till the date of this report are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed, except in cases where the Company is in the process of filing revised returns with such banks or financial institutions.

- (iii) The Company has made investments in, provided guarantee or security and granted loans secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:

- (a) The Company has provided loans or advances in the nature of loans, stood guarantee, or provided security during the year and details of which are given below:

Particulars	Loans (in Millions ₹)	Guarantees (in Millions ₹)
A. Aggregate amount granted/ provided during the year:		
- Subsidiaries	-	218.14
- Associate	-	100.00
- Employees	26.73	-
B. Balance outstanding as at balance sheet date in respect of above cases:		
- Subsidiaries	-	218.14
- Associate	-	100.00
- Employees	12.35	-

- (b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal has been

stipulated and repayment of principal payments are regular as per stipulation.

- (d) According to the information and explanation given to us and based on the audit procedures performed in respect of loans provided by the Company, there is no overdue amount remaining outstanding as at balance sheet date.

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT (Contd.)

- (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) According to the information and explanations given to us and based on the audit procedure performed, the Company has not granted any loans or advances either repayable on demand or without specifying any terms or period of payment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- (iv) According to information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections 185 of the Companies Act, 2013 and the Company has complied with the provisions of Sections 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit)

Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, duty of Customs, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, duty of Customs, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of Statute	Nature of dues	Total amount involved	Amount unpaid	Period (FY) to which the amount relates	Forum where dispute is pending
		(₹ in Million)	(₹ in Million)		
Income Tax Act, 1961	Income tax (including interest and penalty)	2.65	0.19	2011-12	Income Tax Appellate Tribunal, Bengaluru
		12.61	3.75	2020-21	
		28.67	12.59	2012 to 2015	Commissioner of Income Tax (Appeals)
		57.52	31.69	2016 to 2020	
		19.92	19.18	2021-22	
The Finance Act, 1994	Service tax	24.45	23.27	April 2007 to June 2017	Customs, Excise and Service Tax Appellate Tribunal, Bengaluru
		4.33	4.33	January 2018	
		1.28	1.28	January 2007 to March 2011	Commissioner of Central Excise and Service Tax Appeal, Bengaluru
		0.82	0.82	January 2017 to June 2017	
The CGST Act, 2017/ SGST Act, 2017/IGST Act, 2017	Goods and service tax (including interest and penalty)	8.85	7.96	April 2017 to March 2022	Commissioner of Central Tax (Appeals), Pune
		52.20	49.70	April 2018 to March 2019	Commissioner of State Tax (Appeals), Gurugram
		0.96	0.86	April 2019 to March 2020	Joint Commissioner of State tax (Appeals), Pune

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

Name of Statute	Nature of dues	Total amount involved	Amount unpaid	Period (FY) to which the amount relates	Forum where dispute is pending
		(₹ in Million)	(₹ in Million)		
		17.83	16.40	April 2017 to March 2018	Joint Commissioner of State tax (Appeals), Rudrapur
		13.11	13.11	April 2021 to March 2022	Deputy Commissioner of State Tax, Pune
Entry of Goods Act, 1979	Entry Tax	2.26	2.26	April 2009 to March 2010	Karnataka Appellate Tribunal

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries and associate.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate company.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including the debt instrument) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has made private placement of shares during the year. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, applied by the Company during the year for the purposes for which the funds were raised, other than temporary deployment pending application. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.
- (xi) (a) We have been informed by the Company that an ex-employee of the Company had misappropriated funds amounting to ₹ 12.21 million during the preceding year and the year under audit. Investigations are concluded and the Company is in the process of recovering such losses from the ex-employee. Refer note 54 to the standalone financial statements. No fraud by the Company has been noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) To the best of our knowledge, report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, upto the date of this report. [for the matter reported in clause (xi)(a) above].
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year, and up to the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 31, 2025.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the order is not applicable.
- (b) The Group does not have any CIC as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our

attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Monisha Parikh

Place: Bengaluru
Date: 27 May 2025
Ref: MP/MS/VJ/2025

Partner
(Membership No.047840)
UDIN:25047840BMRJVN2832

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2025

(Amount in ₹ mn)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	3.a	16,663.77	13,612.74
Right-of-use assets	4	590.04	245.90
Capital work in progress	3.b	1,584.52	768.63
Intangible assets	3.c	36.61	26.36
Financial assets			
(i) Investments	5	1,570.18	1,270.54
(ii) Loans	6	0.38	15.17
(iii) Other financial assets	7	150.73	151.54
Current tax assets (net)	8.a	54.62	64.42
Other non-current assets	9	498.01	407.29
Total non-current assets		21,148.86	16,562.59
CURRENT ASSETS			
Inventories	10	4,467.42	3,688.50
Financial assets			
(i) Investments	11	9.29	10.19
(ii) Trade receivables	12	4,190.34	4,328.55
(iii) Cash and cash equivalents	13	425.20	449.14
(iv) Bank balances other than cash and cash equivalents	14	3,753.73	134.59
(v) Loans	15	28.89	21.63
(vi) Other financial assets	16	53.15	77.87
Other current assets	17	632.39	415.47
Total current assets		13,560.41	9,125.94
Total assets		34,709.27	25,688.53
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	18	123.84	107.23
Other equity	19	27,453.71	13,547.48
Total equity		27,577.55	13,654.71
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	20	1,415.76	2,164.73
(ii) Lease liabilities	4	352.82	216.03
Deferred tax liabilities (net)	21	767.94	663.29
Other non-current liabilities	22	457.94	497.18
Total non-current liabilities		2,994.46	3,541.23
CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	23	541.38	4,838.47
(ii) Lease liabilities	4	65.77	41.35
(iii) Trade payables	24		
- Total outstanding dues of micro enterprises and small enterprises		415.81	310.97
- Total outstanding dues of creditors other than micro enterprises and small enterprises		2,527.93	2,744.40
(iv) Others financial liabilities	25	267.64	245.67
Other current liabilities	26	295.44	262.54
Provisions	27	8.85	8.85
Current tax liabilities (net)	8.b	14.44	40.34
Total current liabilities		4,137.26	8,492.59
Total Equity and Liabilities		34,709.27	25,688.53

Summary of material accounting policies

2

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

Monisha Parikh
Partner
(Membership No. 047840)

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

B R Preetham
Executive Director and Chief
Executive Officer
DIN: 03499506

Vikas Goel
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Place: Bengaluru
Date: May 27, 2025

Rajesh Kumar Modi
Company Secretary

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in ₹ mn)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations	28	27,186.85	25,481.95
Other income	29	202.63	21.60
Total Income		27,389.48	25,503.55
EXPENSES			
Cost of materials consumed	30	11,658.04	11,355.05
Changes in inventories of finished goods and work-in-progress	31	(406.52)	(278.22)
Employee benefits expense	32	3,818.84	3,235.77
Finance costs	33	594.45	644.66
Depreciation and amortisation expenses	34	1,540.90	1,298.45
Other expenses	35	7,407.41	6,684.64
Total expenses		24,613.12	22,940.35
Profit before tax		2,776.36	2,563.20
Tax expense:	39		
Current tax		611.59	656.56
Tax relating to earlier years		(4.53)	4.57
Deferred tax		109.69	2.47
Total tax expense		716.75	663.60
Profit for the year		2,059.61	1,899.60
Other Comprehensive Income/(Loss)			
<i>Items that will not be reclassified to profit or loss</i>			
Re-measurement of the net defined benefit liability	41	(12.31)	(17.10)
Income tax relating to items that will not be reclassified to profit or loss		3.10	4.30
Net other comprehensive income/(loss) not to be reclassified subsequently to profit or loss		(9.21)	(12.80)
<i>Items that will be reclassified to profit or loss</i>			
Effective portion of gains/ (losses) in cash flow hedge	44	(7.70)	-
Income tax relating to items that will be reclassified to profit or loss		1.94	-
Net other comprehensive income/(loss) to be reclassified subsequently to profit or loss		(5.76)	-
Other comprehensive income/(loss) for the year, net of income tax		(14.97)	(12.80)
Total Comprehensive Income for the year		2,044.64	1,886.80
Earnings per equity share (face value of ₹ 2 each)			
Basic (in ₹)	36	35.81	35.62
Diluted (in ₹)	36	35.59	35.18

Summary of material accounting policies

2

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

Monisha Parikh
Partner
(Membership No. 047840)

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

B R Preetham
Executive Director and Chief
Executive Officer
DIN: 03499506

Vikas Goel
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Place: Bengaluru
Date: May 27, 2025

Rajesh Kumar Modi
Company Secretary

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in ₹ mn)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from operating activities			
Profit before tax		2,776.36	2,563.20
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expenses	34	1,540.90	1,298.45
Income from government grants	28	(62.12)	(58.89)
Interest income	29	(160.91)	(11.77)
Fair value loss/ (gain) on financial instruments at fair value profit or loss	35 and 29	0.89	(3.45)
Gain on disposal of property, plant and equipment and capital work-in-progress, net	29	(3.16)	(3.07)
Unrealised foreign exchange (gain)/loss, net		63.31	47.81
Employee stock compensation expense	32	31.92	44.90
Finance costs	33	594.45	644.66
Share of profit from investment in Limited Liability Partnership (LLP)	29	(2.73)	(2.92)
Loss allowance on receivables	35	22.00	(52.22)
Operating cash flows before changes in operating assets and liabilities		4,800.91	4,466.70
Changes in operating assets and liabilities:			
Decrease/(increase) in trade receivables		111.60	(270.22)
Decrease/(increase) in other financial assets and other assets		(205.24)	(159.72)
Decrease/(increase) in inventories		(778.92)	(430.23)
Increase/(decrease) in trade payables		(110.37)	689.24
Increase/(decrease) in other liabilities		18.86	(80.91)
Increase/(decrease) in other provisions		-	(10.33)
Cash generated from operations		3,836.84	4,204.53
Income taxes paid, net		(623.16)	(625.67)
Net cash generated from operating activities (A)		3,213.68	3,578.86
Cash flows from investing activities			
Payment towards purchase of property, plant and equipment		(5,401.32)	(3,137.69)
Payment towards Right-of-use assets		(31.93)	-
Payment towards purchase of intangible assets	3.c	(18.63)	(15.79)
Proceeds from disposal of property, plant and equipment and capital work-in-progress		4.53	8.87
Investment in associate	5	(100.00)	(200.00)
Investment in subsidiary		(199.64)	-
Movement in fixed deposits, net	14	(3,569.42)	(21.69)
Investment in Limited Liability Partnership (LLP)		-	(90.50)
Interest received	29	123.30	11.77
Share of profit from investment in Limited Liability Partnership (LLP)	29	2.73	2.92
Net cash used in investing activities (B)		(9,190.38)	(3,442.11)
Cash flows from financing activities			
Proceeds/(repayments) of non-current borrowings:			
Proceeds		2,099.99	900.00
Repayments		(3,427.93)	(1,185.34)
(Repayments)/proceeds of current borrowings, net (refer note (i) below)		(3,728.50)	1,035.44
Interest paid (refer note (i) below)		(566.06)	(627.45)
Payment of lease rentals (refer note (i) below)	4	(238.65)	(68.60)
Dividend payment		(161.99)	(133.32)
Proceeds from cross charges of ESOP expenses to Subsidiary		0.67	1.21
Shares issued on exercise of employee stock option		251.91	31.86
Shares issued pursuant to a Qualified Institutional Placement, (net of expenses)		11,755.69	-
Net cash (used in)/generated from financing activities (C)		5,985.13	(46.20)

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
STANDALONE STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	Note	(Amount in ₹ mn)	
		For the year ended March 31, 2025	For the year ended March 31, 2024
Net increase/(decrease) in cash and cash equivalents (A+B+C)		8.43	90.55
Cash and cash equivalents at the beginning of the year	13	449.14	350.99
Effects of exchange gain on restatement of foreign currency cash and cash equivalents		(32.37)	7.60
Cash and cash equivalents at the end of the year (refer below)	13	425.20	449.14
For the purpose of statement of cash flows, cash and cash equivalents comprise the following:			
Cash on hand		0.43	0.65
Balance with banks - on current accounts		424.77	448.49
Cash and cash equivalents at the end of the year		425.20	449.14

The above Standalone Statement of Cash Flows has been prepared under indirect method in accordance with Indian Accounting Standard (IND AS) 7 on "Statement of Cash Flows"

Note (i) Reconciliation of liabilities from financing activities:

Particulars	Opening balance	Cash flows		Non-cash movements		Closing balance
	April 01, 2024	Proceeds	Repayments	Additions (net)/Accruals	Fair value changes	March 31, 2025
Non-current borrowings (including current maturities of long-term debt)	3,274.70	2,099.99	(3,427.93)	-	-	1,946.76
Current borrowings *	3,728.50	-	(3,728.50)	10.38	-	10.38
Interest	9.32	-	(566.06)	556.74	-	-
Lease liabilities	257.38	-	(238.65)	399.86	-	418.59

Particulars	Opening balance	Cash flows		Non-cash movements		Closing balance
	1 April 2023	Proceeds	Repayments	Additions (net)/Accruals	Fair value changes	March 31, 2024
Non-current borrowings (including current maturities of long-term debt)	3,560.04	900.00	(1,185.34)	-	-	3,274.70
Current borrowings *	2,693.06	1,035.44	-	-	-	3,728.50
Interest	13.82	-	(627.45)	622.95	-	9.32
Lease liabilities	291.95	-	(68.60)	34.03	-	257.38

* Current borrowings are disclosed net of repayments/ proceeds.

Summary of material accounting policies

2

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached for **Deloitte Haskins & Sells** Chartered Accountants (Firm's Registration No.: 008072S)

for and on behalf of the Board of Directors of Sansera Engineering Limited
CIN: L34103KA1981PLC004542

Monisha Parikh
Partner
(Membership No. 047840)

S Sekhar Vasani
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

B R Preetham
Executive Director and Chief Executive Officer
DIN: 03499506

Vikas Goel
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Place: Bengaluru
Date: May 27, 2025

Rajesh Kumar Modi
Company Secretary



Corporate
Overview



Statutory
Reports



Financial
Statements

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2025

A. Equity share capital

(Amount in ₹ mn)

Equity shares of ₹ 2 each issued, subscribed and fully paid	No. of shares	Amount
As at April 01, 2024	5,36,15,150	107.23
Changes in Equity Share Capital due to prior period errors	-	-
Restated as at March 31, 2025	5,36,15,150	107.23
Add: Shares issued on exercise of employee stock options (refer note 42)	5,84,674	1.17
Add: Shares issued pursuant to Qualified Institutional Placement (refer note 18)	77,22,007	15.44
As at March 31, 2025	6,19,21,831	123.84
As at April 01, 2023	5,29,29,540	105.86
Changes in Equity Share Capital due to prior period errors	-	-
Restated as at March 31, 2024	5,29,29,540	105.86
Add: Shares issued on exercise of employee stock options (refer note 42)	6,85,610	1.37
As at March 31, 2024	5,36,15,150	107.23

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

B. Other Equity

Particulars	Reserves and Surplus							Total equity
	Capital reserve	Securities premium	Capital redemption reserve	Share options outstanding reserve	General reserve	Cash flow hedge reserve	Retained earnings	
As at April 01, 2024	8.00	1,675.30	0.55	159.43	138.55	-	11,565.65	13,547.48
Share-based payment to employees	-	-	-	31.92	-	-	-	31.92
Cross charges of ESOP expenses to Subsidiary	-	-	-	0.67	-	-	-	0.67
Dividends (refer note 45)	-	-	-	(76.42)	-	-	(161.99)	(161.99)
Exercise of share options	-	327.16	-	-	-	-	-	250.74
Issue of equity shares to qualified institutional buyers pursuant to a Qualified Institutional Placement	-	11,984.55	-	-	-	-	-	11,984.55
Share issue expenses	-	(244.30)	-	-	-	-	-	(244.30)
Profit for the year	-	-	-	-	-	-	2,059.61	2,059.61
Other Comprehensive Income:	-	-	-	-	-	-	-	-
Effective portion of gains/ (losses) in cash flow hedge, net of tax	-	-	-	-	-	(5.76)	-	5.76
Remeasurement of the net defined benefit liability (Refer note below)	-	-	-	-	-	-	(9.21)	(9.21)
As at March 31, 2025	8.00	13,742.71	0.55	115.60	138.55	(5.76)	13,454.06	27,465.23
As at April 01, 2023	8.00	1,565.44	0.55	195.73	135.51	-	9,812.17	11,717.40
Share-based payment to employees	-	-	-	44.90	-	-	-	44.90
Cross charges of ESOP expenses to Subsidiary	-	-	-	1.21	-	-	-	1.21
Dividends (refer note 45)	-	-	-	-	-	-	(133.32)	(133.32)
Exercise of share options	-	109.86	-	(82.41)	-	3.04	-	30.49
Profit for the year	-	-	-	-	-	-	1,899.60	1,899.60
Other Comprehensive Income:	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability (Refer note below)	-	-	-	-	-	-	(12.80)	(12.80)
As at March 31, 2024	8.00	1,675.30	0.55	159.43	138.55	-	11,565.65	13,547.48

In accordance with Notification G.S.R 404(E), dated April 06, 2016, as included in amended Schedule III, the Company has recognised remeasurement of defined benefit plans amounting to ₹ (9.21 mn) (March 31, 2024 ₹ (12.80 mn) as a part of retained earnings.

Summary of material accounting policies 2

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached for **Deloitte Haskins & Sells** Chartered Accountants (Firm's Registration No.: 008072S)

Monisha Parikh
Partner
(Membership No. 047840)

Place: Bengaluru
Date: May 27, 2025

for and on behalf of the Board of Directors of Sansera Engineering Limited
CIN: L34103KA1981PLC004542

S Sekhar Vasan
Managing Director
DIN: 00361245

B R Preetham
Executive Director and Chief Executive Officer
DIN: 03499506

Place: Bengaluru
Date: May 27, 2025

F R Singhvi
Joint Managing Director
DIN: 00233146

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

COMPANY OVERVIEW

Sansera Engineering Limited ("the Company") was incorporated on December 15, 1981 under the provisions of the Companies Act, 1956 with its registered office and principal place of business in Bengaluru, Karnataka. The Company is involved in the business of manufacture of auto components such as rocker arms, connecting rods, gear shifters, crank shafts, and aerospace components. It is also involved in providing services such as forging and other related services.

1. BASIS OF PREPARATION

A. STATEMENT OF COMPLIANCE

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

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

B. FUNCTIONAL AND PRESENTATION CURRENCY

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest millions, unless otherwise indicated.

C. BASIS OF MEASUREMENT

The standalone financial statements have been prepared on the historical cost basis except for the following items:

- Derivative instruments at fair value;
- Net defined benefit (asset)/liability at fair value of plan assets less present value of defined benefit obligations;
- Current investments at fair value through standalone statement of profit and loss and
- Share based payment transactions at fair value.

D. USE OF ESTIMATES AND JUDGEMENTS

The preparation of the standalone financial statements in conformity with Ind AS requires management to

make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in lease classification.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended March 31, 2025 is included in the following notes:

- Note 2.1, 2.2, 3.a and 3.c - Depreciation and amortisation method and useful lives of items of property, plant and equipment and intangibles assets;
- Note 3.a and 3.c – Impairment of property, plant and equipment;
- Note 5 – Impairment of investment in subsidiaries;
- Note 39 – Recognition of deferred tax assets.
- Note 32 and 41 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 44 – Impairment of financial assets; and
- Note 15, 25 and 44 – Derivative contracts at fair value;

e. Measurement of fair values

Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

from prices). The derivative contracts are valued using market approach, determined using forward exchange rates as at the balance sheet date.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Note 42 - Employee stock options; and
- Note 43 - Financial instruments;

2. MATERIAL ACCOUNTING POLICIES

2.1 PROPERTY, PLANT AND EQUIPMENT

i. Recognition and measurement

Property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised

as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the standalone statement of profit or loss.

Borrowing costs directly attributable to the acquisition/construction of the qualifying asset are capitalised as part of the cost of that asset. Other borrowing costs are recognised as expense in the standalone statement of profit and loss in the period in which these are incurred.

ii. Depreciation methods, estimated useful lives and residual values

Depreciation is provided on a Straight Line Method ("SLM") over the useful life of property, plant and equipment as prescribed under Part C of Schedule II of the Companies Act, 2013. In case of second hand assets purchased, the useful life considered is based on the remaining useful life of such asset determined based on technical evaluation and its proposed use. Depreciation for assets purchased/sold during a period is proportionately charged. The useful lives for property, plant and equipment is as follows:

Asset category	Estimated useful life (in years)
Building	30
Plant and machinery	5-25
Furniture and fixtures	10
Vehicles	8
Office equipment	5
Electrical installations	10
Computer (including software)	3-6

Freehold land is not depreciated.

2.2 INTANGIBLE ASSETS

Intangible assets purchased are measured at cost less accumulated amortisation and accumulated impairment, if any.

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment losses, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the standalone statement of profit and loss when the asset is derecognised. The Company's intangible assets comprises assets with finite useful life which are amortised on a straight-line basis over the period of their expected useful life. Intangible assets are amortised in the standalone statement of profit and loss over their estimated useful lives of 3 years on a straight-line basis.

2.3 INVESTMENT IN SUBSIDIARIES AND ASSOCIATES

Investment in subsidiaries and associates are measured at cost less impairment loss, if any. Dividend income from subsidiaries is recognised when its right to receive the dividend is established.

2.4 INVENTORIES

Inventories are measured at the lower of cost and net realisable value (NRV). Cost comprises purchase price and all expenses incurred in bringing the inventory to its present location and condition. Cost has been determined as follows:

Raw materials, stores and spares	: on weighted average basis
Work in progress	: includes cost of conversion
Finished goods	: includes cost of conversion

- i. Fixed production overheads are allocated on the basis of normal capacity of production facilities. The comparison of cost and NRV is made on an item-by-item basis. Spare parts that meet the definition of asset are capitalised at their respective carrying amounts. The NRV of work-in-progress is determined with reference to NRV of related finished goods.

- ii. Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their NRV.
- iii. Provision for inventory obsolescence is assessed periodically and is provided as considered necessary.

2.5 REVENUE RECOGNITION

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer;

Step 2: Identify the performance obligation in contract;

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations in the contract; and

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon transfer of control of goods or services to buyer in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services.

Sale of products is adjusted net of Goods and Service tax, returns, trade discounts, and volume rebates.

Service income is recognised when the related services are rendered unless significant future contingencies exist.

Export incentives are recognised in the standalone statement of profit and loss when the right to receive credit as per the terms of the entitlement is established in respect of export made.

Dividend income is recognised in standalone statement of profit and loss on the date on which the right to receive payment is established.

Interest on the deployment of funds is recognised using the time-proportion method, based on underlying interest rates.

2.6 FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are translated into the functional currency using the exchange rates at the

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the standalone statement of profit and loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the standalone statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the standalone statement of profit and loss on a net basis within other gains/ (losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

2.7 GOVERNMENT GRANTS

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Grants related to assets are government grants whose primary condition is that an entity qualifying for them should purchase, construct or otherwise acquire long-term assets. Grants related to income are government grants other than those related to assets.

Government grants relating to an expense item are recognised in the standalone statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented as a deduction in reporting the related expense. The presentation approach is applied consistently to all similar grants.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to the standalone statement of profit and loss over the periods and in proportions in which depreciation expense on those assets is recognised.

Income from export incentives are recognised in the standalone statement of profit and loss when the right

to receive credit as per the terms of the entitlement is established in respect of exports made and disclosed as other operating revenues.

Income from government incentives (other than export incentive) are recognised in the standalone statement of profit and loss when the right to receive credit as per the terms of the entitlement and disclosed as a reduction to the related expenses.

2.8 LEASES

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises a right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid

at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and a charge or credit to the standalone statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

Lease payments associated with following leases are recognised as expense on straight-line basis:

- (i) Low value leases; and
- (ii) Leases which are short-term.

2.9 FINANCIAL INSTRUMENTS

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

Cash and cash equivalents

Cash and cash equivalents include cash on hand, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income (FVOCI) if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This includes other investments.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss (FVTPL). This includes all derivative assets and current investments.

Financial liabilities

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense and are recognised in standalone statement of profit and loss. Other financial liabilities are subsequently carried at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in the standalone statement of profit and loss.

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Derivative Instruments

- a. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. These derivative instruments are recorded at fair value on every reporting date with changes being accounted in standalone statement of profit and loss.
- b. Cash flow hedges Changes in the fair value of the derivative hedging instruments designated as a cash flow hedge are recognised in other comprehensive income and held in cash flow hedging reserve, net of taxes, a component of equity, to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised in the consolidated statement of income and reported within foreign exchange gains/(losses), net, within results from operating activities. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognised in the cash flow hedging reserve is transferred to the consolidated statement of income upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, such cumulative balance is immediately recognised in the consolidated statement of income.
- c. Others Changes in fair value of foreign currency derivative instruments neither designated as cash flow hedges nor hedges of net investment in foreign operations are recognised in the consolidated statement of income and reported within foreign exchange gains/(losses), net within results from operating activities. Changes in fair value and gains/(losses), net, on settlement of foreign currency derivative instruments relating to borrowings, which have not been designated as hedges are recorded in finance expenses.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the standalone statement profit and loss.

2.10 IMPAIRMENT

i. Impairment of financial assets

The Company recognises loss allowances for expected credit losses (ECL) on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises 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, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for

impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12 months ECL.

ii. Impairment of non - financial assets

A cash-generating unit (CGU) is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

iii. Impairment of non - financial assets (continued)

The Company's non-financial assets, other than inventories and deferred tax assets, are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the standalone statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the standalone statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount.

The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

2.11 EMPLOYEE BENEFITS

i. Defined benefit plan

Gratuity

The Company's gratuity plan is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using

the Projected Unit Credit Method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plan is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the standalone balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Compensated absences

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absence and utilise it in future periods or receive cash compensation at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absence as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date. The calculation of the Company's obligation is performed annually by an independent actuary using the projected unit credit method as at the balance sheet date. Non-accumulating compensated absences are recognised in the period in which the absences occur. The Company recognises actuarial gains and losses immediately in the standalone statement of profit and loss.

ii. Defined contribution plan

Provident fund

Provident fund is a post-employment benefit plan under which the Company makes specified monthly contribution towards Government administered provident fund scheme. Obligations for contributions to defined contribution plan are recognised as an employee benefit expense in the standalone statement of profit and loss during the period in which the related services are rendered by the employees.

iii. Share-based payment transactions

Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The

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expense is recognised in the standalone statement of profit and loss with a corresponding increase in equity over the period that the employees unconditionally become entitled to the award. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants. The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

2.12 INCOME TAXES

Current income tax

Current income tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current income tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date.

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 establishes provisions where appropriate.

Deferred income tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

2.13 EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the net profit for the year attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit for the year attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year, after adjustment for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

2.14 PROVISIONS AND CONTINGENCIES

A provision is recognised when an enterprise has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are determined by discounting the expected future cash flows to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions for onerous contracts, i.e., contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a best estimate of such obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events,

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the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the standalone financial statements.

2.15 CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.16 SEGMENT REPORTING

Based on the "management approach" as defined in Ind AS 108 - Operating Segments, Managing Directors of the Company has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance and allocates resources based on single segment approach and accordingly, information has been presented.

2.17 RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

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3.A PROPERTY, PLANT AND EQUIPMENT

Particulars	Owned Property, plant and equipment						Total		
	Land # (1)	Buildings (2)	Plant and machinery (3)	Furniture and fixtures (4)	Vehicles (5)	Office equipment (6)		Electrical installations (7)	Computers (8)
Gross carrying amount, at cost	550.25	1,909.37	13,556.57	58.44	186.39	59.18	589.59	91.22	17,001.01
Reclassification	-	-	-	-	-	-	-	(4.19)	(4.19)
Additions	62.00	380.14	2,337.08	5.13	53.73	10.61	178.94	35.64	3,063.27
Disposals	-	-	(10.81)	-	(33.96)	-	(0.47)	(14.78)	(60.02)
As at March 31, 2024	612.25	2,289.51	15,882.84	63.57	206.16	69.79	768.06	107.89	20,000.07
Additions	1,046.68	384.89	2,882.90	10.07	2.83	6.29	147.59	43.57	4,524.82
Disposals	-	-	(13.89)	(0.22)	(14.56)	(0.49)	(1.35)	(0.45)	(30.96)
As at March 31, 2025	1,658.93	2,674.40	18,751.85	73.42	194.43	75.59	914.30	151.01	24,493.93
Accumulated depreciation									
As at April 01, 2023	-	264.12	4,422.27	27.30	94.04	41.54	291.75	59.15	5,200.17
Reclassification	-	-	-	-	-	-	-	(3.31)	(3.31)
"Charge for the year"	-	70.99	1056.15	6.32	22.54	6.71	60.07	21.91	1,244.69
Disposals	-	-	(9.07)	-	(29.90)	-	(0.47)	(14.78)	(54.22)
As at March 31, 2024	-	335.11	5,469.35	33.62	86.68	48.25	351.35	62.97	6,387.33
Charge for the year	-	87.10	1,247.50	5.80	22.07	7.56	72.75	29.64	1,472.42
Disposals	-	-	(13.37)	(0.22)	(13.71)	(0.49)	(1.35)	(0.45)	(29.59)
As at March 31, 2025	-	422.21	6,703.48	39.20	95.04	55.32	422.75	92.16	7,830.16
Carrying amounts (net)									
As at March 31, 2025	1,658.93	2,252.19	12,048.37	34.22	99.39	20.27	491.55	58.85	16,663.77
As at March 31, 2024	612.25	1,954.40	10,413.49	29.95	119.48	21.54	416.71	44.92	13,612.74

Notes:

(a) It includes land of 60,786.60 square meter allocated by Karnataka Industrial Area Development (KIADB) at Plot no. 48, 2nd Phase, Sector - 2, Bidadi Industrial Area for a period of 10 years w.e.f. August 08, 2014 to the Company on a lease cum sale basis.

(b) Karnataka Industrial Area Development Board (KIADB) has allotted land measuring 2,025 square meter at Plot no. 143-B-8 Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099, Karnataka on a lease cum sale basis for a period of 11 years w.e.f. September 07, 1999 and 1,058 square meter at Plot no. 143-B-8-Part Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099, Karnataka on a lease cum sale basis for a period of 11 years w.e.f. May 29, 2001 with specified terms and conditions to be complied with by each party. KIADB has alleged / contended that as per the terms and conditions of Clause 2(i)(ii) of the Lease Cum Sale Agreement dated January 17, 2000, the original allottee should hold minimum 51% shares in the Company till the execution of the sale deed and in view of there being a violation of the said clause by Sansera Engineering Limited (Sansera), they have issued a demand notice No. KIADB / HO / Allot / Secy - 3/ 12680 / 6102 / 19-20 dated July 29, 2019 calling upon Sansera to remit an additional sum of ₹ 5,383,798. Challenging the said demand, Sansera has filed Writ Petition seeking quashing of the said demand and also directions to execute the sale deed. The High Court of Karnataka in its order dated September 18, 2024, partially allowed the writ petition wherein notice dated July 29, 2019 was quashed and KIADB was directed to issue a fresh demand notice within a period of 30 days. Sansera awaits the revised demand from KIADB as on March 31, 2025.

(c) Karnataka Industrial Area Development Board (KIADB) has allotted land measuring 222,585 square meter from Plot no.8 to Plot no.17, EV unit Block 2A of Harohalli 5th Phase, Bidadi Industrial Area, Ramanagara Taluk on a lease cum sale basis. The Company obtained the possession of the said land on 4 March 2025. The Company is in the process of registering the said lease cum sale deed as on March 31, 2025.

Refer note 20 for details of charge over the Company's property, plant and equipment for the borrowings taken by the Company.

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

3.a.(i) Title deeds of Immovable Property not held in the name of the Company:

Details 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) whose title deeds are not held in the name of the Company.

