

116th

**ANNUAL REPORT
2024-25**



A Tradition of Engineering Excellence

WALCHANDNAGAR INDUSTRIES LIMITED



SETH WALCHAND HIRACHAND

Seth Walchand Hirachand's life was truly a triumph of persistence over adversity.

Sardar Vallabhbhai Patel

Board of Directors



Chakor L. Doshi
Chairman



Dr. Anil Kakodkar
Director
(upto August 14, 2024)



Rupal Vora
Director



Jayesh Dadia
Director



Prabhat Kumar
Director
(appointment w.e.f. June 17, 2024)



Chirag C. Doshi
Managing Director & CEO



G. S. Agrawal
Whole Time Director & Company Secretary



Corporate Information

Registered Office

Walchandnagar Industries Ltd.
3, Walchand Terraces,
Tardeo Road,
Mumbai - 400 034
Tel. No. (022) 23612195/96/97

Pune Office

Walchandnagar Industries Limited
Siddharth Towers,
Building No. 1, 9th Floor,
S.No.12/3-B, G. A. Kulkarni Path,
Kothrud, Pune - 411 038, Maharashtra, India.
Phone : (020) 3025 2400
E-mail : investors@walchand.com

Factories

Walchandnagar, Dist. Pune, Maharashtra Satara
Road, Dist. Satara, Maharashtra Attikola,
Dharwad, Karnataka.

Compliance Officer

G. S. Agrawal
Whole Time Director & Company Secretary

Registrar & Share Transfer Agents

M/s. MUFG Intime India Pvt. Ltd.
C 101, 247 Park, L B S Marg,
Vikhroli (West), Mumbai 400 083.
Ph. No.: (022) 49186270
Fax No.: (022) 49186060

Auditors

M/s. Jayesh Sanghrajka & Co. LLP.
Chartered Accountants

Principal Bankers

State Bank of India
Bank of India

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LETTER FROM THE CHAIRMAN



Dear Shareholders,

It is my pleasure to welcome you all to the 116th Annual General Meeting and present the Annual Report of your company.

The year gone by marked a pivotal phase in our company's journey a year defined not by metrics, but by mind set. It was a time of reflection, reinvention, and the bold reimagining of our future.

As the external world continues to evolve geopolitically, economically, and technologically we took a step back to ask ourselves a fundamental question: What role must we play in shaping India's future? The answer led us to sharpen our focus on three sectors that lie at the core of national interest and strategic relevance Defence, Nuclear, and Aerospace. These are not just industries of growth, but of purpose.

This strategic shift was not without challenges. In moving away from legacy businesses more exposed to economic cycles, we anticipated short-term impacts. But we viewed them not as setbacks, rather as necessary steps in our transformation. The path to a more focused, resilient, and future-ready organization often requires such recalibration.

Importantly, we began to see encouraging signs of progress. Our renewed priorities are already reshaping our business profile, bringing in projects that are technologically intensive, longer in duration, and more aligned with the direction in which India is heading.

We are also investing in building the organization of tomorrow. A new leadership team has joined our journey professionals with deep domain expertise and a shared belief in our vision. At the same time, we continue to honour the legacy, values, and institutional knowledge that brought us this far. It is this integration of new perspectives and enduring strengths that is fuelling our evolution.

The foundation for our future is now firmly laid. The sectors we have chosen are not only vital to national progress but are also rich with opportunity for innovation and value creation. Our transformation is not a departure from who we are but a return to what we do best.

We move forward with conviction, clarity, and a strong sense of purpose. On behalf of the Board and our teams, I thank you for your continued support and trust. Together, we are building not just a company but a legacy rooted in relevance and readiness for the future.

A handwritten signature in black ink, appearing to read 'Chakor L. Doshi'. The signature is fluid and cursive, with a horizontal line underneath.

Chakor L. Doshi
Chairman



NOTICE

Notice is hereby given that the **116th Annual General Meeting of the members of Walchandnagar Industries Limited** will be held on Thursday, August 14, 2025, at 05.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2025, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 116th Annual General Meeting and, being eligible, offers himself for re-appointment.

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies and confirms the remuneration of Rs. 3,00,000/- (Rupees Three Lacs Only) per annum plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses to M/s. S. R. Bhargave & Co., Cost Accountant, Pune (Regn. No. 000218), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 2026.

RESOLVED FURTHER THAT Mr. G. S. Agrawal, Whole Time Director & Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider the appointment of Secretarial Auditors of the Company and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof for the time being in force, the Consent of the Members of the Company be

and is hereby accorded to appoint M/s. V. N. Deodhar & Co., Practicing Company Secretaries (Firm Regn no. S1986MH002900) a Peer Reviewed Firm, as a Secretarial Auditor of the Company to hold office for a term of 5 consecutive years from Financial Year 2025-26 till 2029-30 to undertake Secretarial Audit of the Company and to submit the Secretarial Audit Report in the prescribed format.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby Authorized to finalize the Remuneration of the Secretarial Auditors in consultation with them and also to make necessary changes in the remuneration as and when required.

RESOLVED FURTHER THAT Mr. G. S. Agrawal, Whole Time Director & Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and approve Resolution for continuous appointment of Dr. Prabhat Kumar, Independent Director of the Company as a Director in the company after completion of 75 years of age, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactments thereof, Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded to Dr. Prabhat Kumar (DIN: 00001683), Non - Executive Independent Director of the Company, who shall continue his directorship as Non - Executive Independent Director of the Company on attaining the age of 75 years on October 08, 2025, onwards.

RESOLVED FURTHER THAT Mr. G. S. Agrawal, Whole Time Director & Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution."

6. To consider and approve appointment of Mr. Giriraj Sharan Agrawal (DIN : 00404340) as an Whole Time Director of the Company and in this regard, to consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any amendment thereto

or re-enactment thereof for the time being in force), and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Giriraj Sharan Agrawal (DIN:00404340) as Whole-time Director of the Company, with the designation as Whole Time Director & Company Secretary for a term of three years commencing from August 02, 2025, on the terms and conditions, including remuneration, as per the details provided in the Explanatory Statement to Item No. 6 of this Notice convening the Annual General Meeting with liberty to the Board of Directors of the Company ("the Board") to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Mr. Giriraj Sharan Agrawal, subject to applicable provisions of the Companies Act, or any amendment thereto or any re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure as the Whole Time Director, Mr. Giriraj Sharan Agrawal be paid the aforesaid remuneration as minimum remuneration for that year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Chirag C. Doshi, Managing Director & CEO of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable."

By order of the Board of Directors

Sd/-

G. S. Agrawal

Whole Time Director & Company Secretary

DIN: 00404340

Registered Office:

3, Walchand Terraces,

Tardeo Road,

Mumbai - 400 034.

CIN: L74999MH1908PLC000291

Tel: 022 – 23612195/96/97

E-mail: investors@walchand.com

Website: www.walchand.com

Date: May 22, 2025

Notes:

- a) The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circulars dated September 19, 2024; September 25, 2023; December 28, 2022; May 5, 2022; December 14, 2021; January 13, 2021; May 05, 2020; April 13, 2020; and April 8, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/ OAVM") on or before September 30, 2025, without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India ("SEBI") vide its circulars dated October 03, 2024; October 07, 2023; January 05, 2023; May 13, 2022; January 15, 2021, May 12, 2020 and other applicable circulars issued in this regard, has provided relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 116th AGM of the Company is being held through VC/OAVM. The deemed venue for the 116th AGM shall be the Registered Office of the Company.

- b) The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act"), relating to the Special Business under Item No. 3, 4, 5 and 6 mentioned above is annexed hereto.
- c) Pursuant to the provisions of the Companies Act, 2013, ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, the requirement of 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 and Attendance Slip are not annexed to this Notice.

However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.

Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered

email address to vndeodhar@gmail.com with a copy marked to evoting@nsdl.co.in.

- d) The name of the RTA has changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024, upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
- e) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- f) The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g) Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (as amended), and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member electronically as well as for e-voting during the AGM will be provided by NSDL.
- h) Members holding shares in Dematerialized Form are requested to intimate immediately any change in their name, postal address, email address, telephone/ mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as follows:
- a) For shares held in electronic form: to their Depository Participants (DPs).
- b) For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023].

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act]

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

- i) SEBI has mandated the Listed Companies to process service requests[#] for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4.

The Form is available on website of RTA at <https://in.mpms.mufg.com/>. [SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024]

Request for 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.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

- j) 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 during the AGM.
- k) Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of the shares and the dividend transferred to the IEPF on the website of the Company (www.walchand.com).
- l) In line with the MCA Circulars the Notice calling the AGM and the Annual Report for the financial year 2025, has been uploaded on the website of the Company at www.walchand.com. It can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com> (agency for providing the Remote e-Voting facility).
- m) In accordance with the MCA Circulars and the relevant SEBI

circulars, the Company is sending this AGM Notice along with the Annual Report for FY 24-25 in electronic form only to those members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Annual Report for FY 24-25 to only those Members who specifically request for the same at investors@walchand.com mentioning their Folio No. / DP ID and Client ID.

- n) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to submit Form ISR-4 along with the share certificates to the Registrar and Share Transfer Agent of the Company for consolidation of the folios and with the requisite KYC documents for consolidating the holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
- o) Relevant documents referred to in the Notice calling the AGM are available for inspection through electronic mode up to the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically upon request for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to investors@walchand.com.
- p) Mr. Chakor L. Doshi (DIN: 00210949) Director of the Company retires by rotation at the 116th Annual General Meeting and being eligible offers himself for re-appointment.

The brief resume, nature of his expertise in specific functional areas, disclosure of relationships between Directors inter-se, Directorships and Memberships of Committees of the Board of Listed entities and shareholding of Non-Executive Directors, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice as **Annexure A**.

- q) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- r) Instructions for attending the e-AGM and e-voting through VC / OAVM are as follows:

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

The remote e-voting period begins on Monday, August 11, 2025, at 09:00 A.M. and ends on Wednesday, August 13, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. August 07, 2025, may cast their

vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 07, 2025.

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="612 777 1476 1038">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="612 1058 1476 1348">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="612 1369 1476 1452">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="612 1473 1476 1783">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.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. 1800-21-09911

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is _____ then user ID is _____001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

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

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

in active status.

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vndeodhar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre, Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to investors@walchand.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to investors@walchand.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders are encouraged to submit their questions in advance with regard to the financial statements or any other matters to be placed at the AGM, from their registered email ID, mentioning their name, DP ID and Client ID number /folio number and mobile number, at least 10 days before the meeting i.e. on or before Monday, August 04, 2025, through email on investors@walchand.com. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to investors@walchand.com between Tuesday, August 05, 2025, (9:00 a.m. IST) and Friday, August 08, 2025, (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

ITEM NO. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, have approved the appointment of M/s. S. R. Bhagave & Co., Cost Accountant, Pune (Regn. No. 000218), as the Cost Auditors for conducting cost audit of the cost records of the Company for the Financial Year ending March 2026, at a remuneration of Rs. 3,00,000/- (Rupees Three Lakhs Only) per annum plus GST as applicable and reimbursement of actual travel and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the Audit of the cost records of the Company for the year ended March 31, 2026.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. V. N. Deodhar & Co., Practicing Company Secretaries, a peer reviewed firm, Mumbai (Firm Regn. No. S1986MH002900), as the Secretarial Auditors of the Company for a term of 5 years commencing from F.Y. 2025-26 till F.Y. 2029-30, subject to the approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, and provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. V. N. Deodhar & Co. has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. V. N. Deodhar & Co. as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item no. 4 of the Notice for

appointment of Secretarial Auditor of the Company for a period of 5 years commencing from FY 2025-26 till FY 2029-30.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5

Pursuant to the provisions of Section 188, Section 197 and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Regulations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Dr. Prabhat Kumar, Non - Executive Director of the Company shall attain the age of 75 years on October 08, 2025. The Company is of opinion that his continuance on the Board as a Non-Executive Director would be of immense benefit to the Company.