As at March 31, 2025 and March 31, 2024

Relevant line item in the Balance sheet	Description of item of property	Parties to the Agreement	Gross carrying value as at March 31, 2025	Gross carrying value as at March 31, 2024	Title deeds held in the name of	If held jointly (Name and Company's Share)	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company (to also indicate if in dispute)
Property, plant and equipment	Plot No. 143-B-8, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	Karnataka Industrial Area Development Board	0.62	0.62	The title deeds are in the name of Gearrock Forge Private Limited, an erstwhile subsidiary company that was merged with the Company during the year 2017-18 under Section 233 of the Companies Act, 2013 as per the order received from Ministry of Corporate Affairs.	Not Applicable	Not Applicable	From 1 April 2017, effective date as per the approved scheme.	Not transferred in the name of the Company due to the matter as mentioned in note 3.a above.
	Plot No. 143-B-8-Part, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	Karnataka Industrial Area Development Board	0.66	0.66		Not Applicable	Not Applicable		
	Site No. A1, Khata No. 344, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	H. Muniyappa	0.24	0.24		Not Applicable	Not Applicable		The Company is unable to transfer these lands because of ongoing dispute as mentioned in the above note.
	Plot No. 143-C-2, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	BVR Industries	3.08	3.08		Not Applicable	Not Applicable		
	Plot No. 143-C-2-Part, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	BVR Industries	3.57	3.57		Not Applicable	Not Applicable		

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Relevant line item in the Balance sheet	Description of item of property	Parties to the Agreement	Gross carrying value as		Title deeds held in the name of	If held jointly (Name and Company's Share)	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company (to also indicate if in dispute)
			at March 31, 2025	at March 31, 2024					
	Plot no.8 to Plot no.17, EV unit Block 2A of Harohalli 5th Phase, Bidadi Industrial Area, Ramanagara Taluk.	Karnataka Industrial Area Development Board	879.33	NA	The lease cum sale deed is pending to be registered in the name of the Company as on March 31 2025 and the same is currently held in the name of Karnataka Industrial Area Development Board (KIADB).	Not Applicable	Not Applicable	From March 04, 2025	The Company is in the process of registering the lease cum sale deed.

3.a.(ii) There are no proceedings which have been initiated during the year or pending against the Company as at March 31, 2025 for holding any benami property under Benami Transactions (Prohibition) Act, 1988.

3.a.(iii) There were no revaluation of property, plant and equipment during financial year 2024-25 and 2023-24.

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

3.B CAPITAL WORK IN PROGRESS (CWIP) AGING SCHEDULE

(Amount in ₹ mn)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
As at March 31, 2025	1,501.90	71.27	2.99	8.36	1,584.52
As at March 31, 2024	721.98	30.06	10.28	6.31	768.63

The Company has a dedicated facility in Bengaluru for machine building and machine design with special purpose machines being manufactured in-house. Special purpose machines are customised machines deployed to automate industrial processes to ensure high productivity. Machinery component required for machine building process are included in capital work-in-progress.

There are no projects which are under suspension. With regard to the ongoing projects there are no projects where completion is overdue or has exceeded the cost as compared to its original plan, considering amendments as may be approved. The projects in-progress for more than 3 years represent components which would be commonly used across various special purpose machines being manufactured in-house.

3.C INTANGIBLE ASSETS

(Amount in ₹ mn)

Particulars	Owned intangible assets	
	Computer software	Total
Gross carrying amount		
At April 01, 2023	58.58	58.58
Reclassification	4.19	4.19
Additions	14.91	14.91
Disposals	-	-
At March 31, 2024	77.68	77.68
Additions	18.63	18.63
Disposals	-	-
At March 31, 2025	96.31	96.31
Accumulated amortisation		
At April 01, 2023	41.23	41.23
Reclassification	3.31	3.31
Amortisation for the year	6.78	6.78
Disposals	-	-
At March 31, 2024	51.32	51.32
Amortisation for the year	8.38	8.38
Disposals	-	-
At March 31, 2025	59.70	59.70
Carrying amounts (net)		
At March 31, 2025	36.61	36.61
At March 31, 2024	26.36	26.36

3.c.(i) There were no revaluation of Intangible assets during financial year 2024-25 and 2023-24.

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

4 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

i) Following are the changes in the carrying value of right-of-use assets:

(Amount in ₹ mn)

Particulars	Leasehold land	Leased Buildings	Vehicle	Total
At April 01, 2023	155.07	125.49	-	280.56
Additions	-	12.32	-	12.32
Deletion	-	-	-	-
Depreciation	(6.98)	(40.00)	-	(46.98)
At March 31, 2024	148.09	97.81	-	245.90
Additions	251.84	106.22	46.18	404.24
Deletion	-	-	-	-
Depreciation	(9.02)	(48.70)	(2.38)	(60.10)
At March 31, 2025	390.91	155.33	43.80	590.04

ii) The following is the movement in lease liabilities:

(Amount in ₹ mn)

Particulars	Leasehold land	Leased Buildings	Vehicle	Total
At April 01, 2023	137.70	154.25	-	291.95
Additions	-	12.32	-	12.32
Finance cost accrued during the year	10.24	11.47	-	21.71
Deletions	-	-	-	-
Payments	(12.00)	(56.60)	-	(68.60)
At March 31, 2024	135.94	121.44	-	257.38
Additions	231.89	94.27	46.15	372.31
Finance cost accrued during the year	11.61	14.83	1.11	27.55
Deletions	-	-	-	-
Payments	(169.10)	(66.55)	(3.00)	(238.65)
At March 31, 2025	210.34	163.99	44.26	418.59

iii) The following is the break-up of current and non-current lease liabilities:

(Amount in ₹ mn)

Particulars	As at March 31, 2025	As at March 31, 2024
Current lease liabilities	65.77	41.35
Non-current lease liabilities	352.82	216.03
Total	418.59	257.38

iv) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(Amount in ₹ mn)

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one year	99.64	60.35
One to five years	252.83	139.32
More than five years	318.90	203.31
Total lease liabilities	671.37	402.98
Less: Implicit interest	252.78	145.60
Lease liabilities included in the Balance sheet	418.59	257.38

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

v) Amount recognised in the standalone statement of profit and loss:

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Depreciation on right-of-use assets	60.10	46.98
Interest on lease liabilities	27.55	21.71
Low value lease (included with rent, classified under other expenses)	0.63	2.17

vi) Amount recognised in the statement of cash flow:

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Cash outflows for leases	238.65	68.60
Total	238.65	68.60

5 INVESTMENTS (NON-CURRENT)

a Investments in subsidiaries (Carried at cost)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Unquoted		
<i>Investment in equity instruments</i>		
Fitwel Tools and Forgings Private Limited (248,872 (March 31, 2024: 248,872) equity shares of ₹10 each fully paid up)	201.65	201.65
Sansera Engineering Pvt. Ltd., Mauritius (2,10,000 (March 31, 2024: 10,000) equity shares of Euro 10 each fully paid up) [refer note 51(c)]	206.52	6.88
<i>Investment in preference shares</i>		
Sansera Engineering Pvt. Ltd., Mauritius 490,000 (March 31, 2024: 490,000) optionally redeemable preference shares of Euro 10 each fully paid up	337.02	337.02
30,000 Series A (March 31, 2024: 30,000) optionally redeemable preference shares of Euro 10 each fully paid up	22.56	22.56
30,000 Series B (March 31, 2024: 30,000) optionally redeemable preference shares of Euro 10 each fully paid up	10.68	10.68
380,000 Series C (March 31, 2024: 380,000) optionally redeemable preference shares of Euro 10 each fully paid up	296.32	296.32
Total (a)	1,074.75	875.11

Note: The Optionally Redeemable Preference Shares held by the Company can be converted into equity shares in Sansera Engineering Pvt. Ltd., Mauritius at a fixed ratio of 1:1 at the option of Sansera Engineering Pvt. Ltd., Mauritius.

b Investment in associate -Unquoted (Carried at cost)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
MRFIC Technology Private Limited <i>Investment in equity instruments</i>	200.00	0.01
(237,530 (March 31, 2024: 17) equity shares of ₹1 each fully paid up)		

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Investment in preference shares		
Nil (March 31, 2024: 37,310) Series A1 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up	-	50.00
Nil (March 31, 2024: 55,970) Series A2 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up	-	75.00
Nil (March 31, 2024: 55,970) Series A3 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up	-	74.99
37,310 (March 31, 2024: Nil) Series A4 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up	50.00	-
37,310 (March 31, 2024: Nil) Series A5 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up	50.00	-
Total (b)	300.00	200.00

During year ended March 31, 2025, the Company has converted 149,250 Compulsorily Convertible Preference Shares (CCPS) of ₹100 each at a premium of ₹1,240 per CCPS; into 237,513 Equity Shares of Re.1 each at a premium of ₹841.04 per Equity Share. Further, the Company has made an investment of ₹100.00 mn in 74,620 Compulsorily Convertible Preference Shares (CCPS) of ₹100 each at a premium of ₹1,240 per CCPS, totalling to ₹ 300 mn investment for approximately 29.60%

Subsequent to year ended March 31, 2025, the Company further made an investment of ₹100 mn in MMRFIC, which is pending allotment.

c Other Investment-Unquoted (Measured at fair value through other comprehensive income)

Partner contribution		
Clean Max Vega Power LLP	195.43	195.43
26% (March 31, 2024: 26%)		
Total (c)	195.43	195.43

Name of the Partners	As at March 31, 2025		As at March 31, 2024	
	Monetary Value of Contribution (Amount in ₹ mn)	Contribution Ratio	Monetary Value of Contribution (Amount in ₹ mn)	Contribution Ratio
Clean Max Enviro Energy Solutions Private Limited	556.23	74.00%	556.23	74.00%
Sansera Engineering Limited	195.43	26.00%	195.43	26.00%
Total Capital	751.66	100.00%	751.66	100.00%

₹ 10 (March 31, 2024: ₹ 10) not presented above due to rounding off to nearest ₹ in mn.

Total (a+b+c)	1,570.18	1,270.54
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	1,570.18	1,270.54
Aggregate amount of impairment in investments	-	-

6 LOANS (NON-CURRENT)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good , at amortised cost		
Loans to employees	0.38	15.17
Total	0.38	15.17

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

The Company has not granted any Loans or Advances in the nature of loans to Promoters, Directors, Key Management Personnel and the Related Parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.

7 OTHER FINANCIAL ASSETS (NON-CURRENT)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Security deposit - Unsecured, considered good	149.95	142.46
Bank deposits with more than 12 months maturity *	0.78	9.08
Total	150.73	151.54

*Represents deposits pledged against bank guarantees and letter of credits provided by the bank.

8.A CURRENT TAX ASSETS (NET)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Advance tax and tax deducted at source, net of provision for tax of ₹4,020.99 mn (as on March 31, 2024 ₹ 2,298.04 mn)	54.62	64.42
Total	54.62	64.42

8.B CURRENT TAX LIABILITIES (NET)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Provision for tax, net of advance tax and tax deducted at source of ₹ 430.97 mn (as on March 31, 2024 ₹ 1,056.64 mn)	14.44	40.34
Total	14.44	40.34

9 OTHER NON-CURRENT ASSETS

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Capital advances	469.90	376.14
Duty paid under protest	14.17	11.68
Prepayments	13.94	19.47
Total	498.01	407.29

10 INVENTORIES (VALUED AT LOWER OF COST AND NET REALISABLE VALUE)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Raw materials *	1,412.00	1,065.38
Work in progress	1,449.16	1,309.00
Finished goods **	1,288.09	1,021.73
Stores and spares	318.17	292.39
Total	4,467.42	3,688.50

* Includes stock of assembled components.

** Includes stock in transit of ₹ 183.96 mn (March 31, 2024: ₹ 568.55 mn).

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

- a) Amount of inventories recognised as an expense is ₹ 14.00 mn (Financial year 2023-24: ₹ 12.24 mn)
- b) Write-down of the inventories to net realisable value amounted to ₹ 2.00 mn (Financial year 2023-24: ₹ 1.50 mn). These were recognised as an expense during the year and included in note 30 and 31 in the Standalone Statement of Profit and Loss.

The mode of valuation of inventories has been stated in note 2.4

11 CURRENT INVESTMENTS

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Quoted equity shares		
Equity shares at fair value through Statement of Profit and Loss		
800 (March 31, 2024: 800) equity shares of ₹10 each fully paid up of Maruti Suzuki India Limited	9.29	10.19
Total	9.29	10.19
Aggregate amount of quoted investments	9.29	10.19
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in investments	-	-

12 TRADE RECEIVABLES

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Considered good - Secured.	-	-
Considered good - Unsecured *	4,220.17	4,362.31
Trade Receivables which have significant increase in credit risk	-	-
Credit Impaired	25.93	-
Total	4,246.10	4,362.31
Less: Loss allowance on receivables	(55.76)	(33.76)
Trade receivables	4,190.34	4,328.55

* Includes receivables from related parties refer note 40.

The Company's exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 44.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix, The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

Trade receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
At March 31, 2025							
(i) Undisputed Trade receivables - considered good	3,175.26	933.09	73.83	0.61	37.38	-	4,220.17
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	25.40	0.53	-	-	-	25.93

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	3,175.26	958.49	74.36	0.61	37.38	-	4,246.10
Less: Loss allowance on receivables							(55.76)
Trade receivables							4,190.34

At March 31, 2024							
(i) Undisputed Trade receivables - considered good	3,026.25	1,169.55	80.32	79.35	6.84	-	4,362.31
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	3,026.25	1,169.55	80.32	79.35	6.84	-	4,362.31
Less: Loss allowance on receivables							(33.76)
Trade receivables							4,328.55

- (a) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (b) For terms and conditions relating to related party receivables, refer Note 40.
- (c) Trade receivables are non-interest bearing and are generally on terms of 15 to 120 days.

13 CASH AND CASH EQUIVALENTS

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Balance with banks		
On current accounts	424.77	448.49
Cash on hand	0.43	0.65
Total	425.20	449.14

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

14 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Amount in ₹ mn)

Particulars	As at March 31, 2025	As at March 31, 2024
Bank deposits within 12 months maturity *	3,753.73	134.59
Total	3,753.73	134.59

* Includes certain deposits amounting to ₹ 12.32 mn as at March 31, 2025 (March 31, 2024: ₹ 37.51 mn) pledged against bank guarantees and letter of credits provided by the bank.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

15 LOANS (CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good , at amortised cost		
Loans to employees	28.89	21.63
Total	28.89	21.63

The Company has not granted any Loans or Advances in the nature of loans to Promoters, Directors, Key Management Personnel and the Related Parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.

16 OTHER FINANCIAL ASSETS (CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Unbilled revenue*	26.66	69.84
Others	26.49	8.03
Total	53.15	77.87

* Unbilled revenue includes revenue recognised in excess of invoicing towards price increases, where there is an unconditional right to receive consideration, and only act of invoicing is pending or tooling income where the Company has discharged its obligation and has an unconditional right to receive consideration for the work performed. The ageing of the unbilled is less 90 days as at March 31, 2025 and as at March 31, 2024.

17 OTHER CURRENT ASSETS

(Amount in ₹ mn)

Particulars	As at March 31, 2025	As at March 31, 2024
Duty drawback receivables	46.77	56.40
Advance to suppliers	293.03	164.45
Fund balance related to compensated absences and gratuity (refer note 41)	59.34	122.87
Balances with government authorities	160.03	-
Prepayments	73.22	71.75
Total	632.39	415.47

18 EQUITY SHARE CAPITAL

(Amount in ₹ mn except no. of shares)

(i) Particulars	As at	As at
	March 31, 2025	March 31, 2024
Authorised share capital		
Equity shares		
10,00,00,000 (March 31, 2024: 62,500,000) equity shares of ₹ 2 each (March 31, 2024: ₹ 2 each)	200.00	125.00
Total	200.00	125.00
Issued, subscribed and paid up share capital		
Equity shares		
61,921,831 (March 31, 2024: 53,615,150) equity shares of ₹ 2 each (March 31, 2024: ₹ 2 each)	123.84	107.23
Total	123.84	107.23

(ii) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
Number of shares outstanding at the beginning of the year	5,36,15,150	107.23	5,29,29,540	105.86
Add: Shares issued on exercise of employee stock options	5,84,674	1.17	6,85,610	1.37
Add: Shares issued pursuant to Qualified Institutional Placement*	77,22,007	15.44	-	-
Number of shares outstanding at the end of the year	6,19,21,831	123.84	5,36,15,150	107.23

* During the year ended March 31, 2025, the Company has issued 77,22,007 equity shares of ₹ 2 each fully paid up at ₹ 1,554 per share (including securities premium of ₹ 1,552 per share) to qualified institutional buyers pursuant to a Qualified Institutional Placement (QIP), dated October 15, 2024, as per provisions of section 42 of Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, and Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 which have been listed on the Stock Exchanges on October 16, 2024.

(iii) Rights, preferences and restrictions attached to equity shares.

The Company has a single class of equity shares. Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the Shareholders' meeting. The dividend, if any, 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 residual assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders or in line with the terms of the shareholders agreement as the case may be.

Promoters' contribution and lock-in: Pursuant to Regulations 14 of the SEBI ICDR Regulations, an aggregate of the 20% of the fully diluted Post-Offer Equity Share capital of the Company held by Promoters shall be locked in for a period of three years as minimum Promoters' contribution ("Minimum Promoters' Contribution") from the date of Allotment.

(iv) List of persons holding more than 5 percent shares in equity shares of the Company:

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
S Sekhar Vasani	1,02,63,164	16.57%	1,02,49,531	19.12%
Kotak Funds - India Midcap Fund	32,38,823	5.23%	31,77,339	5.93%

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

- (v) As at March 31, 2025, the Company has reserved 629,528 shares (March 31, 2024: 1,126,702 shares) for issuance towards outstanding employee stock option available for exercise. Refer note 42.
- (vi) (a) There have been no shares allotted as fully paid up pursuant to contract without payment being received in cash during five years immediately preceding March 31, 2025.
- (b) There are no shares bought back during 5 years immediately preceding March 31, 2025.

(vii) Shareholding of Promoters in equity shares of the Company

March 31, 2025

Promoter name	Shares held by promoters at the end of the year		% Change in number of shares during the year
	No. of Shares	% of total shares	
S Sekhar Vasam	1,02,63,164	16.57%	0.13%
Unni Rajagopal K	28,45,549	4.60%	0.00%
D Devaraj	21,76,374	3.51%	0.00%
F R Singhvi	27,95,549	4.51%	0.00%
D. Devaraj - HUF	6,69,175	1.08%	0.00%
P Singhvi charitable trust	43,000	0.07%	(6.52%)
Total	1,87,92,811	30.34%	

March 31, 2024

Promoter name	Shares held by promoters at the end of the year		% Change in number of shares during the year
	No. of Shares	% of total shares	
S Sekhar Vasam	1,02,49,531	19.12%	0.00%
Unni Rajagopal K	28,45,549	5.31%	0.00%
D Devaraj	21,76,374	4.06%	0.00%
F R Singhvi	27,95,549	5.21%	0.00%
D. Devaraj - HUF	6,69,175	1.25%	0.00%
P Singhvi charitable trust	46,000	0.09%	0.00%
Total	1,87,82,178	35.04%	

The promoters of the Company are S Sekhar Vasam, F R Singhvi, Unni Rajagopal K and D Devaraj. Promoters' contribution and lock-in: Pursuant to Regulations 14 of the SEBI ICDR Regulations, an aggregate of the 20% of the fully diluted post-Offer Equity Share capital of the Company held by Promoters shall be locked in for a period of three years as minimum Promoters' contribution ("Minimum Promoters' Contribution") from the date of Allotment on 21 September 2021.

19 OTHER EQUITY

Summary of other equity balances*

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Reserves and surplus		
Capital redemption reserve	0.55	0.55
Capital reserve	8.00	8.00
Securities premium	13,742.71	1,675.30
General reserve	138.55	138.55
Retained earnings	13,454.06	11,565.65
Share options outstanding reserve	115.60	159.43
Cash flow hedge reserve	(5.76)	-
Total	27,453.71	13,547.48

* Refer statement of changes in equity for detailed movement in other equity balances.

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Nature and purpose of other equity:

Capital redemption reserve

The capital redemption reserve is created out of undistributed profits for purchase of its own shares.

Capital reserve

Capital reserve of ₹ 2.39 mn refers to the subsidy received from the Government of Karnataka, Department of Industries and Commerce in the year 1999. This subsidy was received as the Company was a small scale industry in that particular year. It further includes ₹ 5.61 mn as share of pre-acquisition profit of a subsidiary at the time of acquisition by the Company accounted as capital reserve.

Securities premium

Securities premium account comprises premium on issue of shares. The reserve is utilised in accordance with specific provision of the Companies Act, 2013.

General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to standalone statement of profit and loss.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to investors.

Share options outstanding account

The fair value of the equity-settled share based payment transactions with employees is recognised in the standalone statement of profit and loss with corresponding credit to share options outstanding account.

Cashflow hedge reserve

Accumulated balance of the effective portion of gains/(losses) arising from hedging instruments used to manage the risk associated with fluctuations in cash flows related to future/ forecasted transactions.

20 BORROWINGS (NON-CURRENT)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Secured at amortised cost		
Term loans from banks	1,415.76	2,164.73
Total	1,415.76	2,164.73

The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Repayment and interest terms

Term loans from banks:

Repayment and interest terms	Name of the Lender	Security	(Amount in ₹ mn)	
			As at March 31, 2025	As at March 31, 2024
Repayable in 20 equal quarterly instalments of ₹20 mn per quarter starting from September 2019 and has been settled in June 2024. The loan carried a interest rate of 8.43% p.a.	HDFC Bank	Secured by first pari-passu charge on movable fixed assets, certain immovable fixed assets (land and buildings) and secured by second pari-passu charge on current assets, viz. inventories and receivables, both present and future.	-	20.00
Repayable in 20 equal quarterly instalments of ₹25 mn per quarter starting from January 2021 and has been settled in December 2024. The loan carried a interest rate of 8.45% p.a.			-	175.00
Repayable in 20 equal quarterly instalments of ₹39.28 mn per quarter starting from June 2023 and has been settled in December 2024. The loan carried a interest rate of 8.06%			-	500.00
Repayable in 20 equal quarterly instalments of ₹60 mn starting from December 2024 and to be settled by September 2029. The loan carries a interest rate of 7.85% p.a.			1,080.00	900.00
Repayable in 20 equal quarterly instalments of ₹23 mn starting from September 2025 and to be settled by June 2030. The loan carries a interest rate of 7.85% p.a.			460.00	-
Repayable in 16 equal quartely instalments of ₹62.50 mn starting from October 2021 and has been settled by November 2024. The loan carried a interest rate of 9.25% p.a.	Axis Bank	Secured by first pari-passu charge on entire movable fixed assets, both present and future, certain immovable properties and secured by second pari-passu charge on entire current assets, both present and future.	-	373.32
Repayable in 54 equal monthly instalments of ₹18.5 mn starting from August 2022 and has been settled in November 2024. The loan carried a interest rate of 8.55% p.a.	State Bank of India	Secured by first pari-passu charge on entire movable fixed assets, certain immovable properties and secured by second pari-passu charge on entire current assets, including inventories and receivables, both present and future.	-	628.68
Repayable in 54 equal monthly instalments of ₹18.5 mn starting from March 2023 and to be settled by January 2027. The loan carries a interest rate of 8.60% p.a.			406.76	628.88

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

(Amount in ₹ mn)

Repayment and interest terms	Name of the Lender	Security	As at March 31, 2025	As at March 31, 2024
Total			1,946.76	3,225.88
Less: Current maturities (Refer note 23)			(531.00)	(1,061.15)
Non-current			1,415.76	2,164.73

Term loans from other financial institutions:

(Amount in ₹ mn)

Repayment and interest terms	Name of the Lender	Security	As at March 31, 2025	As at March 31, 2024
Repayable in 48 equal monthly instalments of ₹4.88 mn starting from February 2021 and has been settled in January 2025. The loan carried interest rate of 9.35% p.a.	Bajaj Finance Limited	Secured by first pari-passu charge on entire movable fixed assets, certain immovable properties and secured by second pari-passu charge on current assets, both present and future.	-	48.82
Total			-	48.82
Less: Current maturities (Refer note 23)			-	(48.82)
Non-current			-	-

Bank loans contain certain debt covenants relating to limitation on indebtedness, debt-equity ratio, net Borrowings to EBITDA ratio and debt service coverage ratio. The limitation on indebtedness covenant gets suspended if the Company meets certain prescribed criteria. The debt covenant related to limitation on indebtedness remained suspended as of the date of the authorisation of the financial statements. The Company has satisfied all other debt covenants prescribed in the terms of bank loan for the outstanding balances as on March 2025.

21 DEFERRED TAX LIABILITIES (NET)

(Amount in ₹ mn)

Particulars		As at March 31, 2025	As at March 31, 2024
Deferred tax assets			
Provision for employee benefits		7.45	8.62
Security deposit		2.49	3.14
Allowance for credit losses		14.03	8.49
Derivative contracts at fair value		7.62	5.49
Right-of-use assets, net of lease liabilities (Ind AS 116)		-	2.45
Deductions allowed on payment basis		73.28	71.39
Cash flow hedge		1.94	-
Total	(a)	106.81	99.58
Deferred tax liabilities			
Property, plant and equipment		836.86	759.50
On fair valuation of quoted investments		2.34	2.56
Right-of-use assets, net of lease liabilities (Ind AS 116)		35.55	-
Others		-	0.81
Total	(b)	874.75	762.87
Deferred tax liabilities (net)	(c) = (b)-(a)	767.94	663.29

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

22 OTHER NON-CURRENT LIABILITIES

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Deferred government grant	457.94	497.18
Total	457.94	497.18

Movement in deferred government grant (Current and Non-current)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Opening balance	553.36	543.88
Add: Grants received during the year	29.24	68.37
Less: Income recognised in the Standalone Statement of Profit and Loss	(62.12)	(58.89)
Closing balance	520.48	553.36
Less: Amounts expected to be recognised in the next 12 months (Refer note 26) - current	(62.54)	(56.18)
Net Closing balance, non-current	457.94	497.18

The Government grant related to property, plant and equipment is recognised as income over the useful life, in proportion to the depreciation of the related asset under note 28 - Other operating revenue.

23 BORROWINGS (CURRENT)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Cash credit	-	25.05
Working capital loan	-	1,203.65
Packing credit	-	2,499.80
Current maturities of long-term debt (refer note 20)	531.00	1,109.97
Accrued Interest	10.38	-
Total	541.38	4,838.47

Cash credit, working capital loan, packing credit loan from banks and others amounting to Nil as at March 31, 2025 (March 31, 2024: ₹ 3,728.50 mn) are secured by hypothecation of current assets, movable fixed assets and certain immovable properties of the Company.

Working capital loan carries interest rate ranging from 8.00% p.a. to 8.50% p.a., Cash credit carries interest rate ranging from 6.47% p.a. to 8.55% p.a. and Packing credit carries interest rate ranging from 7.50% p.a. to 8.50% p.a.

24 TRADE PAYABLES

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises (Refer note 47)	415.81	310.97
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,527.93	2,744.40
Total	2,943.74	3,055.37

The Company's exposure to currency and liquidity risk related to trade payables are disclosed in note 44.

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Trade Payables ageing schedule

Particulars	Outstanding for following periods from due date of payment						Total
	Accrued	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2025							
Micro and small enterprises- Undisputed	25.84	303.47	86.47	0.03	-	-	415.81
Others - Undisputed	677.30	1,429.86	419.95	0.82	-	-	2,527.93
Total	703.14	1,733.33	506.42	0.85	-	-	2,943.74
As at March 31, 2024							
Micro and small enterprises- Undisputed	-	241.44	62.00	7.53	-	-	310.97
Others - Undisputed	580.13	1,665.53	495.95	2.65	0.14	-	2,744.40
Total	580.13	1,906.97	557.95	10.18	0.14	-	3,055.37

Trade payables principally comprise amounts outstanding for trade purchases. The average credit period taken for trade purchases is 45 days (excluding the reverse factoring arrangements) and 30 days (including reverse factoring arrangements). For most suppliers, no interest is charged on the trade payables for the first 45 days from the date of the invoice.

25 OTHER CURRENT FINANCIAL LIABILITIES

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Interest accrued	-	9.32
Capital creditors *	237.37	233.46
Derivative contracts at fair value#	30.27	2.89
Total	267.64	245.67

* Capital creditors include dues to micro and small enterprises of ₹ 124.52 mn (March 31, 2024: ₹ 65.31 mn) (Refer note 47).

Out of the above, ₹ 7.70 mn pertains to cross currency interest rate swap designated as a cash flow hedge, whose fair value change is recognised in Other Comprehensive Income.

26 OTHER CURRENT LIABILITIES

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Advance from customers	167.44	138.86
Statutory liabilities	65.39	66.23
Balances payable to government authorities	-	1.20
Deferred government grant	62.54	56.18
Dividend payable	0.07	0.07
Total	295.44	262.54

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

27 PROVISIONS (CURRENT)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Provision for disputed dues #	8.85	8.85
Total	8.85	8.85

Provision for disputed dues

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	8.85	-
Provisions made during the year	-	8.85
Provision at the end of the year	8.85	8.85

It is not possible to estimate the timing/uncertainties relating to their outflows.

28 REVENUE FROM OPERATIONS

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of products	25,569.15	23,889.00
Sale of services	36.97	29.70
Sub-total	25,606.12	23,918.70
Other operating revenues:		
Scrap sales	1,224.45	1,188.38
Tooling income	155.95	158.21
Export incentive benefit	128.06	143.72
Income from government grants	62.12	58.89
Sale of child parts	10.15	14.05
Total	27,186.85	25,481.95

A. Disaggregation of revenue from contracts with customers

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of products		
India	18,246.61	17,240.24
Europe	3,577.93	3,273.20
USA	2,587.76	2,571.36
Other foreign countries	1,156.85	804.20
Sub-total	25,569.15	23,889.00
Sale of services		
India	36.97	29.70
Scrap sales		
India	1,224.45	1,188.38
Tooling income		
India	52.06	16.45
Europe	36.20	87.96
USA	64.00	46.07
Other foreign countries	3.69	7.73
Sub-total	155.95	158.21

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of child parts		
India	3.71	4.09
Europe	6.13	9.58
USA	0.31	0.38
Sub-total	10.15	14.05
India	19,563.80	18,478.86
Europe	3,620.26	3,370.74
USA	2,652.07	2,617.81
Other foreign countries	1,160.54	811.93
Total revenue from contract with customers	26,996.67	25,279.34

B. Reconciling the amount of revenue recognised with contract and total revenue:

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Total revenue from contract with customers	26,996.67	25,279.34
Adjustments:		
Other operating revenues:		
Income from government grants	62.12	58.89
Export incentive benefit	128.06	143.72
Total	27,186.85	25,481.95

C. Timing of revenue recognition

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Goods transferred at a point in time	26,803.75	25,091.43
Service transferred at a point in time	192.92	187.91
Total revenue from contract with customers	26,996.67	25,279.34

D. Contract balances

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Trade receivables	4,190.34	4,328.55
Contract assets (Unbilled revenue)	26.66	69.84
Contract liabilities (Advance from customers)	167.44	138.86

E. The Company's revenue from its major products are as follows:

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Connecting rods	8,674.65	9,189.67
Rocker arms	4,564.50	4,082.59
Crank shaft assembly	4,315.40	4,160.05
Others*	8,014.60	6,456.69
Total revenue from sale of products	25,569.15	23,889.00

* Individual items of these are less than 10% of sale of products.

Revenue from sale of products from top three customers of the Company, who individually exceed 10% of total sales, is 38.07% (as at March 31, 2024 - three customers is 39.60%).

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

F. Contract liabilities

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	138.86	129.76
Revenue recognised during the year	(138.86)	(129.76)
Contract liabilities recognised during the year*	167.44	138.86
Balance at the end of the year	167.44	138.86

*Contract liabilities include advances received from customer towards supplies.

29 OTHER INCOME

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income on bank deposits	160.91	11.77
Gain on foreign currency transactions, net	29.52	0.39
Gain on disposal of property, plant and equipments, net and capital work in progress	3.16	3.07
Share of profit from investment in Limited Liability Partnership (LLP)	2.73	2.92
Fair value gain on financial instruments at fair value profit or loss	-	3.45
Others	6.31	-
Total	202.63	21.60

30 COST OF MATERIALS CONSUMED

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Raw materials at the beginning of the year	1,065.38	973.69
Add: Purchases	12,004.66	11,446.74
Less: Raw materials at the end of the year	1,412.00	1,065.38
Total	11,658.04	11,355.05

31 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening balance		
Finished goods	1,021.73	817.92
Work in progress	1,309.00	1,234.59
Total	2,330.73	2,052.51
Closing balance		
Finished goods	1,288.09	1,021.73
Work in progress	1,449.16	1,309.00
Total	2,737.25	2,330.73
Changes in inventories of finished goods and work in progress	(406.52)	(278.22)

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

32 EMPLOYEE BENEFITS EXPENSE

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	2,967.94	2,534.85
Contribution to provident and other funds (Refer note 41)	281.57	230.59
Share-based payment to employees (Refer note 42)	31.92	44.90
Staff welfare expenses	537.41	425.43
Total	3,818.84	3,235.77

33 FINANCE COSTS

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on		
- Banks and Financial institution borrowings	508.05	531.50
- Others	58.85	91.45
Interest on obligations under lease	27.55	21.71
Total	594.45	644.66

34 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment	1,472.42	1,244.69
Depreciation of right-of-use assets	60.10	46.98
Amortisation of intangible assets	8.38	6.78
Total	1,540.90	1,298.45

35 OTHER EXPENSES

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Contract labour charges	1,270.08	1,351.27
Conversion charges	1,209.52	937.09
Consumption of stores and spares	2,436.75	2,265.94
Power and fuel	1,099.92	1,064.03
Freight outward	333.62	250.35
Legal and professional (Refer note 37 and note 40)	156.05	127.74
Rates and taxes	9.41	19.98
Repairs and maintenance		
Buildings	236.54	212.57
Computers	116.22	90.02
Vehicles	53.49	48.46
Rent	0.63	2.17
Traveling and conveyance	108.97	87.60
Insurance	58.11	53.90
Printing and stationery	21.58	17.46

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Communication expenses	8.13	6.54
Security charges	74.07	66.78
Selling and advertisement	8.80	11.51
Corporate social responsibility (Refer note 48)	42.74	34.45
Bank charges	18.18	16.99
Loss allowance on receivables	22.00	(52.22)
Fair value gain on financial instruments at fair value profit or loss	0.89	-
Warehouse and segregation charges	109.37	54.82
Miscellaneous	12.34	17.19
Total	7,407.41	6,684.64

36 EARNINGS PER SHARE (EPS)

Basic earnings per share is calculated by dividing the profit for the year available to the shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is calculated by dividing the profit for the year available to the shareholders of the Company by the weighted average number of equity shares outstanding during the year, after adjustment for the effects of all dilutive potential equity shares. The details are as follows:

Particulars		(Amount in ₹ mn except no. of shares)	
		For the year ended March 31, 2025	For the year ended March 31, 2024
Profit available to shareholders for calculation of basic and diluted earnings per share	A	2,059.61	1,899.60
Nominal value of equity shares (₹ per share)		2.00	2.00
Weighted average number of equity shares for calculation of basic earnings per share	B	5,75,15,587	5,33,31,084
Basic earnings per share (in ₹)	A/B	35.81	35.62
Weighted average number of equity shares for calculation of diluted earnings per share	C	5,78,75,806	5,39,95,844
Diluted earnings per share (in ₹)	A/C	35.59	35.18

Computation of weighted average number of shares

Particulars	(Amount in ₹ mn except no. of shares)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Weighted average number of equity shares	5,36,15,150	5,29,29,540
Weighted average number of Shares issued under Employee Stock Options and Shares issued pursuant to Qualified Institutional Placement (refer note 18)	39,00,437	4,01,544
Weighted average number of equity shares for calculation of basic earnings per share	5,75,15,587	5,33,31,084
Add: Impact of potentially dilutive equity shares:		
Weighted average number of Shares issued under Employee Stock Options	3,60,219	6,64,760
Weighted average number of equity shares for calculation of diluted earnings per share	5,78,75,806	5,39,95,844

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

37 AUDITOR'S REMUNERATION (INCLUDED IN LEGAL AND PROFESSIONAL, NET OF TAXES)

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Statutory audit fees	4.00	3.60
Limited review fees	2.70	2.70
Tax audit fees	0.30	0.30
Certifications	1.10	0.10
Reimbursement of expenses	0.45	0.29
Subtotal - (a)	8.55	6.99
Other Services # - (b)	15.97	-
Total (a+b)	24.52	6.99

Towards attest services in connection with issue of equity shares pursuant to a Qualified Institutional Placement recorded under securities premium (refer note 18).

38 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Contingent liabilities #		
Claims against the Company not acknowledged as debts:		
Excise duty, entry tax, service tax and goods and service tax matters (Refer note A(i) and A(ii) below)	116.65	48.39
Income tax matters (Refer note A(iii))	46.23	57.14
Customer claims **	63.80	63.80
Corporate guarantee for credit facility (Refer note B)	281.27	242.25
Other matters @@	12.07	22.07
Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	1,421.71	924.95

Note A: Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash flows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for wherever required and disclosed as contingent liabilities where applicable, in these standalone financial statements. The Company does not expect the outcomes of these proceedings to have a materially adverse effect on its financial position.

- (i) Relating to demand for service tax on labour charges, refund granted on service tax paid under reverse charge mechanism (RCM).
- (ii) Relating to demand raised by GST authorities on mismatch of GSTR 3B and GSTR 2A.
- (iii) Relating to disallowance of certain expenses, additional depreciation and non-consideration of MAT (Minimum Alternate Tax) credit.

** The Company supplied Shifter Forks to American Axle (AAM). American Axle reported failure of the product Shifter Fork and filed a suit with South Carolina Civil Court. The Company appointed a legal firm to handle the civil suit. Following the unsuccessful negotiations with AAM's counsel, the Company had filed a new motion with the Court requesting to dismiss the lawsuit in entirety because AAM had failed to comply with the contractual terms. During the financial year March 31, 2025, a summary judgement has been passed by the Court, dismissing the claims made by AAM. Subsequent to March 31, 2025, AAM has filed an appeal against such judgement. The Company is confident of a favourable outcome and continues to disclose the matter as a contingent liability.

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Note B: Represents the amount utilised out of the corporate guarantee/standby letter of credit provided by the Company for the Credit facilities of EURO 6.50 Million (March 31, 2024 - Euro 5 Million) equivalent to maximum amount approx ₹ 598.59 mn, granted to Sansera Sweden AB by the Citi bank NA.

The Honourable Supreme Court of India, in the month of February 2019 had passed a judgement relating to definition of wages under the Provident Fund Act, 1952. The Management is of the view that there are interpretative challenges on the application of the judgement retrospectively. Based on the legal advice and in the absence of reliable measurement of the provision for earlier periods, the Company has made a provision of ₹ 0.58 mn for provident fund contribution pursuant to the judgement in the year 2018-2019 from the date of Order of the Honourable Supreme Court of India. The Company will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Company does not expect any material impact of the same.

@@ The Karnataka State Pollution Control Board ("KSPCB") issued a demand order dated February 17, 2020 ("Demand Order") to the Company, demanding an amount of ₹10.00 mn on the grounds that Plant 12 was not compliant with the provisions of the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981 and rules framed under Environment (Protection) Act, 1986 in relation to noise pollution and LPG storage. The Company filed a reply dated February 27, 2020 refuting all allegations made pursuant to the Demand Order specifying that the Company is in compliance with all pollution regulations and laws and requesting for an opportunity to be heard in person. KSPCB reassessed the compensation calculation notice dated July 13, 2023 to pay the revised compensation of ₹12.07 mn instead of ₹10.00 mn. The Company has submitted a reply to KSPCB dated August 22, 2023. This matter is currently pending.

The Uttarakhand Pollution Control Board ("UKPCB") issued a demand order dated March 12, 2020 ("Demand Order") to the Company, demanding an amount of ₹10.00 mn on the grounds that Plant 6 was not compliant with regulations in relation to discharge of pollutants, issued by the UKPCB and the order of the National Green Tribunal dated November 14, 2019 ("NGT Order"). The Company filed a writ petition dated May 15, 2020 ("Writ Petition") before the High Court of Uttarakhand to quash the Demand Order. The High Court of Uttarakhand pursuant to order dated May 18, 2020 read with order dated July 06, 2020 noted that the NGT Order has been stayed by the Supreme Court of India, and stayed recovery of the compensation demanded pursuant to the Demand Order until the Supreme Court of India completes adjudication in the matter related to the NGT Order. Hon'ble Supreme Court have vacated the stay in February 2022. Consequently, subsequent to March 31, 2025, Uttarakhand Pollution Control Board issued a revised assessment order determining the liability to ₹2.10 mn. The Company has provided for ₹2.10 mn as on March 31, 2025.

The Company does not have any other material commitments.

39 TAX EXPENSE

A. Amounts recognised in Standalone Statement of Profit and Loss

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax (a)		
Current year	611.59	656.56
Tax relating to earlier years	(4.53)	4.57
Deferred tax (b)		
Attributable to -		
Origination and reversal of temporary differences	109.69	2.47
Income tax expense reported in the standalone statement of profit and loss (a+b)	716.75	663.60
Amounts recognised in other comprehensive income		
Deferred taxes		
Remeasurements of the defined benefit plans	(3.10)	(4.30)
Effective portion of Cash flow hedge	(1.94)	-
Income tax reported in other comprehensive income (c)	(5.04)	(4.30)

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
B. Bifurcation of the income tax recognised in other comprehensive income into		
Items that will not be reclassified to profit or loss	(3.10)	(4.30)
Items that will be reclassified to profit or loss	(1.94)	-
Total	(5.04)	(4.30)
Total Tax (a+b+c)	711.71	659.30

C. Reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarised below:

	March 31, 2025	March 31, 2024
Profit before tax	2,776.36	2,563.20
At the effective income tax rate	25.17%	25.17%
Computed expected tax expense	698.81	645.16
Tax effect of:		
Non-deductible expenses	13.76	13.93
Tax exempt income	(0.69)	(0.73)
Prior year tax	(4.53)	4.57
Others	4.36	(3.63)
Income tax expense	711.71	659.30

D. Movement in temporary differences

Particulars	Balance as at April 01, 2024 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2024-25	Recognised in OCI during 2024-25	Balance as at March 31, 2025 Net deferred tax asset/ (liabilities)
Property, plant and equipment	(759.50)	(77.36)	-	(836.86)
Provision for employee benefits	8.62	(4.27)	3.10	7.45
Security deposit	3.14	(0.65)	-	2.49
Allowance for credit losses	8.49	5.54	-	14.03
Right-of-use assets, net of lease liabilities (Ind AS 116)	2.45	(38.00)	-	(35.55)
On fair valuation of quoted investments	(2.56)	0.22	-	(2.34)
Derivative contracts at fair value	5.49	2.13	-	7.62
Deductions allowed on payment basis	71.39	1.89	-	73.28
Effective portion of Cash flow hedge	-	-	1.94	1.94
Others	(0.81)	0.81	-	-
Total	(663.29)	(109.69)	5.04	(767.94)

Particulars	Balance as at 1 April 2023 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2023-24	Recognised in OCI during 2023-24	Balance as at March 31, 2024 Net deferred tax asset/ (liabilities)
Property, plant and equipment	(708.85)	(50.65)	-	(759.50)
Provision for employee benefits	4.28	0.04	4.30	8.62
Security deposit	3.14	-	-	3.14

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	Balance as at 1 April 2023 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2023-24	Recognised in OCI during 2023-24	Balance as at March 31, 2024 Net deferred tax asset/ (liabilities)
Allowance for credit losses	21.64	(13.15)	-	8.49
Right-of-use assets, net of lease liabilities (Ind AS 116)	11.43	(8.98)	-	2.45
On fair valuation of quoted investments	(1.69)	(0.87)	-	(2.56)
Derivative contracts at fair value	3.11	2.38	-	5.49
Deductions allowed on payment basis	-	71.39	-	71.39
Others	1.82	(2.63)	-	(0.81)
Total	(665.12)	(2.47)	4.30	(663.29)

- (1) Deferred tax assets and liabilities are offset when there is legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax and liabilities on net basis.
- (2) There is no income surrendered or disclosed as income during the current or previous year in the tax assessment under Income tax Act, 1961, that has not been recorded in books of accounts.

40 RELATED PARTIES DISCLOSURES

A. Significant Shareholders

S Sekhar Vasan

B. Subsidiary companies

Fitwel Tools and Forgings Private Limited

Sansera Engineering Pvt. Ltd., Mauritius

Sansera Sweden AB

C. Associate company

MMRFIC Technology Private Limited

D. Trust in which the Director is a trustee

Sansera Foundation

E. Key managerial personnel

S Sekhar Vasan - Chairman and Managing Director

F R Singhvi - Joint Managing Director

B R Preetham - Executive Director and Chief Executive Officer

Vikas Goel - Chief Financial Officer

Rajesh Kumar Modi - Company Secretary and Compliance officer

Muthuswamy Lakshminarayan - Independent Director

Revathy Ashok - Independent Director

Samir Purushottam Inamdar - Independent Director

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

F. Entity controlled by close members of key managerial personnel's family

Eff N'Bee Hospitality Private Limited

Mulder (India) Private Limited

Lanka Swisstek Private Limited

G. The following is the summary of related party transactions:

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Expenditure towards Corporate Social Responsibility (CSR)		
Sansera Foundation	42.74	34.45
Sale of raw materials		
Fitwel Tools and Forgings Private Limited	10.09	9.18
Sansera Sweden AB	16.55	-
Purchase of services		
Fitwel Tools and Forgings Private Limited	8.30	5.53
Purchase of products		
Fitwel Tools and Forgings Private Limited	744.41	699.12
Staff welfare cost		
Eff N'Bee Hospitality Private Ltd	0.61	1.32
Mulder (India) Private Limited	0.08	-
Purchase of capital goods		
Lanka Swisstek Private Limited	1.04	-
Expenses incurred in relation to shares issued pursuant to a Qualified Institutional Placement		
Eff N'Bee Hospitality Private Limited	0.59	
Sale of Capital work-in-progress		
Sansera Sweden AB	8.61	-
Purchase of tools		
Fitwel Tools and Forgings Private Limited	5.14	2.71
Sale of tools		
Sansera Sweden AB	3.93	8.26
Reimbursement of expenses, received		
Sansera Sweden AB	2.21	1.97
Employee stock option cost		
Fitwel Tools and Forgings Private Limited	0.67	1.21
Investment in associate		
MMRFIC Technology Private Limited	100.00	200.00

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Advance for Purchase of material		
Sansera Sweden AB	-	-
Investment in subsidiaries		
Sansera Engineering Pvt. Ltd., Mauritius	199.64	-
Managerial Remuneration *		
S Sekhar Vasan	41.81	24.89
F R Singhvi	41.81	24.89
B R Preetham	34.48	21.72
Vikas Goel	18.81	16.99
Rajesh Kumar Modi	5.86	5.07
Sale of Property, Plant and Equipment		
S Sekhar Vasan	-	2.45
B R Preetham	-	0.40
Eff N'Bee Hospitality Private Limited	-	1.85
Legal and Professional Charges - Fixed Commission		
Muthuswamy Lakshminarayan	3.00	1.50
Revathy Ashok	3.00	1.50
Samir Purushottam Inamdar	3.00	2.40
Legal and Professional Charges - Sitting fees		
Muthuswamy Lakshminarayan	1.20	0.76
Revathy Ashok	1.28	0.78
Samir Purushottam Inamdar	1.35	0.38
Reimbursement of expenses		
Samir Purushottam Inamdar	-	0.37
Trade payables		
Fitwel Tools and Forgings Private Limited	10.37	4.91
Eff N'Bee Hospitality Private Limited	-	0.70
Capital creditor		
Lanka Swisstek Private Limited	0.26	-
Trade receivables		
Sansera Sweden AB	3.77	-
Other receivables		
Sansera Sweden AB	8.61	-
Corporate guarantee for credit facility		
Sansera Sweden AB**	598.59	447.44
Payable to Directors		
S. Sekhar Vasan	12.85	12.85

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

*Excludes contribution to employee retirement/post retirement and other employee benefits which are based on actuarial valuation done on an overall Company basis. Also excludes cost pertaining to ESOP's given to the employees as a part of the ESOP scheme.

** Represents the amount utilised by Sansera Sweden AB against the corporate guarantee proposed to be provided/ provided by the Company.

*** The Company has undertaken to provide necessary financial support in the form of letter of comfort to its subsidiary 'Fitwel Tools and Forgings Private Limited' and its associate 'MMRFIC Technology Private Limited' to enable the entities to obtain borrowing facility from respective banks.

Terms and conditions:

All transactions with related parties are unsecured and at arm's length.

41 EMPLOYEE BENEFIT PLANS

A Defined contribution plan

The Company has defined contribution plan. Contributions are made to the Provident fund for employees at the specified rate of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Employer contribution to Provident fund, including admin charges	112.33	97.97
Employer contribution to Employee state insurance scheme	22.52	19.37
Employer contribution to Labour Welfare fund	0.26	0.24

B Defined benefit plans - Gratuity

The Company sponsors funded defined benefit plans for qualifying employees. The defined benefit plans are administered by a separate Fund that is legally separated from the entity. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement (Age of 58 years) or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the Fund.

The following table sets out the status of the gratuity plan as required under Ind AS 19 "Employee benefits":

a) Reconciliation of present value of defined benefit obligations

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Defined benefit obligations at the beginning of the year	493.23	410.27
Current service cost	43.37	37.47
Interest expense	35.49	30.84
Benefits paid	(25.39)	(7.85)
Actuarial (gains) / losses recognised in Other Comprehensive Income:		

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Changes in financial assumptions	18.23	12.34
Experience adjustments	(4.30)	10.16
Defined benefit obligations at the end of the year	560.63	493.23

b) Reconciliation of present value of plan assets

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Plan assets at the beginning of the year	553.03	391.09
Interest income	39.79	29.39
Contributions paid into the plan	30.00	135.00
Return on plan assets recognised in other comprehensive income	1.62	5.40
Benefits paid	(25.39)	(7.85)
Plan assets at the end of the year	599.05	553.03

Actual return on plan assets

Return on plan assets: The long term estimate of the expected rate of return on plan assets has been arrived at based on prevailing yields on those assets. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching government bonds.

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Net defined benefit (Assets) / liability (a-b)	(38.42)	(59.80)
Non-current	-	-
Current	(38.42)	(59.80)
Total	(38.42)	(59.80)

c) Expenses recognised in the Standalone Statement of Profit and Loss

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	43.37	37.47
Interest expense	35.49	30.84
Interest income	(39.79)	(29.39)
Total	39.07	38.92

d) Remeasurements recognised in Other Comprehensive Income (OCI)

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial (gain)/loss on account of experience adjustments	(4.30)	10.16
Actuarial (gain)/loss arising from change in financial assumptions	18.23	12.34
Return on plan assets recognised in other comprehensive income	(1.62)	(5.40)
Total	12.31	17.10
Total cost recognised in the Standalone Statement of Profit and Loss, including other comprehensive income (c+d)	51.38	56.02

e) Actuarial assumptions

The following table sets out the status of the Gratuity scheme and the amount recognised in the financial statements as per the Actuarial Valuation done by an Independent Actuary. These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.
Interest risk	The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.
Liquidity risk	This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.
Salary risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

In respect of the above plans, the most recent actuarial valuation of the present value of the defined benefit obligation were carried out as at March 31, 2025 by an independent member firm of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The principal assumptions used for the purpose of the actuarial valuations were as follows:

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Discount rate	6.80%	7.20%
Salary increase*	5.00%	5.00%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
Retirement age	58 years	58 years
Withdrawal rate	4.00%	4.00%

* The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

f) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have resulted in the defined benefit obligation as shown below:

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	On account of increase	On account of decrease	On account of increase	On account of decrease
Discount rate (1% movement)	516.60	(610.91)	453.76	(538.34)
Future salary growth (1% movement)	611.31	(515.49)	538.89	(452.62)
Withdrawal rate (1% movement)	565.56	(555.16)	499.11	(486.71)
Mortality Rate (1% movement)	560.82	(560.45)	493.44	(493.02)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

The expected future contribution and estimated future benefit payments from the fund are as follows:

Expected cash flows over the next (valued on undiscounted basis):	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
1 year	44.18	42.79
2 to 5 years	193.84	162.70
6 to 10 years	242.69	222.23
More than 10 years	574.92	561.45

g) Asset liability matching strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity liability occurring during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in an increase in liability without corresponding increase in the asset).

- h)** The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

B Defined benefit plans - Compensated absences

Net defined benefit (Assets) / liability	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Current	(20.92)	(63.07)
Total	(20.92)	(63.07)
Expense recognised in the Standalone Statement of Profit and Loss	107.39	74.09

The actuarial valuation of compensated absences has been carried out using projected unit credit method based on assumptions given in respect of gratuity valuation.

42 EMPLOYEE STOCK OPTIONS

The Company has share option schemes for the permanent employees of the Company and its subsidiaries. In accordance with the terms of the plan, as approved by shareholders, permanent employees may be granted options to purchase equity shares.

Each employee share option converts into one equity share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry as per ESOP Schemes.

(a) Sansera Employee Stock Option Plan 2015

On March 12, 2015, the Board of Directors of the Company approved "Sansera Employee Stock Option Plan 2015" ("the Plan") for grant of stock options to the employees of the Company and its subsidiaries which was further ratified by the shareholders on April 13, 2015. Further, the ESOP 2015 has been amended pursuant to resolutions passed by the Shareholders on August 03, 2018, June 02, 2021 and August 31, 2021, respectively. The vested options can be exercised by the option holder and the shares can be allotted by the Board/Committee as specified in the Plan. The plans are as follows:

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Program 1: Key management group

Options under this program are granted to certain employees at an exercise price of ₹ 0.14 per option. All the stock options under this program are completely vested.

The following reconciles the outstanding share options granted under employee share option plan at beginning and at the end of financial year:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	1,23,300	0.14	5,73,775	0.14
Granted during the year	-	-	-	-
Exercised during the year	1,23,300	0.14	4,50,475	0.14
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	1,23,300	0.14
Vested at the end of the year	-	-	1,23,300	0.14
Exercisable at the end of the year	-	-	1,23,300	0.14

Program 2: Certain identified employees

Options under this program are granted to certain employees at an exercise price of ₹ 135.20 per option. Stock options issued carries different vesting periods, it ranges from 25 to 100 percent vesting of total options granted by the end of every one year from the grant date. All stock options shall be fully vested by the end of 4 years from the grant date.

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	1,50,075	135.20	3,85,210	135.20
Granted during the year	-	-	-	-
Exercised during the year	1,50,075	135.20	2,35,135	135.20
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Surrendered during the year	-	-	-	-
Outstanding at the end of the year	-	-	1,50,075	135.20
Vested at the end of the year	-	-	1,50,075	135.20
Exercisable at the end of the year	-	-	1,50,075	135.20

During the year ended March 31, 2025, shares were exercised on June 27, 2024 and November 15, 2024. The share price on the date of exercise was ₹ 1,284.40 and ₹ 1,486.85 respectively.

Measurement of fair values

Black-Scholes Option Pricing Model is used to value the fair value of the stock options. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Share option plans		
	Program 1: Key Management Group	Program 2: Certain Identified Employees	Program 2: Certain Identified Employees
Grant date	29-April-2015	29-April-2015	01-April-2021
Fair value at grant date	103.39	55.25	273.21
Share price at grant date	103.48	103.48	396.60
Exercise price	0.14	135.20	135.20

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	Share option plans		
	Program 1: Key Management Group	Program 2: Certain Identified Employees	Program 2: Certain Identified Employees
Expected volatility (weighted average volatility)	49.20%	49.20%	31.30%
Method used to determine expected volatility	Expected volatility has been calculated based on volatility of the comparable company stock prices.		
Expected term (in years)	6.50	6.50	2.00
Risk free interest rate	7.90%	7.90%	4.52%

(b) Sansera Employee Stock Option Plan 2018

The Company, pursuant to resolution passed by its shareholders dated August 08, 2018 has adopted "Sansera Employee Stock Option Plan 2018" ("the Plan"). Further, the ESOP 2018 has been amended pursuant to resolutions passed by the Board of Directors on April 19, 2021, August 22, 2021 and Shareholders on June 02, 2021 and August 31, 2021. The aggregate number of options, which may be issued under ESOP 2018, shall be decided by the Nomination and Remuneration Committee and shall not exceed such number of options which represents 2.50% shareholding in the Company on a fully diluted basis as on the date of this plan. The plans are as follows:

Options under this program are granted to certain employees at an exercise price in the range of ₹ 744.00 - ₹ 1,380.05 per option. Stock options issued carry different vesting periods. It ranges from 25 to 100 percent vesting of total options granted by the end of every one year from the grant date. All stock options shall be fully vested by the end of 4 years from the grant date.

The following reconciles the outstanding share options granted under employee share option plan at beginning and at the end of financial year:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	8,53,327	754.06	8,08,327	744.00
Granted during the year	87,500	1,245.30	45,000	934.70
Exercised during the year	3,11,299	744.00	-	-
Forfeited during the year	-	-	-	-
Lapsed during the year	-	-	-	-
Outstanding at the end of the year	6,29,528	799.74	8,53,327	754.06
Vested at the end of the year	3,06,195	799.74	4,04,164	754.06
Exercisable at the end of the year	3,06,195	799.74	4,04,164	754.06

Measurement of fair values

Black-Scholes Option Pricing Model is used to value the fair value of the stock options. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Share option plan				
	September 22, 2021	February 12, 2024	May 16, 2024	November 15, 2024	February 24, 2025
Grant date					
Fair value at grant date (Average)	200.72	349.16	349.16	527.80	527.80
Share price at grant date	744.00	995.10	1,058.70	1,486.85	1,185.85
Exercise price	744.00	934.70	1,026.30	1380.05	1,144.25
Expected volatility (weighted average volatility) (Average)	26.68%	28.05%	28.05%	28.63%	28.63%
Expected term (in years) (Average)	3.50	3.90	3.90	4.00	4.00

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	Share option plan				
	September 22, 2021	February 12, 2024	May 16, 2024	November 15, 2024	February 24, 2025
Method used to determine expected volatility	The expected volatility has been calculated based on historic volatility Auto Index	Annualised volatility of the stock price of Company for the latest historical period.			
Risk free interest rate (Average)	5.02%	6.79%	6.79%	6.44%	6.44%

The employees of the Subsidiary are eligible for shares under Employee Stock Option Plans of Sansera Engineering Limited. The Company has cross-charged an amount of ₹ 0.67 mn for year ended March 31, 2025 (March 31, 2024: ₹ 1.21 mn) as cost of such stock options.

43 FINANCIAL INSTRUMENTS

Accounting classification and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

Particulars	Carrying amount March 31, 2025	Fair value (Amount in ₹ mn)		
		Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in equity shares - Fair value through Profit and Loss	9.29	9.29	-	-
Other Investment- Fair value through other comprehensive income	195.43	-	-	195.43
Total	204.72	9.29	-	195.43
Financial assets measured at amortised cost				
Loans	29.27	-	-	-
Other non-current financial assets	150.73	-	-	-
Trade receivables	4,190.34	-	-	-
Cash and cash equivalents	425.20	-	-	-
Bank balances other than cash and cash equivalents above	3,753.73	-	-	-
Other current financial assets	53.15	-	-	-
Total	8,602.42	-	-	-
Financial liabilities measured at fair value				
Derivative liability (including portion of cashflow hedge)	30.27	-	30.27	-
Total	30.27	-	30.27	-
Financial liabilities measured at amortised cost				
Non-current borrowings	1,415.76	-	-	-
Current borrowings	541.38	-	-	-
Lease liabilities	418.59	-	-	-
Trade payables	2,943.74	-	-	-
Other financial liabilities	237.37	-	-	-
Total	5,556.84	-	-	-

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(Amount in ₹ mn)

Particulars	Carrying amount	Fair value		
	March 31, 2024	Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in equity shares - Fair value through Profit and Loss	10.19	10.19	-	-
Other Investment- Fair value through other comprehensive income	195.43	-	-	195.43
Total	205.62	10.19	-	195.43
Financial assets measured at amortised cost				
Loans	36.80	-	-	-
Other non-current financial assets	151.54	-	-	-
Trade receivables	4,328.55	-	-	-
Cash and cash equivalents	449.14	-	-	-
Bank balances other than cash and cash equivalents above	134.59	-	-	-
Other current financial assets	77.87	-	-	-
Total	5,178.49	-	-	-
Financial liabilities measured at fair value				
Derivative liability	2.89	-	2.89	-
Total	2.89	-	2.89	-
Financial liabilities measured at amortised cost				
Non-current borrowings	2,164.73	-	-	-
Current borrowings	4,838.47	-	-	-
Lease liabilities	257.38	-	-	-
Trade payables	3,055.37	-	-	-
Other financial liabilities	242.78	-	-	-
Total	10,558.73	-	-	-

Fair value hierarchy

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

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The derivative contracts are valued using market approach, determined using forward exchange rates as at the balance sheet date.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company has not disclosed the fair value of financial instruments such as other non-current financial assets, trade receivables, cash and cash equivalents, bank balances, other current financial assets, loans, borrowings, other non-current financial liabilities, trade payables and other current financial liabilities because their carrying amounts are a reasonable approximation of fair value.

Investments in subsidiaries and associate are not appearing as financial asset in the table above, being accounted under Ind AS 27 (At cost), Separate Financial Statements.

The majority of costs and incomes are denominated in local currencies, which is not impacted by currency exchange fluctuations. Some of the contracts with key export customers may not allow for price adjustments in the event of unfavourable currency exchange rate developments. Global footprint exposes the Company to certain currency exchange risks, arising primarily from foreign currency receivables, import of raw materials and capital goods for operations, export of goods. The Company hedges significant portion of the net foreign exchange exposure through forward contracts.

44 FINANCIAL RISK MANAGEMENT

The Company is exposed to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

(i) Risk management framework

The Company's Board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

(ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and others, foreign exchange transactions and other financial instruments. The carrying amount of financial assets represents the maximum credit exposure.

Trade receivable

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. In respect of trade receivables the Company performs credit assessment for customers on an annual basis and recognises credit risk on the basis of lifetime expected losses. (Refer note 12).

The top 5 customers generated sale of products of 49.55% during the year (March 31, 2024: 47.29%), wherein 3 customers (March 31, 2024: 3 customers) individually represented more than 10% of the revenue from sale of products for the year. Further, 3 customers accounted for more than 28.22% (March 31, 2024: 37.67%) of the receivables as at March 31, 2025.

Security deposits, Other financial assets and Loans:

Expected credit loss for Security deposits, Other financial assets and Loans is as follows:

Particulars	Year ended	Assets of the Company	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount, net of impairment provision
Impairment allowance measured at life time expected credit loss: Financial assets for which credit risk has not increased significantly since initial recognition	March 31, 2025	Security deposits	149.95	0%	-	149.95
		Other financial assets	53.15	0%	-	53.15
		Loans	29.27	0%	-	29.27

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Cash and cash equivalents (including bank balances, fixed deposits and margin money with banks):

Credit risk on cash and cash equivalents is limited as the Company generally transacts with banks and others with high credit ratings assigned by international and domestic credit rating agencies.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The working capital position of the Company is given below :

- (a) As at March 31, 2025, the Company had a working capital of ₹ 9,414.27 including cash and cash equivalents and bank balances of ₹ 4,137.51 mn and current investments of ₹ 9.29 mn.
- (b) As at March 31, 2024, the Company had a working capital of ₹ 633.35 mn including cash and cash equivalents and bank balances of ₹ 583.73 mn and current investments of ₹ 10.19 mn.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted:

Particulars	As at March 31, 2025				
	Carrying amount	Total	Less than 1 year	1-2 years	Above 2 years
Non-current borrowings including current maturities	1,946.76	1,946.76	531.00	516.76	899.00
Current borrowings	10.38	10.38	10.38	-	-
Trade payables	2,943.74	2,943.74	2,943.74	-	-
Other financial liabilities	267.64	267.64	267.64	-	-
Lease liabilities	418.59	418.59	65.77	86.82	266.00

Particulars	As at March 31, 2024				
	Carrying amount	Total	Less than 1 year	1-2 years	Above 2 years
Non-current borrowings including current maturities	3,274.70	3,274.70	1,109.97	965.17	1,199.56
Current borrowings	3,728.50	3,728.50	3,728.50	-	-
Trade payables	3,055.37	3,055.37	3,055.37	-	-
Other financial liabilities	245.67	245.67	245.67	-	-
Lease liabilities	257.38	257.38	41.35	29.33	186.70

(iv) 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 interest rate risk and currency rate risk. Financial instruments affected by market risk include loans, borrowings and payables. The Company's activities expose it to a variety of financial risks, including effects of changes in foreign currency exchange rates and interest rate movement.

(v) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates.

Exposure to interest rate risk

The exposure of the Company's borrowing to interest rate changes at the end of the year are as follows :

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Fixed rate instruments:		
Financial liabilities	-	-
Variable rate instruments:		
Financial liabilities	1,957.14	7,003.20

Interest rate sensitivity:*Sensitivity analysis for fixed-rate instruments*

There is no impact on the profit or loss on account of fixed rate instruments.

Cash flow sensitivity analysis for variable-rate instruments

The sensitivity analysis below have been determined based on exposure to interest rate. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the year was outstanding for the whole year. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Currency	Effect on profit before tax	
		March 31, 2025	March 31, 2024
Increase of 100 basis points	₹	19.57	70.03
Decrease in 100 basis points	₹	(19.57)	(70.03)

(vi) Foreign currency risk

The Company is exposed to currency risk on certain transactions that are denominated in a currency other than the entity's functional currency, hence exposures to exchange rate fluctuations arise. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

Foreign currency (FC) risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments. The information on derivative instruments is as follows.