In view of the above it is proposed to the Shareholders to consider the proposal for continuation of Directorship of Dr. Prabhat Kumar, Director of the Company, after attaining the age of 75 years.

All the material documents referred to in the Notice and Explanatory Statement such as the statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to Friday, August 08, 2025.

The profile and specific areas of expertise of Dr. Prabhat Kumar and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as **Annexure A**.

The Board recommends the special resolution set forth in this notice for the approval of Members.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, inter alia, provides that "No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

Dr. Prabhat Kumar will be attaining the age of 75 years on October 08, 2025, and hence, as per the requirement of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a

special resolution needs to be passed seeking the approval of the shareholders for continuation of his directorship in the Company after attaining the age of 75 years.

The Board considers that his continued association would be of immense benefit to the Company and is desirable to continue to avail his services as Director of the Company.

Accordingly, consent of the Members is sought by passing Special resolution as set out in Item no. 5 of this Notice. This Explanatory Statement may also be regarded as an appropriate disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The Board of Directors is of the opinion that Dr. Prabhat Kumar, is the person of integrity; possess relevant expertise and vast experience. His association as Non-Executive Independent Director will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your director recommend his continued association beyond October 08, 2025.

Dr. Prabhat Kumar is not holding any shares of the Company.

The brief resume of Dr. Prabhat Kumar, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended is set out in this Notice as **Annexure A**.

Except Dr. Prabhat Kumar, None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 5 of this Notice for approval of the Shareholders.

ITEM NO. 6

On the recommendation of Nomination and Remuneration Committee, Mr. Giriraj Sharan Agrawal (DIN: 00404340), was re-appointed and designated as Whole Time Director of the Company w.e.f. August 02, 2025, by the Board of Directors.

Pursuant to Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2, Brief details of Mr. Giriraj Sharan Agrawal is as follows:

Mr. Giriraj Sharan Agrawal is a Fellow member of the Institute of Company Secretaries of India and has done Masters in Commerce. He is having Experience of more than 4 decades at senior positions in various Private Sector Organizations. He has knowledge and

Experience in Company Secretarial, Legal, Taxation and Finance Functions. Currently, he is working with the company as Whole Time Director & Company Secretary since 2022. He is also associated as Director in Private Limited Company.

The Board is of the view that Mr. Giriraj Sharan Agrawal's appointment as Whole Time Director & Company Secretary will be in the best interest of the Company and recommending his appointment.

The remuneration payable to Mr. G. S. Agrawal shall be determined by the Board from time to time within the maximum limits set forth under the applicable provisions of the Act and as per the Remuneration Policy of the Company. The proposed Remuneration is as follows:

- a) **Salary:**
Up to Rs. 5,00,000/- (Rupees Five Lakhs only) per month.
- b) **Performance Linked Remuneration:**
Up to Rs. 8,00,000/- (Rupees Eight Lakhs only) Per Annum
- c) **Perquisites:**
Mr. Giriraj Sharan Agrawal shall be entitled to furnished / non-furnished accommodation, medical reimbursement, personal accident insurance, Mediclaim policy, company maintained car with Driver, Cell Phone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites, as applicable, to be determined in accordance with the Income-tax Rules, 1962.
- d) Gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- e) Leave Travel Concession; for self and family once in a year to any destination in India up to One month Salary.
- f) Participation in stock option scheme of Walchandnagar Industries Limited as may be approved by NRC.
- g) In the event of absence or inadequacy of profits in any financial year, Mr. Giriraj Sharan Agrawal will be paid the aforesaid remuneration and perquisites as minimum remuneration for that year.
- h) The Board shall have the discretion and authority to modify the foregoing terms of remuneration within, however, the parameters of the applicable provisions of the Companies Act, 2013.
- i) Mr. Giriraj Sharan Agrawal shall be entitled to leave in accordance with the rules of the Company for the time being in force and applicable to senior executives of the Company.
- j) Mr. Giriraj Sharan Agrawal shall also be entitled to be

reimbursed the travelling and entertainment expenses actually and properly incurred by him for business travel for the Company subject to approval by the Managing Director & CEO.

- k) Mr. Giriraj Sharan Agrawal's appointment is for a period of three years which may be determined at any time by three months' advance notice in writing in that regard without the necessity of showing any cause, or in the case of the Company, by payment of three months' salary as compensation in lieu of such notice.
- l) Upon termination, Mr. Giriraj Sharan Agrawal cease to be a Director of the Company.

- m) Mr. Giriraj Sharan Agrawal has furnished to the Company
 - i. Consent to act as Director in DIR-2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014 and
 - ii. Declaration of Non disqualification in DIR 8 pursuant to Section 164 of the Act.

Except Mr. Giriraj Sharan Agrawal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 6 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the shareholders.

Annexure A

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the SEBI (LODR) Regulations and applicable secretarial standards

Name of the Director	Chakor L. Doshi	Dr. Prabhat Kumar	G. S. Agrawal
DIN	00210949	00001683	00404340
Date of Birth & age	Date of Birth: 15.09.1948 Age: 76	Date of Birth: 08.10.1950 Age: 74	Date of Birth: 04.12.1959 Age: 65
Date of Appointment	May 15, 1979	June 17, 2024	August 02, 2022
Nationality	Indian	Indian	Indian
Nature of expertise in specific functional areas	Operations and Management of Large Industries – Industrialist	Nuclear domain - thermal nuclear reactors, fast-breeder reactors and fusion reactors	Company Secretarial, Legal, Taxation and Finance Functions
Qualifications	B. Sc (Mathematics Physics), Bombay University and MS in Operations Research & Industrial Engineering, University of Michigan (USA)	PhD on Mega Project Management & Mechanical Engineering	M.Com and Fellow member of the Institute of Company Secretaries of India.
Relationship with other Directors, Managers and KMPs	Mr. Chirag C. Doshi, Managing Director & CEO is son of Mr. Chakor L. Doshi, Chairman. He is not related to any other Director of the Company.	None	None
Directorship held in other listed entities	Bombay Cycle and Motor Agency Limited	Nil	Nil
Directorship held in other public unlisted companies (excluding foreign companies)	Nil	Nil	Nil
Membership / Chairmanship of Committees of the Board in other listed entities (includes only Audit Committee & Stakeholders Relationship Committee)	Nil	Nil	Nil
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee & Stakeholders Relationship Committee)	Nil	Nil	Nil
Listed entities from which resigned in the past 3 years	Nil	Nil	Nil
Number of meetings of the Board attended during the year	6	5	6

Name of the Director	Chakor L. Doshi	Dr. Prabhat Kumar	G. S. Agrawal
Terms and conditions of Appointment or Re-appointment	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.walchand.com	As per the resolution in Item no. 5 of this Notice, read with the explanatory statement thereto.	As per the resolution in Item no. 6 of this Notice, read with the explanatory statement thereto.
Remuneration last drawn	No remuneration paid other than sitting fees for attending Board/Committee meetings (Rs. 50,000/- per meeting) Not Applicable		Rs. 3,46,250/- per month plus perquisites and ESOP.
Remuneration sought to be paid	Sitting fees for attending Board/Committee meetings (Rs. 50,000/- per meeting) Entitled to sitting fees and remuneration for attending the meetings of the Board and / or Committee(s) where he is the Chairperson / Member, as the case may be, as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and / or as approved by the shareholders, from time to time		As mentioned in the Explanatory statement
Shareholding in the Company	60,800 Equity Shares	Nil	19,950 Equity Shares
Shareholding as a beneficial owner	Nil	Nil	Nil

By order of the Board

Sd/-
G. S. Agrawal
Whole Time Director & Company Secretary
DIN: 00404340

Registered Office:

3, Walchand Terraces,
Tardeo Road,
Mumbai - 400 034.

Date: May 22, 2025

CIN: L74999MH1908PLC000291

Tel: 022 -23612195/96/97

E-mail: investors@walchand.com

Website: www.walchand.com

DIRECTORS' REPORT

To:

The Members of

Walchandnagar Industries Limited

Your directors take pleasure in presenting the 116th Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended March 31, 2025.

1. Financial Results:

The Company's financial performance, for the Year ended March 31, 2025, is summarized below:

	Year ended 31.03.2025 (₹ in Lakhs)	Year ended 31.03.2024 (₹ in Lakhs)
Income:	29,484	32,355
Profit/(Loss) before Depreciation, Interest, Exceptional Item and Exchange currency fluctuations	(3,666)	2,541
Less: Interest	4,390	4,931
Depreciation	1,064	1,480
Add: Exceptional Items (Income)	412	Nil
Profit/(Loss) before Exchange Currency – fluctuations	(8,708)	(3,871)
Less: Exchange Currency Fluctuation Loss /(Gain)	(105)	312
Profit/(Loss) before Tax	(8,603)	(4,183)
Less: Tax (Net)	-	-
Profit/(Loss) after Tax	(8,603)	(4,183)

Profit/(Loss) after Tax includes, provision of Rs. 53.41/- Crores towards cost overrun against the incomplete projects of TNEB and one time provision of Rs. 3.85/- Crores against the arrears of wage increment for workers after execution of wage settlement agreement.

2. Financial Performance & Highlights:

During the year under review, the revenue for the Financial Year 2024-25 was Rs. 29,484/- lakhs as against the previous financial year 2023-24 of Rs. 32,355/- lakhs.

No Material changes and commitments occurred after the close of the year till the date of this Report, which affects the financial position of the Company.

3. SHARE CAPITAL

During the year under review, the Company has made allotment of 51,935 equity shares of Rs. 2/- each to its eligible employees who have exercised their stock options under the prevailing Employee Stock Option Scheme of the Company at regular intervals.

The Company had allotted 2,17,18,023 Fully Convertible Warrants at a price of Rs. 114/- per warrant on a preferential basis to certain identified persons/entities, including the Promoter(s) and Promoter Group in the F.Y. 2023-24. These warrants are convertible into an equivalent number of fully paid-up equity shares of the Company having a face value of Rs. 2/- each.

Out of the total warrants allotted, 93,93,862 warrants were converted into equity shares and were allotted on March 19, 2024.

Further, out of the balance warrants 1,20,00,480 were also converted into equity shares and were allotted on January 01, 2025.

Consequently, the paid-up equity share capital of the Company increased to Rs. 13,49,19,190 divided into 6,74,59,595 equity shares of face value of Rs. 2/- each as on March 31, 2025.

4. Current Period:

The orders on hand as on March 31, 2025, were at Rs. 908.96/- crores as compared to Rs. 938.12/- crores as on March 31, 2024.

5. Exports and Overseas Projects:

During the year under review, the Company achieved an export turnover of Rs. 9.61/- crores as against Rs. 32.03/- Crores, in the previous year. The export orders on hand as on March 31, 2025, are at Rs. 377.22/- Crores.

6. Dividend and Reserves:

During the Year under review, your Company has loss after tax of Rs. (8,603)/- lakhs (includes exceptional item (Income) of Rs. 412/- lakhs). In view of accumulated losses, no dividend is recommended for the Year ending March 31, 2025, by the Board.