Particulars	Currency Hedged	(Amount in ₹ mn)			
		As at March 31, 2025		As at March 31, 2024	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Forward contract (to hedge net receivables)	USD	8.50	726.54	10.88	907.45
No. of Contracts		9		22	
Forward contract (to hedge net receivables)	EURO	0.50	46.05	-	-
No. of Contracts		1.00		-	
Forward contract (to hedge net receivables)	EURUSD	4.25	391.38	5.50	494.33
No. of Contracts		5		9	

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(Amount in ₹ mn)

Particulars	Currency Hedged	As at March 31, 2025		As at March 31, 2024	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Forward Extra Option Contracts (to hedge receivables)	USD	8.00	683.80	-	-
No. of Contracts		2		-	
Interest Rate Swap (to hedge receivables)	EURO	5.00	460.45	-	-
No. of Contracts		1		-	
Forward contract (to hedge payments)	USD	0.80	68.38	-	-
No. of Contracts		2		-	
Forward contract (to hedge payments)	EURO	0.40	36.84	-	-
No. of Contracts		1		-	
Forward contract (to hedge payables)	EURUSD	1.00	92.09	1.00	89.88
No. of Contracts		2		2	
Forward contract (to hedge payables)	USDJPY	-	-	1.15	103.36
No. of Contracts		-		3	

The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities when revenue and expense is denominated in a foreign currency.

The following table presents foreign currency risk from financial instruments as of:

(Amount in ₹ mn)

Particulars	Currency	As at March 31, 2025		As at March 31, 2024	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Trade receivables	USD	16.00	1,367.60	18.77	1,565.51
	EUR	5.89	542.41	10.10	907.76
Other receivables	EUR	0.10	9.21	-	-
Cash and cash equivalents	USD	0.86	73.70	1.63	135.95
	EUR	0.64	58.52	0.49	44.04
Trade payables and capital creditors	USD	1.49	127.36	0.70	58.38
	EUR	0.94	86.56	2.38	213.91
	JPY	14.00	7.95	7.60	4.19
	CHF	0.01	0.97	0.01	0.92
Total	USD	15.37	1,313.94	19.70	1,643.08
	EUR	5.69	523.58	8.21	737.89
	JPY	14.00	7.95	7.60	4.19
	CHF	0.01	0.97	0.01	0.92

Sensitivity analysis

(Amount in ₹ mn)

Particulars	Percentage movement	Effect on profit before tax		Effect on equity	
		Strengthening	Weakening	Strengthening	Weakening
March 31, 2025					
USD	2.49%	32.72	(32.72)	24.48	(24.48)
EUR	2.46%	12.88	(12.88)	9.64	(9.64)
JPY	3.07%	0.24	(0.24)	0.18	(0.18)
CHF	5.22%	0.05	(0.05)	0.04	(0.04)
March 31, 2024					
USD	1.50%	24.65	(24.65)	18.45	(18.45)
EURO	0.00%	-	-	-	-
JPY	11.00%	0.46	(0.46)	-	-

(vii) Cashflow Hedge

The Company determines the existence of an economic relationship between the hedging instrument and the hedged item based on the currency, amount and timing of its forecasted cash flows. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The Company uses critical terms comparison to establish hedge effectiveness between hedging instrument and hedged item. The Company takes effective portion gain/ loss of MTM revaluation of the hedging instrument to the cashflow hedge reserve. Any hedge ineffectiveness is calculated and accounted for in standalone statement of profit and loss at the time of the hedge relationship rebalancing.

The following table summarises activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges:

(Amount in ₹ mn)

	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year - (A)	-	-
Changes in fair value of effective portion of derivatives	(7.70)	-
Gain/(loss) on cash flow hedging derivatives, net - (B)	(7.70)	-
Balance as at the end of the year - C = A+B	(7.70)	-
Deferred tax asset/(liability) thereon - (D)	1.94	-
Balance as at the end of the year, net of deferred taxes - (C-D)	(5.76)	-

The related hedge transactions for balance in cash flow hedging reserves as at March 31, 2025 are expected to occur and be reclassified to the standalone statement of profit and loss over a period of 63 months.

As at March 31, 2024 and 2025, there were no material gains or losses on derivative transactions or portions thereof that have become ineffective as hedges or associated with an underlying exposure that did not occur.

45 CAPITAL MANAGEMENT

- i The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital employed.

The Company manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio and implements capital structure improvement plan when necessary.

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The Company uses debt ratio as a capital management index and calculates the ratio as net debt divided by total equity. Net debt and total equity are based on the amounts stated in the standalone financial statements.

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
Gross debt*	2,375.73	7,269.90
Less : Cash and cash equivalents and other bank balances	4,178.93	583.73
Net debt (A)	(1,803.20)	6,686.17
Total equity** (B)	27,577.55	13,654.71
Debt ratio (A / B)	(0.07)	0.49

* Gross debt includes non-current borrowings, current borrowings, current maturities of long term debts, lease liabilities and accrued interest .

** Total equity includes Equity share capital, instruments entirely equity in nature and other equity.

ii Dividends

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
1. Dividends recognised		
Final dividend for the year ended March 31, 2024 of ₹ 3/- (31 March 2023 ₹ 2.5/-) per fully paid share	161.99	133.32
	161.99	133.32
2. Dividends Unrecognised		
In addition to the above dividends, since the year ended, the Directors have recommended the payment of a final dividend of ₹ 3.25/- per fully paid equity share (March 31, 2024 ₹ 3/-). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting	201.25	161.99
	201.25	161.99

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46 RATIOS

Particulars	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Variance	Reason for Variance
(a) Current Ratio	Current assets	Current liabilities	3.28	1.07	206.54%	Variance on account of funds raised through QIP
(b) Debt-Equity ratio	Total debt	Shareholders' equity	0.09	0.53	(83.02%)	Variance on account repayment of borrowings out of funds raised through QIP
(c) Debt Service Coverage Ratio	Earnings available for debt service	Debt service	0.96	1.99	(51.76%)	Same as above.
(d) Return on Equity Ratio	Net profits after taxes – Preference dividend	Average shareholders equity	10.00%	14.91%	(4.91%)	Not Applicable
(e) Inventory turnover ratio	Cost of goods sold	Average inventory	2.76	3.19	(13.48%)	Not Applicable
(f) Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	6.38	6.07	5.11%	Not Applicable
(g) Trade payables turnover ratio	Net credit purchases	Average trade payables	6.48	6.71	(3.43%)	Not Applicable
(h) Net capital turnover ratio	Revenue from operations	Working capital	289.00%	40.23%	248.77%	Variance on account of funds raised through QIP, hence higher current assets
(i) Net profit ratio	Net profit after tax	Revenue from operations	8.00%	7.45%	0.55%	Not Applicable
(j) Return on Capital employed	EBIT	Capital employed	10.00%	14.88%	-4.88%	Not Applicable
(k) Return on investment	Income generated from investments	Average investments	8.00%	5.19%	2.81%	Not Applicable

Notes:

- (1) Total Debt includes non-current borrowings, current borrowings, current maturities of non-current borrowings, lease liabilities and accrued interest
- (2) Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest - other adjustments like gain on sale of fixed assets, income from government grant and dividend income/share of profit from investment
- (3) Debt service = Interest and Lease Payments + Principal Repayments
- (4) Cost of Goods Sold = Cost of materials consumed + Changes in inventories of finished goods and work-in-progress
- (5) Net credit purchases consist of gross credit purchases minus purchase return (includes purchase of raw material, conversion charges, power and fuel, stores and spares)+ Other Expenses
- (6) Working capital = Current assets - Current liabilities
- (7) EBIT = Earnings before interest and taxes.
- (8) Capital Employed = Tangible net worth + Borrowings + Deferred tax liabilities
- (9) Income generated from investment consists of dividend/share of profit from investment and interest income generated from various investments.
- (10) Average investments include average of investments in fixed deposits and Other investments (Unquoted).

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

47 DUES TO MICRO, SMALL AND ENTERPRISES

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each financial year:		
– Principal *	509.25	344.98
– Interest	0.76	31.30
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), along with the amount of the payment made to the supplier beyond the appointed day during each financial year.	12.16	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006 #	11.18	19.88
The amount of interest accrued and remaining unpaid at the end of each financial year.	31.08	31.30
The amount of further interest remaining due and payable even in the succeeding year, 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	-	-

* Includes amount payable to capital creditors amounting to ₹ 124.52 mn (March 31, 2024: ₹ 65.31 mn)

The Company has not received any claim for interest from any supplier as at the balance sheet date.

The above information regarding micro enterprises and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

48 EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a Company meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Act. The funds are allocated to the activities which are specified in Schedule VII of the Companies Act, 2013.

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Gross amount required to be spent by the Company during the year	42.54	34.25
(ii) Amount of expenditure incurred	42.74	34.45
a) Construction/acquisition of any asset	7.51	-
b) On purpose other than (a) above	35.23	34.45
(iii) Shortfall at the end of the year *	-	-
(iv) Total of previous years' shortfall	-	-

(v) Reason for shortfall : For the year ended March 31, 2025 the Company has spent required amount under CSR.

(vi) Nature of CSR activities: Promotion of education of underprivileged children, construction of sanitation facilities in rural schools, project related to environmental sustainability etc.

(vii) Details of related party transactions: Trust in which the Director is a trustee. Refer note 40

* The unspent amount was transferred to unspent CSR account within 30 days from the end of the financial year, in accordance with the Companies Act, 2013 read with the CSR Amendment Rules.

During current year the Company has contributed ₹ 0.5 mn amount to PM Cares fund approved by Central Government

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

49 SEGMENT REPORTING

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The Company is in the business of manufacture and sale of automobile/aerospace components, which in the context of Ind AS 108 'Segment Information' represents single reportable business segment. The entire operations are governed by the same set of risk and returns. Accordingly, these operations represent a single segment. The revenues, total expenses and net profit as per the standalone statement of profit and loss represents the revenue, total expenses and the net profit of the sole reportable segment.

(i) Geographical information

Geographic segmentation is based on business sourced from specific geographic regions. Other foreign countries comprises all other places except India, Europe and USA:

(a) Revenue from operations

Particulars	(Amount in ₹ mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
India	19,753.98	18,681.47
Europe	3,620.26	3,370.74
USA	2,652.07	2,617.81
Other foreign countries	1,160.54	811.93
Total	27,186.85	25,481.95

(b) Non-current assets

Particulars	(Amount in ₹ mn)	
	As at March 31, 2025	As at March 31, 2024
India	19,372.95	15,060.92
Total	19,372.95	15,060.92
Reconciling items:		
Non-current financial assets	1,721.29	1,437.25
Income tax assets	54.62	64.42
Total non-current assets	21,148.86	16,562.59

50 DETAILS OF NON-CURRENT INVESTMENTS PURCHASED/ SOLD AND DETAILS OF GUARANTEES PROVIDED UNDER SECTION 186(4) OF THE COMPANIES ACT 2013.

Relationship	Entity	Nature of Transaction	Purpose/ proposed utilisation by recipient	As at March 31, 2025	As at March 31, 2024
Subsidiary	Fitwel Tools and Forgings Private Limited	Investment in Equity shares of ₹ 10/- each	Investment made by Sansera	201.65	201.65
Subsidiary	Sansera Engineering Pvt. Ltd., Mauritius	Investment in Equity shares of EUR 10/- each	Investment made by Sansera	206.52	6.88
Subsidiary	Sansera Engineering Pvt. Ltd., Mauritius	Investment in Preference shares of EUR 10/- each	Investment made by Sansera	666.58	666.58
Associate	MMRFIC Technology Private Limited	Investment in Equity shares of ₹ 10/- each	Investment made by Sansera	200.00	0.01
Associate	MMRFIC Technology Private Limited	Investment in Preference shares of ₹ 10/- each	Investment made by Sansera	100.00	199.99
Step down subsidiary	Sansera Sweden AB	Corporate Guarantee issued	Working Capital purposes	598.59	400.00

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Relationship	Entity	Nature of Transaction	Purpose/ proposed utilisation by recipient	As at March 31, 2025	As at March 31, 2024
Subsidiary	Fitwel Tools and Forgings Private Limited	Comfort Letter issued	Borrowings and working capital facility	360.00	280.00
Associate	MMRFIC Technology Private Limited	Comfort Letter issued	Borrowings and working capital facility	100.00	-

51 ADDITIONAL REGULATORY INFORMATION:

- There are no transactions or balances with Companies which have been removed from the Register of Companies (Struck off Companies), during the year ended/as at March 31, 2025.
- The Company has not traded/invested in Cryptocurrency/Virtual currency.
- The details of funds invested in intermediaries and further invested or loaned by interemediaries to ultimate beneficiaries is as follows:

Nature of the intermediary	Registered Address	Relationship with the Company	Nature of transaction	Date	Amount in EUR	Amount in ₹
Sansera Engineering Pvt. Ltd., Mauritius (RBI Unique Identification Number: BGWAZ20170513)	C/o IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port-louis, 11324 Republic of Mauritius	Wholly Owned Subsidiary	Investment in equity shares	November 27, 2024	2.22 mn	199.98 mn

During the year ended March 31, 2025, the Company has invested in equity shares in Sansera Engineering Pvt. Ltd., Mauritius for further investment in step down subsidiary - Sansera Sweden AB.

The details of date and amount of fund further invested by intermediary to ultimate beneficiaries during the year ended March 31, 2025 is as follows:

Nature of the ultimate beneficiary	Registered Address	Relationship with the Company	Nature of transaction	Date	Amount in EUR	Amount in ₹
Sansera Sweden AB	Stallbackavägen 26, 461 38 Trollhatten, Sweden	Step down subsidiary	Investment in equity shares	November 29, 2024	1.80 mn	NA

The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of MoneyLaundering Act, 2002 (15 of 2003).

- 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
 - 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
- The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

- f) The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003)
- g) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- 52** The Company has used an accounting software for maintaining its books of account for the year ended March 31, 2025 which has feature of recording audit trail (edit log) facility and the same was enabled and operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature was not enabled from April 01, 2024 to May 20, 2024.
- 53** During the year ended March 31, 2025, on account of final dividend for financial year 2023-24, the Company has incurred a net cash outflow of ₹ 161.99 mn.
The Board of Directors, in their meeting held on May 27, 2025, recommended a final dividend of ₹ 3.25 per equity share for the financial year ended March 31, 2025. This payment is subject to the approval of shareholders in the AGM of the Company and if approved, would result in a net cash outflow of approximately ₹ 201.25 mn.
- 54** Subsequent to the year end, during an internal review, the Company identified financial transactions involving a former employee who was found to have engaged in forgery, cheating, and misappropriation of funds amounting to ₹12.21 mn over the period June 2023 to May 2025. The individual committed these offences by forging the signatures of Company personnel on fabricated service invoices and unlawfully encashing the fraudulent documents.
In response, the Company has initiated legal proceedings against the former employee and the associated vendor by filing a complaint with the police authorities in Bangalore. The Company conducted an internal assessment and also engaged an independent external agency to conduct a detailed investigation. The agency evaluated the scale of the fraudulent activities, identified the individuals involved, and reviewed related transactions to uncover any additional instances of potential fraud. The total financial impact of the misconduct was as mentioned above.
- 55** The Company evaluated all events or transactions that occurred after March 31, 2025 up through May 27, 2025, the date the standalone financial statements were authorised for issue by the Board of Directors. Based on this evaluation, the Company is not aware of any events or transactions that would require recognition or disclosure in the standalone financial statements.
- 56** The Audit Committee has recommended and Board of Directors of the Company have approved these standalone financial statements of the Company in their respective meetings held on May 27, 2025.

for and on behalf of the Board of Directors of

Sansera Engineering Limited

CIN: L34103KA1981PLC004542

S Sekhar Vasani

Managing Director

DIN: 00361245

F R Singhvi

Joint Managing Director

DIN: 00233146

B R Preetham

Executive Director and Chief Executive Officer

DIN: 03499506

Vikas Goel

Chief Financial Officer

Rajesh Kumar Modi

Company Secretary

Place: Bengaluru

Date: May 27, 2025



Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

To The Members of **Sansera Engineering Limited**

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of Sansera Engineering Limited (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group") and the Group's share of profit in its associate, which comprise the Consolidated Balance Sheet as at 31 March 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Loss), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

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 the other auditors on separate financial statements / financial information of the subsidiaries and unaudited financial information of the associate referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Revenue recognition</p> <p>(Refer Note 2 and note 28 to consolidated financial statements)</p> <p>The Group recognizes revenue as per Ind AS 115-Revenue from Contracts with Customers. The Group identifies the performance obligation and assesses the satisfaction of the performance obligation for the purpose of recognizing revenue. Sale of products forms a significant component of the total revenue where the revenue is recognized on transfer of control of the products to the end customer. The transfer of control is assessed based on the inco-terms agreed with the end customer.</p>	<p>Principal audit procedures performed included the following:</p> <ul style="list-style-type: none"> We have assessed the appropriateness of the Group's accounting policies for revenue recognition by comparing with the Indian accounting standards. We have evaluated the design, implementation and operating effectiveness of key internal controls over recognition of revenue in the correct accounting period. On a sample basis, we tested the revenue transactions recorded during the year by verifying the underlying documents to assess whether revenue is recognised appropriately when control is transferred.

INDEPENDENT AUDITOR'S REPORT (Contd.)

Sr. No.	Key Audit Matter	Auditor's Response
	<p>We consider cut off assertion of revenue recognition to be a key area of focus for our audit due to:</p> <ul style="list-style-type: none"> the existence of large number of contracts with the customers; and value of the sales transactions at the period end date and management's determination of the point of transfer of control for sales reversal. 	<ul style="list-style-type: none"> We performed the lead time analysis by between the customer location and dispatch location and subsequently arrived at the expected lead time for delivery. The same was used to identify exceptions or outliers (if any). We tested on a sample basis, specific revenue transactions recorded before and after the financial year end date to assess whether the revenue is recognized in the correct financial period in which control is transferred.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Parent's Board of Directors is responsible for the other information. The other information comprises the Board's Report, Management Discussion and Analysis, Corporate Governance Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Board's Report, Management Discussion and Analysis, Corporate Governance Report, are expected to be made available to us after the date of this auditor's report.
- Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Board's Report, Management Discussion and Analysis, Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

RESPONSIBILITIES OF MANAGEMENT AND BOARD OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect

to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive loss, consolidated cash flows and consolidated changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of those respective Companies included in the Group and of its associate.

INDEPENDENT AUDITOR'S REPORT (Contd.)

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated 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 the 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 ability of the Group and its associate 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 consolidated 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 Group and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls 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 consolidated financial

INDEPENDENT AUDITOR'S REPORT (Contd.)

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

OTHER MATTERS

- (a) We did not audit the financial statements/ information of two subsidiaries, whose financial statements/ information reflect total assets of ₹ 2,958.00 million as at 31 March 2025, total revenues of ₹ 1,767.68 million and net cashflows amounting to ₹ 52.69 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- (b) The consolidated financial statements also include the Group's share of net profit of ₹ 7.94 million for the year ended 31 March 2025, as considered in the consolidated financial statements, in respect of one associate, whose financial information have not been audited by us. This financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements/

information of the subsidiaries referred to in the Other Matters section above, we report, to the extent applicable that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group including relevant records so far as it appears from our examination of those books, except in relation to compliance with the requirements of audit trail, refer paragraph (i)(vi) below.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Consolidated Other Comprehensive Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- On the basis of the written representations received from the directors of the Parent as on 31 March 2025 taken on record by the Board of Directors of the Parent Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Parent and subsidiary company incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
- With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent Company and the subsidiary company, incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal

INDEPENDENT AUDITOR'S REPORT (Contd.)

financial controls with reference to consolidated financial statements of those companies.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of the subsidiary company incorporated in India, the remuneration paid by the Parent and such subsidiary company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- i) 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 37 to the consolidated financial statements.
- ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii) There were no amounts required to be transferred to the Investors Education and Protection Fund by the Parent and its subsidiary incorporated in India.
- iv) (a) The respective Managements of the Parent Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, other than as disclosed in the note 48(c) to the consolidated 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 Parent Company or any of such subsidiary 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiary and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Parent Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in the note 48(d) to the consolidated financial statements, no funds have been received by the Parent Company or any of such subsidiary and associate from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiary and associate shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The final dividend proposed in the previous year, declared and paid by the Parent Company during the year is in accordance with section 123 of the Act, as applicable.

INDEPENDENT AUDITOR'S REPORT (Contd.)

As stated in note 51 to the consolidated financial statements, the Board of Directors of the Parent Company has proposed final dividend for the year which is subject to the approval of the members of the Parent Company at the ensuing respective Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable. No dividend has been proposed, declared and paid by the subsidiary which is a company incorporated in India, whose financial statements have been audited under the act.

- vi) Based on our examination, which included test checks, and based on the auditor's report of its subsidiary company, incorporated in India whose financial statements have been audited under the Act, the Parent Company and its subsidiary company have used an accounting software for maintaining their respective books of account for the year

ended 31 March 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature was not enabled from 01 April 2024 to 20 May 2024 (refer note 49 of the standalone financial statements).

Further, during the course of our audit, we have not come across any instance of the audit trail feature being tampered with in respect of the accounting software for the period for which the audit trail feature was operating.

As audit trail feature was not enabled for the year ended 31 March 2024, reporting under Rule 11(g) of the Companies (Audit and Auditor), Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable.

2. With respect to the matters specified in clause (xxi) of paragraph (3) and paragraph (4) of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of the subsidiary companies included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, as provided to us by the Management of the Holding Company, and based on the identification of matters of qualifications or adverse remarks in the CARO report by us, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

Name of the Company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
Sansera Engineering Limited	L34103KA1981PLC004542	Parent	Clause (xi)(a) and (xi)(b)
Fitwel Tools and Forgings Private Limited	U29220KA1983PTC005690	Subsidiary	Clause (xx)

In respect of the following companies included in the consolidated financial statements of the Company, whose audit under section 143 of the Act has not yet been completed, the CARO report as applicable in respect of those entities are not available and consequently have not been provided to us as on the date of this audit report:

Name of the Company	CIN	Nature of relationship
MMRFIC Technology Private Limited	U72200KA2014PTC077359	Associate

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Monisha Parikh

Place: Bengaluru
Date: 27 May 2025
Ref: MP/MS/VJ/2025

(Membership No. 047840)
UDIN: 25047840BMRJVO9683

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of the Company as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to consolidated financial statements of Sansera Engineering Limited (hereinafter referred to as "the Parent Company") and its subsidiary company, which are companies incorporated in India, as of that date.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The respective Company's management and Board of Directors of the Parent company, its subsidiary company and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary company, and its associate company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent

applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated 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 internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary company, which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated 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,

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

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 CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated 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 to the best of our information and according to the explanations given to us the Parent and its subsidiary

company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2025, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Monisha Parikh

Place: Bengaluru

Partner

Date: 27 May 2025

(Membership No. 047840)

Ref: MP/MS/VJ/2025

UDIN: 25047840BMRJVO9683

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2025

(Amount in ₹ Mn)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	3.a	17,780.47	14,625.13
Right-of-use assets	3.d	1,194.85	841.86
Capital work in progress	3.b	1,945.21	835.00
Goodwill	3.e	361.34	343.28
Other intangible assets	3.c	39.64	29.59
Investments accounted for using the equity method	4.a	312.85	205.06
Financial assets			
(i) Investments	4.b	195.43	195.43
(ii) Loans	5	2.32	18.01
(iii) Other financial assets	6	312.36	295.06
Current tax assets (net)	7.a	74.98	87.51
Other non-current assets	8	541.67	456.42
Total non-current assets		22,761.12	17,932.35
CURRENT ASSETS			
Inventories	9	5,010.40	4,189.11
Financial assets			
(i) Investments	10	9.29	10.19
(ii) Trade receivables	11	4,546.19	4,622.12
(iii) Cash and cash equivalents	12	515.10	486.35
(iv) Bank balances other than cash and cash equivalents	13	3,756.76	143.35
(v) Loans	14	32.76	25.13
(vi) Other financial assets	15	48.81	77.87
Other current assets	16	674.83	440.90
Total current assets		14,594.14	9,995.02
Total assets		37,355.26	27,927.37
EQUITY AND LIABILITIES			
EQUITY			
Equity Share capital	17	123.84	107.23
Other equity	18	27,379.14	13,366.73
Total equity attributable to owners of the Company		27,502.98	13,473.96
Non-controlling interests		173.37	159.24
Total equity		27,676.35	13,633.20
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	19	1,713.26	2,515.86
(ii) Lease liabilities	3.d	944.17	796.10
Provisions	20	44.86	27.34
Deferred tax liabilities (net)	21	801.26	692.42
Other non-current liabilities	22	457.94	497.18
Total non-current liabilities		3,961.49	4,528.90
CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	23	1,283.68	5,495.13
(ii) Lease liabilities	3.d	129.27	99.50
(iii) Trade payables	24		
- Total outstanding dues of micro enterprises and small enterprises		422.38	308.26
- Total outstanding dues of creditors other than micro enterprises and small enterprises		3,201.00	3,249.41
(iv) Other financial liabilities	25	267.64	248.28
Other current liabilities	26	371.43	308.44
Provisions	27	23.20	15.72
Current tax liabilities (net)	7.b	18.82	40.53
Total current liabilities		5,717.42	9,765.27
Total equity and liabilities		37,355.26	27,927.37

Summary of material accounting policies

2

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached:

for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

Monisha Parikh
Partner
(Membership No. 047840)

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

B R Preetham
Executive Director and Chief Executive Officer
DIN: 03499506

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 27, 2025

Place: Bengaluru
Date: May 27, 2025

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in ₹ Mn)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations	28	30,167.51	28,114.32
Other income	29	202.56	24.26
Total Income		30,370.07	28,138.58
EXPENSES			
Cost of materials consumed	30	12,845.42	12,505.73
Changes in inventories of finished goods and work-in-progress	31	(431.91)	(330.33)
Employee benefits expense	32	4,426.63	3,797.82
Finance costs	33	700.04	770.06
Depreciation and amortisation expenses	34	1,738.08	1,494.80
Other expenses	35	8,179.81	7,342.59
Total expenses		27,458.07	25,580.67
Profit before tax		2,912.00	2,557.91
Tax expense:	38		
Current tax		642.32	681.93
Tax relating to earlier years		(1.05)	5.27
Deferred tax		109.86	0.28
Total tax expense		751.13	687.48
Share of profits of associate, net of tax		7.94	5.06
Profit for the year		2,168.81	1,875.49
Other Comprehensive Income/(Loss)			
<i>Items not to be reclassified to profit or loss</i>			
Re-measurement of the net defined benefit liability		(26.62)	(12.68)
Income tax relating to items not to be reclassified to profit or loss		7.27	3.07
Share of Other Comprehensive Income of an associate		(0.07)	(0.08)
Net other comprehensive income/(loss) not to be reclassified subsequently to profit or loss		(19.42)	(9.69)
<i>Items that to be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations		32.55	4.10
Income tax relating to items to be reclassified to profit or loss		(8.19)	(1.03)
Effective portion of gains/ (losses) in cash flow hedge		(7.70)	-
Income tax relating to items to be reclassified to profit or loss		1.94	-
Net other comprehensive income/(loss) to be reclassified subsequently to profit or loss		18.60	3.07
Other comprehensive income/(loss) for the year, net of income tax		(0.82)	(6.62)
Total Comprehensive Income for the year		2,167.99	1,868.87
Profit attributable to :			
Owners of the Company		2,151.64	1,857.55
Non-controlling interests		17.17	17.94
Total profit for the year		2,168.81	1,875.49
Other comprehensive income/(loss) attributable to:			
Owners of the Company		(3.86)	(7.58)
Non-controlling interests		3.04	0.96
Total other comprehensive income/(loss)		(0.82)	(6.62)
Total comprehensive income attributable to:			
Owners of the Company		2,147.78	1,849.97
Non-controlling interests		20.21	18.90
Total Comprehensive Income for the year		2,167.99	1,868.87
Earnings per equity share (face value of ₹ 2 each)			
Basic (in ₹)	36	37.41	34.83
Diluted (in ₹)	36	37.18	34.40

Summary of material accounting policies

2

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached:

for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

Monisha Parikh
Partner
(Membership No. 047840)

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

B R Preetham
Executive Director and Chief Executive Officer
DIN: 03499506

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 27, 2025

Place: Bengaluru
Date: May 27, 2025

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in ₹ Mn)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from operating activities			
Profit before tax including share of loss of associate		2,919.94	2,562.97
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expenses	34	1,738.08	1,494.80
Income from government grants	28	(62.12)	(58.89)
Interest income	29	(161.76)	(12.75)
Fair value loss/(gain) on financial instruments at fair value through profit or loss	35	0.89	(3.45)
Loss/(gain) on disposal of property, plant and equipment, net	35	0.80	(4.75)
Unrealised foreign exchange (gain)/loss, net		41.22	59.53
Employee stock compensation expense	32	32.59	46.11
Finance costs	33	700.04	770.06
Share of profit from investment in Limited Liability Partnership (LLP)	29	(2.73)	(2.92)
Share of profit from investment in associate		(7.94)	(5.06)
Loss allowance on receivables	35	27.20	(52.22)
Operating cash flows before changes in operating assets and liabilities		5,226.21	4,793.43
Changes in operating assets and liabilities:			
Decrease/(increase) in trade receivables		44.12	(310.27)
Decrease/(increase) in other financial assets and other assets		(174.64)	(109.20)
Decrease/(increase) in inventories		(821.29)	(479.48)
Increase/(decrease) in trade payables		66.75	634.23
Increase/(decrease) in other liabilities		64.33	(106.94)
Increase/(decrease) in provisions		10.56	(24.27)
Cash generated from operations		4,416.04	4,397.50
Income taxes paid, net		(650.45)	(654.10)
Net cash generated from operating activities (A)		3,765.59	3,743.40
Cash flows from investing activities			
Payments towards purchase of property, plant and equipment		(5,906.96)	(3,355.52)
Payment towards Right-of-use assets		(31.93)	-
Payments towards purchase of intangible assets	3.c	(20.05)	(17.12)
Proceeds from disposal of property, plant and equipment		1.32	(13.82)
Investment in associate		(99.84)	(200.01)
Movement in fixed deposits, net	13	(3,611.75)	(22.13)
Investment in Limited Liability Partnership (LLP)		-	(90.50)
Interest received	29	118.81	12.75
Share of profit from investment in Limited Liability Partnership (LLP)	29	2.73	2.92
Net cash used in investing activities (B)		(9,547.67)	(3,683.43)
Cash flows from financing activities			
Proceeds/(repayments) of non-current borrowings:			
Proceeds (refer note (i) below)		2,217.30	1,130.39
Repayments (refer note (i) below)		(3,577.38)	(1,241.60)
(Repayments)/proceeds of current borrowings, net (refer note (i) below)		(3,703.24)	1,004.58
Interest paid (refer note (i) below)		(650.35)	(742.93)
Payment of lease rentals (refer note (i) below)	3.d	(297.74)	(128.57)
Dividend payment		(161.99)	(133.32)
Shares issued on exercise of employee stock option		251.91	31.85
Shares issued pursuant to a Qualified Institutional Placement, (net of expenses)		11,755.69	-
Net cash used in financing activities (C)		5,834.20	(79.60)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		52.12	(19.63)
Cash and cash equivalents at the beginning of the year	12	486.35	495.58
Effect of exchange differences on translation of foreign currency cash and cash equivalents		(23.37)	10.40
Cash and cash equivalents at the end of the year (refer below)	12	515.10	486.35

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	Note	(Amount in ₹ Mn)	
		For the year ended March 31, 2025	For the year ended March 31, 2024
For the purpose of statement of cash flows, cash and cash equivalents comprise the following:			
Cash on hand		0.44	0.66
Balances with banks - on current accounts		514.66	485.69
Cash and cash equivalents at the end of the year		515.10	486.35

The above Consolidated Statement of Cash Flows has been prepared under indirect method in accordance with Indian Accounting Standard (IND AS) 7 on "Statement of Cash Flows"

Note (i) Reconciliation of liabilities from financing activities:

Particulars	Opening balance	Cash flows		Non-cash movements			Closing balance
	April 01, 2024	Proceeds	Repayments	Reclassification	Additions (net)/ Accruals	Fair value changes/ Effect of foreign exchange differences	March 31, 2025
Non-current borrowings	3,771.48	2,217.30	(3,577.38)	(115.72)	-	141.91	2,437.59
Current borrowings *	4,239.51	(3,703.24)	-	115.72	-	(106.94)	545.05
Interest	11.93	-	(650.35)	-	652.72	-	14.30
Lease liabilities	895.60	-	(297.74)	-	419.63	55.95	1,073.44

Particulars	Opening balance	Cash flows		Non-cash movements			Closing balance
	April 01, 2023	Proceeds	Repayments	Reclassification	Additions (net)/ Accruals	Fair value changes/ Effect of foreign exchange differences	March 31, 2024
Non-current borrowings	3,918.87	1,130.39	(1,241.60)	27.57	-	(63.75)	3,771.48
Current borrowings *	3,202.24	1,004.58	-	(27.57)	-	60.26	4,239.51
Interest	27.20	-	(742.93)	-	727.66	-	11.93
Lease liabilities	921.13	-	(128.57)	-	54.72	48.31	895.59

* Current borrowings are disclosed net of proceeds/repayments.

Summary of material accounting policies

2

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached:
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

Monisha Parikh
Partner
(Membership No. 047840)

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

B R Preetham
Executive Director and Chief Executive Officer
DIN: 03499506

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 27, 2025

Place: Bengaluru
Date: May 27, 2025

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

AS AT MARCH 31, 2025

A. Equity share capital

(Amount in ₹ Mn)

Equity shares of ₹ 2 each issued, subscribed and fully paid	No. of shares	Amount
As at April 01, 2024	5,36,15,150	107.23
Changes in Equity Share Capital due to prior period errors	-	-
Restated as at March 31, 2025	5,36,15,150	107.23
Add: Shares issued on exercise of employee stock options (refer note 41)	5,84,674	1.17
Add: Shares issued pursuant to Qualified Institutional Placement (refer note 17)	77,22,007	15.44
As at March 31, 2025	6,19,21,831	123.84
As at April 01, 2023	5,29,29,540	105.86
Changes in Equity Share Capital due to prior period errors	-	-
Restated as at March 31, 2024	5,29,29,540	105.86
Add: Shares issued on exercise of employee stock options (refer note 41)	6,85,610	1.37
As at March 31, 2024	5,36,15,150	107.23

**CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2025 (Contd.)**

B. Other equity

Particulars	Reserves and Surplus							Other Comprehensive Income(OCI)			Attributable to owners of the Company	Non-Controlling Interests	(Amount in ₹ Mn) Total Equity
	Capital reserve	Securities premium	Capital redemption reserve	Share options outstanding reserve	General reserve	Retained earnings	Foreign currency translation reserve	Remeasurement of defined benefit liability	Cash flow hedge reserve				
As at April 01, 2024	8.17	1,675.31	0.55	159.43	138.52	11,362.13	22.62	-	-	13,366.73	159.24	13,525.97	
Exercise of options	-	-	-	32.59	-	-	-	-	-	32.59	-	32.59	
Exercise of share options	-	327.16	-	(76.42)	-	-	-	-	-	250.74	-	250.74	
Issue of equity shares to qualified institutional buyers pursuant to Qualified Institutional Placement.	-	11,984.55	-	-	-	-	-	-	-	11,984.55	-	11,984.55	
Share issue expenses	-	(244.30)	-	-	-	(161.99)	-	-	-	(244.30)	-	(244.30)	
Dividend (refer note 50)	-	-	-	-	-	2,151.64	-	-	-	(161.99)	-	(161.99)	
Profit for the year	-	-	-	-	-	2,151.64	-	-	-	2,151.64	17.17	2,168.81	
Other Comprehensive Income:													
Remeasurement of the net defined benefit liability (Refer note below)	-	-	-	-	-	-	(19.42)	-	-	(19.42)	-	(19.42)	
Exchange differences on translation of foreign operations	-	-	-	-	-	-	24.36	-	-	24.36	-	24.36	
Effective portion of gains/ (losses) in cash flow hedge, net of tax	-	-	-	-	-	-	-	(5.76)	-	(5.76)	-	(5.76)	
Transfer to retained earnings	-	-	-	-	-	(19.42)	-	-	19.42	-	(3.04)	(3.04)	
As at March 31, 2025	8.17	13,742.72	0.55	115.60	138.52	13,332.36	46.98	(5.76)	19.42	27,379.14	173.37	27,552.51	
As at April 01, 2023	8.17	1,565.45	0.55	195.73	135.48	9,648.55	19.55	-	-	11,573.48	140.34	11,713.82	
Exercise of options	-	-	-	46.11	-	-	-	-	-	46.11	-	46.11	
Exercise of share options	-	109.85	-	(82.41)	3.04	(133.32)	-	-	-	30.49	-	30.49	
Dividend (refer note 50)	-	-	-	-	-	1,857.55	-	-	-	(133.32)	-	(133.32)	
Profit for the year	-	-	-	-	-	1,857.55	-	-	-	1,857.55	17.94	1,875.49	
Other Comprehensive Income:													
Remeasurement of the net defined benefit liability (Refer note below)	-	-	-	-	-	-	(10.65)	-	-	(10.65)	-	(10.65)	
Exchange differences on translation of foreign operations	-	-	-	-	-	-	3.07	-	-	3.07	-	3.07	
Transfer to retained earnings	-	-	-	-	-	(10.65)	-	-	10.65	-	0.96	0.96	
As at March 31, 2024	8.17	1,675.31	0.55	159.43	138.52	11,362.13	22.62	-	10.65	13,366.73	159.24	13,525.97	

In accordance with Notification G.S.R 40(4)(E), dated April 06, 2016, as included in amended Schedule III, the Company has recognised remeasurement of defined benefit plans amounting to (₹19.42) Mn (March 31, 2024: (₹10.65) Mn) as a part of retained earnings.

Summary of material accounting policies

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The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached:

for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

Monisha Parikh
Partner
(Membership No. 047840)

S Sekhar Vasan
Managing Director
DIN: 003361245

F R Singhvi
Joint Managing Director
DIN: 00233146

B R Preetham
Executive Director and Chief Executive Officer
DIN: 034995506

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 27, 2025

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

GROUP OVERVIEW

Sansera Engineering Limited (the "Company" or "Parent Company") is a public company incorporated on December 15, 1981 under the provisions of the Companies Act, 1956 with its registered office and principal place of business in Bengaluru, Karnataka. The Company along with its subsidiaries Fitwel Tools and Forgings Private Limited, Sansera Sweden AB and Sansera Engineering Pvt. Ltd. Mauritius (together referred to as "Group") and its associate MMRFIC Technology Private Limited. is involved in the business of manufacture of auto components such as rocker arms, connecting rods, gear shifters, crank shafts, and aerospace components, radars and mm-wave sensors. It is also involved in providing services such as forging and other related services.

The Company is a public limited company incorporated and domiciled in India and has its registered office at Bengaluru,

Karnataka, India and has offices in Sweden. The consolidated financial statements were authorised for issuance by the Company's Board of Directors on May 15, 2025.

1. BASIS OF PREPARATION

A. STATEMENT OF COMPLIANCE

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

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

B. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the results of the following components:

S. No.	Name of the Entity	Country of incorporation	Nature	Effective group shareholding %
1	Fitwel Tools and Forgings Private Limited	India	Subsidiary	70
2	Sansera Sweden AB	Sweden	Subsidiary	100
3	Sansera Engineering Pvt. Ltd., Mauritius	Mauritius	Subsidiary	100
4	MMRFIC Technology Private Limited	India	Associate	29.60

c. Basis of consolidation

Business combinations (other than common control business combinations)

In accordance with Ind AS 103, the Group accounts for these business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in Other Comprehensive Income and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

In accordance with Appendix C to Ind AS 103 on Business combinations of entities under common control, the Group accounts for these business

combinations using the pooling of interest method as per the guidance provided under Appendix C to Ind AS 103. The consolidated financial statements in respect of prior periods are restated as if the combination had occurred from the beginning of the preceding period in the consolidated financial statements, irrespective of the actual date of the combination. All the assets and liabilities including have been recorded at their existing carrying amounts.

Subsidiary companies

Subsidiary companies are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gain / loss on transactions between group companies are eliminated. The financial statements are prepared by applying uniform policies in use at the Group.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Non- controlling interests (NCI)

NCI in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively. NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. The parent company's portion of equity in such subsidiary is determined on the basis of book values of assets and liabilities as per the financial statements of the subsidiary as on the date of the investment.

Associate company

An associate is an entity over which the investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. The Group consolidates the associate under equity method as per Ind AS 28. The equity method is a method of accounting whereby the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the investor's share of the investee's net assets

d. Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupees (₹), which is also the functional currency of the Company, and the presentation currency considered for the Group. The functional currency of the subsidiaries operations in Mauritius is Euro and that of its operations in Sweden is Swedish Krona (SEK).

For the purposes of presenting the consolidated financial statements assets and liabilities of Group's foreign operations with functional currency different from the Company are translated into Company's functional currency i.e., INR using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any are recognised in other comprehensive income and accumulated in equity.

On the disposal of foreign operation, all of the exchange differences accumulated in equity in respect of that

operation attributable to the owners of the Company are reclassified to the consolidated statement of profit and loss.

All amounts have been rounded-off to the nearest millions, unless otherwise indicated.

e. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

- Derivative instruments at fair value;
- Net defined benefit (asset)/liability at fair value of plan assets less present value of defined benefit obligations;
- Current investments at fair value through consolidated statement of profit and loss; and
- Share based payment transactions at fair value.

f. Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in lease classification.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending ended 31 March 31, 2025 is included in the following notes:

- Note 2(a), 2(b), 3.a and 3.c - Depreciation and amortisation method and useful lives of items of property, plant and equipment and intangibles assets;
- Note 3.a and 3.c – Impairment of property, plant and equipment;

- Note 38 – Recognition of deferred tax assets;
- Note 32 and 40– Measurement of defined benefit obligations: key actuarial assumptions;
- Note 43 – Impairment of financial assets;
- Note 46 – Impairment of goodwill; and
- Note 15, 25 and 43 – Derivative contracts at fair value.

g. Measurement of fair values

Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). The derivative contracts are valued using market approach, determined using forward exchange rates as at the balance sheet date.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Note 41 – Employee stock options; and
- Note 42 – Financial instruments;

2. MATERIAL ACCOUNTING POLICIES

a. Property, plant and equipment

i. Recognition and measurement

Property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the consolidated statement of profit or loss.

Borrowing costs directly attributable to the acquisition/ construction of the qualifying asset are capitalised as part of the cost of that asset. Other borrowing costs are recognised as expense in the consolidated statement of profit and loss in the period in which they are incurred.

ii. Depreciation methods, estimated useful lives and residual values

Depreciation is provided on a Straight-Line Method ("SLM") over the useful life of property, plant and equipment as prescribed under Part C of Schedule II of the Companies Act, 2013. In case of second hand assets purchased, the useful life considered is based

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

on the remaining useful life of such asset determined based on technical evaluation and its proposed use. Depreciation for assets purchased/sold during a period is proportionately charged. The useful lives for property, plant and equipment is as follows:

Asset category	Estimated useful life (in years)
Building	30
Plant and machinery	5-25
Furniture and fixtures	10
Vehicles	8
Office equipment	5
Electrical installations	10
Computer (including software)	3-6

Freehold land is not depreciated.

b. Business combination, Goodwill and Intangible assets

Business combinations, other than through common control transactions, are accounted for using the purchase (acquisition) method in accordance with Ind AS 103, Business Combinations. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations through common control transactions are accounted on a pooling of interests method. Transaction costs incurred in connection with a business combination are expensed as incurred.

(i) Goodwill:

The excess of the cost of acquisition over the Group's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Any goodwill that arises is tested annually for impairment.

(ii) Customer relationships:

Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible

assets. These valuations are conducted by independent valuation experts. Such intangible assets are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. The estimated useful life for customer relationship is expected to be 7 years. The residual values, useful lives and method of amortisation of intangible assets are reviewed at each financial year end and adjusted if appropriate.

(iii) Other Intangibles:

Intangible assets purchased are measured at cost less accumulated amortisation and accumulated impairment, if any. Intangible assets are amortised in the consolidated statement of profit and loss over their estimated useful life of 3 years on a straight-line basis.

c. Inventories

i. Inventories are measured at the lower of cost and net realisable value (NRV). Cost comprises purchase price and all expenses incurred in bringing the inventory to its present location and condition. Cost has been determined as follows:

Raw material, stores and spares	: on weighted average basis
Work in progress	: includes cost of conversion
Finished goods	: includes cost of conversion

ii. Fixed production overheads are allocated on the basis of normal capacity of production facilities. The comparison of cost and NRV is made on an item-by-item basis. Spare parts that meet the definition of asset are capitalised at their respective carrying amounts. The NRV of work-in-progress is determined with reference to NRV of related finished goods.

iii. Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their NRV.

iv. Provision for inventory obsolescence is assessed periodically and is provided as considered necessary.

d. Revenue recognition

The Group recognises revenue to depict the transfer of promised goods or services to customers in an

amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer;

Step 2: Identify the performance obligation in contract;

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations in the contract; and

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon transfer of control of goods or services to buyer in an amount that reflects the consideration which the Group expects to receive in exchange for those goods or services.

Sale of products is adjusted net of Goods and Service tax, returns, trade discounts, and volume rebates.

Service income is recognised when the related services are rendered unless significant future contingencies exist.

Export incentives are recognised in the consolidated statement of profit and loss when the right to receive credit as per the terms of the entitlement is established in respect of export made.

Dividend income is recognised in the consolidated statement of profit and loss on the date on which the right to receive payment is established.

Interest on the deployment of funds is recognised using the time-proportion method, based on underlying interest rates.

e. Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the consolidated statement of profit and loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the consolidated statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of profit and loss on a net basis within other gains/ (losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate in effect at the balance sheet date.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through consolidated statement of profit and loss.

f. Government Grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Grants related to assets are government grants whose primary condition is that an entity qualifying for them should purchase, construct or otherwise acquire long-term assets. Grants related to income are government grants other than those related to assets.

Government grants relating to an expense item are recognised in the consolidated statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented as a deduction in reporting the related expense. The presentation approach is applied consistently to all similar grants.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to the consolidated statement of profit and loss over the periods and in proportions in which depreciation expense on those assets is recognised.

Income from export incentives are recognised in the consolidated statement of profit and loss when the right to receive credit as per the terms of the entitlement is established in respect of exports made and disclosed as other operating revenues.

Income from government incentives (other than export incentive) are recognised in the consolidated statement of profit and loss when the right to receive credit as per the terms of the entitlement and disclosed as a reduction to the related expenses.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

f. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognises a right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the consolidated statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and a charge or credit to the consolidated statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in consolidated statement of profit and loss.

Lease payments associated with following leases are recognised as expense on straight-line basis:

- (i) Low value leases; and
- (ii) Leases which are short-term

h. Financial instruments

i. Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

Cash and cash equivalents

Cash and cash equivalents include cash on hand, other short-term highly liquid investments with original

maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income (FVOCI) if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss (FVTPL). This include all derivative assets and current investments.

Financial liabilities

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense and are recognised in consolidated statement of profit and loss. Other financial liabilities are subsequently carried at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in the consolidated statement of profit and loss.

Derivative Instruments

a. The Group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. These derivative instruments are recorded at fair value on every reporting date with changes being accounted in consolidated statement of profit and loss.

- b. Cash flow hedges Changes in the fair value of the derivative hedging instruments designated as a cash flow hedge are recognised in other comprehensive income and held in cash flow hedging reserve, net of taxes, a component of equity, to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised in the consolidated statement of income and reported within foreign exchange gains/(losses), net, within results from operating activities. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognised in the cash flow hedging reserve is transferred to the consolidated statement of income upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, such cumulative balance is immediately recognised in the consolidated statement of income.
- e. Others Changes in fair value of foreign currency derivative instruments neither designated as cash flow hedges nor hedges of net investment in foreign operations are recognised in the consolidated statement of income and reported within foreign exchange gains/(losses), net within results from operating activities. Changes in fair value and gains/(losses), net, on settlement of foreign currency derivative instruments relating to borrowings, which have not been designated as hedges are recorded in finance expenses.

ii. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the consolidated statement profit and loss.

h. Impairment

i. Impairment of financial assets

The Group recognises loss allowances for expected credit losses (ECL) on financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises 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, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12 months ECL.

ii. Impairment of non - financial assets

A cash-generating unit (CGU) is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The Group's non-financial assets, other than inventories and deferred tax assets, are evaluated

for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the consolidated statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed in the consolidated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount.

The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

i. Employee benefits

i. Defined benefit plan

Gratuity

The Group's gratuity plan is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plan is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the consolidated balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Compensated absences

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absence and utilise it in future periods or receive cash compensation at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absence as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date. The calculation of the Group's obligation is performed annually by an independent actuary using the projected unit credit method as at the balance sheet date.

Non-accumulating compensated absences are recognised in the period in which the absences occur. The Group recognises actuarial gains and losses immediately in the consolidated statement of profit and loss.

ii. Defined contribution plan

Provident fund

Provident fund is a post-employment benefit plan under which it makes specified monthly contribution towards Government administered provident fund scheme. Obligations for contributions to defined contribution plan are recognised as an employee benefit expense in the consolidated statement of profit and loss during the period in which the related services are rendered by the employees.

iii. Share-based payment transactions

Employees of the Group receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognised in the consolidated statement of profit and loss with a corresponding increase in equity over the period that the employees unconditionally become entitled to the award. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants. The stock compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

j. Taxes

Current income tax

Current income tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current income tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date.

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 establishes provisions where appropriate.

Deferred income tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

k. Earnings per share

The basic earnings per share is calculated by dividing the net profit for the year attributable to the owners

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit for the year for the year attributable to the owners of the Group by the weighted average number of equity shares outstanding during the year, after adjustment for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

i. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

m. Provisions and contingencies

A provision is recognised when an enterprise has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are determined by discounting the expected future cash flows to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions for onerous contracts, i.e., contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the

economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a best estimate of such obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

n. Segment reporting

Based on the "management approach" as defined in Ind AS 108 - Operating Segments, Managing Directors of the Group has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the Group's performance and allocates resources based on single segment approach and accordingly, information has been presented.

o. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 01, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

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3.A PROPERTY, PLANT AND EQUIPMENT

Particulars	(Amount in ₹ Mn)										
	Land # (1)	Buildings (2)	Plant and machinery (3)	Furniture and fixtures (4)	Vehicles (5)	Office equipment (6)	Electrical installations (7)	Computers (8)	Leasehold improvements (9)	Leasehold land ##	Total
Gross Carrying Amount											
At April 01, 2023	592.67	2,005.35	14,482.90	69.96	185.38	68.08	638.33	107.36	215.36	2.01	18,367.40
Reclassification	-	-	-	-	-	-	-	(4.19)	-	-	(4.19)
Additions	62.00	380.14	2,592.91	7.17	53.73	11.78	190.50	36.93	0.50	-	3,335.66
Disposals	-	-	(23.38)	(0.03)	(33.96)	(0.17)	(0.47)	(14.78)	-	-	(72.59)
Effect of foreign exchange differences	-	-	(7.41)	-	-	-	-	(0.38)	(4.24)	-	(12.23)
At March 31, 2024	654.67	2,385.49	17,045.02	77.10	205.15	79.69	828.36	124.94	211.62	2.01	21,614.05
Additions	1,070.43	450.14	2,999.88	16.60	2.83	6.44	149.82	44.33	-	-	4,740.47
Disposals	-	-	(34.41)	(0.22)	(14.56)	(0.89)	(1.35)	(0.84)	-	-	(52.27)
Effect of foreign exchange differences	-	-	60.50	0.73	13.98	4.41	0.49	19.25	19.68	-	118.94
At March 31, 2025	1,725.10	2,835.63	20,070.99	94.21	207.40	89.65	977.32	187.68	231.20	2.01	26,421.19
Accumulated Depreciation											
At April 01, 2023	-	285.32	4,776.07	34.97	85.84	41.78	318.49	67.90	65.62	-	5,675.99
Reclassification	-	-	-	-	-	-	-	(3.31)	-	-	(3.31)
Charge for the year	-	75.27	1,173.70	7.07	23.69	7.43	65.34	25.74	11.32	-	1,389.56
Disposals	-	-	(19.70)	-	(29.90)	-	(0.47)	(14.78)	-	-	(64.85)
Effect of foreign exchange differences	-	-	(6.79)	-	-	(0.04)	-	(0.34)	(1.30)	-	(8.47)
At March 31, 2024	-	360.59	5,923.28	42.04	79.63	49.17	383.36	75.21	75.64	-	6,988.92
Charge for the year	-	92.62	1,373.30	6.46	23.23	8.33	78.08	32.95	10.03	-	1,625.00
Disposals	-	-	(33.14)	(0.22)	(13.71)	(0.89)	(1.35)	(0.84)	-	-	(50.15)
Effect of foreign exchange differences	-	-	31.75	-	14.00	3.82	0.47	19.25	7.66	-	76.95
At March 31, 2025	-	453.21	7,295.19	48.28	103.15	60.43	460.56	126.57	93.33	-	8,640.72
Carrying Amount (net)											
At March 31, 2025	1,725.10	2,382.42	12,775.80	45.93	104.25	29.22	516.76	61.11	137.87	2.01	17,780.47
At March 31, 2024	654.67	2,024.90	11,121.74	35.06	125.52	30.52	445.00	49.73	135.98	2.01	14,625.13

Notes:

- #(a) Includes land of 60,786.60 square meter allocated by Karnataka Industrial Area Development (KIADB) at Plot no. 48, 2nd Phase, Sector - 2, Bidadi Industrial Area for a period of 10 years w.e.f. August 08, 2014 to the Company on a lease cum sale basis to the Parent Company.
- (b) Karnataka Industrial Area Development Board (KIADB) has allotted land measuring 2,025 square meter at Plot no. 143-B-8 Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099, Karnataka on a lease cum sale basis for a period of 11 years w.e.f. September 07, 1999 and 1,058 square meter at Plot no. 143-B-8-Part Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099, Karnataka on a lease cum sale basis for a period of 11 years w.e.f. May 29, 2001 with specified terms and conditions to be complied with by each party. KIADB has alleged / contended that as per the terms and conditions of Clause 2(f)(i) of the Lease Cum Sale Agreement dated January 17, 2000, the original allottee should hold minimum 51% shares in the Company till the execution of the sale deed and in view of there being a violation of the said clause by Sansera Engineering Limited (Sansera), they have issued a demand notice No. KIADB/HO/Allot/Secy - 3/12680/6102/19-20 dated July 29, 2019 calling upon Sansera to remit an additional sum of ₹ 5,383,798. Challenging the said demand, Sansera has filed Writ Petition seeking quashing of the said demand and also directions to execute the sale deed. The High Court of Karnataka in its order dated September 18, 2024, partially allowed the writ petition wherein notice dated July 29, 2019 was quashed and KIADB was directed to issue a fresh demand notice within a period of 30 days. Sansera awaits the revised demand from KIADB as on March 31, 2025.
- (c) Includes land measuring 870.75 square meter allocated by Karnataka Small State Industrial Development Corporation (KSSIDC) at Industrial Estate, Antharasanahalli, Tumkur for a period of 6 years w.e.f. 29 September 2012, to Fitwel Tools and Forgings Private Limited on a lease cum sale basis.
- (d) Karnataka Industrial Area Development Board (KIADB) has allotted land measuring 222,585 square meter from Plot no.8 to Plot no.17, EV unit Block 2A of Harohalli 5th Phase, Bidadi Industrial Area, Ramanagara Taluk on a lease cum sale basis. The Parent Company obtained the possession of the said land on March 04, 2025. The Parent Company is in the process of registering the said lease cum sale deed as on March 31, 2025.
- # Karnataka Small State Industrial Development Corporation (KSSIDC) has allotted land of 4,257 square meter at Unit No. 5, KHT Complex, Antharasanahalli, Tumkur, Karnataka on a lease cum sale basis for a period of 4 years w.e.f. January 08, 1987, with specified terms and conditions to be complied with by each party. Subsequently, KSSIDC failed to comply with the terms of the agreement, hence Fitwel Tools and Forgings Private Limited (Fitwel) retained possession of the land. Pursuant to the communications with the KSSIDC, Fitwel has paid an amount of ₹ 2.01 Mn as consideration for the land, which has been capitalised. As at the balance sheet date, Fitwel awaits the final registration of the land in its name.
- Refer note 19 for details of charge over the Groups's property, plant and equipment for the borrowings taken by the Group.

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 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

3.B CAPITAL-WORK IN PROGRESS (CWIP) AGING SCHEDULE

(Amount in ₹ Mn)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
As at March 31, 2025	1,849.49	82.47	4.89	8.36	1,945.21
As at March 31, 2024	786.48	31.93	10.28	6.31	835.00

The Group has a dedicated facility in Bengaluru for machine building and machine design with special purpose machines being manufactured in-house. Special purpose machines are customised machines deployed to automate industrial processes to ensure high productivity. Machinery component required for machine building process are included in capital work-in-progress.

There are no projects which are under suspension. With regard to the ongoing projects there are no projects where completion is overdue or has exceeded the cost as compared to its original plan, considering amendments as may be approved. The projects in-progress for more than 3 years represent components which would be commonly used across various special purpose machines being manufactured in-house.

3.C OTHER INTANGIBLE ASSETS

(Amount in ₹ Mn)

Particulars	Owned intangible assets		Total
	Customer relationship	Computer Software	
Gross Carrying Amount			
At April 01, 2023	35.61	66.35	101.96
Reclassification	-	4.19	4.19
Additions	-	17.12	17.12
Disposals	-	-	-
Effect of foreign exchange differences	(0.67)	-	(0.67)
At March 31, 2024	34.94	87.66	122.60
Additions	-	20.05	20.05
Disposals	-	-	-
Effect of foreign exchange differences	-	-	-
At March 31, 2025	34.94	107.71	142.65
Accumulated Amortisation			
At April 01, 2023	30.53	46.89	77.42
Reclassification	-	4.26	4.26
Amortisation for the year	4.64	7.88	12.52
Disposals	-	-	-
Effect of foreign exchange differences	(0.23)	(0.96)	(1.19)
At March 31, 2024	34.94	58.07	93.01
Amortisation for the year	-	10.00	10.00
Disposals	-	-	-
Effect of foreign exchange differences	-	-	-
At March 31, 2025	34.94	68.07	103.01
Carrying Amount (net)			
At March 31, 2025	-	39.64	39.64
At March 31, 2024	-	29.59	29.59

3.c. (i) There were no revaluation of Intangible assets during financial year 2024-25 and 2023-24.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

3.D RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

i) Following are the changes in the carrying value of right-of-use assets:

(Amount in ₹ Mn)				
Particulars	Leasehold Land	Leased Buildings	Vehicle	Total
At April 01, 2023	155.08	718.04	-	873.12
Additions	-	12.32	-	12.32
Deletion	-	(1.48)	-	(1.48)
Depreciation	(6.98)	(85.74)	-	(92.72)
Remeasurement	-	61.63	-	61.63
Effect of foreign exchange differences	-	(11.01)	-	(11.01)
At March 31, 2024	148.10	693.76	-	841.86
Additions	251.84	106.22	46.18	404.24
Deletion	-	-	-	-
Depreciation	(9.02)	(91.68)	(2.36)	(103.06)
Remeasurement	-	-	-	-
Effect of foreign exchange differences	-	51.81	-	51.81
At March 31, 2025	390.92	760.11	43.82	1,194.85

ii) The following is the movement in lease liabilities:

(Amount in ₹ mn)				
Particulars	Leasehold Land	Leased Buildings	Vehicle	Total
At April 01, 2023	137.70	783.43	-	921.13
Additions	-	12.32	-	12.32
Finance cost accrued during the year	10.24	32.16	-	42.40
Deletions	-	(1.63)	-	(1.63)
Payments	(12.00)	(116.57)	-	(128.57)
Remeasurement	-	61.66	-	61.66
Effect of foreign exchange differences	-	(11.71)	-	(11.71)
At March 31, 2024	135.94	759.66	-	895.60
Additions	231.89	94.27	46.15	372.31
Finance cost accrued during the year	11.61	34.60	1.11	47.32
Deletions	-	-	-	-
Payments	(169.10)	(125.64)	(3.00)	(297.74)
Remeasurement	-	-	-	-
Effect of foreign exchange differences	-	55.95	-	55.95
At March 31, 2025	210.34	818.84	44.26	1,073.44

iii) The following is the break-up of current and non-current lease liabilities:

(Amount in ₹ mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Current lease liabilities	129.27	99.50
Non-current lease liabilities	944.17	796.10
Total	1,073.44	895.60

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 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

iv) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Less than one year	163.14	118.50
One to five years	505.28	370.53
More than five years	839.53	737.91
Total lease liabilities	1,507.95	1,226.94
Less: Implicit interest	434.51	331.34
Lease liabilities included in the Balance sheet	1,073.44	895.60

v) Amount recognised in the consolidated statement of profit and loss:

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Depreciation on right-of-use assets	103.06	92.72
Interest on lease liabilities	47.32	42.40
Low value lease rentals (included with rent, classified under other expenses)	7.99	5.86

vi) Amount recognised in the consolidated statement of cash flows:

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Cash outflows for leases	297.74	128.57
Total	297.74	128.57

3.E GOODWILL

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Carrying amount at the beginning of the year	343.28	347.07
Effect of foreign exchange differences	18.06	(3.79)
Carrying amount at the end of the year	361.34	343.28

Note: For details of impairment tests for goodwill refer note 46.

4.A INVESTMENT ACCOUNTED FOR USING THE EQUITY METHOD

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
MMRFIC Technology Private Limited		
<i>Investment in equity instruments</i> (237,530 (March 31, 2024: 17) equity shares of ₹1 each fully paid up)	200.00	0.01
<i>Investment in preference shares</i> Nil (March 31, 2024: 37,310) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up	-	50.00

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Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Nil (March 31, 2024: 55,970) Series A2 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up	-	75.00
Nil (March 31, 2024: 55,970) Series A3 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up	-	74.99
37,310 (March 31, 2024: Nil) Series A4 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up	50.00	-
37,310 (March 31, 2024: Nil) Series A5 Compulsorily Convertible Preference Shares of ₹ 100 each fully paid up	50.00	-
Share of profit for the year ended March 31, 2024	4.98	5.06
Share of profit for the year ended March 31, 2025	7.87	-
Total	312.85	205.06

During year ended March 31, 2025, the Parent Company has converted 149,250 Compulsorily Convertible Preference Shares (CCPS) of ₹ 100 each at a premium of ₹ 1,240 per CCPS; into 237,513 Equity Shares of Re.1 each at a premium of ₹ 841.04 per Equity Share. Further, the Parent Company has made an investment of ₹ 100.00 Mn in 74,620 Compulsorily Convertible Preference Shares (CCPS) of ₹ 100 each at a premium of ₹ 1,240 per CCPS, totalling to ₹ 300 Mn investment for approximately 29.60%

Subsequent to year ended March 31, 2025, the Parent Company further made an investment of ₹ 100 Mn in MMRFIC, which is pending allotment.

4.B INVESTMENTS (NON-CURRENT)

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Unquoted (Measured at fair value through other comprehensive income)		
<i>Partner contribution</i>		
Clean Max Vega Power LLP	195.43	195.43
26% (March 31, 2024: 26%)		
Total	195.43	195.43

Name of the Partners	As at March 31, 2025		As at March 31, 2024	
	Monetary Value of Contribution (Amount in ₹ Mn)	Contribution Ratio	Monetary Value of Contribution (Amount in ₹ Mn)	Contribution Ratio
Clean Max Enviro Energy Solutions Private Limited	556.23	74.00%	556.23	74.00%
Sansera Engineering Limited	195.43	26.00%	195.43	26.00%
Total Capital	751.66	100.00%	751.66	100.00%

₹ 10 (March 31, 2024: ₹ 10) not presented above due to rounding off to nearest ₹ in Mn.

Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	195.43	195.43
Aggregate amount of impairment in investments	-	-

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 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

5 LOANS (NON-CURRENT)

(Amount in ₹ Mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good, at amortised cost		
Loans to the Directors of subsidiary Company*	1.13	1.93
Loans to employees	1.19	16.08
Total	2.32	18.01
Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
*Total Loans to Directors of subsidiary Company	1.93	5.50%
Current portion	0.80	2.28%
Non current portion	1.13	3.22%

6 OTHER FINANCIAL ASSETS (NON-CURRENT)

(Amount in ₹ Mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Security deposits - Unsecured, considered good	302.95	283.99
Bank deposits with more than 12 months maturity *	9.41	11.07
Total	312.36	295.06

* Represents deposits pledged against bank guarantees and letter of credits provided by the bank.