7. Subsidiary, Joint Ventures and Associate Companies:

As on March 31, 2025, your Company does not have any Subsidiary, Joint Venture or Associate Company. During the year under review, none of the Companies have become or ceased to be the Company's Subsidiary, Joint Venture and Associate Company.

8. Extract of Annual Return:

Pursuant to Section 92 (3) and Section 134 (3) (a) of the Act as amended read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as on March 31, 2025, is available on the Company's website and the weblink for the same is <https://walchand.com/investors/investor-information/mgt-9/>.

9. Management Discussion & Analysis:

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (Listing Regulations) is enclosed as **Annexure 'A'** to this report.

10. Finance & Accounts:**(i) Fixed Deposits:**

Your Company did not invite or accept deposits from the public during the financial year under review.

(ii) Income Tax Assessments:

Income Tax Assessments u/s 143(3) of the Income Tax Act, 1961, up to assessment year 2024-25 has been completed as on 31.03.2025. During the F.Y. 2024-25 the appeal proceeding before Commissioner of Income Tax for A.Y. 2019-20, A.Y. 2020-21 were completed.

The appeal proceeding before Commissioner of Income Tax (Appeals) for A.Y. 2014-15, A.Y. 2015-16, A.Y. 2016-17, A.Y. 2018-19, were in progress during the F.Y. 2024-25.

11. Human Resources Development:

During the Financial Year 2024-25, as a part of process improvement, the HR Department has upgraded various forms, formats and policies to match the current business requirements. As a part of Health & Wellness, various awareness programs were taken up for the employees at Dharwad and WNR.

As a part of Health and Wellness, various medical checkups were taken up in Dharwad, apart from Periodical Medical Checkup for both men and women like awareness programmes on Eye Care, ESI / Gynecology and First Aid Training were conducted. Also Monitoring of Security Monitoring System to have proper control on Company Security System was conducted in Dharwad.

For employee Engagement, various fun activities were done: During the year under review, your Company had celebrated festivals / occasions like Independence Day, Ganesh Festival, Diwali, Ayudha Pooja, Republic Day, Women's Day and undertaken various activities like Safety

Week, Kabaddi, Carrom, Chess, Slow Bike Race, Cricket for men and Ek Minute for Ladies.

Also Employees were given Long Service Awards, Special Appreciation Awards, Suggestion Scheme Awards, 5S Awards, Safety Speech competition for employees and their children, Antakshari for women employees, Safety Quiz Competition.

For learning and development of members: During the year under review, WNR training team had organized 28 training programs, covering 478 employees and completed training of 125 man-days. Additionally, under the Skill Refresher Training Program, 62 workmen transferred from the Satara unit are currently undergoing on job training.

In Dharwad, the training team successfully organized 8 Training Programmes, 3 Awareness Programmes were conducted by External Professionals and a Timely review of Skill Matrix was carried out.

Hiring:

HR is adopting best hiring practices and is using HRIS for preparing a resume database for developing a strong external pool of talent. Structured Interviews (Competency-Based Interviews) and background checking of new joiners are being implemented for ensuring the hiring of good quality candidates.

The Management has signed MOU with JSS Shri Manjunatheshwara Pvt. ITI Institution, Dharwad.

The true focus of Human Resources Management is motivating, bringing in Best HR Practices & retaining the best talent in the Industry.

12. Directors' Responsibility Statement:

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

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of March 31, 2025 and of the profit/Loss for the Year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv) the Directors have prepared the annual accounts on a going concern basis;
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company with its inherent weaknesses, work performed by the Internal, Statutory and Secretarial Auditors including audit of Internal Financial Controls over financial reporting by Internal/ External Auditors and the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the Year ended on March 31, 2025.

13. Corporate Governance:

Your Directors believe that Corporate Governance is the basis of stakeholder satisfaction. The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance Requirements as set out by the Securities and Exchange Board of India (SEBI). Your Company has obtained a certificate from Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Statutory Auditors, on compliance with Regulation 34 of Listing Regulations read with Schedule V of the Listing Regulations. The Report of Corporate Governance along with Certificate from the auditors of the Company regarding compliance of conditions of corporate governance is enclosed as **Annexure 'B'** to this Report.

14. Corporate Social Responsibility:

The Companies Act, 2013, mandates that every Company who meets certain eligibility criteria needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility activities. In view of losses, statutorily no amount is required to be spent by the Company. However, Corporate Social Responsibility / Employee Welfare / Public Welfare are an integral part of the Company.

Over the years, the Company has taken and continues to take several initiatives to support Environment, Education and Health related activities in order to fulfill its corporate social commitments.

Health Activities:

Your Company had organized Medical Health Check-up camps in WNR for employees wherein 130 have been benefitted and 15 M&S staff for heart-related issues, ECG tests. A lipid profile test was also conducted which have benefitted 125 employees.

Your Company had organized Medical Health Check-up camps in Dharwad for all employees where in 120 employees have been benefitted and Gynecological Health Checkup for women employees were conducted.

Education:

The schools established by the Company continued to impart education up to Higher Secondary grade to children staying in Walchandnagar and nearby villages. Further, Company has provided 100% school fees concession to 7 students of demised workers. The Company also provided 50% school fee concession to 401 children of WIL Employees ward.

Further, the Company has provided 25% fee concession to 18 teachers (SWV and PRI) and WSB employees' wards and 75% fee concession to 47 BCA teachers' wards. 1511 students were insured for Accidental happenings under UNI STUDY CARE Policy of United India Insurance Co. Ltd. Insurance Awareness Camp were organized for Employees by LIC and Bank of India, WNR. Financial Assistance was provided for medical reasons and payment of school fees of needy employees and students was done under BCA CARE Activity.

Environment:

To maintain a pollution free atmosphere and to spread awareness about environmental protection, the Company had undertaken proper care in maintaining the plantations in Walchandnagar.

On occasion of World Environment Day company had undertaken plantation programs and planted 130 various types of plants in Dharwad. Also company has maintained a medicinal Garden.

The CSR Policy is available on the website of the Company and the link for the same is <https://walchand.com/wp-content/uploads/2022/07/Corporate-Restructuring-Policy.pdf>.

15. Energy conservation, Technology absorption & Foreign Exchange:

Pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules 2014, information on conservation of energy, technology absorption, foreign exchange earnings and out-go is enclosed as **Annexure 'C'** to this Report.

16. Personnel:

Employee relations remained harmonious and satisfactory except in Satara during the year and your Board would like to place on record their sincere appreciation for sustained efforts and valued contribution made by all the employees of the Company.

The operations at Satara Plant have been affected since March 20, 2025, in view of violent collective acts of the workmen, as the Company had been trying to accommodate the workers to offer meaningful work to them by relocating them to its other plant at Walchandnagar, Pune District.

17. Directors and Key Managerial Personnel:

1) As on March 31, 2025, the Board of Directors comprised of 6 (six) members, including 1 (one) woman member. The Board has an appropriate mix of Executive Director(s), Non-Executive Non-Independent Director(s) and Independent Directors, which is compliant with the Companies Act, 2013, the SEBI LODR Regulations and is also aligned with the best practices of Corporate Governance.

2) Independent Directors:**a) Declaration by Independent Directors:**

Your Board has reviewed the declarations made by the Independent Directors and is of the view that they meet the criteria of Independence as provided in Section 149 of the Companies Act, 2013 and Rules made there under and Regulation 16 (1) of Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

3) Retirement by rotation:

Pursuant to Article 86 of the Articles of Association of the Company and Section 152 of the Companies Act, 2013, Mr. Chakor L. Doshi is due to retire by rotation at the 116th Annual General Meeting and being eligible, has offered himself for re-appointment.

Brief profile of the proposed appointees together with other disclosures in terms of Regulation 36 (3) of the Listing Regulations are mentioned in the Notice of Annual General Meeting which is a part of this Annual Report.

4) Continuous appointment of Dr. Prabhat Kumar (DIN: 00001683), Independent Director of the company as a Non-Executive Independent Director in the company after completing age of 75 years:

Regulation 17 (1A) of the LODR Regulations, provides that listed entities shall not appoint or continue the

directorship of any person who has attained the age of 75 Years, unless approval of the shareholders is obtained by way of Special Resolution.

Dr. Prabhat Kumar, Non-Executive Independent Director of the Company shall attain the age of 75 years on October 08, 2025, therefore the Board of Directors have recommended his continuance on the Board as a Non-Executive Independent Director, in their Board Meeting held on May 22, 2025.

5) Re-Appointment of Executive Director:

As per the provisions of the Companies Act, 2013, Mr. Giriraj Sharan Agrawal (DIN:00404340) was re-appointed as Whole Time Director designated as Whole Time Director & Company Secretary of the Company in the Board Meeting held on May 22, 2025, for a term of three years commencing from August 02, 2025.

6) Key Managerial Personnel:

Pursuant to the provisions of Section 203 of the Act, Mr. Chirag C. Doshi, Managing Director & CEO and Mr. G. S. Agrawal, Whole-time Director & Company Secretary, are the Key Managerial Personnel of the Company as on March 31, 2025. Mr. Sandeep Jain, Chief Financial Officer has resigned from the company w.e.f. February 28, 2025, due to health issues. Mr. Nishant Saigal was appointed as CFO (w.e.f. April 14, 2025) of the Company in the Board Meeting held on February 06, 2025.

18. Number of Meetings of the Board:

The Board met six (6) times during the year from April 01, 2024 to March 31, 2025, on May 28, 2024; July 15, 2024; August 07, 2024; November 14, 2024; February 06, 2025 and March 04, 2025.

19. Committees of the Board:

Your Company has several Committees which have been constituted in compliance with the requirements of the relevant provisions of applicable laws and statutes.

➤ **Audit Committee** which comprises of two Independent Directors i.e. Mr. Jayesh Dadia (Chairman of Committee) and Mrs. Rupal Vora (Member) w.e.f. August 15, 2024 and Chairman, Mr. Chakor L. Doshi (Member).

➤ **Stakeholders Relationship Committee** which comprises of two Independent Directors i.e. Mrs. Rupal Vora (Chairperson of Committee) w.e.f. August 15, 2024 and Mr. Jayesh Dadia (Member) and Chairman, Mr. Chakor L. Doshi (Member).

- **Nomination & Remuneration Committee** which comprises of two Independent Directors i.e. Dr. Prabhat Kumar (Chairman of Committee) w.e.f. August 15, 2024 and Mrs. Rupal Vora (Member) and Chairman, Mr. Chakor L. Doshi (Member).
- **Corporate Social Responsibility Committee** which comprises of an Independent Director, Mrs. Rupal Vora (Chairperson of Committee), Managing Director & C.E.O., Mr. Chirag C. Doshi (Member) and Chairman, Mr. Chakor L. Doshi (Member).

20. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared. The Performance Evaluation of the Independent Directors was completed. Independent Directors Meeting/ Board Meeting considered the performance of Non-Independent Directors and the Committees and Board as a whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Nomination & Remuneration Committee has determined a process for evaluating the performance of every Director, Committees of the Board and the Board as a whole on an annual basis.

21. Vigil Mechanism:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, in compliance with Section 177 of the Companies Act, 2013 and the Listing Regulations, the Board of Directors have formulated a Whistle Blower Policy to report genuine concerns or grievances. Protected disclosures can be made by a whistle blower through an e-mail, or telephone line or a letter to the Chairman of the Audit Committee or the Company Secretary of the Company or any member of the Audit Committee. The Policy on vigil mechanism / whistle blower policy may be accessed on the Company's website at the link <https://walchand.com/wp-content/uploads/2022/07/Whistleblower-Policy.pdf>.