7.A CURRENT TAX ASSETS (NET)

(Amount in ₹ Mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Advance tax and tax deducted at source, net of provision for tax of ₹ 4,145.17 Mn (As on March 31, 2024 ₹ 2,434.85 Mn)	74.98	87.51
Total	74.98	87.51

7.B CURRENT TAX LIABILITIES (NET)

(Amount in ₹ Mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Provision for tax, net of advance tax and tax deducted at source of ₹ 500.24 Mn (As on March 31, 2024 ₹ 1,056.64 Mn)	18.82	40.53
Total	18.82	40.53

8 OTHER NON-CURRENT ASSETS

(Amount in ₹ Mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Capital advances	511.88	422.45
Duty paid under protest	15.82	12.37
Prepayments	13.97	21.60
Total	541.67	456.42

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

9 INVENTORIES (VALUED AT LOWER OF COST AND NET REALISABLE VALUE)

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Raw materials *	1,677.47	1,326.13
Work-in-progress	1,646.03	1,486.89
Finished goods **	1,327.35	1,054.58
Stores and spares	359.55	321.51
Total	5,010.40	4,189.11

* Includes stock of assembled components.

** Includes stock in transit of ₹ 195.28 Mn (March 31, 2024: ₹ 572.74 Mn).

- Amount of inventories recognised as an expense is ₹ 14.00 Mn (Financial year 2023-24: ₹ 14.94 Mn)
- Write-down of the inventories to net realisable value amounted to ₹ 2.00 Mn (Financial year 2023-24: ₹ 1.50 Mn). These were recognised as an expense during the year and included in note 30 and 31 in the Consolidated Statement of Profit and Loss.

The mode of valuation of inventories has been stated in note 2.4

10 CURRENT INVESTMENTS

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Quoted equity shares		
Equity shares at fair value through Statement of Profit and Loss		
800 (March 31, 2024: 800) equity shares of ₹10 each fully paid up of Maruti Suzuki India Limited	9.29	10.19
Total	9.29	10.19
Aggregate amount of quoted investments	9.29	10.19
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in investments	-	-

11 TRADE RECEIVABLES

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Considered good - Secured	-	-
Considered good - Unsecured	4,586.64	4,661.30
Trade Receivables which have significant increase in credit risk	-	-
Credit Impaired	25.93	-
Total	4,612.57	4,661.30
Less: Loss allowance on receivables	(66.38)	(39.18)
Trade receivables	4,546.19	4,622.12

The Group's exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 43.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Trade receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2025							
(i) Undisputed Trade receivables - considered good	3,400.59	1,058.23	85.45	3.51	38.09	0.77	4,586.64
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	25.40	0.53	-	-	-	25.93
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	3,400.59	1,083.63	85.98	3.51	38.09	0.77	4,612.57
Less: Loss allowance on receivables							(66.38)
Trade receivables							4,546.19
As at March 31, 2024							
(i) Undisputed Trade receivables - considered good	3,166.97	1,322.60	81.39	80.30	10.04	-	4,661.30
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	3,166.97	1,322.60	81.39	80.30	10.04	-	4,661.30
Less: Loss allowance on receivables							(39.18)
Trade receivables							4,622.12

(a) Trade receivables are non-interest bearing and are generally on terms of 15 to 120 days.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

12 CASH AND CASH EQUIVALENTS

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Balance with banks in current accounts	514.66	485.69
Cash on hand	0.44	0.66
Total	515.10	486.35

13 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Bank deposits within 12 months maturity *	3,756.76	143.35
Total	3,756.76	143.35

* Includes certain deposits amounting to ₹ 15.35 Mn (March 31, 2024: ₹ 37.51 Mn) pledged against bank guarantees and letter of credits provided by the bank.

14 LOANS (CURRENT)

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good, at amortised cost		
Loans to the Directors of subsidiary Company	0.80	1.19
Loans to employees	31.96	23.94
Total	32.76	25.13

15 OTHER FINANCIAL ASSETS (CURRENT)

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Unbilled revenue*	30.93	69.84
Others	17.88	8.03
Total	48.81	77.87

* Unbilled revenue includes revenue recognised in excess of invoicing towards price increases, where there is an unconditional right to receive consideration, and only act of invoicing is pending or tooling income where the Company has discharged its obligation and has an unconditional right to receive consideration for the work performed. The ageing of the unbilled is less 90 days as on March 31, 2024 and March 31, 2025.

16 OTHER CURRENT ASSETS

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Duty drawback receivables	46.77	56.40
Advance to suppliers	297.07	170.25
Fund balance related to compensated absences and gratuity (refer note 40)	59.34	122.87
Balances payable to government authorities	169.21	6.06
Prepayments	102.44	85.32
Total	674.83	440.90

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

17 EQUITY SHARE CAPITAL

(Amount in ₹ Mn except no. of shares)

(i) Particulars	As at	As at
	March 31, 2025	March 31, 2024
Authorised share capital		
Equity shares		
10,00,00,000 (March 31, 2024: 62,500,000) equity shares of ₹ 2 each (March 31, 2024: ₹ 2 each)	200.00	125.00
Total	200.00	125.00
Issued, subscribed and paid up share capital		
Equity shares		
61,921,831 (March 31, 2024: 53,615,150) equity shares of ₹2 each (March 31, 2024: ₹ 2 each)	123.84	107.23
Total	123.84	107.23

(ii) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
Number of shares outstanding at the beginning of the year	5,36,15,150	107.23	5,29,29,540	105.86
Add: Shares issued on exercise of employee stock options	5,84,674	1.17	6,85,610	1.37
Add: Shares issued pursuant to Qualified Institutional Placement*	77,22,007	15.44	-	-
Number of shares outstanding at the end of the year	6,19,21,831	123.84	5,36,15,150	107.23

* * During the year ended March 31, 2025, the Parent Company has issued 77,22,007 equity shares of ₹ 2 each fully paid up at ₹ 1,554 per share (including securities premium of ₹ 1,552 per share) to qualified institutional buyers pursuant to a Qualified Institutional Placement (QIP), dated October 15, 2024, as per provisions of section 42 of Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, and Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 which have been listed on the Stock Exchanges on October 16, 2024.

(iii) Rights, preferences and restrictions attached to equity shares:

The Company has a single class of equity shares. Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the Shareholders' meeting. The dividend, if any, 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 residual assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders or in line with the terms of the shareholders agreement as the case may be.

Promoters' contribution and lock-in: Pursuant to Regulations 14 of the SEBI ICDR Regulations, an aggregate of the 20% of the fully diluted post-Offer Equity Share capital of the Company held by Promoters shall be locked in for a period of three years as minimum Promoters' contribution ("Minimum Promoters' Contribution") from the date of Allotment.

(iv) List of persons holding more than 5 percent shares in equity shares of the Company

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
S Sekhar Vasani	1,02,63,164	16.57%	1,02,49,531	19.12%
Kotak Funds - India Midcap Funds	32,38,823	5.23%	31,77,339	5.93%

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

- (v) As at March 31, 2025, the Company has reserved 629,528 shares (March 31, 2024: 1,126,702 shares) for issuance towards outstanding employee stock option available for exercise. Refer note 41.
- (vi) (a) There have been no shares allotted as fully paid up pursuant to contract without payment being received in cash during five years immediately preceding March 31, 2025.
- (b) There are no shares bought back during 5 years immediately preceding March 31, 2025.

(vii) Shareholding of Promoters in equity shares of the Company

March 31, 2025

Promoter name	Shares held by promoters at the end of the year		% Change in number of shares during the year
	No. of Shares	% of total shares	
S Sekhar Vasam	1,02,63,164	16.57%	0.13%
Unni Rajagopal K	28,45,549	4.60%	0.00%
D Devaraj	21,76,374	3.51%	0.00%
F R Singhvi *	27,95,549	4.51%	0.00%
D. Devaraj - HUF	6,69,175	1.08%	0.00%
P Singhvi charitable trust	43,000	0.07%	(6.52%)
Total	1,87,92,811	30.34%	

March 31, 2024

Promoter name	Shares held by promoters at the end of the year		% Change in number of shares during the year
	No. of Shares	% of total shares	
S Sekhar Vasam	1,02,49,531	19.12%	0.00%
Unni Rajagopal K	28,45,549	5.31%	0.00%
D Devaraj	21,76,374	4.06%	0.00%
F R Singhvi *	27,95,549	5.21%	0.00%
D. Devaraj - HUF	6,69,175	1.25%	0.00%
P Singhvi charitable trust	46,000	0.09%	0.00%
Total	1,87,82,178	35.04%	

The promoters of the Company are S Sekhar Vasam, F R Singhvi, Unni Rajagopal K and D Devaraj. Promoters' contribution and lock-in: Pursuant to Regulations 14 of the SEBI ICDR Regulations, an aggregate of the 20% of the fully diluted post-Offer Equity Share capital of the Company held by Promoters shall be locked in for a period of three years as minimum Promoters' contribution ("Minimum Promoters' Contribution") from the date of Allotment on 21 September 2021.

18 OTHER EQUITY

Summary of other equity balances *

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Reserves and surplus		
Capital redemption reserve	0.55	0.55
Capital reserve	8.17	8.17
Securities premium	13,742.72	1,675.31
General reserve	138.52	138.52
Retained earnings	13,332.36	11,362.13
Share options outstanding account	115.60	159.43
Exchange differences on translation of foreign operations (Net of tax)	46.98	22.62
Cash flow hedge reserve	(5.76)	-
Total	27,379.14	13,366.73

* Refer consolidated statement of changes in equity for detailed movement in above other equity balances.

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 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Nature and purpose of other equity:

Capital redemption reserve

The capital redemption reserve is created out of undistributed profits for purchase of its own shares.

Capital reserve

Capital reserve of ₹ 2.56 Mn refers to the subsidy received from the Government of Karnataka, Department of Industries and Commerce. This subsidy was received as the Group was a small scale industry in that particular year. Balance pertains to share of pre-acquisition profits of a subsidiary at the time of acquisition by the Group accounted as capital reserve.

Securities premium

Securities premium comprises of premium on issue of shares. The reserve is utilised in accordance with specific provision of the Companies Act, 2013.

General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to consolidated statement of profit and loss.

Retained earnings

Retained earnings are profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to investors.

Share options outstanding account

The fair value of the equity-settled share based payment transactions with employees is recognised in the consolidated statement of profit and loss with corresponding credit to share options outstanding account.

Exchange differences on translation of foreign operations

Exchange differences arising on translation of the foreign operation are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

Cashflow hedge reserve

Accumulated balance of the effective portion of gains/(losses) arising from hedging instruments used to manage the risk associated with fluctuations in cash flows related to future/ forecasted transactions.

19 BORROWINGS (NON-CURRENT)

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Secured at amortised cost		
Term loans from banks	1,713.26	2,515.69
Car loan from bank	-	0.17
Total	1,713.26	2,515.86

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Term loans from banks:

(Amount in ₹ Mn)				
Repayment and interest terms	Name of the Lender	Security	As at March 31, 2025	As at March 31, 2024
Repayable in 20 equal quarterly instalments of ₹20 Mn per quarter starting from September 2019 and has been settled in June 2024. The loan carried a interest rate of 8.43% p.a.			-	20.00
Repayable in 20 equal quarterly instalments of ₹25 Mn per quarter starting from January 2021 and has been settled in December 2024. The loan carried a interest rate of 8.45% p.a.			-	175.00
Repayable in 20 equal quarterly instalments of ₹39.28 Mn per quarter starting from June 2023 and has been settled in December 2024. The loan carried a interest rate of 8.06% p.a.	HDFC Bank	Secured by first pari-passu charge on movable fixed assets, certain immovable fixed assets (land and buildings) and secured by second pari-passu charge on current assets, viz. inventories and receivables, both present and future.	-	500.00
Repayable in 20 equal quarterly instalments of ₹60 Mn starting from December 2024 and to be settled by September 2029. The loan carries a interest rate of 7.85% p.a.			1,080.00	900.00
Repayable in 20 equal quarterly instalments of ₹23 Mn starting from September 2025 and to be settled by June 2030. The loan carries a interest rate of 7.85% p.a.			460.00	-
Repayable in 16 equal quarterly instalments of ₹62.50 Mn starting from October 2021 and has been settled by November 2024. The loan carried a interest rate of 9.25% p.a.			Axis Bank	Secured by first pari-passu charge on entire movable fixed assets, both present and future, certain immovable properties and secured by second pari-passu charge on entire current assets, both present and future.
Repayable in 54 equal monthly instalments of ₹18.5 Mn starting from August 2022 and has been settled in November 2024. The loan carried a interest rate of 8.55% p.a.	State Bank of India	Secured by first pari-passu charge on entire movable fixed assets, certain immovable properties and secured by second pari-passu charge on entire current assets, including inventories and receivables, both present and future.	-	628.68
Repayable in 54 equal monthly instalments of ₹18.5 Mn starting from March 2023 and to be settled by January 2027. The loan carries a interest rate of 8.60% p.a.			406.76	628.87

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

(Amount in ₹ Mn)				
Repayment and interest terms	Name of the Lender	Security	As at March 31, 2025	As at March 31, 2024
Repayable in 60 monthly instalments of ₹ 0.37 Mn per month starting from Jan 2020 and to be settled by August 2024. The loan carries a interest rate of 10.05% p.a.			-	1.86
Repayable in 36 monthly instalments of ₹ 1.42 Mn per month starting from Nov 2021 and to be settled by October 2024. The loan carries a interest rate of 9.25% p.a.			-	9.96
Repayable in 60 monthly instalments of ₹ 1.11 Mn per month starting from December 2022 and to be settled by December 2027. The loan carries a interest rate of 8.94% p.a.	HDFC Bank	Secured by first pari-passu charge on certain property/ immovable assets and movable assets and secured by second pari-passu charge on current assets i.e., inventories and receivables, both present and future, of the Company.	36.67	50.00
Repayable in 60 monthly instalments of ₹ 0.79 Mn per month starting from September 2023 and to be settled by September 2028. The loan carries a interest rate of 8.54% p.a.			63.93	42.70
Repayable in 60 monthly instalments of ₹ 0.59 Mn per month starting from April 2025 and to be settled by September 2029. The loan carries a interest rate of 8.77% p.a.			80.00	-
Repayable in 16 quarterly instalments of ₹ 3.75 Mn per quarter starting from Jan 2023 and to be settled by September 2026. The loan carries a interest rate of 9.40% p.a.			Axis Bank	Secured by first pari-passu charge on certain property/ immovable assets and movable fixed assets, both present and future, and secured by second pari-passu charge on current assets including receivables, both present and future.
Sweden Tax Agency loan	Sweden Tax Loan		287.56	351.25
Total			2,437.42	3,719.14
Less: Current maturities (Refer note 23)			(724.16)	(1,203.45)
Non-current			1,713.26	2,515.69

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Term loans from other financial institutions :

Repayment and interest terms	Name of the Lender	Security	(Amount in ₹ Mn)	
			As at March 31, 2025	As at March 31, 2024
Repayable in 48 equal monthly instalments of ₹4.88 Mn starting from February 2021 and has been settled in January 2025. The loan carried interest rate of 9.35% p.a.	Bajaj Finance Limited	Secured by first pari-passu charge on entire movable fixed assets, certain immovable properties and secured by second pari-passu charge on current assets, both present and future.	-	48.82
Repayable in 60 monthly instalments of ₹ 0.11 Mn per month starting from May 2018 and to be settled by August 2024. The loan carries a interest rate of 10.95% p.a.			-	0.51
Repayable in 60 monthly instalments of ₹ 0.21 Mn per month starting from May 2019 and to be settled by March 2025. The loan carries a interest rate of 10.95% p.a.			-	2.44
Total			-	51.77
Less: Current maturities (Refer note 23)			-	(51.77)
Non-current			-	-

Car loans from banks:

Repayment and interest terms	Name of the Lender	Security	(Amount in ₹ Mn)	
			As at March 31, 2025	As at March 31, 2024
Repayable in 39 monthly instalments of ₹ 0.03 Mn per month starting from July 2022 and to be settled by September 2025. The loan carries a interest rate of 7.59% p.a.	HDFC Bank	Secured by certain movable property, plant and equipment	0.17	0.57
Total			0.17	0.57
Less: Current maturities (Refer note 23)			(0.17)	(0.40)
Non-current			-	0.17

20 PROVISIONS (NON-CURRENT)

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Provision for gratuity (Refer note 40)	44.86	27.34
Total	44.86	27.34

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

21 DEFERRED TAX LIABILITIES (NET)

(Amount in ₹ Mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets		
Provision for employee benefits	24.69	18.14
Security deposit	2.49	3.18
Allowance for credit losses	14.03	8.49
Derivative contracts at fair value	7.62	5.49
Right-of-use assets, net of lease liabilities (Ind AS 116)	-	2.49
Deductions allowed on payment basis	77.04	63.36
Cash flow hedge	1.94	-
Others	-	6.72
Total	(a) 127.81	107.87
Deferred tax liabilities		
Property, plant and equipment	874.35	790.13
On fair valuation of quoted investments	2.34	2.56
Right-of-use assets, net of lease liabilities (Ind AS 116)	35.55	-
Exchange differences arising from foreign operations	16.83	7.60
Total	(b) 929.07	800.29
Deferred tax liabilities (net)	(c) = (b) - (a) 801.26	692.42

22 OTHER NON-CURRENT LIABILITIES

(Amount in ₹ Mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Government grant	457.94	497.18
Total	457.94	497.18

Movement in deferred Government grant (Current and Non-current)

(Amount in ₹ Mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	553.36	543.88
Add: Grants during the year	29.24	68.37
Less: Income recognised in the consolidated statement of profit and loss	(62.12)	(58.89)
Closing balance	520.48	553.36
Less: Amounts expected to be recognised in the next 12 months (Refer note 26) - current	(62.54)	(56.18)
Net Closing balance, non-current	457.94	497.18

The Government grant related to property, plant and equipment is recognised as income over the useful life, in proportion to the depreciation of the related asset under note 29 -Other income.

23 BORROWINGS (CURRENT)

(Amount in ₹ Mn)		
Particulars	As at March 31, 2025	As at March 31, 2024
Loans from banks - Secured - at amortised cost		
Cash credit	56.27	84.98
Working capital loan	488.78	1,654.73
Packing credit	-	2,499.80

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Current maturities of long-term debt (refer note 19)	724.33	1,255.62
Accrued Interest	14.30	-
Total	1,283.68	5,495.13

Cash credit, working capital loan, packing credit loan from banks and others amounting to ₹ 545.05 Mn as at March 31, 2025 (March 31, 2024: ₹ 4,239.51 Mn) are secured by hypothecation of current assets, movable fixed assets and certain immovable properties of the Group.

Working capital loan carries interest rate ranging from 8.00% p.a. to 8.50% p.a., Cash credit carries interest rate ranging from 6.47% p.a. to 8.55% p.a. and Packing credit carries interest rate ranging from 7.50% p.a. to 8.50% p.a.

24 TRADE PAYABLES

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	422.38	308.26
Total outstanding dues of creditors other than to micro enterprises and small enterprises	3,201.00	3,249.41
Total	3,623.38	3,557.67

The Group's exposure to currency and liquidity risk related to trade payables are disclosed in note 43.

Trade Payables ageing schedule

Particulars	Accrued	Outstanding for following periods from due date of payment					Total
		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2025							
Micro and small enterprises- Undisputed	25.84	308.11	88.40	0.03	-	-	422.38
Others - Undisputed	873.43	1,803.96	522.53	1.08	-	-	3,201.00
Total	899.27	2,112.07	610.93	1.11	-	-	3,623.38
As at March 31, 2024							
Micro and small enterprises- Undisputed	-	238.73	62.00	7.53	-	-	308.26
Others - Undisputed	709.19	1,948.20	589.05	2.68	0.29	-	3,249.41
Total	709.19	2,186.93	651.05	10.21	0.29	-	3,557.67

25 OTHER CURRENT FINANCIAL LIABILITIES

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Interest accrued	-	11.93
Capital creditors *	237.37	233.46
Derivative contracts at fair value#	30.27	2.89
Total	267.64	248.28

* Capital creditors include dues to micro enterprises and small enterprises amounting to ₹ 124.52 Mn (March 31, 2024: ₹ 65.31 Mn).

Out of the above, ₹ 7.70 Mn pertains to cross currency interest rate swap designated as a cash flow hedge, whose fair value change is recognised in Other Comprehensive Income.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

26 OTHER CURRENT LIABILITIES

(Amount in ₹ Mn)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance from customers	189.57	139.02
Statutory liabilities	119.25	111.97
Balances with government authorities	-	1.20
Deferred government grant	62.54	56.18
Dividend payable	0.07	0.07
Total	371.43	308.44

27 PROVISIONS (CURRENT)

(Amount in ₹ Mn)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Provision for gratuity (Refer note 40)	7.28	4.64
Provision for compensated absences (Refer note 40)	7.07	2.23
Provision for disputed dues #	8.85	8.85
Total	23.20	15.72

Provision for disputed dues

(Amount in ₹ Mn)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	8.85	-
Provisions made during the year	-	8.85
Provision at the end of the year	-	-
	8.85	8.85

28 REVENUE FROM OPERATIONS

(Amount in ₹ Mn)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of products	28,213.07	26,361.23
Sale of services	44.24	37.51
Sub-total	28,257.31	26,398.74
Other operating revenues:		
Scrap sales	1,386.82	1,339.80
Tooling income	326.98	167.38
Export incentive benefits	128.06	143.72
Income from government grants	62.12	58.89
Sale of child parts	6.22	5.79
Total	30,167.51	28,114.32

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

A. Disaggregation of Revenue from contracts with customers

	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of products		
India	19,291.48	18,099.05
Europe	5,164.40	4,854.46
USA	2,600.34	2,603.52
Other foreign countries	1,156.85	804.20
Sub-total	28,213.07	26,361.23
Sale of services		
India	44.24	35.90
Europe	-	1.61
Sub-total	44.24	37.51
Scrap sales		
India	1,377.66	1,327.97
Europe	9.16	11.83
Sub-total	1,386.82	1,339.80
Tooling income		
India	63.66	20.15
Europe	195.63	87.96
USA	64.00	46.07
Other foreign countries	3.69	13.20
Sub-total	326.98	167.38
Sale of child parts		
India	3.71	4.09
Europe	2.20	1.32
USA	0.31	0.38
Sub-total	6.22	5.79
Total revenue from contracts with customers:		
India	20,780.75	19,487.16
Europe	5,371.39	4,957.18
USA	2,664.65	2,649.97
Other foreign countries	1,160.54	817.40
Total revenue from contract with customers	29,977.33	27,911.71

B. Reconciling the amount of revenue recognised with contract and total revenue:

	(Amount in ₹ Mn)	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Total revenue from contract with customers	29,977.33	27,911.71
Adjustments:		
Other operating revenues:		
Income from government grants	62.12	58.89
Export incentive benefit	128.06	143.72
Total	30,167.51	28,114.32

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

C. Timing of revenue recognition

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Good transferred at a point in time	29,606.11	27,706.82
Service transferred at a point in time	371.22	204.89
Total revenue from contract with customers	29,977.33	27,911.71

The transaction price allocated to (partially) unsatisfied performance obligations at March 31, 2025 and March 31, 2024 is Nil.

D. Contract balances

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Trade receivables	4,546.19	4,622.12
Contract assets (Unbilled revenue)	30.93	69.84
Contract liabilities (Advance from customers)	189.57	139.02

E. The Group's revenue from its major products are as follows:

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Connecting rods	10,326.05	10,803.09
Rocker arms	4,564.50	4,400.34
Crank shaft assembly	4,315.40	4,160.05
Others*	9,007.12	6,997.75
Total revenue from sale of products	28,213.07	26,361.23

* Individual items of these are less than 10% of sale of products.

F. Contract liabilities

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	139.02	139.44
Revenue recognised during the year	(139.02)	(139.44)
Contract liabilities recognised during the year*	189.57	139.02
Balance at the end of the year	189.57	139.02

* Contract liabilities include advances received from customer towards supplies.

29 OTHER INCOME

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income on bank deposits	161.76	12.75
Net foreign exchange gain, net	31.76	0.39
Share of profit from investment in Limited Liability Partnership (LLP)	2.73	2.92
Fair value gain on financial instruments at fair value through profit or loss	-	3.45
Gain on disposal of property, plant and equipment, net	-	4.75
Others	6.31	-
Total	202.56	24.26

30 COST OF MATERIALS CONSUMED

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Raw materials at the beginning of the year	1,326.13	1,233.69
Add: Purchases	13,196.76	12,598.17
Less: Raw materials at the end of the year	1,677.47	1,326.13
Total	12,845.42	12,505.73

31 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening balance		
Finished goods	1,054.58	830.62
Work in progress	1,486.89	1,380.52
Total	2,541.47	2,211.14
Closing balance		
Finished goods	1,327.35	1,054.58
Work in progress	1,646.03	1,486.89
Total	2,973.38	2,541.47
Changes in inventories of work in progress and finished goods	(431.91)	(330.33)

32 EMPLOYEE BENEFITS EXPENSE

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	3,532.44	3,057.93
Contribution to provident and other funds (Refer note 40)	296.71	247.27
Share-based payment to employees (Refer note 41)	32.59	46.11
Staff welfare expenses	564.89	446.51
Total	4,426.63	3,797.82

33 FINANCE COSTS

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on		
- Banks and Financial institution borrowings	583.85	605.60
- Others	68.87	122.06
Interest on obligations under lease	47.32	42.40
Total	700.04	770.06

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

34 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment	1,625.00	1,389.56
Depreciation of right-of-use asset	103.08	92.72
Amortisation of intangible assets	10.00	12.52
Total	1,738.08	1,494.80

35 OTHER EXPENSES

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Contract labour charges	1,403.86	1,464.37
Conversion charges	1,368.21	1,024.28
Consumption of stores and spares	2,655.09	2,481.38
Power and fuel	1,245.63	1,196.32
Freight outward	350.22	264.70
Legal and professional (Refer note 39)	175.35	151.95
Rates and taxes	13.44	21.31
Repairs and maintenance		
Buildings	238.03	213.50
Computers	124.25	95.13
Vehicles	58.48	52.69
Rent	7.99	5.86
Traveling and conveyance	114.94	90.60
Insurance	69.10	66.82
Printing and Stationery	21.86	17.74
Communication expenses	9.72	8.20
Security charges	80.82	74.58
Selling and advertisement	8.89	11.55
Corporate social responsibility	44.08	36.33
Bank charges	19.28	18.68
Loss allowance on receivables	27.20	(52.22)
Gain on foreign currency transactions, net	-	5.32
Gain on disposal of property, plant and equipment, net	0.80	-
Warehouse and segregation charges	109.37	54.82
Fair value loss on financial instruments at fair value	0.89	-
Miscellaneous	32.31	38.68
Total	8,179.81	7,342.59

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

36 EARNINGS PER SHARE (EPS)

Basic earnings per share is calculated by dividing the profit for the year available to the shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is calculated by dividing the profit for the year available to the shareholders of the Company by the weighted average number of equity shares outstanding during the year, after adjustment for the effects of all dilutive potential equity shares. The details are as follows:

Particulars		(Amount in ₹ Mn except no. of shares)	
		For the year ended March 31, 2025	For the year ended March 31, 2024
Profit available to shareholders for calculation of basic and diluted earnings per share	A	2,151.64	1,857.55
Nominal value of equity shares (₹ per share)		2	2
Weighted average number of equity shares for calculation of basic earnings per share	B	5,75,15,587	5,33,31,084
Basic earnings per share (in ₹)	A/B	37.41	34.83
Weighted average number of equity shares for calculation of diluted earnings per share	C	5,78,75,806	5,39,95,844
Diluted earnings per share (in ₹)	A/C	37.18	34.40

Computation of weighted average number of shares

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Weighted average number of equity shares	5,36,15,150	5,29,29,540
Weighted average number of Shares issued under Employee Stock Options and Shares issued to qualified institutional buyers pursuant to a Qualified Institutional Placement	39,00,437	4,01,544
Weighted average number of equity shares for calculation of basic earnings per share	5,75,15,587	5,33,31,084
Add: Impact of potentially dilutive equity shares:		
Weighted average number of Shares issued under Employee Stock Option	3,60,219	6,64,760
Weighted average number of equity shares for calculation of diluted earnings per share	5,78,75,806	5,39,95,844

37 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Contingent liabilities #		
Claims against the Group not acknowledged as debts:		
Excise duty, entry tax and service tax matters (Refer note A i)	116.65	48.39
Income tax matters (Refer note A ii)	46.23	63.88
Customer claims **	63.80	63.80
Other matters @@	12.07	22.07
Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	1,475.78	939.27

Note A: Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash flows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

wherever required and disclosed as contingent liabilities where applicable, in these standalone financial statements. The Group does not expect the outcomes of these proceedings to have a materially adverse effect on its financial position.

- (i) Relating to demand for service tax on labour charges, refund granted on service tax paid under reverse charge mechanism (RCM), disallowance of Excise duty rebate etc.,
- (ii) Relating to demand raised by GST authorities on mismatch of GSTR 3B and GSTR 2A.
- (iii) Relating to disallowance of certain expenses, additional depreciation and non-consideration of MAT (Minimum Alternate Tax) credit.

** The Parent Company supplied Shifter Forks to American Axle (AAM). American Axle reported failure of the product Shifter Fork and filed a suit with South Carolina Civil Court. The Company appointed a legal firm to handle the civil suit. Following the unsuccessful negotiations with AAM's counsel, the Company has filed a new motion with the Court requesting to dismiss the lawsuit in entirety because AAM had failed to comply with the contractual terms. During the financial year March 31, 2025, a summary judgement has been passed by the Court, dismissing the claims made by AAM. Subsequent to March 31, 2025, AAM has filed an appeal against such judgement. The Parent Company is confident of a favourable outcome and continues to disclose the matter as a contingent liability.

The Honourable Supreme Court of India, in the month of February 2019 had passed a judgement relating to definition of wages under the Provident Fund Act, 1952. The Management is of the view that there are interpretative challenges on the application of the judgement retrospectively. Based on the legal advice and in the absence of reliable measurement of the provision for earlier periods, the Group has made a provision of ₹ 0.58 Mn for provident fund contribution pursuant to the judgement in the year 2018-2019 from the date of Order of the Honourable Supreme Court of India. The Group will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Group does not expect any material impact of the same.

@@ The Karnataka State Pollution Control Board ("KSPCB") issued a demand order dated February 17, 2020 ("Demand Order") to the Parent Company, demanding an amount of ₹10.00 Mn on the grounds that Plant 12 was not compliant with the provisions of the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981 and rules framed under Environment (Protection) Act, 1986 in relation to noise pollution and LPG storage. Our Company filed a reply dated February 27, 2020 refuting all allegations made pursuant to the Demand Order specifying that the Parent Company is in compliance with all pollution regulations and laws and requesting for an opportunity to be heard in person. KSPCB reassessed the compensation calculation notice dated July 13, 2023 to pay the revised compensation of ₹12.07 Mn instead of ₹10.00 Mn. The Parent Company has submitted a reply to KSPCB dated August 22, 2023. This matter is currently pending.

The Uttarakhand Pollution Control Board ("UKPCB") issued a demand order dated March 12, 2020 ("Demand Order") to the Parent Company, demanding an amount of ₹10.00 Mn on the grounds that Plant 6 was not compliant with regulations in relation to discharge of pollutants, issued by the UKPCB and the order of the National Green Tribunal dated November 14, 2019 ("NGT Order"). The Parent Company filed a writ petition dated May 15, 2020 ("Writ Petition") before the High Court of Uttarakhand to quash the Demand Order. The High Court of Uttarakhand pursuant to order dated May 18, 2020 read with order dated July 06, 2020 noted that the NGT Order has been stayed by the Supreme Court of India, and stayed recovery of the compensation demanded pursuant to the Demand Order until the Supreme Court of India completes adjudication in the matter related to the NGT Order. Further, the High Court of Uttarakhand has directed the Parent Company to apprise the UKPCB of all measure undertaken to control pollutions. Hon'ble Supreme Court have vacated the stay in February 2022. Consequently, subsequent to March 31, 2025, Uttarakhand Pollution Control Board issued a revised assessment order determining the liability to ₹2.10 Mn. The Parent Company has provided for ₹2.10 Mn as on March 31, 2025.

The Group does not have any other material commitments.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

38 TAX EXPENSE

A. Amounts recognised in the consolidated statement of profit and loss

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax (a)		
Current year	642.32	681.93
Adjustment of tax relating to earlier years	(1.05)	5.27
Deferred tax (b)		
<i>Attributable to -</i>		
Origination and reversal of temporary differences	109.86	0.28
Income tax expense reported in the consolidated statement of profit and loss (a+b)	751.13	687.48
Amounts recognised in other comprehensive income		
Deferred taxes		
Remeasurements of the defined benefit plans	(7.27)	(3.07)
Effective portion of gains/ (losses) in cash flow hedge	(1.94)	-
Exchange differences on translation of foreign operations	8.19	1.03
Income tax reported in other comprehensive income	(1.02)	(2.04)

B. Movement in temporary differences

Particulars	Balance as at April 01, 2024 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2024-25	Recognised in OCI during 2024-25	Balance as at March 31, 2025 Net deferred tax asset/ (liabilities)
Property, plant and equipment	(790.13)	(84.22)	-	(874.35)
Provision for employee benefits	18.14	(0.72)	7.27	24.69
Security deposit	3.18	(0.69)	-	2.49
Allowance for credit losses	8.49	5.54	-	14.03
Cash flow hedge	-	-	1.94	1.94
On fair valuation of quoted investments	(2.56)	0.22	-	(2.34)
Deductions allowed on payment basis	63.36	13.68	-	77.04
Derivative contracts	5.49	(5.49)	-	-
Right-of-use assets, net of lease liabilities (Ind AS 116)	2.49	5.13	-	7.62
Exchange difference on foreign operations	(7.60)	(27.95)	-	(35.55)
On Intangibles	-	(8.64)	(8.19)	(16.83)
Others	6.72	(6.72)	-	-
Total	(692.42)	(109.86)	1.02	(801.26)

Particulars	Balance as at April 01, 2023 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2023-24	Recognised in OCI during 2023-24	Balance as at March 31, 2024 Net deferred tax asset/ (liabilities)
Property, plant and equipment	(740.08)	(50.05)	-	(790.13)
Provision for employee benefits	14.15	7.06	(3.07)	18.14
Security deposit	3.14	0.04	-	3.18
Allowance for credit losses	21.64	(13.15)	-	8.49
On fair valuation of quoted investments	(1.69)	(0.87)	-	(2.56)
Deductions allowed on payment basis	-	63.36	-	63.36

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	Balance as at April 01, 2023 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2023-24	Recognised in OCI during 2023-24	Balance as at March 31, 2024 Net deferred tax asset/ (liabilities)
Derivative contracts	3.11	2.38	-	5.49
Right-of-use assets, net of lease liabilities (Ind AS 116)	9.99	(7.50)	-	2.49
Exchange difference on foreign operations	(1.99)	(5.61)	-	(7.60)
On Intangibles	(1.02)	(0.01)	1.03	
Others	2.09	4.63	-	6.72
Total	(690.66)	0.28	(2.04)	(692.42)

(1) Deferred tax assets and liabilities are offset when there is legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax and liabilities on net basis.

(2) There is no income surrendered or disclosed as income during the current or previous year in the tax assessment under Income tax Act, 1961, that has not been recorded in books of accounts.

39 RELATED PARTIES DISCLOSURES

A. Significant Shareholders

S Sekhar Vasan

B. Trust in which the Director is a trustee

Sansera Foundation

C. Associate company

MMRFIC Technology Private Limited

D. Key managerial personnel

S Sekhar Vasan - Chairman and Managing Director

F R Singhvi - Joint Managing Director

B R Preetham - Executive Director and Chief Executive Officer

Vikas Goel - Chief Financial Officer

Rajesh Kumar Modi - Company Secretary and Compliance officer

Muthuswamy Lakshminarayan - Independent Director

Revathy Ashok - Independent Director

Samir Purushottam Inamdar- Independent Director

E. Entity controlled by close members of key managerial personnel's family

Eff N'Bee Hospitality Private Limited

Mulder (India) Private Limited

Lanka Swisstek Private Limited

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

F. The following is the summary of related party transactions

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Expenditure towards Corporate Social Responsibility (CSR)		
Sansera Foundation	42.74	34.45
Staff welfare cost		
Eff N'Bee Hospitality Private Ltd	0.61	1.32
Mulder (India) Private Limited	0.08	-
Purchase of Building material such as aluminium extrusion/tiles		
Lanka Swisstek Private Limited	1.04	-
Expenses incurred in relation to shares issued pursuant to a Qualified Institutional Placement		
Eff N'Bee Hospitality Private Limited	0.59	-
Managerial Remuneration*		
S Sekhar Vasan	41.81	24.89
F R Singhvi	41.81	24.89
B R Preetham	34.48	21.72
Vikas Goel	18.81	16.99
Rajesh Kumar Modi	5.86	5.07
Sale of Property, Plant and Equipment		
S Sekhar Vasan	-	2.45
B R Preetham	-	0.40
Eff N'Bee Hospitality Private Ltd	-	1.85
Legal and Professional Charges- Fixed Commission		
Muthuswamy Lakshminarayan	3.00	1.50
Revathy Ashok	3.00	1.50
Samir Purushottam Inamdar	3.00	2.40
Legal and Professional Charges- Sitting fees		
Muthuswamy Lakshminarayan	1.20	0.76
Revathy Ashok	1.28	0.78
Samir Purushottam Inamdar	1.35	0.38
Reimbursement of expenses		
Samir Purushottam Inamdar	-	0.37
Investment in associate		
MMRFIC Technology Private Limited	100.00	205.06

G. The balances receivable from and payable to related parties are:

Particulars	As at March 31, 2025	As at March 31, 2024
	Trade payables	
Eff N'Bee Hospitality Private Ltd	-	0.70
Capital creditor		
Lanka Swisstek Private Limited	0.26	-
Payable to Directors		
S. Sekhar Vasan	12.85	12.85

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

*Excludes contribution to employee retirement/post retirement and other employee benefits which are based on actuarial valuation done on an overall Company basis. Also excludes cost pertaining to ESOP's given to the employees as a part of the ESOP scheme.

** The Company has undertaken to provide necessary financial support in the form of letter of comfort to its associate 'MMRFIC Technology Private Limited' to enable the entity to obtain borrowing facility from respective banks.

Terms and conditions:

All transactions with related parties are unsecured.

40 EMPLOYEE BENEFIT PLANS

A Defined contribution plan

The Group has defined contribution plan. Contributions are made to the Provident fund for employees at the specified rate of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Employer contribution to Provident fund, including admin charges	120.90	106.12
Employer contribution to Employee state insurance scheme	23.23	20.22
Employer contribution to Labour Welfare Fund	0.27	2.29

B Defined benefit plans

The Group sponsors funded defined benefit plans for qualifying employees. The defined benefit plans are administered by a separate Fund that is legally separated from the entity. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement (Age of 58 years) or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Group makes annual contribution to the Fund.

The following table sets out the status of the gratuity plan as required under Ind AS 19 "Employee benefits":

a) Reconciliation of present value of defined benefit obligations

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Defined benefit obligations at the beginning of the year	539.26	454.47
Current service cost	46.93	40.62
Interest Expense	38.78	34.15
Benefits paid	(27.28)	(8.10)
Actuarial (gains) / losses recognised in Other Comprehensive Income:		
Changes in financial assumptions	20.26	9.89
Experience adjustments	8.10	7.45
Changes in demographic assumptions	-	0.78
Defined benefit obligations at the end of the year	626.05	539.26

b) Reconciliation of present value of plan assets

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Plan assets at the beginning of the year	567.08	402.49
Interest income	40.79	30.25
Contributions paid into the plan	30.00	137.00
Return on plan assets recognised in Other Comprehensive Income	1.74	5.44
Benefits paid	(27.28)	(8.10)
Plan assets at the end of the year	612.33	567.08

Actual return on plan assets

Return on plan assets: The long term estimate of the expected rate of return on plan assets has been arrived at based on prevailing yields on those assets. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching government bonds.

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Net defined benefit liability/ (asset) (a-b)	13.72	(27.82)
Provision for Gratuity - Non-current	44.86	27.34
Provision for Gratuity - Current	7.28	4.64
Other current assets - Current	(38.42)	(59.80)
Total	13.72	(27.82)

c) Expense recognised in the Consolidated Statement of Profit and Loss

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	46.93	40.62
Interest expense	38.78	34.15
Interest income	(40.79)	(30.25)
Total	44.92	44.52

d) Remeasurements recognised in Other Comprehensive Income (OCI)

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial (gain)/loss on account of experience adjustments	8.10	7.45
Actuarial (gain)/loss arising from change in financial assumptions	20.26	9.89
Return on plan assets recognised in other comprehensive income	(1.74)	(5.44)
Actuarial (gain) / loss arising from change in demographic assumptions	-	0.78
Total	26.62	12.68
Total cost recognised in the Consolidated Statement of Profit and Loss, including Other Comprehensive Income (c+d)	71.54	57.20

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

e) Actuarial assumptions

The following table sets out the status of the Gratuity scheme and the amount recognised in the financial statements as per the Actuarial Valuation done by an Independent Actuary. These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

In respect of the above plans, the most recent actuarial valuation of the present value of the defined benefit obligation were carried out as at March 31, 2025 by an independent member firm of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The principal assumptions used for the purpose of the actuarial valuations were as follows:

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Discount rate	6.80% - 6.70%	7.15% - 7.20%
Salary increase*	4% - 5%	4% - 5%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
Retirement age	58 years	58 years
Withdrawal rate	4% - 5%	4% - 5%

*The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

f) Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have resulted in the defined benefit obligation as shown below:

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	On account of increase	On account of decrease	On account of increase	On account of decrease
Discount rate (1% movement)	577.59	(681.27)	496.49	(588.01)
Future salary growth (1% movement)	681.66	(576.42)	588.64	(495.22)
Withdrawal rate (1% movement)	632.77	(618.25)	546.75	(530.60)
Mortality Rate (1% movement)	626.24	(625.81)	539.45	(538.98)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

The expected future contribution and estimated future benefit payments from the fund are as follows:

Expected cash flows over the next (valued on undiscounted basis):	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
1 year	53.26	47.43
2 to 5 years	217.06	181.07
6 to 10 years	274.38	243.65
More than 10 years	626.54	604.80

g) Asset liability matching strategies

The Group has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance company, as part of the policy rules, makes payment of all gratuity liability occurring during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Group is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

- h)** The Group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

C Defined benefit plans- Compensated absences

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Provision for compensated absences - Non-current	-	-
Provision for compensated absences - Current	7.07	1.85
Other current assets - Current	(20.92)	(63.07)
Total	(13.85)	(61.22)
Expenses recognised in the Consolidated Statement of Profit and Loss	112.23	76.13

The actuarial valuation of compensated absences has been carried out using projected unit credit method based on assumptions given in respect of gratuity valuation.

41 EMPLOYEE STOCK OPTIONS

The Group has a share option scheme for the permanent employees of the Parent Company and its subsidiaries. In accordance with the terms of the plan, as approved by shareholders, permanent employees may be granted option to purchase equity shares. Each employee share option converts into one equity share of the Parent Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry as per ESOP Schemes.

(a) Sansera Employee Stock Option Plan 2015

On March 12, 2015, the Board of Directors of the Parent Company approved "Sansera Employee Stock Option Plan 2015" ("the Plan") for grant of stock options to the employees of the Parent Company and its subsidiaries which was further ratified by the shareholders on April 13, 2015. Further, the ESOP 2015 has been amended pursuant to resolutions passed by the Shareholders on August 03, 2018, June 02, 2021 and August 31, 2021, respectively. The vested options can be exercised by the option holder and the shares can be allotted by the Board/Committee as specified in the Plan. The plans are as follows:

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Program 1: Key management group

Options under this program are granted to certain employees at an exercise price of ₹ 0.14 per option. All the stock options under this program are completely vested.

The following reconciles the outstanding share options granted under employee share option plan at beginning and at the end of financial year:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	1,23,300	0.14	5,73,775	0.14
Granted during the year	-	-	-	-
Exercised during the year	1,23,300	0.14	4,50,475	0.14
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	1,23,300	0.14
Vested at the end of the year	-	-	1,23,300	0.14
Exercisable at the end of the year	-	-	1,23,300	0.14

Program 2: Certain identified employees

Options under this program are granted to certain employees at an exercise price of ₹ 135.20 per option. Stock options issued carries different vesting periods, it ranges from 25 to 100 percent vesting of total options granted by the end of every one year from the grant date. All stock options shall be fully vested by the end of 4 years from the grant date.

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	1,50,075	135.20	3,85,210	135.20
Granted during the year	-	-	-	-
Exercised during the year	1,50,075	135.20	2,35,135	135.20
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Surrendered during the year	-	-	-	-
Outstanding at the end of the year	-	-	1,50,075	135.20
Vested at the end of the year	-	-	1,50,075	135.20
Exercisable at the end of the year	-	-	1,50,075	135.20

During the year ended March 31, 2025, shares were exercised on June 27, 2024 and November 15, 2024. The share price on the date of exercise was ₹ 1,284.40 and ₹ 1,486.85 respectively.

Measurement of fair values

Black-Scholes Option Pricing Model is used to value the fair value of the stock options. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Share option plans		
	Program 1: Key Management Group	Program 2: Certain Identified Employees	Program 2: Certain Identified Employees
Grant date	29-Apr-15	29-Apr-15	01-Apr-21
Fair value at grant date	103.39	55.25	273.21
Share price at grant date	103.48	103.48	396.60

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Particulars	Share option plans		
	Program 1: Key Management Group	Program 2: Certain Identified Employees	Program 2: Certain Identified Employees
Exercise price	0.14	135.20	135.20
Expected volatility (weighted average volatility)	49.20%	49.20%	31.30%
Method used to determine expected volatility	Expected volatility has been calculated based on volatility of the comparable company stock prices.		
Expected term (in years)	6.50	6.50	2.00
Risk free interest rate	7.90%	7.90%	4.52%

(b) Sansera Employee Stock Option Plan 2018

The Parent Company, pursuant to resolution passed by its shareholders dated 8 August 2018 has adopted "Sansera Employee Stock Option Plan 2018" ("the Plan"). Further, the ESOP 2018 has been amended pursuant to resolutions passed by the Board of Directors on April 19, 2021, August 22, 2021 and Shareholders on June 02, 2021 and August 31, 2021. The aggregate number of options, which may be issued under ESOP 2018, shall be decided by the Nomination and Remuneration Committee and shall not exceed such number of options which represents 2.50% shareholding in the Company on a fully diluted basis as on the date of this plan. The plans are as follows:

Options under this program are granted to certain employees at an exercise price in the range of ₹ 744.00 - ₹ 1,380.05 per option. Stock options issued carry different vesting periods. It ranges from 25 to 100 percent vesting of total options granted by the end of every one year from the grant date. All stock options shall be fully vested by the end of 4 years from the grant date.

The following reconciles the outstanding share options granted under employee share option plan at beginning and at the end of financial year:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	8,53,327	754.06	8,08,327	744.00
Granted during the year	87,500	1,245.30	45,000	934.70
Exercised during the year	3,11,299	744.00	-	-
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	6,29,528	799.74	8,53,327	754.06
Vested at the end of the year	3,06,195	799.74	4,04,164	754.06
Exercisable at the end of the year	3,06,195	799.74	4,04,164	754.06

Measurement of fair values

Black-Scholes Option Pricing Model is used to value the fair value of the stock options. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Share option plan				
	September 22, 2021	February 12, 2024	May 16, 2024	November 15, 2024	February 24, 2025
Grant date					
Fair value at grant date (Average)	200.72	349.16	349.16	527.80	527.80
Share price at grant date	744	995.10	1058.7	1,486.85	1,185.85
Exercise price	744	934.70	1,026.30	1380.05	1,144.25
Expected volatility (weighted average volatility) (Average)	26.68%	28.05%	28.05%	28.92%	28.92%

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Particulars	Share option plan				
	September 22, 2021	February 12, 2024	May 16, 2024	November 15, 2024	February 24, 2025
Expected term (in years) (Average)	3.5	3.90	3.90	4.00	4.00
Method used to determine expected volatility	The expected volatility has been calculated based on historic volatility of Auto Index	Annualised volatility of the stock price of Company for the latest historical period.			
Risk free interest rate (Average)	5.02%	6.79%	6.79%	6.44%	6.44%

42 FINANCIAL INSTRUMENTS

Accounting classification and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(Amount in ₹ Mn)

Particulars	Carrying amount	Fair value		
	March 31, 2025	Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in equity shares - Fair value through Profit and Loss	9.29	9.29	-	-
Other Investment- Fair value through other comprehensive income	195.43	-	-	195.43
Total	204.72	9.29	-	195.43
Financial assets measured at amortised cost				
Loans	35.08	-	-	-
Other non-current financial assets	312.36	-	-	-
Trade receivables	4,546.19	-	-	-
Cash and cash equivalents	515.10	-	-	-
Bank balances other than cash and cash equivalents above	3,756.76	-	-	-
Other current financial assets	48.81	-	-	-
Total	9,214.30	-	-	-
Financial liabilities measured at fair value				
Derivative liability	30.27	-	30.27	-
Total	30.27	-	30.27	-
Financial liabilities measured at amortised cost				
Non-current borrowings	1,713.26	-	-	-
Current borrowings	1,283.68	-	-	-
Lease liabilities	1,073.44	-	-	-
Trade payables	3,623.38	-	-	-
Other financial liabilities	237.37	-	-	-
Total	7,931.13	-	-	-

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(Amount in ₹ Mn)

Particulars	Carrying amount	Fair value		
	March 31, 2024	Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in equity shares - Fair value through Profit and Loss	10.19	10.19	-	-
Other Investment- Fair value through other comprehensive income	195.43	-	-	195.43
Total	205.62	10.19	-	195.43
Financial assets measured at amortised cost				
Loans	43.14			
Other non-current financial assets	295.06	-	-	-
Trade receivables	4,622.12	-	-	-
Cash and cash equivalents	486.35	-	-	-
Bank balances other than cash and cash equivalents above	143.35	-	-	-
Other current financial assets	77.87	-	-	-
Total	5,667.89	-	-	-
Financial liabilities measured at fair value				
Derivative liability	2.89	-	2.89	-
	2.89	-	2.89	-
Financial liabilities measured at amortised cost				
Non-current borrowings	2,515.86	-	-	-
Current borrowings	5,495.13	-	-	-
Lease liabilities	895.60	-	-	-
Trade payables	3,557.67	-	-	-
Other financial liabilities	245.39	-	-	-
Total	12,709.65	-	-	-

Fair value hierarchy

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

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The derivative contracts are valued using market approach, determined using forward exchange rates as at the balance sheet date.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The group has not disclosed the fair value of financial instruments such as other non-current financial assets, trade receivables, cash and cash equivalents, bank balances, other current financial assets, loans, borrowings, other non-current financial liabilities, trade payables and other current financial liabilities because their carrying amounts are a reasonable approximation of fair value.

The majority of costs and incomes are denominated in local currencies, which is not impacted by currency exchange fluctuations. Some of the contracts with key export customers may not allow for price adjustments in the event of unfavourable currency exchange rate developments. Global footprint exposes the Group to certain currency exchange risks, arising primarily from foreign currency receivables, import of raw materials and capital goods for operations, export of goods and non-Indian rupee denominated borrowings. The Group hedges significant portion of the net foreign exchange exposure through forward contracts and non-Indian rupee denominated loans.

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 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

43 FINANCIAL RISK MANAGEMENT

The Group is exposed to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

(i) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

(ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and others, foreign exchange transactions and other financial instruments. The carrying amount of financial assets represents the maximum credit exposure.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. In respect of trade receivables the Group performs credit assessment for customers on an annual basis and recognizes credit risk on the basis of lifetime expected losses.

Movement in expected credit loss allowance on trade receivables:

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	39.18	91.40
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	27.20	(52.22)
Balance at the end of the year	66.38	39.18

Security deposits, Other financial assets and Loans:

Expected credit loss for Security deposits, Other financial assets and Loans is as follows:

Particulars	Year ended	Assets of the Group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount, net of impairment provision
Impairment allowance measured at life time expected credit loss: Financial assets for which credit risk has not increased significantly since initial recognition	March 31, 2025	Security deposits	302.95	0%	-	302.95
		Other Financial Assets	48.81	0%	-	48.81
		Loans	35.08	0%	-	35.08

Cash and cash equivalents (including bank balances, fixed deposits and margin money with banks):

Credit risk on cash and cash equivalent is limited as the Group generally transacts with banks and others with high credit ratings assigned by international and domestic credit rating agencies.

(iii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

(Amount in ₹ Mn)

Particulars	As at March 31, 2025				
	Carrying amount	Total	Less than 1 year	1-2 years	Above 2 years
Non-current borrowings including current maturities	2,437.59	2,437.59	724.33	683.69	1,029.57
Current borrowings	559.35	559.35	559.35	-	-
Trade payables	3,623.38	3,623.38	3,623.38	-	-
Other financial liabilities	267.64	267.64	267.64	-	-
Lease liabilities	1,073.44	1,073.44	129.27	339.27	604.90

(Amount in ₹ Mn)

Particulars	As at March 31, 2024				
	Carrying amount	Total	Less than 1 year	1-2 years	Above 2 years
Non-current borrowings including current maturities	3,771.48	3,771.48	1,255.62	1,133.24	1,382.62
Current borrowings	4,239.51	4,239.51	4,239.51	-	-
Trade payables	3,557.67	3,557.67	3,557.67	-	-
Other financial liabilities	245.39	245.39	245.39	-	-
Lease liabilities	895.60	895.60	99.50	114.88	681.22

(iv) 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 interest rate risk and currency rate risk. Financial instruments affected by market risk include loans, borrowings, receivables and payables. The Group's activities expose it to a variety of financial risks, including effects of changes in foreign currency exchange rates and interest rate movement.

(v) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Group's exposure to risk of changes in market interest rates relates primarily to Group's long term debt obligations with floating interest rates.

Exposure to interest rate risk

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows :

(Amount in ₹ Mn)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Fixed rate instruments:		
Financial liabilities	0.17	13.40
Variable rate instruments:		
Financial liabilities	2,996.77	7,997.59
Total	2,996.94	8,010.99

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Interest rate sensitivity:

Sensitivity analysis for fixed-rate instruments

There is no impact on the profit or loss on account of fixed rate instruments.

Cash flow sensitivity analysis for variable-rate instruments

The sensitivity analysis below have been determined based on exposure to interest rate. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Currency	Effect on profit before tax	
		March 31, 2025	March 31, 2024
Increase of 100 basis points	INR	29.97	79.98
Decrease in 100 basis points	INR	(29.97)	(79.98)

(vi) Foreign currency risk

The Group is exposed to currency risk on certain transactions that are denominated in a currency other than the entity's functional currency, hence exposures to exchange rate fluctuations arise. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The Group uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

Foreign currency (FC) risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments. The information on derivative instruments is as follows.

Particulars	Currency	(Amount in ₹ Mn)			
		As at March 31, 2025		As at March 31, 2024	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Forward contract (to hedge net receivables)	USD	8.50	726.54	10.88	907.45
No. of Contracts		9		22	
Forward contract (to hedge net receivables)	EURO	0.50	46.05	-	-
No. of Contracts		1.00		-	
Forward contract (to hedge net receivables)	EURUSD	4.25	391.38	5.50	494.33
No. of Contracts		5		9	
Forward Extra Option Contracts (to hedge receivables)	USD	8.00	683.80	-	-
No. of Contracts		2		-	
Interest Rate Swap (to hedge receivables)	EURO	5.00	460.45	-	-
No. of Contracts		1		-	
Forward contract (for hedge payments)	USD	0.80	68.38	-	-
No. of Contracts		2		-	

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(Amount in ₹ Mn)

Particulars	Currency	As at March 31, 2025		As at March 31, 2024	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Forward contract (to hedge payables)	EURO	0.40	36.84	-	-
No. of Contracts		1		-	
Forward contract (to hedge payables)	EURUSD	1.00	92.09	1.00	89.88
No. of Contracts		2		2	
Forward contract (to hedge payables)	USDJPY	-	-	1.15	103.36
No. of Contracts		-		3	

The Group's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities when revenue and expense is denominated in a foreign currency.

The following table presents foreign currency risk from financial instruments as of:

(Amount in ₹ Mn)

Particulars	Currency	As at March 31, 2025		As at March 31, 2024	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Trade receivables	USD	16.00	1,367.60	18.77	1,565.51
	EUR	6.33	582.91	10.10	907.76
Cash and cash equivalents	USD	0.86	73.70	1.63	135.95
	EUR	1.13	103.89	0.49	44.04
Trade payables	USD	1.49	127.36	0.70	58.38
	EUR	2.72	250.82	2.38	213.91
	JPY	14.00	7.95	7.60	4.19
	CHF	0.01	0.97	0.01	0.92
Total	USD	15.37	1,313.94	19.70	1,643.08
	EUR	4.73	435.98	8.21	737.89
	JPY	14.00	7.95	7.60	4.19
	CHF	0.01	0.97	0.01	0.92

Sensitivity analysis

(Amount in ₹ Mn)

Particulars	Percentage movement	Effect on profit before tax		Effect on equity	
		Strengthening	Weakening	Strengthening	Weakening
March 31, 2025					
USD	2.49%	32.72	(32.72)	24.48	(24.48)
EURO	2.46%	10.73	(10.73)	8.03	(8.03)
JPY	3.07%	0.24	(0.24)	0.18	(0.18)
CHF	5.22%	0.05	(0.05)	0.04	(0.04)
March 31, 2024					
USD	1.50%	24.70	(24.70)	18.48	(18.48)
EURO	0.00%	-	-	-	-
JPY	11.00%	0.46	(0.46)	0.34	(0.34)
CHF	3.33%	0.03	(0.03)	0.02	(0.02)

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(vii) Cashflow Hedge

The Group determines the existence of an economic relationship between the hedging instrument and the hedged item based on the currency, amount and timing of its forecasted cash flows. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The Group uses critical terms comparison to establish hedge effectiveness between hedging instrument and hedged item. The Group takeups effective portion gain/ loss of MTM revaluation of the hedging instrument to the cashflow hedge reserve. Any hedge ineffectiveness is calculated and accounted for in consolidated statement of profit and loss at the time of the hedge relationship rebalancing.

The following table summarises activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges:

	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year - (A)	-	-
Changes in fair value of effective portion of derivatives	(7.70)	-
Gain/(loss) on cash flow hedging derivatives, net - (B)	(7.70)	-
Balance as at the end of the year - C = A+B	(7.70)	-
Deferred tax asset/(liability) thereon - (D)	1.94	
Balance as at the end of the year, net of deferred taxes - (C-D)	(5.76)	

The related hedge transactions for balance in cash flow hedging reserves as at March 31, 2025 are expected to occur and be reclassified to the statement of income over a period of 63 months.

As at March 31, 2024 and 2025, there were no material gains or losses on derivative transactions or portions thereof that have become ineffective as hedges or associated with an underlying exposure that did not occur.

44 CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital employed.

The Group manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio and implements capital structure improvement plan when necessary.

The Group uses debt ratio as a capital management index and calculates the ratio as net debt divided by total equity. Net debt and total equity are based on the amounts stated in the financial statements.

	(Amount in ₹ Mn)	
Particulars	As at March 31, 2025	As at March 31, 2024
Gross debt*	4,070.38	8,918.52
Less : Cash and cash equivalent and other bank balances	4,271.86	629.70
Net debt (A)	(201.48)	8,288.82
Total equity** (B)	27,676.35	13,633.20
Debt ratio (A / B)	(0.01)	0.61

* Gross debt includes non-current borrowings, current borrowings, current maturities of long term debts, lease liabilities and accrued interest.

** Total equity includes Equity share capital, instruments entirely equity in nature and other equity.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

45 SEGMENT REPORTING

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The Group is in the business of manufacture and sale of automobile components, which in the context of Ind AS 108 'Segment Information' represents single reportable business segment. The entire operations are governed by the same set of risk and returns. Accordingly, these operations represent a single segment. The revenues, total expenses and net profit as per the consolidated statement of profit and loss represents the revenue, total expenses and the net profit of the sole reportable segment.

(i) Geographical information

Geographic segmentation is based on business sourced from specific geographic regions. Other foreign countries comprises all other places except India, Europe and USA.

(a) Revenue from operations

Particulars	(Amount in ₹ Mn)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
India	20,970.93	19,689.77
Europe	5,371.39	4,957.18
USA	2,664.65	2,649.97
Other foreign countries	1,160.54	817.40
Total	30,167.51	28,114.32

(b) Non-current assets

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
India	20,339.67	15,917.16
Europe	1,523.51	1,214.12
Total	21,863.18	17,131.28
Reconciling items:		
Income tax assets	74.98	87.51
Other non-current financial assets	822.96	713.56
Total non-current assets	22,761.12	17,932.35

46 IMPAIRMENT

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the cash generating units (CGU) or groups of CGU's, which benefit from the synergies of the acquisition. The chief operating decision maker reviews the goodwill for any impairment at each entity level, which is represented as separated CGU's.

The carrying value of goodwill, entity wise is as follows:

Entity acquired	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Fitwel Tools and Forgings Private Limited ('Fitwel')	146.72	146.72
Sansera Sweden AB ('Sansera Sweden')	196.56	200.35
Exchange differences on translation of foreign operations	18.06	(3.79)
	214.62	196.56
Total carrying value	361.34	343.28

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

The recoverable amount of a cash generating unit is the higher of its fair value less costs of disposal and its value in use. For the purpose of impairment test, fair value of a CGU is determined based on the market capitalisation and the value in use is determined based on specific calculations. The recoverable amount of all CGU's has been determined based on value in use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period and an average of the range of each assumption mentioned below:

Particulars	(Amount in ₹ Mn)	
	As at March 31, 2025	As at March 31, 2024
Discount rate*	11% - 15.90%	10% - 16%
Terminal growth rate **	2%	2% - 4%
EBITDA	13.5%/15.1% - 17.8%/15.3%	7%/14% - 12%/15%

*These discount rate(s) are based on the Weighted Average Cost of Capital (WACC) of the Company. These estimates are likely to differ from future actual results of operations and cash flows.

** The cash flow projections include specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate has been determined based on management's estimates of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

The Group does its impairment evaluation on an annual basis and as of March 31, 2025, the estimated recoverable amount of the CGU exceeded its carrying amount, hence impairment is not triggered. The Group has performed sensitivity analysis for all key assumptions, including the cash flow projections, consequent to the change in estimated future economic conditions arising from the possible effects of ongoing war and is unlikely to cause the carrying amount of the CGU exceed its estimated recoverable amount.

As of March 31, 2025, the estimated recoverable amount of each of the CGU's exceeded its carrying amount by ₹ 1,012.23 Mn (Fitwel Tools and Forgings Private Limited) and ₹ 1,236.01 Mn (Sansera Sweden AB), hence impairment is not triggered. The carrying amount of the CGU was computed by allocating the standalone net assets to operating segments for the purpose of impairment testing.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

47 ADDITIONAL INFORMATION PURSUANT TO PARAGRAPH 2 OF DIVISION II OF SCHEDULE III TO COMPANIES ACT, 2013 GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Name of the entity	As at / for the year ended March 31, 2025						(Amount in ₹ Mn)	
	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent	99.64 %	27,577.55	94.96 %	2,059.61	1825.61 %	(14.97)	96.52 %	2,044.64
Subsidiaries								
Sansera Engineering Pvt. Ltd., Mauritius	3.93 %	1,086.38	(0.12)%	(2.69)	-	-	(0.13)%	(2.69)
Sansera Sweden AB	0.73 %	203.22	2.25 %	48.80	-	-	2.30 %	48.80
Fitwel Tools and Forgings Private Limited	2.09 %	578.76	2.64 %	57.23	1236.59 %	(10.14)	2.22 %	47.09
Associate								
MMRFIC Technology Private Limited	NA	NA	0.37 %	7.94	8.54 %	(0.07)	0.37 %	7.87
Non-controlling interest	0.63 %	173.37	0.79 %	17.17	370.73 %	(3.04)	0.67 %	14.13
Adjustments on account of Consolidation	(7.01)%	(1,942.93)	(0.89)%	(19.25)	2700.00 %	(22.14)	(1.95)%	(41.39)
Total	100.00 %	27,676.35	100.00 %	2,168.81	6141.00 %	(0.82)	100.00 %	2,118.45

Name of the entity	As at / for the year ended March 31, 2024						(Amount in ₹ Mn)	
	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent	100.16 %	13,654.71	101.29 %	1,899.60	193.35 %	(12.80)	100.96 %	1,886.80
Subsidiaries								
Sansera Engineering Pvt. Ltd., Mauritius	6.34 %	863.70	0.06 %	1.15	-	-	0.06 %	1.15
Sansera Sweden AB	(0.29)%	(39.48)	(4.35)%	(81.50)	-	-	(4.36)%	(81.50)
Fitwel Tools and Forgings Private Limited	3.90 %	531.67	3.19 %	59.86	(48.19)%	3.19	3.37 %	63.05
Associate								
MMRFIC Technology Private Limited	NA	NA	0.27 %	5.06	1.21 %	(0.08)	0.27 %	4.98
Non-controlling interest	1.17 %	159.24	0.96 %	17.94	(14.50)%	0.96	1.01 %	18.90
Elimination on account of Consolidation	(11.27)%	(1,536.64)	(1.42)%	(26.62)	(31.87)%	2.11	(1.31)%	(24.51)
Total	100.00 %	13,633.20	100.00 %	1,875.49	100.00 %	(6.62)	100.00 %	1,868.87

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

Interest in other entities

Subsidiary companies:

The consolidated financial statements of the Company includes components listed in the table below:

Name of the entity	Relationship	Country of incorporation	Ownership interest held by the group (%)	Ownership interest held by non-controlling interest (%)	Ownership interest held by the group (%)	Ownership interest held by non-controlling interest (%)
			March 31, 2025		March 31, 2024	
Sansera Engineering Pvt. Ltd., Mauritius	Subsidiary	Mauritius	100.00%	-	100%	-
Sansera Sweden AB	Subsidiary	Sweden	100.00%	-	100%	-
Fitwel Tools and Forgings Private Limited	Subsidiary	India	70.00%	30%	70%	30%
MMRFIC Technology Private Limited	Associate	India	29.60%	NA	21.37%	NA

48 ADDITIONAL REGULATORY INFORMATION:

- There are no transactions or balances with Companies which have been removed from the Register of Companies (Struck off Companies), during the year ended/as at March 31, 2025.
- The Group has not traded/invested in Cryptocurrency/Virtual currency.
- The details of funds invested by Parent Company in intermediaries and further invested or loaned by interemediaries to ultimate beneficiaries is as follows:

Nature of the intermediary	Relationship with the Company	Registered Address	Nature of transaction	Date	Amoun in EUR	Amoun in INR
Sansera Engineering Pvt. Ltd., Mauritius (RBI Unique Identification Number: BGWAZ20170513)	Wholly Owned Subsidiary	C/o IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port-louis, 11324 Republic of Mauritius	Investment in equity shares	November 27, 2024	2.22 Mn	199.98 million

During the year ended March 31, 2025, the Company has invested in equity shares in Sansera Engineering Pvt. Ltd., Mauritius for further investment in step down subsidiary - Sansera Sweden AB.