22. Particulars of Employees Remuneration:

- (A) The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197 (12) of the Companies Act, 2013, read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this Report as **Annexure 'D'**.

- (B) The information as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided upon the request by any member of the Company. In terms of Section 136 (1) of the Companies Act, 2013, the Report and the Accounts are being sent to the members excluding the said Annexure. Any member interested in obtaining copy of the same may write to the Company Secretary at the Registered Office of the Company. Upon such request, information shall be furnished.

23. Particulars of Contracts and Arrangements with Related Parties:

All Contracts/ arrangements/ transactions entered into by the Company during the Financial Year under review with related parties were on an arm's length basis and in the Ordinary Course of Business. There were no materially significant related party transactions which could have potential conflict with the interest of the Company at large. During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

All Related Party Transactions were placed before the Audit Committee for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at <https://walchand.com/wp-content/uploads/2022/07/Related-Party-Transaction-Policy.pdf>.

Your Directors draw attention to Note no. 50 to the Financial Statements which sets out related party disclosures.

24. Nomination & Remuneration Policy:

The Board has framed a policy on the recommendation of the Nomination & Remuneration Committee, which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection, appointment and remuneration of Board Members / Key Managerial Personnel and other senior employees.

Objectives:

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013, read along with the applicable rules thereto and Regulation 19 of the Listing Regulations.

The Key Objectives of the Committee are:

- a) to formulate guidelines in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

- b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) to recommend to the Board, the Remuneration payable in whatever form to all the Directors, Key Managerial Personnel and Senior Management.

Role of Committee:

The role of the Committee is explained in the Corporate Governance Report.

Nomination Duties:

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness.
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013 and SEBI Guidelines.
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- d) Determining the appropriate size, diversity and composition of the Board.
- e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board.
- f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan.
- g) Evaluating the performance of the Board and Independent Directors.
- h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of law and their service contract.
- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee.
- j) Recommend any necessary changes to the Board.
- k) Considering any other matters as may be requested by the Board.
- l) For every appointment of an Independent Director, the Committee to evaluate the balance of skills, knowledge and experience on the Board and on the

basis of such evaluation, prepare a description of the role and capabilities required by an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a) use the services of external agencies, if required;
- b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c) consider the time commitments of the candidates.

Remuneration Duties:

The duties of the Committee in relation to remuneration matters include:

- a) to consider and determine the Remuneration Policy, based on the performance and also bear in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) to approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) to consider any other matters as may be requested by the Board.
- e) to consider and recommend to the Board, professional indemnity and liability insurance for Directors and senior management.

The Nomination and Remuneration policy is available on the website of the Company and the weblink for the same is <https://walchand.com/wp-content/uploads/2022/07/Nomination-Remuneration-Committee-Policy.pdf>.

25. Risk Management:

Risk Management policy was approved in the Board Meeting wherein all material risks faced by the Company were identified and assessed. For each of the risks identified, corresponding controls were assessed and policies and procedures were put in place for monitoring, mitigating and reporting risk on a periodic basis.

26. Internal Financial Control Systems:

Details of the Internal Financial Control Systems is explained in the "Management Discussion and Analysis" which is enclosed as **Annexure 'A'** to this report.

27. Insurance:

The properties, stock, stores, assets, etc. belonging to the Company continue to be adequately insured against fire, riots, civil commotion, etc.

28. Dematerialization of Shares:

The Company's shares are listed on BSE Limited and National Stock Exchange of India Ltd. and the Company's Registrar and Share Transfer Agent has connectivity with National Securities Depository Ltd. & Central Depository Services (India) Ltd. The ISIN is INE711A01022. As on March 31, 2025, total dematerialized equity shares are 6,70,93,235 representing 99.46%. The Company allotted 1,20,00,480 shares on January 01, 2025, for which trading approval were effective from April 01, 2025 and as on March 31, 2025, company allotted those shares in Demat form only.

29. Company's Website:

Your Company has its website namely www.walchand.com. The website provides detailed information about the business activity, location of its offices and all other information as required under SEBI (LODR) Regulations. The Quarterly Results, Annual Reports, Shareholding Pattern, Integrated Governance, Integrated Financials and Investor Presentations, all other communication with the Stock Exchanges and various policies are placed on the website of the Company and the same are updated periodically.

30. Means of Communication:

The Company has designated investors@walchand.com as an email id for the purpose of registering complaints by investors and has displayed the same on the website of the Company.

31. Auditors and Auditor's Report:

Statutory Auditor:

M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, were appointed in the 113th Annual General Meeting (AGM) as the Statutory Auditors of the Company to hold office from the conclusion of the 113th AGM until the conclusion of the 118th AGM.

Auditors Report:

The notes forming part of the accounts referred in the Auditors' Report are self explanatory and give complete information. There are no qualifications, reservation or adverse remarks made by the Statutory Auditors in the Audit

Report. However, matter of emphasize are pointed out by the Auditors.

Cost Auditors and Cost Audit Report:

M/s. S. R. Bhargave & Co., Cost Accountants have been duly appointed as the Cost Auditors for conducting Cost Audit in respect of products manufactured by the Company which are covered under the Cost Audit Rules for current financial year ending March 2026. They were also the Cost Auditors of the Company for the previous year ended March 2025. As required by Section 148 of the Companies Act, 2013, necessary resolution has been included in the Notice convening the Annual General Meeting, seeking ratification by the Members to the remuneration proposed to be paid to the Cost Auditors for the financial year ending March 2026.

The Cost Audit Reports for the financial year ended March 2025, will be filed within the stipulated time i.e. on or before September 30, 2025.

Secretarial Auditor and Secretarial Audit Report:

Pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations and Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board at its meeting held on May 22, 2025, based on the recommendation of the Audit Committee, has approved the appointment of M/s. V. N. Deodhar & Company, Practicing Company Secretary, a peer reviewed firm, Mumbai (Firm Registration No. S1986MH002900) to conduct Secretarial Audit of the Company for a period of 5 consecutive years commencing from FY 2025-26 till FY 2029-30, subject to the approval of the Members at the ensuing Annual General Meeting and to submit the Secretarial Audit Report in the prescribed format. The Secretarial Audit Report for the year ended March 31, 2025, is annexed herewith marked as **Annexure 'E'** to this Report. No observations/ qualifications/ reservations/ adverse remarks were made by M/s. V. N. Deodhar & Company, Secretarial Auditors of the Company in their report.

Reporting of Frauds by Auditors:

During the year under review, the Statutory Auditors, the Secretarial Auditors or the Cost Auditors have not reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which needs to be mentioned in the Board's Report.

32. Particulars of Loans, Guarantees or Investments by Company:

Particulars of Loans given, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, are provided in the notes to the

Financial Statements (Please refer Notes to the Financial Statements).

33. Employees Stock Option Scheme:

With the perspective of promoting the culture of ownership and to attract, retain, motivate and incentivize senior as well as critical talent, the Company has approved "WIL - Employees Stock Option Plan 2020".

The Nomination and Remuneration Committee inter alia administers and monitors Employees' Stock Option Scheme of the Company and from time to time, grants stock options to the employees.

The Scheme is in line with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, and there has been no material change to the plans during the Financial Year 2024-2025.

The details of the 2020 Plan form part of the Notes to accounts of the financial statements in this Annual Report.

34. Prevention of Sexual Harassment of Women at Workplace:

Your Company has in place "Prevention of Sexual Harassment Policy" in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

35. Secretarial Standards:

The Directors state that the Company has in place proper systems to ensure compliance with all the provisions of the applicable secretarial standards issued by The Institute of the Company Secretaries of India and such systems are adequate and operating effectively.

36. Familiarization Programme for Independent Directors:

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth which would facilitate their active

participation in managing the Company, the Company arranges familiarization programmes for Independent Directors. The details of such familiarization programmes for Independent Directors are posted on the website of the Company viz. <https://walchand.com/wp-content/uploads/2025/07/FAMILIARIZATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf>.

37. General:

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. No significant or material orders were passed by the Regulators/ Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

38. Acknowledgement:

Your Directors wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Your Directors also place on record their sincere appreciation for the assistance and co-operation received from the banks, financial institutions, customers, suppliers and the shareholders from time to time.

For & on behalf of the Board of Directors

Sd/-
Chirag C. Doshi
Managing Director & CEO
DIN: 00181291

Sd/-
G. S. Agrawal
Whole Time Director & Company
Secretary
DIN: 00404340

Registered Office:
3, Walchand Terraces,
Tardeo Road, Mumbai - 400 034.

Date: May 22, 2025



Annexure 'A' to Director's Report

MANAGEMENT DISCUSSION ANALYSIS REPORT

FY 2024-25: The Turning Point — A Story of Strategic Clarity

This past year marked a defining chapter in our company's journey one of introspection, strategic clarity, and decisive transformation. As we took a step back to reassess our business portfolio, it became increasingly evident that the world around us was changing rapidly and irreversibly.

The global landscape is being reshaped by tectonic shifts: evolving geopolitical equations, the race toward energy independence and sustainability, and a renewed global emphasis on space exploration. And in this dynamic context, we asked ourselves a fundamental question:

What role must we play in the next decade of India's growth?

The answer was clear - Defence, Nuclear, and Aerospace sectors that lie at the very heart of national interest, future readiness, and technological excellence emerged as our new compass. This was not just a strategic pivot; it was a return to our roots, to what we do best. It became clear that our new identity is already embedded in our DNA Defence, Nuclear, Aerospace.

This strategic shift wasn't without its challenges. Our revenues, when compared to the previous year, saw a dip largely driven by the slowdown in our Foundry business, which has historically been linked to cyclical sectors like machine tools and automotive. But this short-term headwind was not unexpected; in fact, it was a signal - that the time had come to reallocate resources, redefine priorities, and reimagine the future.

More importantly, the early green shoots of our DNA strategy began to show. The contributions from our Defence, Nuclear, and Aerospace businesses not only grew in revenue terms (YoY Growth of 12%) but also started to reshape our profitability profile (YoY Growth of 64%) - higher value, longer-term projects with strategic relevance and technological depth. DNA businesses contribution to the overall revenue went from 30% in F.Y. 23-24 to 39% in F.Y. 24-25. This trend will continue going forward.

Market Outlook: At the Edge of a New Era

As we look ahead, we believe we are at the cusp of an inflection point - not just as a country, but as a company too.

Defence: Shaped by Geopolitics, Driven by Resolve

Defence, in the 21st century, is not just about military parity it is about Strategic Sovereignty. The India - Pakistan skirmishes in the recent past, are emblematic of a new strategic posture - measured, assertive, and technologically enabled.

More importantly, it underscored the critical role of indigenous platforms like Akash, surveillance systems, and rapid manufacturing turnaround all essential in today's short-cycle, high-stakes engagements.

From Import Dependence to Indigenous Dominance

The Government's push for Atmanirbhar Bharat in defence is not simply a slogan; it is a tectonic policy shift backed by:

- Over ₹1 lakh crore in annual defence procurement allocated for domestic manufacturers
- A growing list of import bans on platforms and components now reserved for Indian industry
- Institutional support from DRDO, HAL, and armed forces to develop private sector capabilities
- A bold export vision: to grow from \$2 billion to over \$5 billion in defence exports by 2027

In **Nuclear Energy**, the urgency of climate action and net-zero commitments is accelerating India's investment in clean baseload power with a target to achieve 100 GW by 2047. Unlike transient energy transitions, nuclear represents a long-term national commitment one where we are already a trusted player.

In Aerospace, India's ambitions are no longer aspirational they are operational. From lunar missions to satellite constellations, the scale of our space agenda is expanding rapidly, demanding deeper private sector participation. We are not just observers in this story we are contributors.

The Decade Ahead: Our Time to Build

What lies ahead is more than just a growth cycle it is a nation-building opportunity. As India's ambitions rise, so must its industrial capabilities, and we are proud to be at the centre of this transformation.

The coming decade will be defined by resilience, innovation, and strategic relevance. And with Defence, Nuclear, and Aerospace as our foundation, we are ready to build not just products or projects, but the future of Indian industry.

Our DNA is now going to be Defence, Nuclear & Aerospace - Our direction.

Notable Achievements

Yet even amidst this transition, we saw glimpses of what's to come. Our Centrifugal division seized favourable market dynamics and delivered an outstanding performance, both in terms of top line (YoY Growth of 36%) and margin expansion (YoY Growth of 60%).

During the year, company was able to secure orders worth Rs. 248.50/- Crores with the largest order coming from Crushing & Grinding Business of Rs. 55.46/- Crores. During Q-3, company had secured order worth Rs. 46.47/- Crores (USD 5.60 Mio) for supply of huge 64 meter long HF Kiln, the longest in the world.

Equity infusion of Rs. 247.59/- Crores with money being received largely by Jan 2025, company planned major capex upgradation of Rs. 84/- Crores. All major long lead machines are ordered & shall be

capitalised and will start functioning from Q1 to Q3 of F.Y. 25-26.

Out of the planned cash flow Rs. 84/- Crores, Rs. 38.49/- Crores are already utilised & balance Rs. 45.51/- Crores are planned to be utilised by Q-3 of this Financial Year.

Performance Overview

Summary of the revenue & profitability for F.Y. 2024-25 as compared to previous financial year is tabulated below:

Particulars	FY 2024-25	FY 2023-24
Total Income	29,483.71	32,355.49
EBIDTA (Before Exceptional Items & Exchange Currency fluctuations)	(3,666.25)	2,540.99
EBIDTA (After Exceptional Items & Exchange Currency fluctuations)	(3,149.08)	2,228.76
Profit / (Loss) Before Tax (PBT)	(8,602.95)	(4,183.00)
Profit / (Loss) After Tax (PAT)	(8,602.95)	(4,183.00)
Cash Profit / (Loss) (Including Exceptional Items)	(8,618.11)	(3,179.65)
Cash Profit / (Loss) (Excluding Exceptional Items)	(9,030.57)	(3,179.65)
Fully diluted EPS	(14.73)	9.04
Cash Profit = PAT+ Depreciation + Provision for doubtful debts (excl. bad debts)		

(All figures in INR lakhs except EPS, which is an absolute number)

WIL has a healthy order book of Rs. 909/- Crore as on 31st March, 2025. Out of the new orders booked in F.Y. 25 (Rs. 248.50/- Crores), the highest numbers came from Crushing & Grinding Business (Rs. 55/- Crore) followed by Aerospace (Rs. 42/- Crores), Gear (Rs. 41/- Crores) and Centrifugal (Rs. 41/- Crores). The order portfolio is quite well balanced at the moment with 52% by value coming from strategic businesses and the rest from Product Businesses. It will be your company's topmost priority to grow the order book even further in F.Y. 26. Factors like near to mid-term probability for scaling up of new missile programs, diversification of industry base in Crushing & Grinding Solutions, deepening relationship with DRDO and NPCIL would aid in the same laying the base for scaling up of the revenue in the period ahead. There is also a lot of emphasis going to be laid on exports with the current geopolitical situation opening up new opportunities.

Human Resources: Rebuilding for the Future: Balancing Legacy with New Leadership

As part of our strategic transformation journey, we have embarked on a bold initiative to rebuild our organization by blending the strength of our existing talent and culture with a fresh infusion of leadership from outside. This deliberate move reflects our belief in the power of "the best of both worlds."

To drive this evolution, we have made five key leadership hires President of Manufacturing, Chief Human Resources Officer (CHRO), Chief Financial Officer (CFO), Vice President of Aerospace & Defence, and Head of the Project Management Office (PMO). Each brings deep domain expertise, diverse perspectives, and a track record of delivering impact in complex, high-growth environments.

At the same time, we remain deeply committed to preserving the unique culture and institutional knowledge that have been the bedrock of our success. Our legacy teams continue to play a central role in shaping the company's future, ensuring continuity, stability, and a strong sense of purpose.

This integration of new leadership with existing talent is not just about structural change it's about creating a dynamic, high-performing organization capable of scaling innovation, operational excellence, and resilience. Together, we are building a culture that honours our past while propelling us toward a bold, ambitious future.

Risk Management & Control

Organizational transformations inherently carry risk, particularly around change management and execution timelines. Resistance to change, misaligned stakeholder expectations, and inadequate communication can derail momentum and lower morale. Delays in execution often stem from underestimating the complexity of integrating new processes, systems, or structures. To mitigate these risks, clear governance, phased implementation, and continuous stakeholder engagement have been put in place to monitor and take corrective action.

Cautionary Statement

The statements in the "Management Discussion and Analysis Report" describe your Company's objectives, projections, expectations, estimates or forecasts which may be "forward-looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied therein due to risks and uncertainties. Important factors that could influence the Company's operations, inter alia, include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in Government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

ANNEXURE 'B' TO DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE:

(1) A brief statement on Company's philosophy on Code of Governance:

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organisation.

The Company is committed to effective Corporate Governance practices and continues to benchmark its internal systems and policies within accepted standards so as to facilitate the creation of long term value for all its stakeholders.

The Company has Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee, Finance Committee, Corporate Social Responsibility Committee, Committee of Independent Directors, Allotment Committee and these Committees report to the Board of Directors about the tasks assigned to them.

The Board of Directors fully support and endorse Corporate Governance practices as enunciated in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

(2) Board of Directors:

As on March 31, 2025, the Board of Directors comprised of a Non-Executive Chairman, a Managing Director & CEO, a Whole-Time Director and 3 Non-Executive Independent Directors including a Woman Director. The composition of the Board of Directors is in conformity with the relevant provisions of the Companies Act, 2013, (Companies Act) and SEBI Listing Regulations.

The Non-Executive Directors are professionals and have vast experience in the fields of industry operations, accounts, finance, taxation, administration, management and Research & Development, bringing a wide range of expertise and experience to the Board.

As required under the Listing Regulations, 2015, the Directors Report' includes the Report on "Management Discussion and Analysis" as **Annexure 'A'** to Directors' Report. The Board Members are presented with proper notes along with the Agenda papers 7 days / 2 days in advance before the meeting. Information covering the matters listed as per Regulation 17 read with Part A of Schedule II of SEBI Listing Regulations is provided to the Board as a part of Agenda papers.

The details of Directors on the Board of the Company during the Financial Year from April 01, 2024 to March 31, 2025 are given below:

Information on Board of Directors

Name of Director	Category / Designation	No. of Board Meetings held	Attendance (01.04.24 to 31.03.25)		No. of Directorships in other Public Ltd Cos #	Chairmanship / Membership of Committees in other Public Ltd Cos. \$\$		No. of Shares held by Directors	Remuneration paid / payable to Directors (₹ in Lakhs)			
			Board Meetings	Last AGM		Chairmanship	Membership		Sitting Fees	Salaries & Perquisites	Commission	Total
Mr. Chakor L. Doshi §	C – NED	6	6	Yes	1	0	0	60,800	7.50	-	-	7.50
*Dr. Anil Kakodkar	I - NED	3	3	Yes	2	0	0	0	4.00	-	-	4.00
**Dr. Prabhat Kumar	I – NED	5	5	Yes	0	0	0	0	3.00	-	-	3.00
Mrs. Rupal Vora	I - NED	6	6	Yes	8	4	4	0	6.50	-	-	6.50
Mr. Jayesh Dadia	I-NED	6	6	Yes	1	0	0	0	6.00	-	-	6.00
Mr. Chirag C. Doshi §	MD & CEO	6	6	Yes	1	0	2	17,290	-	127.29	-	127.29
Mr. G. S. Agrawal	WTD	6	6	Yes	0	0	0	19,950	-	60.58	-	60.58

Notes:

1. "C-NED" Chairman – Non-Executive Director "NED" Non-Executive Director
 "I-NED" Independent Non-Executive Director "MD & CEO" Managing Director & Chief Executive Officer
 "WTD" Whole Time Director
2. The Board meets at least once in a quarter to review the quarterly performance and the financial results and other items on the agenda, which are circulated to all the Directors 7 days in advance except items of Agenda which are in the nature of Unpublished Price Sensitive Information which are circulated 2 days in advance. During the Financial Year from April 01, 2024, to March 31, 2025, Six Board Meetings were held on May 28, 2024; July 15, 2024; August 07, 2024; November 14, 2024; February 06, 2025 and March 04, 2025 and the maximum gap between two Board meetings did not exceed 120 days.
3. All the Board and Committee meetings were held through audio-visual means except the meetings held on May 28, 2024, which was held physically.
4. There was no other pecuniary relationships or transactions of Non-Executive Directors with the Company.
5. * Dr. Anil Kakodkar ceased to be a Director of the Company on completion of his 2nd term of appointment on August 14, 2024.
6. ** Dr. Prabhat Kumar was appointed as Non-Executive Independent Director of the Company w.e.f. June 17, 2024.

Excludes Directorship in Private Limited Companies which are not subsidiaries of Public Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

\$\$ Figures include Committee positions in Audit Committee and Stakeholders Relationship Committee only.

§ Except Mr. Chirag C. Doshi, Managing Director & CEO, son of Mr. Chakor L. Doshi, Chairman, no other directors have any inter-se relationship with the other Directors of the Company.

Core skills/ expertise/ competencies available with the Board:

The following skills/ expertise/ competencies have been identified by the Board of Directors as required in the context of the Company's aforesaid business (es) for it to function effectively and those available with the Board as a whole:

- a) Financial / Taxation Skills
- b) Legal / Regulatory Skills
- c) Leadership / Operational Experience
- d) Board Service and Governance
- e) Strategic Planning / Risk Management
- f) Industry / Business Experience
- g) Global Business

Following are the details of the Director w.r.t. their Directorships in listed entities, category of Directorship and their area(s) of expertise:

Sr. No.	Name of the Director	Directorship held in other listed entities	Area of Expertise	Category of Directorship
1.	Mr. Chakor L. Doshi	Bombay Cycle & Motor Agency Limited	a) Leadership / Operational Experience b) Board Service and Governance c) Strategic Planning / Risk Management d) Industry / Business Experience e) Global Business	Non-Executive Director

Sr. No.	Name of the Director	Directorship held in other listed entities	Area of Expertise	Category of Directorship
2.	Mrs. Rupal Vora	Geecee Ventures Limited Saraswati Commercial (INDIA) Limited Winro Commercial (INDIA) Limited Aarti Pharmalabs Limited Sanatan Textiles Limited	a) Financial / Taxation Skills b) Legal / Regulatory Skills c) Board Service and Governance d) Strategic Planning / Risk Management	Non-Executive – Independent Director Non-Executive – Independent Director Non-Executive – Independent Director Non-Executive – Independent Director Non-Executive – Independent Director
3.	Mr. Jayesh Dadia	Elegant Marbles & Grani Industries Limited	a) Financial / Taxation Skills b) Board Service and Governance c) Legal / Regulatory Skills d) Strategic Planning / Risk Management	Non-Executive – Independent Director
4.	Dr. Prabhat Kumar	-	a) Leadership / Operational Experience b) Board Service and Governance c) Industry / Business Experience d) Global Business e) Strategic Planning / Risk Management	-
5.	Mr. Chirag C. Doshi	Bombay Cycle & Motor Agency Limited	a) Financial / Taxation Skills b) Leadership / Operational Experience c) Board Service and Governance d) Strategic Planning / Risk Management e) Industry / Business Experience f) Global Business	Chairman & Managing Director
6.	G. S. Agrawal	-	a) Financial / Taxation Skills b) Legal / Regulatory Skills c) Board Service/ Corporate Governance / Compliance d) Strategic Planning / Risk Management	-

Details of familiarization programme for Independent Directors are available on the website of the Company and can be accessed through web link <https://walchand.com/wp-content/uploads/2025/07/FAMILIARIZATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf>.