The details of date and amount of fund further invested by intermediary to ultimate beneficiaries during the year ended March 31, 2025 is as follows:

Nature of the ultimate beneficiary	Relationship with the Company	Registered Address	Nature of transaction	Date	Amoun in EUR	Amoun in INR
Sansera Sweden AB	Step down subsidiary	Stallbackavägen 26, 461 38 Trollhatten, Sweden	Investment in equity shares	November 29, 2024	1.80 Mn	NA

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of MoneyLaundering Act, 2002 (15 of 2003).

The Subsidiary has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- d) The Parent and the subsidiary company, which are Companies located in India have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- e) The Group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- f) The Group has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003)
- g) The Group has not been declared wilful defaulter by any bank or financial institution or other lender.

49 The Parent Company and the subsidiary incorporated in India have used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same was enabled and operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature was not enabled from April 01, 2024 to May 20, 2024.

50 Subsequent to the year end, during an internal review, the Parent Company identified financial transactions involving a former employee who was found to have engaged in forgery, cheating, and misappropriation of funds amounting to ₹12.21 Mn over the period June 2023 to May 2025. The individual committed these offences by forging the signatures of Parent Company's personnel on fabricated service invoices and unlawfully encashing the fraudulent documents.

In response, the Parent Company has initiated legal proceedings against the former employee and the associated vendor by filing a complaint with the police authorities in Bangalore. The Parent Company conducted an internal assessment and also engaged an independent external agency to conduct a detailed investigation. The agency evaluated the scale of the fraudulent activities, identified the individuals involved, and reviewed related transactions to uncover any additional instances of potential fraud. The total financial impact of the misconduct was as mentioned above.

51 During the year ended March 31, 2025, on account of final dividend for financial year 2023-24, the Company has incurred a net cash outflow of ₹ 161.99 Mn. The Board of Directors, in their meeting held on May 27, 2025, recommended a final dividend of ₹ 3.25 per equity share for the financial year ended March 31, 2025. This payment is subject to the approval of shareholders in the AGM of the Company and if approved, would result in a net cash outflow of approximately ₹ 201.25 Mn.

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025 (Contd.)

- 52** The Group has evaluated all events or transactions that occurred after March 31, 2025 up through May 27, 2025, the date the consolidated financial statements were authorised for issue by the Board of Directors. Based on this evaluation, the Group is not aware of any events or transactions that would require recognition or disclosure in the consolidated financial statements.
- 53** The Audit Committee has recommended and Board of Directors of the Company have approved these consolidated financial statements of the Group in their respective meetings held on May 27, 2025.

for and on behalf of the Board of Directors of

Sansera Engineering Limited

CIN: L34103KA1981PLC004542

S Sekhar Vasan

Managing Director

DIN: 00361245

F R Singhvi

Joint Managing Director

DIN: 00233146

B R Preetham

Executive Director and Chief Executive Officer

DIN: 03499506

Vikas Goel

Chief Financial Officer

Rajesh Kumar Modi

Company Secretary

Place: Bengaluru

Date: May 27, 2025

NOTICE OF 43RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Third (43rd) Annual General Meeting of the members of Sansera Engineering Limited will be held on Friday, September 26, 2025, at 11.00 a.m. (IST) through video conferencing ('VC') facility/Other Audio-Visual Means ('OAVM') to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Auditors' and Board's Report thereon.
2. To declare dividend of ₹ 3.25 per equity share for the year ended March 31, 2025.
3. To appoint a director in place of Mr. Bindiganavile Raghunath Preetham (DIN: 03499506) who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as the Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Deloitte Haskins & Sells, Chartered Accountants, Firm Registration No. 008072S ("Deloitte") be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company, on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution."

SPECIAL BUSINESS:

5. RATIFICATION OF REMUNERATION PAYABLE TO M/S. RAO, MURTHY AND ASSOCIATES, BENGALURU, COST AUDITORS OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration not exceeding ₹ 3,00,000.00 (Indian Rupees Three Lacs Only) plus applicable taxes, conveyance and reimbursement of out of pocket expenses incurred in connection with the cost audit payable to M/s. Rao, Murthy and Associates, Bengaluru having Firm Registration No. 000065) who have been appointed as cost auditors by the Board of Directors on the recommendation of the Audit Committee to conduct the audit of cost records of the Company for the financial year 2025-26.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

6. APPOINTMENT OF SECRETARIAL AUDITORS

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

"RESOLVED THAT pursuant to the provisions of Section 204, and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, M/s. BMP & Co. LLP (Firm Registration No. L2017KR003200), be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30, on

such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things

as may be necessary for the purpose of giving effect to the aforesaid resolution."

Registered Office:

Plant 7, No. 143/A,
Jigani Link Road,
Bommasandra Industrial Area
Bengaluru 560105

By Order of the Board

Sansera Engineering Limited

Sd/-

Rajesh Kumar Modi

Company Secretary

Membership No. F5176

Place: Bengaluru

Date: August 11, 2025

NOTES:

- 1) Ministry of Corporate Affairs ('MCA') vide its general circular no. 20/2020 dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and Circular No. 09/2023 September 25, 2023 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, September 19, 2024 and October 3, 2024 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars issued from time to time, the 43rd AGM of the Company is being held through VC/OAVM on Friday, September 26, 2025 at 11.00 a.m. (IST).
- 2) The deemed venue for the 43rd AGM shall be the registered office of the Company, i.e., Plant 7, Plot No. 143/A, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560105, Karnataka, India.
- 3) As per the provisions of clause 3.A. II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Businesses as appearing in the accompanying notice, are considered to be unavoidable by the Board and hence form part of this notice.
- 4) A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
- 5) Pursuant to the provisions of the Act, a member entitled to attend and vote at the 43rd AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.
- 6) Institutional Investors and corporate members are encouraged to attend and vote at the 43rd AGM of the Company.
- 7) Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send certified copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the 43rd AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address at info@bmpandco.com with a copy marked to the RTA of the Company i.e., MUG Intime India Private Limited at enotices@in.mpms.mug.com. The facility of joining the AGM through VC /OAVM will be opened 30 minutes before and will remain open upto 30 minutes after the scheduled start time of the AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however shall not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key/senior managerial personnel and auditors.
- 8) Members are requested to confirm their e-mail Id, or otherwise notify changes in the email Id, to RTA of the Company at: rnt.helpdesk@in.mpms.mug.com
- 9) Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialised form and to the RTA of the Company in case, the shares are held by them in physical form.
- 10) The Board of Directors has recommended a dividend of ₹ 3.25 per equity share on equity Shares of the Company of face value ₹ 2/- each fully paid-up for the year ended March 31, 2025, for the approval of shareholders at the 43rd AGM.
- 11) Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the register of members and share transfer books of the Company will remain closed from Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive) for the purpose of payment of dividend.
- 12) Subject to the provisions of Section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched on or before 30 days from the date of AGM.
- 13) With effect from April 1, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. registering the correct PAN, contact details including mobile no., bank account details and specimen signature with RTA/Company (SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024). Members are requested to note that, to get prompt credit of dividend through National Electronic Clearing Service

(NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents at email Id: rnt.helpdesk@in.mpms.mufg.com.

- 14) Members may note that the Income Tax Act, 1961 (Act), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making payment of the final dividend. In order to enable us to determine the appropriate TDS rate, as applicable, Members are requested to submit the documents in accordance with the provisions of the Act.
- 15) In view of above MCA Circulars, SEBI vide its circular dated October 07, 2023 also relaxed from the requirement of sending hard copy of annual report to shareholders who have not registered their email address. In compliance of the same the Company has sent notice of AGM only through electronic mode to those shareholders whose e-mail addresses are registered with Company or its RTA. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and all other relevant circulars issued from time to time, the Notice calling the AGM has been uploaded on the website of the Company i.e., www.sansera.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of MUFG Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in/>.

Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink from where the Integrated Annual Report can be accessed on the Company's website.
- 16) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
- 17) Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 18) Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by

sending an email to the Company Secretary of the Company at rajesh.modi@sansera.in.

- 19) Members seeking any information/desirous of asking any questions at the meeting with regard to the accounts or any other matter to be placed at the meeting are requested to send email to the Company Secretary at rajesh.modi@sansera.in at least 10 days prior to the meeting. The same will be replied by the Company suitably in the meeting.
- 20) In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/ investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company: <https://sansera.in/>.
- 21) In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
- 22) Share transfer documents and all correspondence relating thereto, should be addressed to the RTA of the Company at MUFG Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e., rnt.helpdesk@in.mpms.mufg.com.
- 23) To prevent any fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also be advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 24) SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.

- 25) Pursuant to Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority.
- 26) As mandated by SEBI, effective April 01, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the members of the Company were requested to open a demat account and submit physical securities to their DPs.
- 27) As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the RTA of the Company for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.
- 28) Pursuant to Section 72 of the Act, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to RTA. Further, members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to RTA. These forms will be made available by RTA on request.
- 29) Brief details of the directors, who are seeking appointment/ re-appointment, are annexed (Annexure 1) hereto as per the requirement of Regulation 36(3) of the Listing Regulations and the provisions of the Act.

30) INSTRUCTIONS FOR SHAREHOLDERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:

i. Temporary Registration for Demat shareholders:

The members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html in their website <https://in.mpms.mufig.com/> at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufig.com

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

ii. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

iii. Registration of email id for Shareholders holding physical shares:

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with RTA, by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html in their website <https://in.mpms.mufig.com/> at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufig.com

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for Physical Shareholders:

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with RTA by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html in their website <https://in.mpms.mufig.com/> at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, email id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an email to RTA at rnt.helpdesk@in.mpms.mufig.com

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

31) INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

I. The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 09:00 am (IST) on Tuesday, September 23, 2025.

End of e-voting: Up to 05:00 pm (IST) on Thursday, September 25, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled automatically upon expiry of the aforesaid period.

II. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA and SEBI Circulars, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means.

III. The Company has engaged the services of MUFG Intime India Private Limited to provide remote e-voting facility to the members.

IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday, September 19, 2025. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting.

VI. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, such member may obtain the User ID and password by sending a request at rnt.helpdesk@in.mpms.mufig.com

VII. The Board of Directors of the Company has appointed CS Pramod SM (FCS No.: 7834, COP No.: 13784) or failing him CS Biswajit Ghosh (FC No.: 8750, COP No.: 8239); Partners of M/s. BMP & Co., LLP, a Practising Company Secretaries firm, Bengaluru as scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

VIII. The Scrutiniser, after scrutinising the votes, will, not later than on Monday, September 29, 2025; make a consolidated scrutiniser's report which shall be placed on the website of the Company, i.e., www.sansera.in. The results shall simultaneously be communicated to the Stock Exchanges i.e., BSE and NSE.

IX. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.

X. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) 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.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

Method 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Method 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

- e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

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

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

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode is given below:

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

- a) Visit URL: <https://instavote.linkintime.co.in>

SHAREHOLDERS WHO HAVE NOT REGISTERED FOR INSTAVOTE FACILITY:

- a) Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

A. USER ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company

shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. BANK ACCOUNT NUMBER:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Enter Image Verification (CAPTCHA) Code
- ▶ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

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

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – VOTING THROUGH REMOTE E-VOTING.

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

METHOD 1 - VOTES ENTRY

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

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

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

HELPDESK:

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

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

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

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

- o Click on "Login" under 'SHARE HOLDER' tab.
- o Click "forgot password?"
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- o Click on "SUBMIT".

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

USER ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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

- o Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- o Click "forgot password?"
- o Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- o Click on "SUBMIT".

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

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

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

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

Process and manner for attending the Annual General Meeting through InstaMeet:

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click "Go to Meeting"
- You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a. Shareholders who would like to speak during the meeting must register their request with the company.
- b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a. Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- b. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- c. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet
- d. Click on 'Submit'.
- e. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- f. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- g. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 6 GIVEN HEREUNDER AND THE SAME FORMING PART OF THE NOTICE.

ITEM NO. 4:

Background

M/s. Deloitte Haskins & Sells ("Deloitte"), Chartered Accountants (Firm Registration Number 008072S), (hereinafter referred to as "Deloitte") were appointed as statutory auditors of the Company for a period of 5 years, to hold office from conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company to be held for the financial year 2024-2025.

Regulatory Framework

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. Accordingly, Deloitte is eligible for re-appointment for a further period of five years.

Performance Evaluation and Rationale for Re-appointment

Past Performance Assessment

During their first term, Deloitte has demonstrated:

- **Timely Completion:** Consistent delivery of audit reports within statutory timelines
- **Quality of Work:** Comprehensive audit procedures and detailed reporting with constructive management recommendations
- **Regulatory Compliance:** Maintained full compliance with all applicable auditing standards and regulatory requirements
- **Professional Excellence:** Demonstrated deep understanding of the Company's business operations, industry dynamics, and regulatory environment.

Strategic Benefits of Continuity

The re-appointment of Deloitte offers several advantages:

- **Business Understanding:** Accumulated knowledge of the Company's operations, systems, and processes reduces audit risk and enhances efficiency
- **Cost Effectiveness:** Elimination of learning curve associated with new auditors, resulting in optimal resource utilisation
- **Consistency:** Maintained audit approach and reporting standards ensuring comparability of financial statements

- **Independence:** Continued maintenance of professional independence and objectivity throughout the first term.

Audit Committee Evaluation

The Audit Committee, at its meeting held on May 27, 2025, conducted a comprehensive evaluation of Deloitte's performance considering:

- Quality and timeliness of audit deliverables
- Effectiveness of audit procedures and risk assessment
- Professional competence and industry expertise
- Communication and coordination with management and the Audit Committee
- Compliance with independence requirements
- Value-added services and management recommendations

Board Recommendation

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on May 27, 2025, approved the re-appointment of Deloitte as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company to be held for the financial year 2029-2030 on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company, subject to approval of the shareholders and compliance under the applicable provisions of the Companies Act, 2013, SEBI Regulations including amendment from time to time. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

During the financial year 2024-25, the Company has paid ₹ 7.00 mn as audit fees and ₹ 1.10 mn for other certification services.

Independence and Eligibility Confirmation

Deloitte has confirmed that:

- They satisfy all conditions specified under Section 141 of the Companies Act, 2013 for holding office as statutory auditors
- They are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India
- They meet all eligibility criteria prescribed under the Companies Act, 2013 and rules made thereunder
- No partner or employee of the firm holds any securities of the Company

- They have not provided any prohibited non-audit services to the Company

Proposed Resolution

Considering the evaluation of past performance, experience and expertise of Deloitte, and based on the recommendation of the Audit Committee, it is proposed to re-appoint Deloitte as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 48th Annual General Meeting of the Company in terms of the aforesaid provisions.

The Board of Directors recommend the ordinary resolution as set out at item no. 4 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

Brief Profile of Deloitte Haskins & Sells

Deloitte Haskins & Sells was constituted in 1998 and is registered with the Institute of Chartered Accountants of India (ICAI) with Registration No. 008072S and is a part of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI.

Professional Credentials:

- One of the leading audit and assurance firms in India with extensive experience across diverse industry sectors
- Strong team of qualified Chartered Accountants and professionals with deep domain expertise
- Comprehensive understanding of Indian regulatory framework and international accounting standards
- Established track record of serving listed companies and maintaining highest standards of professional excellence

ITEM NO. 5:

Pursuant to Section 148 of the Companies Act ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have its cost records audited by the Cost Accountant. Based on the recommendation of the Audit Committee, the Board at its meeting held on May 27, 2025, approved the appointment of M/s. Rao, Murthy and Associates, Bengaluru (having Firm Registration No. 000065), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year 2025-26 at a remuneration not exceeding 3,00,000/- (Rupees Three Lacs Only) plus applicable taxes, out-of-pocket and other expenses. This remuneration has been determined by the Board based on the industry standards, time and

effort required for the audit process, and the scope of the cost audit. The Board considers this remuneration to be fair and reasonable, commensurate with the size and nature of operations of the Company.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the members as set out at Item No. 5 of the Notice to comply with the statutory provisions and to ensure transparent corporate governance practices. This will enable the Company to carry out the mandatory cost audit and fulfil its legal obligations.

M/s. Rao, Murthy and Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have a vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Brief profile of Rao, Murthy and Associates

M/s. Rao, Murthy & Associates, a firm of Cost Accountants based in Bengaluru, was established in 1994 and is registered with the Institute of Cost Accountants of India under Firm Registration No. 000065.

The firm is led by experienced partners Mr. N. Ramaskanda (Membership No. 9750) and Mr. K.R. Murali Krishna (Membership No. 21622), who bring significant expertise in cost and management accounting. With a proven track record spanning over three decades, the firm is recognised for its precision, professionalism, and commitment to delivering cost-effective solutions that align with client objectives.

The firm specialises in a wide range of cost and management accounting services designed to help organisations control costs, optimise resources, and improve operational efficiency.

M/s. Rao, Murthy & Associates has successfully carried out numerous statutory assignments, including cost audits, maintenance of cost records, and cost certifications as per regulatory requirements. These services ensure clients meet compliance standards while gaining meaningful insights into their cost structures.

In addition to statutory services, the firm offers a broad spectrum of non-statutory and consultancy services.

These include analysing and determining product profiles and profitability to support strategic decision-making, and providing customised solutions tailored to the specific needs of manufacturing and service sectors such as IT, education, and BPO.

The firm also assists in the development of comprehensive corporate business plans, the design of vertical and horizontal operational structures, and the implementation of effective costing systems. Moreover, it develops management information systems (MIS) for decision support within ERP environments and advises on transfer pricing strategies to ensure both regulatory compliance and optimal tax efficiency.

ITEM NO. 6:

Legal Background

Pursuant to Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary, and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

Board's Decision and Recommendation

In compliance with the aforesaid provisions and after evaluating various factors including industry experience, competence of the audit team, efficiency in conduct of audit, independence, professional expertise, and cost-effectiveness, the Board of Directors of the Company, in its meeting held on May 27, 2025, approved the appointment of M/s. BMP & Co. LLP ("BMP"), (Firm Registration No. L2017KR003200 and Peer Review Certificate No. 6387/2025), Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till Financial Year 2029-30, subject to the approval of the shareholders of the Company at the 43rd Annual General Meeting and applicable provisions of the Companies Act, 2013, SEBI Listing Regulations including amendments from time to time and on such terms and remuneration as may be mutually agreed upon between the said Secretarial Auditors and Board of Directors of the Company.

During the financial year 2024-25, the company has paid ₹ 3.00 Lacs as secretarial audit fees to BMP.

About the Proposed Secretarial Auditors

BMP is a well-established firm of Practicing Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm specialises in Company

Secretarial services and has undergone the mandatory peer review process as required under the regulations.

BMP delivers comprehensive consulting and advisory services in corporate law, with expertise encompassing:

- Corporate Secretarial Services
- Secretarial Audit and Due Diligence
- SEBI compliances and regulatory matters
- Initial Public Offerings (IPOs)
- Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA
- Mergers & Amalgamations
- Business Setup and structuring
- Fund Raise compliance

The firm provides services across diverse sectors, including listed corporates, multinational companies, start-ups, venture capital firms, and law firms.

Consent and Compliance Confirmation

M/s. BMP & Co. LLP have provided their written consent to act as Secretarial Auditors and have confirmed that:

1. Their appointment will be in accordance with Section 204 of the Companies Act, 2013
2. They comply with the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circulars issued thereat
3. They possess the necessary peer review certification
4. There are no disqualifications under applicable laws that would prevent their appointment

Recommendation

In view of the above, the consent of the Members is sought to pass an Ordinary Resolution as set out at Item No. 6 of the Notice for the appointment of M/s. BMP & Co. LLP as Secretarial Auditors of the Company for a period of 5 years commencing from Financial Year 2025-26 till Financial Year 2029-30.

None of the Directors, Key Managerial Personnel (KMPs) of the Company, or their respective relatives are concerned or interested, either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice. The Board of Directors recommends the Resolution set forth in Item No. 6 for the approval of the Members of the Company by way of an Ordinary Resolution.

Registered Office:

Plant 7, No. 143/A,
Jigani Link Road,
Bommasandra Industrial Area
Bengaluru 560105

By Order of the Board

Sansera Engineering Limited

Sd/-

Rajesh Kumar Modi

Company Secretary

Membership No. F5176

Place: Bengaluru

Date: August 11, 2025

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 43RD AGM OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Bindiganavile Raghunath Preetham
DIN	03499506
Date of Birth and Age	October 12, 1970, 55 years
Date of First Appointment on the Board	September 08, 2023
Qualifications	B.E. (Mechanical Engineering) from Bangalore University, Bangalore.
Relationship between Directors inter-se	Nil
Experience & Expertise in specific functional areas/ brief resume	<p>Mr. B R Preetham is the Executive Director & Group CEO of Sansera Engineering Limited (Sansera). He has been the CEO of the group and leading it since 2013.</p> <p>Under his leadership, Sansera has grown from a revenue of ₹ 551 Cr. in 2013 to around ₹ 3,037 Cr. in the fiscal year 2024-25 and the company has consistently performed above its peers in the automotive industry.</p> <p>He is responsible for a long-term strategy, growth, diversification and overseeing the day-to-day operations of the company. He has a well-qualified and experienced team handling various functions. Most of his team have been nurtured and groomed in the Company. He is an Engineering graduate from Bangalore University and joined Sansera in 1992.</p> <p>He started his career in manufacturing and over the years, he progressively handled larger and more complex responsibilities in Quality, Manufacturing, Marketing, New Product Development and Engineering before being appointed as the CEO in 2013. He was also instrumental in getting the company listed through a very successful IPO in September 2021 and successfully closed fund raising through QIP in October 2025. He is responsible for setting up 10 green field facilities for Sansera group which includes one green field facility in Sweden. Apart from his leadership and entrepreneurship skills, he is a fitness enthusiast and an active sportsman. He is a regular golfer. He contributes significantly to the community through the Sansera Foundation which does noteworthy work in Education and Health Care, primarily in the communities where the Company's manufacturing facilities are located.</p>
Directorships held in other Public Companies (excluding Foreign Companies)	Nil
Names of listed entities from which the director has resigned in the past three years	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
No. of equity shares held in the Company (self and as a beneficial owner)	2,41,802 as on March 31, 2025.
No. of Board Meetings attended during 2024-25	Eight (8)
Terms and conditions of appointment / reappointment	As per the resolution approved by the shareholders at the 41 st Annual General Meeting of the Company held on September 08, 2023.
Remuneration last drawn in financial year 2024-25	₹ 34.48 mn
Details of Remuneration sought to be paid	As per the resolution approved by the shareholders at the 41 st Annual General Meeting of the Company held on September 08, 2023.

GRI content index

Statement of use	Sansera Engineering Limited has reported the information cited in this GRI content index for the period April 1, 2024 to March 31, 2025 with reference to the GRI Standards.
GRI 1 used	GRI 1: Foundation 2021

Gri Standard	Disclosure	Location	Page No.
GRI 2: General Disclosures 2021	2-1 Organizational details	Report Profile	2-3
		About Us	4-5
		International Footprint	14-15
	2-2 Entities included in the organization's sustainability reporting	Report Profile	2-3
	2-3 Reporting period, frequency and contact point	Report Profile	2-3
	2-4 Restatements of information	-	-
	2-5 External assurance	Report Profile	2-3
		About Us	4-5
	2-6 Activities, value chain and other business relationships	Product Range	6-11
		International Footprint	14-15
		Value Creation Model	25
		BRSR Section A	101-103
	2-7 Employees	Human Capital	48-49
		Value Creation Model	24-25
		Environmental, Social & Governance (ESG) Executive Summary	99
	2-8 Workers who are not employees	BRSR Section A	103-104
		Environmental, Social & Governance (ESG) Executive Summary	99
	2-9 Governance structure and composition	BRSR Section A	103-104
	2-11 Chair of the highest governance body	Governance	36-39
	2-12 Role of the highest governance body in overseeing the management of impacts	Governance	36-39
	2-14 Role of the highest governance body in sustainability reporting	BRSR Section B	112-113
	2-15 Conflicts of interest	BRSR Section B	112-113
Environmental, Social & Governance (ESG) Executive Summary		100	
2-16 Communication of critical concerns	BRSR Section C: Principle 1	116	
	Governance	37	
2-17 Collective knowledge of the highest governance body	BRSR Section A	105-106	
2-18 Evaluation of the performance of the highest governance body	Report on Corporate Governance	150-151	
2-19 Remuneration policies	Report on Corporate Governance	152	
2-22 Statement on sustainable development strategy	Report on Corporate Governance	153-154	
	Management Message	22-23	
	BRSR Section B	112	



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GRI 2: General Disclosures 2021	2-23 Policy commitments	Governance	37
		BRSR Section B	111
	2-26 Mechanisms for seeking advice and raising concerns	Governance	37
		Environmental, Social & Governance (ESG) Executive Summary	100
		BRSR Section A	105-106
		BRSR Section C: Principle 1	115
	2-27 Compliance with laws and regulations	BRSR Section C: Principle 1	115
	2-28 Membership associations	BRSR Section C: Principle 7	143
2-29 Approach to stakeholder engagement	Stakeholder Engagement	30-33	
	BRSR Section C: Principle 4	127-128	
	2-30 Collective bargaining agreements	BRSR Section C: Principle 3	122
GRI 3: Material Topics 2021	3-1 Process to determine material topics	Materiality Assessment	34-35
	3-2 List of material topics	Materiality Assessment	34-35
		BRSR Section A	106-110
	3-3 Management of material topics	BRSR Section A	106-110
GRI 202: Market Presence 2016	202-1 Ratios of standard entry level wage by gender compared to local minimum wage	BRSR Section C: Principle 5	130
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	BRSR Section C: Principle 8	144
	205-2 Communication and training about anti-corruption policies and procedures	BRSR Section C: Principle 1	115-116
	205-3 Confirmed incidents of corruption and actions taken	Environmental, Social & Governance (ESG) Executive Summary	100
BRSR Section C: Principle 1		115-116	
GRI 206: Anti-competitive Behavior 2016	206-1 Legal actions for anti-competitive behavior, anti-trust, and monopoly practices	BRSR Section C: Principle 7	143
GRI 302: Energy 2016	302-1 Energy consumption within the organization	Natural Capital	57
		Value Creation Model	24-25
	302-3 Energy intensity	Natural Capital	57
		BRSR Section C: Principle 6	134
	302-4 Reduction of energy consumption	BRSR Section C: Principle 6	138
	303-3 Water withdrawal	BRSR Section C: Principle 6	135
	303-4 Water discharge	BRSR Section C: Principle 6	136
303-5 Water consumption	BRSR Section C: Principle 6	135	
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	Natural Capital	58
		BRSR Section C: Principle 6	137-138
	305-2 Energy indirect (Scope 2) GHG emissions	Natural Capital	58
		BRSR Section C: Principle 6	137-138
	305-3 Other indirect (Scope 3) GHG emissions	BRSR Section C: Principle 6	138
	305-4 GHG emissions intensity	Value Creation Model	24-25
Natural Capital		58	
	BRSR Section C: Principle 6	137-138	
	305-5 Reduction of GHG emissions	BRSR Section C: Principle 6	138

Gri Standard	Disclosure	Location	Page No.
GRI 305: Emissions 2016	305-7 Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	Natural Capital	58
		BRSR Section C: Principle 6	137
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	Natural Capital	59
	306-2 Management of significant waste-related impacts	Natural Capital	59
		BRSR Section C: Principle 6	140
	306-3 Waste generated	Natural Capital	59
		BRSR Section C: Principle 6	139
	306-4 Waste diverted from disposal	Natural Capital	57
	BRSR Section C: Principle 6	139-140	
GRI 308: Supplier Environmental Assessment 2016	"308-1 New suppliers that were screened using environmental criteria"	Value Creation Model	24-25
		Social and Relationship Capital	53
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	Human Capital	49
		BRSR Section A	104
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	Environmental, Social & Governance (ESG) Executive Summary	99
		BRSR Section C: Principle 3	120-121
401-3 Parental leave	BRSR Section C: Principle 3	120	
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	Human Capital	50-51
		Environmental, Social & Governance (ESG) Executive Summary	99
		BRSR Section C: Principle 3	123
	403-2 Hazard identification, risk assessment, and incident investigation	BRSR Section C: Principle 3	123
	403-5 Worker training on occupational health and safety	BRSR Section C: Principle 3	123
	403-6 Promotion of worker health	BRSR Section C: Principle 3	124
	403-8 Workers covered by an occupational health and safety management system	BRSR Section C: Principle 3	123-124
	403-9 Work-related injuries	Environmental, Social & Governance (ESG) Executive Summary	99
		BRSR Section C: Principle 3	124
	403-10 Work-related ill health	Environmental, Social & Governance (ESG) Executive Summary	99
BRSR Section C: Principle 3		124	
GRI 404: Training and Education 2016	404-3 Percentage of employees receiving regular performance and career development reviews	Value Creation Model	24-25
		BRSR Section C: Principle 3	123



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Gri Standard	Disclosure	Location	Page No.
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	Value Creation Model	24-25
		Human Capital	49
		Environmental, Social & Governance (ESG) Executive Summary	99
		BRSR Section A	103-104
	405-2 Ratio of basic salary and remuneration of women to men	BRSR Section C: Principle 5	131
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	BRSR Section C: Principle 5	131-132
GRI 407: Freedom of Association and Collective Bargaining 2016	407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	BRSR Section C: Principle 3	122
GRI 409: Forced or Compulsory Labor 2016	408-1 Operations and suppliers at significant risk for incidents of child labor	BRSR Section C: Principle 5	132
GRI 413: Local Communities 2016	409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labor	BRSR Section C: Principle 5	132
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programs	Value Creation Model	24-25
		Social and Relationship Capital	52-55
		Environmental, Social & Governance (ESG) Executive Summary	99
		BRSR Section C: Principle 8	146
GRI 414: Supplier Social Assessment 2016	"414-1 New suppliers that were screened using social criteria"	Value Creation Model	24-25
		Social and Relationship Capital	53
		Environmental, Social & Governance (ESG) Executive Summary	100
GRI 417: Marketing and Labeling 2016	417-1 Requirements for product and service information and labeling	BRSR Section C: Principle 9	147-148
	417-2 Incidents of non-compliance concerning product and service information and labeling	BRSR Section C: Principle 9	147-148
	417-3 Incidents of non-compliance concerning marketing communications	BRSR Section C: Principle 9	147-148
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	BRSR Section C: Principle 9	148



Sansera Engineering Limited

(CIN:L34103KA1981PLC004542)

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