Board of Directors confirm that in their opinion, Independent Directors fulfill the conditions specified in SEBI Listing Regulations and are independent of the management.

Code of Conduct:

The Board adopted Code of Conduct for the Board Members and Senior Management of the Company. The said Code of Conduct is posted on the Website of the Company www.walchand.com.

All Board members and Senior Management personnel have affirmed compliance with the Code on an annual basis and a declaration to this effect by Managing Director and CEO is attached to this report.

CEO/CFO Certification:

As required under Regulation 17 (8) of SEBI Listing Regulations, Managing Director & CEO and Chief Financial Officer of the Company have certified to the Board on the financial statements for the period ended March 31, 2025.

(3) Audit Committee:

Brief description of Terms of Reference:

The terms of reference of Audit Committee of the Company inter-alia includes the following:

- 1) Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending to the Board the appointment, re-appointment, remuneration and terms of appointment of auditors of the Company.
- 3) Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval.
- 4) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 5) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- 6) To approve transactions and subsequent modification(s) of the transactions of the Company entered with related parties.

- 7) To scrutinize inter-corporate loans and investments of the Company.

Composition and Attendance at meetings:

As on March 31, 2025, Audit Committee of the Board comprises of 3 Non-Executive Directors namely Mr. Jayesh Dadia, Mrs. Rupal Vora and Mr. Chakor L. Doshi, out of which two are Independent Directors. Mr. Jayesh Dadia is the Chairman of the Audit Committee and the requirement as given under Section 177 of the Companies Act, 2013, and Regulation 18 of SEBI Listing Regulations, have been complied with.

The Committee is authorized by the Board in the manner as envisaged under Regulation 18 (2) (c) of SEBI Listing Regulations, as amended.

The Committee has been assigned task under Regulation 18 read with Part C of Schedule II of SEBI Listing Regulations, as amended. The Committee reviews the information as listed under Regulation 18 read with Part C of Schedule II of SEBI Listing Regulations, as amended.

Attendance of Directors at the Audit Committee Meeting held during the Financial Year under review:		
Name of Director	No. of Meetings held	No. of Meetings attended
Mr. Jayesh Dadia	4	4
*Dr. Anil Kakodkar	2	2
Mr. Chakor L. Doshi	4	4
**Mrs. Rupal Vora	3	3

* Dr. Anil Kakodkar ceased to be a member of the Committee w.e.f. August 14, 2024, due to completion of his 2nd term as an Independent Director.

** Audit Committee was reconstituted on August 15, 2024 and Mrs. Rupal Vora was elected as the Member of the Committee w.e.f. August 15, 2024.

Four Audit Committee Meetings were held during the Financial Year 2024-25 on May 28, 2024; August 07, 2024; November 14, 2024 and February 06, 2025.

The necessary quorum was present for all the meetings.

Mr. Jayesh Dadia, Chairman of the Audit Committee was present at the Annual General Meeting held on August 14, 2024, through Video Conferencing.

Managing Director & CEO, Chief Financial Officer, Statutory Auditors and Chief Internal Auditor are the permanent invitees of the Audit Committee. Other members of the Senior Management have attended when invited to the meetings. The Cost Auditor is invited to attend the Meeting

of the Audit Committee when the Cost Audit Report is placed before the Committee. Mr. G. S. Agrawal, Whole Time Director & Company Secretary attended the meetings as a Secretary of the Committee. All the members of the Audit Committee are financially literate and possess the requisite accounting and related financial management expertise.

(4) Nomination & Remuneration Committee:

Brief description of Terms of Reference:

The terms of reference of Nomination & Remuneration Committee of the Company inter-alia includes the following:

- a) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- b) To recommend to the Board, a policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- c) Formulate criteria for evaluation of Independent Directors and the Board of Directors.
- d) To devise a policy on Board diversity.
- e) Identify persons who are qualified to become Directors and who may be appointed as Senior Management in accordance with the criteria laid down in this policy.
- f) To recommend to the Board, the appointment and removal of Directors and Senior Management.
- g) To carry out evaluation of Director's performance and recommend to the Board appointment/ removal based on his/ her performance, against the criteria laid down.
- h) To recommend to the Board, remuneration in whatever form payable to Senior Management.
- i) For every appointment of an independent director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may (a) use the services of external agencies, if required; (b) consider candidates from a wide range of backgrounds having due regard to diversity; and (c) consider the time commitments of the candidates.

Composition and Attendance at meetings:

As on March 31, 2025, Nomination & Remuneration Committee of the Board comprises of Mr. Chakor L. Doshi

and two Independent Directors viz., Mrs. Rupal Vora and Dr. Prabhat Kumar. Dr. Prabhat Kumar is the Chairman of the Committee. Mr. G. S. Agrawal, Whole Time Director & Company Secretary acts as the Secretary to the Nomination & Remuneration Committee.

Attendance of Directors at the Nomination & Remuneration Committee Meeting held during the Financial Year under review:

Name of Director	No. of Meetings held	No. of Meetings attended
*Dr. Anil Kakodkar	2	2
Mr. Chakor L. Doshi	4	4
Mrs. Rupal Vora	4	4
**Dr. Prabhat Kumar	2	2

* Dr. Anil Kakodkar ceased to be a Member of the Committee w.e.f. August 14, 2024, due to completion of his 2nd term as an Independent Director.

** Nomination & Remuneration Committee was reconstituted on August 15, 2024 and Dr. Prabhat Kumar was appointed as the Chairman of the Committee w.e.f. August 15, 2024.

Four Nomination & Remuneration Committee Meetings were held during the Financial Year 2024-25 on May 12, 2024; May 28, 2024; February 06, 2025 and March 17, 2025. The necessary quorum was present at the meeting.

Performance evaluation criteria for Independent Directors:

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

Nomination & Remuneration Policy:

Nomination and Remuneration Policy is available on the website of the Company and the weblink for the same is <https://walchand.com/wp-content/uploads/2022/07/Nomination-Remuneration-Committee-Policy.pdf>.

Non-Executive Directors have not drawn any remuneration from the Company except as mentioned in Item no. 2 above. The total amount of sitting fees paid to Non-Executive Directors during the year was Rs. 27/- Lakhs.

Details of remuneration paid to Executive Director:

The details of remuneration paid / provided for Mr. Chirag C. Doshi for the Financial Year 2024-25 is as follows:

Amount paid / payable (₹ in Lakhs)

Details	Mr. Chirag C. Doshi Managing Director & CEO
Salary	109.20
Perquisites	8.00
Contribution to P.F. and Superannuation	7.20
Gratuity	2.88
Commission	-
Total	127.29

The additional information in respect of Mr. Chirag C. Doshi, Managing Director & CEO is as under:

Service Contract	: Three Years
Notice Period	: Six Months.
Severance fees	: Not Applicable.
Stock options	: Not Applicable.

The details of remuneration paid / provided for Mr. G. S. Agrawal for the Financial Year 2024-25 is as follows:

Amount paid / payable (₹ in Lakhs)

Details	Mr. G. S. Agrawal Whole Time Director & Company Secretary
Salary	41.55
Perquisites	17.04
Contribution to P.F. and Superannuation	-
Gratuity	1.99
Commission	-
Total	60.58

The additional information in respect of Mr. G. S. Agrawal, Whole Time Director & Company Secretary is as under:

Service Contract	: Three Years
Notice Period	: Six Months.
Severance fees	: Not Applicable.
Stock options	: Applicable.

(5) Stakeholders Relationship Committee:**Brief description of Terms of Reference:**

The terms of reference of Stakeholders Relationship Committee of the Company inter-alia includes the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.
- (5) Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

Composition and Attendance at meetings:

As on March 31, 2025, Stakeholders Relationship Committee of the Board comprises of 3 Non-Executive Directors namely Mr. Chakor L. Doshi, Mrs. Rupal Vora and Mr. Jayesh Dadia. Mrs. Rupal Vora, Non-Executive Independent Director is the Chairperson of the Committee. The composition of the Committee meets the requirement of Regulation 20 of SEBI Listing Regulations. Mr. G. S. Agrawal, Whole Time Director & Company Secretary and Compliance Officer acts as the Secretary of the Committee Meeting.

Dr. Anil Kakodkar, Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting held on August 14, 2024, through Video Conferencing.

During the Financial Year 2024-25, 0 complaints were received from the shareholders. The details are given hereunder:

Sr. No.	Nature of Complaint	Pending as on 01.04.2024	Received during the Financial Year	Redressed during the Financial Year	Pending as on 31.03.2025
1	Stock Exchanges	0	0	0	0
2	SEBI – Scores	0	0	0	0
	TOTAL	0	0	0	0

Attendance of Directors at the Stakeholders Relationship Committee Meeting held during the Financial Year 2024-25 is as under:

Name of Director	No. of Meetings held	No. of Meetings attended
*Dr. Anil Kakodkar	1	1
Mr. Chakor L. Doshi	1	1
Mr. Jayesh Dadia	1	1
**Mrs. Rupal Vora	0	0

During the Financial Year 2024-25 under review, one Stakeholders Relationship Committee Meeting was held on May 28, 2024. The necessary quorum was present at the meeting.

* Dr. Anil Kakodkar ceased to be a Chairman /Member of the Committee w.e.f. August 14, 2024, due to completion of his 2nd term as an Independent Director.

** Stakeholders Relationship Committee was reconstituted on August 15, 2024 and Mrs. Rupal Vora was appointed as the Chairperson of the Committee w.e.f. August 15, 2024.

Mr. G. S. Agrawal, Whole Time Director & Company Secretary attended the meeting as the Secretary of the Committee.

(6) Share Transfer Matters:

In order to ensure prompt service to the Shareholders, the Board of Directors have given authority to the Managing Director & CEO of the Company together with MUG Intime India Pvt. Ltd., the Registrar & Share Transfer Agent of the Company to approve matters concerning share transfer / transmission, consolidation of shares etc. and all other functions as delegated to Stakeholders Relationship Committee except replacement of lost / stolen / mutilated share certificates which is only approved by the Board of Directors of the Company.

(7) Risk Management Committee:

As on March 31, 2025, Risk Management Committee of the Board comprises of senior executives of the company namely Mr. Chirag C. Doshi, Managing Director & CEO and Mr. Anil Vasant Gabhe, Chief Internal Auditor. Mr. Sandeep Jain, Chief Financial Officer ceased to be a member of the Committee due to his resignation w.e.f. February 28, 2025. Mr. G. S. Agrawal, Whole Time Director & Company Secretary acts as the Secretary of the Committee.

As per SEBI (LODR) (Amendment) Regulations, 2018, constitution of Risk Management Committee is applicable to

top 1000 listed entities determined on the basis of market capitalization, as at the end of the immediately previous financial year. Hence, it is not mandatory for our Company to constitute Risk Management Committee. However, the Company has voluntarily constituted the Committee. The Composition of the Committee has fallen below due to the resignation of Mr. Sandeep Jain w.e.f. February 28, 2025 and due to sudden demise of Mr. Anil Vasant Gabhe on April 17, 2025 and the composition of the Committee is now in conformity with the regulatory requirements by appointing Mr. Jayesh Dadia, Independent Director as the Chairman of the Committee, Mr. Chirag C. Doshi, Member and Mr. Prashant Saigal, Member in the Board Meeting held on May 22, 2025.

Managing Director & CEO is responsible for defining, implementing and review of risk management processes within WIL. The Chief Internal Auditor provides updates to the Board on key risks faced by the Company and the relevant mitigation actions. Risk Management policy has been approved by the Board wherein all material Risks faced by the Company were identified and assessed. For each of the risks identified, corresponding controls were assessed and policies and procedures were put in place for monitoring, mitigating and reporting risk on a periodic basis.

During the Financial Year 2024-25 under review, no Risk Management Committee Meeting was held.

(8) Finance Committee:

The Board of Directors formed Finance Committee to consider and approve borrowing proposals referred / delegated to it by the Board. During the financial year 2010-2011, the powers and responsibilities of Finance Committee were extended in respect of (i) Opening of new Bank Accounts and / or Closure of the Bank Accounts; (ii) Authorizing executives of the Company to operate the bank accounts; (iii) Revision in Authorized Signatories to operate existing Bank Accounts of the Company; (iv) Availing Internet Banking facilities including e-commerce and / or closure of Internet banking facilities, authorizing executives of the company to operate the said facilities and revision in authorized signatories for operating the said facilities; (v) Authorizing executives of the Company for dealing in Forward Contracts on behalf of the Company and authorize the executives for executing the documents under Common Seal of the Company for availing the said facilities, from time to time.

Composition and Attendance at meetings:

As on March 31, 2025, Finance Committee of the Board comprises of three Directors viz. Mr. Chakor L. Doshi, Mr. Jayesh Dadia and Mr. Chirag C. Doshi. Mr. Jayesh Dadia is the Chairman of the Committee.

During the Financial Year 2024-25 under review, no Finance Committee Meeting was held.

(9) Corporate Social Responsibility Committee:

Brief description of Terms of Reference:

The terms of reference of Corporate Social Responsibility Committee of the Company *inter-alia* includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
- To recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- To monitor the Corporate Social Responsibility Policy of the company from time to time.

Composition and Attendance at meetings:

As on March 31, 2025, the members of the CSR Committee are Mrs. Rupal Vora; Mr. Chakor L. Doshi and Mr. Chirag C. Doshi. Mrs. Rupal Vora is the Chairperson of the Committee.

Attendance of Directors at the Corporate Social Responsibility Committee Meeting held during the Financial Year are as under:		
Name of Director	No. of Meetings held	No. of Meetings attended
Mrs. Rupal Vora	1	1
Mr. Chirag C. Doshi	1	1
Mr. Chakor L. Doshi	1	1

During the Financial Year 2024-25 under review, one meeting of Corporate Social Responsibility was held on May 28, 2024. The necessary quorum was present at the meeting. Mr. G. S. Agrawal, Whole Time Director & Company Secretary attended the meeting as the Secretary of the Committee.

(10) Committee of Independent Directors:

Independent Directors Committee has been constituted as per the provisions of the Companies Act, 2013 and Regulation 25 of SEBI Listing Regulations. During the Financial Year 2024-25, the Independent Directors Meeting of the Company was held on May 28, 2024.

Independent Directors Meeting considered the performance of Independent/ Non-Independent Directors and the Board

as a whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Attendance of Directors at the Independent Directors Committee Meeting held during the Financial Year 2024-25 is as under :-

Name of Director	No. of Meetings held	No. of Meetings attended
* Dr. Anil Kakodkar	1	1
Mrs. Rupal A. Vora	1	1
Mr. Jayesh Dadia	1	1
** Dr. Prabhat Kumar	0	0

In the opinion of the Board, the existing Independent Directors fulfill the conditions specified in SEBI Listing Regulations and are Independent of the Management.

* Dr. Anil Kakodkar ceased to be a Member of the Committee as an Independent Director w.e.f. August 14, 2024, due to completion of his 2nd Term as Independent Director.

** Dr. Prabhat Kumar was appointed as Member of the Committee w.e.f. June 17, 2024.

(11) Particulars of Senior Management including the changes therein since the close of the previous Financial Year:

Name of Senior Management Personnel	Function
Mr. Sandeep Jain	CFO (till February 28, 2025)
Mr. Nishant Saigal	CFO (w.e.f. April 14, 2025)
Mr. Jagat Parikh	President – Strategy & Growth
Mr. Dhiraj V. Keskar	Plant Head, Cluster Head (till February 19, 2025)
Mr. Shantanu Ghoshal	President - Organizational Development (till March 21, 2025)
Mr. Ghananeel Kelkar	CHRO (Chief Human Resources Officer) (w.e.f. March 10, 2025)
Mr. Rajan V. V.	President-Manufacturing (w.e.f. April 04, 2025)

(12) General Body meetings:

i. Location and time, where last three AGMs held:

Year	Venue	Date	Time
April 2021-March 2022	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	28.09.2022	04.00 p.m.
April 2022 – March 2023	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	09.08.2023	04.30 p.m.
April 2023 – March 2024	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	14.08.2024	04.30 p.m.

ii. Location and time, where Extra Ordinary General Meetings were held in last three years - No extra ordinary General Meeting was held during the last 3 Years except in the year 2023-2024

Year	Venue	Date	Time
April 2023-March 2024	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	03.11.2023	02.30 p.m.

i. (A) Special resolutions passed in the previous three AGMs:

- April 2021 – March 2022
 - a) Resolution No. 4, Resolution under Sections 188, 197 of the Companies Act, 2013, to accord consent of the shareholders of the Company to renew the consultancy contract with Mr. Chakor L. Doshi.
 - b) Resolution No. 8, Resolution under Sections 188 of the Companies Act, 2013, to consider and approve material related party transaction of subrogated debt owed by the Company to the Promoters / Promoters Group.
 - c) Resolution No. 9, Resolution under Sections 23, 42, 62 of the Companies Act, 2013, to consider and approve issue of Equity shares on preferential basis.
- April 2022 – March 2023 - Nil.
- April 2023 – March 2024
 - a) Resolution no. 4, Resolution under Sections 149, 152 of the Companies Act, 2013, to consider and approve reappointment of Mrs. Rupal Vora (DIN: 07096253) as an Independent Director of the Company.
 - b) Resolution no. 5, Resolution under Sections 149, 150, 152, 160, 161 of the Companies Act, 2013, to consider and approve the appointment of Mr. Prabhat Kumar (DIN: 00001683) as a Non-Executive Independent Director of the Company

All resolutions including special resolutions were passed by the members of the Company with requisite majority.

(B) Special resolution passed through Postal Ballot during the F.Y. 2024-2025, the person who conducted the postal ballot exercise and details of the Voting Pattern:

S r . No.	Resolution	Type of Resolution	Date of Approval	Votes in favour Percentage	Votes against Percentage	Status of the Resolution
1.	To approve raising of funds by way of issuance of Equity Shares and/ or other eligible securities or any combination thereof through Qualified Institutions Placement (QIP)	Special Resolution	December 14, 2024	99.9874	0.0126	Passed with requisite majority

Mr. V. N. Deodhar, Proprietor of V. N. Deodhar & Co., Company Secretaries (Membership Number: FCS 898) acted as the Scrutiniser to scrutinise the conduct of the postal ballot process and the remote e-voting in a fair and transparent manner.

Procedure for postal ballot: The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs, from time to time.

(C) Details of Special Resolution proposed to be conducted through Postal Ballot:

If required, Special Resolutions shall be passed by Postal Ballot during the year 2025-26, in accordance with the prescribed procedure. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a Special Resolution through Postal Ballot.

ii. (A) Special resolutions passed in the previous three EGMs:**➤ April 2023 – March 2024**

- a) To consider and approve Alteration of Articles of Association of the Company.
- b) To consider and approve Issue of fully convertible Equity Warrants of the Company to certain identified persons / entities on Preferential Basis.

(13) Means of Communication:

The Company recognizes the importance of two way communication with shareholders and of giving a balanced reporting of results and progress and responds to questions and issues raised in timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year.

- i) Quarterly, half yearly and annual results are published in All India Editions of Financial Express in English & Mumbai Lakshadweep in Marathi Newspapers from Mumbai.
- ii) The quarterly, half yearly and annual results, Shareholding Pattern, Corporate Governance Report and other compliances are also posted on the website of the Company www.walchand.com. The Shareholding Pattern, Corporate Governance Report, Integrated Governance, Integrated Finance, Quarterly, Half Yearly and Annual Results and other compliances are also filed electronically on NSE Electronic Application Processing System (NEAPS), web based application designed for corporates at <https://neaps.nseindia.com/NEWLISTINGCORP/login.jsp> and on BSE Online Portal - BSE Corporate Compliance & Listing Centre (the "Listing Centre") at <http://listing.bseindia.com/>.
- iii) Green Initiative:

In support of the "Green Initiative" undertaken by Ministry of Corporate Affairs, the Company has been sending various communications including the Annual Report, Postal Ballot by email to those shareholders whose email addresses were made available to the depositories or the Registrar and Transfer Agents since Financial Year 2013-14 and is continuing the same. Physical copies are being sent to only those shareholders who have specifically requested for the same.

As a responsible citizen, your Company strongly urges you to support the Green Initiative by registering/ updating your email addresses with the Depository Participants or the Registrar and Share Transfer Agents for receiving soft copies of various communications including the Annual Reports.

- iv) The Company has designated investors@walchand.com as an email id for the purpose of registering complaints by investors and has displayed the same on the Company's website.
- v) "Management Discussion and Analysis" is enclosed as **Annexure 'A'** to the Directors' Report.
- vi) Presentations made to institutional investors or to analysts during the year 2024-25 are uploaded on website of the Company and it was also shared with the Stock Exchanges.
- vii) SCORES is a system implemented by SEBI which enables investors to lodge their complaints electronically on SEBI website. The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are Centralised database of all the investor complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing (by investors) of action taken on the complaints and its current status.
- viii) '**SWAYAM**' is a secure, user-friendly web-based application, developed by "MUFG Intime India Pvt Ltd.", our Registrar and Share Transfer Agent, that empowers shareholders to effortlessly access various services. We request the members to get themselves registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.in.mpms.mufg.com>

- Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM.
- Features- A user-friendly GUI.
- Track Corporate Actions like Dividend/ Interest/ Bonus/ split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self - service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

(14) General Shareholder information:

i)	AGM : Date, Time & Venue	:	August 14, 2025, at 05:00 p.m. The Company is conducting Annual General Meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020, read with General circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024. As such, there is no requirement to have a physical venue for the AGM. For details please refer to the Notice of the AGM.
ii)	Financial Calendar	:	April – March The results for every Quarter are declared within 45 days from the end of the Quarter except for the last Quarter for which Annual Audited Results are declared within the period of 60 days from the end of the Quarter as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
iii)	Date of Book Closure	:	N. A. for this year
iv)	Dividend payment date	:	N. A.

v)	Listing on Stock Exchanges	:	<p>1. BSE Ltd. P. J. Towers, Dalal Street, Mumbai – 400 001.</p> <p>2. National Stock Exchange of India Ltd. Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.</p> <p>The Listing fees for the year 2025-2026 has been paid to both the Stock Exchanges.</p>
vi)	Registrar and Share Transfer Agents:	:	<p>M/s. MUFG Intime India Pvt. Ltd. C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083. Ph. No.: (022) 49186270 Fax No.: (022) 49186060 E-mail id: rnt.helpdesk@in.mpms.mufg.com</p>
vii)	Share Transfer System :	:	<p>In terms of Regulation 40 (1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form w.e.f. April 01, 2019. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfer of equity shares in electronic form are effected through the depositories with no involvement of the Company. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for dematerialization of shares.</p>

viii) (a) **Shareholding Pattern as on March 31, 2025:**

Category	No. of Shares	%
Promoters & Directors, Directors Relatives/ HUF & Group Companies/ Group Trusts	2,14,30,945	31.77
Banks, Financial Institutions, State Government, Alternate Investment Funds (AIF)	1,07,228	0.15
Bodies Corporate, LLP & Clearing Members	1,20,99,019	17.94
NRI/ OCB/ FN/ NBFCs	6,52,985	0.97
Foreign portfolio Investors (Corporate)	4,34,667	0.64
Public (Resident Indians/ Trusts/ HUF/ Office Bearers)	3,20,40,139	47.50
Investor Education & Protection Fund	6,94,612	1.03
Total	6,74,59,595	100.00

(b) **Distribution of shareholding as on March 31, 2025:**

Shareholding of nominal value of ₹	Number of Shareholders	% to Total	Amount in ₹	% to Total
1 to 5000	79770	97.9338	28608182	21.2039
5001 to 10000	923	1.1332	6780498	5.0256
10001 to 20000	387	0.4751	5711722	4.2334
20001 to 30000	119	0.1461	2960052	2.1939
30001 to 40000	92	0.1129	3354670	2.4864
40001 to 50000	22	0.027	1017388	0.7541
50001 to 100000	60	0.0737	4252988	3.1522
100001 to onwards	80	0.0982	82233690	60.9503
TOTAL	81453	100.00	134919190	100.00

ix) **Dematerialization of Shares and Liquidity:**

As stated earlier, the Company's shares are listed on the Stock Exchanges. As per the SEBI notifications, trading in Company's shares has been made compulsorily in dematerialised form w.e.f. 26th December 2000 and Company's Registrar & Transfer Agents have connectivity with NSDL & CDSL. The ISIN is INE711A01022. As on March 31, 2025, 6,70,93,235 equity shares representing 99.46% of the total shares have been dematerialised. The Company allotted 1,20,00,480 shares on January 01, 2025, for which trading approval were effective from April 01, 2025 and as on March 31, 2025, company assumed those shares in Demat form only. The members holding shares in physical form are requested to get the shares converted into demat form as per the prescribed procedure. The shares of the Company are traded in T group.

x) **Outstanding GDRs / ADRs / Warrants or any other Convertible Instruments, Conversion date and likely impact on equity** :

Outstanding Warrants : 3,23,681 no. of warrants were outstanding for conversion as on March 31, 2025 and as on date –Nil.

The Company had issued 2,17,18,023 no of warrants fully convertible into equity shares. Each warrant will be converted into an equity share and shall rank pari-passu with existing shares.

The last date for conversion of warrants was May 15, 2025 and all Warrants has been exercised.

xi) **Commodity Price Risk or Foreign Exchange Risk And Hedging Activities** :

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Master Circular dated November 11, 2024, is not applicable.

However, the foreign exchange exposure and the interest rate risk have not been hedged by any derivative instrument or otherwise.

xii) **Plant Locations** :

The Company currently has 3 plants located as follows:

1. Walchandnagar, District - Pune, Maharashtra
2. Satara Road, District - Satara, Maharashtra
3. Attikola Dharwad, Karnataka

xiii) Address for correspondence

- a) **For Correspondence relating to shares** : M/s. MUFG Intime India Pvt. Ltd.
C 101, 247 Park,
L. B. S. Marg, Vikhroli (West),
Mumbai - 400 083.
Ph. No.: (022) 49182323
Fax No.: (022) 49186060
Email : rnt.helpdesk@in.mpms.mufg.com
- b) **For other matters (At Company's registered Office)** : Walchandnagar Industries Ltd.
3, Walchand Terraces
Tardeo Road, Mumbai - 400 034.
Ph. No.: (022) 23612195/96/97
Email: investors@walchand.com; giriraj.agrawal@walchand.com

xiv) List of Credit Ratings obtained by the Company:

1. **ACUITE Ratings and Research Limited:** The following is the latest credit rating of the Company (Existing):

Product	Bank Loan Ratings Quantum (Rs. Cr)	Long Term Rating	Short Term Rating
Bank Loan Ratings (Fund Based)	190.44	Acuite BB Stable Assigned	-
Bank Loan Ratings (Non-Fund Based)	444.56	-	Acuite A4+ Assigned
Total Outstanding	635.00	-	-

2. **India Ratings and Research Limited:** The following was the credit rating of the Company (Withdrawn):

Instrument Description	Quantum (Rs. In millions)	Rating Action
Fund Based Working Capital Limit	1,964.10	IND B+' Stable' IND A4' Affirmed and Withdrawn
Non-Fund Based Working Capital Limit	4,445.60	IND A4 Affirmed and Withdrawn

The above mentioned ratings have now been withdrawn by the rating agency vide its Press Release dated November 08, 2024.

The Company has already obtained credit rating from ACUITE Ratings and Research Limited for the above mentioned facility and the same was intimated to the Stock Exchanges vide our Letters dated August 02, 2024.

xv) Details of Loans and Advances by the Company in the nature of loans to firms/ companies in which Directors are interested:

The Company has not given any loans and advances to firms / Companies in which Directors are interested, hence, this is not applicable.

xvi) 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:

Company does not have any subsidiary, hence this is not applicable.

xvii) Disclosure of agreements binding listed entities:

There were no agreements entered into by the shareholders, promoters, promoter group entities, directors, key managerial personnel, employees of the Company or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

xviii) Transfer of Unclaimed Dividends:

Under the Companies Act, 2013, Dividends that are unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund administered by the Central Government. However, Company has not declared any Dividend in last 7 years hence, transfer of Unclaimed dividends which are unclaimed for a period of seven years to IEPF is not applicable.

xix) Transfer of underlying shares into Investor Education and Protection Fund (IEPF) in cases where Unclaimed Dividends have been transferred to IEPF for a consecutive period of 7 years:

In terms of Section 124 (6) of the Companies Act, 2013, read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which Dividends have remained Unclaimed for a period of 7 consecutive years to the IEPF Account established by the Central Government. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority restraining any transfer of the shares. The details of Unclaimed Dividends and shareholders whose shares are transferred to the IEPF Authority are uploaded on the Company's website <https://www.walchand.com/investors/investor-information/>.

The members who have a claim on the dividends and the shares which are transferred to IEPF may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website www.iepf.gov.in and send a physical copy of the same, duly signed to the Company along with requisite documents enumerated in Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

xx) Unclaimed Equity Shares to Unclaimed Suspense Account:

Members are hereby informed that as per Regulation 39 (4) read with Schedule VI of the SEBI Listing Regulations, shares held physically which may have remained unclaimed by shareholders due to insufficient/ incorrect information or for any other reason should be transferred in demat mode to one folio in the name of "Unclaimed Suspense Account" with one of the Depository Participants. The Company has transferred the balance of unclaimed shares to the Unclaimed Suspense Account.

xxi) Company Website:

The Company has its website named www.walchand.com. The Company's website contains a separate dedicated section identifiable as 'Investors'. The website provides detailed information about the Company, its products and services offered, locations of its corporate offices, various sales offices etc. The website contains comprehensive database of Quarterly Results, Annual Reports, Shareholding Patterns, Corporate Governance Report and other communications. The basic information about the Company as called for in terms of the Listing Regulations is provided on the Company's website and the same is updated regularly.

xxii) Prevention of Insider Trading:

Pursuant to provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has formulated the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders/ Designated Persons and immediate relative of Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. The Company's policy also prohibits the purchase and / or sale of Company's shares by an insider while in possession of unpublished price sensitive information of the Company and also during the certain prohibited periods. As per SEBI (Prohibition of Insider Trading) Regulations, 2015, to further improve the control and systems for Compliance of Securities and Exchange Board of India (Provisions of Insider Trading) Regulations, 2015, the Company has implemented software based tracking/ Compliance of the provisions which is developed by our Registrar and Transfer Agent - MUFG Intime India Private Limited and the same is working.

xxiii) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations during the financial year under review.

However the Company has Raised Fund through Preferential issue of 21,718,023 warrants in the F.Y. 2023-24 which were converted in the FY 2023-24 and current financial Year in to Equity Shares which was approved by shareholder in the Extra Ordinary General Meeting (EGM) held on 03rd November, 2023, in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has raised Rs. 247.59/- crores in total against allotment of 21718023 warrants which were converted in to Equity Shares in the F.Y. 2023-24 and current Financial Year, out of which Rs. 213.54/- crores has been received from investors in cash, Rs. 31.59/- crores has been adjusted towards conversion/appropriation of outstanding loan amounting to Rs. 31.59/- crores as per offer documents.

The amount of Rs. 53.13/- crores is still un-utilised as on March 31, 2025.

(15) Other Disclosures:

i) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, their Subsidiaries or Relatives, etc. that may have potential conflict with the interests of the Company at large:

During the Financial year 2024-25, the Company had not entered into any Material Related Party Transactions with its Promoters, Directors or the Management, or relatives.

As required by the IND AS-24, the details of related party transactions are given in Note No. 50 to the notes on financial statements for the Financial Year 2024-25, forming a part of Accounts.

ii) Management Disclosures :

The Senior Management personnel has made disclosures to the Board relating to all the material financial and commercial transactions, if any, where they may have personal interest that may have a potential conflict with the interests of the Company at large. Based on the disclosures received, none of the Senior Management personnel has entered into any such transaction during the year.

iii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any Statutory Authorities, on any matter related to Capital markets during last three years:

Nil in the last three years.

However, the following matters are still pending for disposal:

1. In the year 2015, the Adjudicating Officer of SEBI has passed an order imposing penalties of Rs. 21.25/- Lakhs against all promoter entities of BCMA, some of them are promoter entities of Walchandnagar Industries Limited also, with reference to purchase of shares of BCMA by Walchand Kamdhenu Commercials Pvt. Ltd. This matter is currently pending in Supreme Court of India.
2. There was a delay in filing of Related Party disclosure in XBRL format with BSE under Regulation 23(9) of SEBI (LODR), though PDF disclosure was made in time on BSE/ NSE. BSE levied fine of Rs. 1,94,700 for late compliance as per SEBI circular. The Company has requested a waiver of fine. The matter is pending with BSE as on date. The Company had paid the said fine under dispute for obtaining In-Principal Approval for fund raising.

iv) Vigil Mechanism / Whistle Blower Policy:

The Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy to report genuine concerns or grievances. Protected disclosures can be made by a whistle blower through an e-mail, or telephone line or a letter to the Chairman of the Audit Committee or the Company Secretary of the Company or any member of the Audit Committee. The Policy on vigil mechanism /whistle blower policy may be accessed on the Company's website at the link <https://walchand.com/wp-content/uploads/2022/07/Whistleblower-Policy.pdf>.

No personnel of the Company has been denied access to the Audit Committee.

v) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of this clause.

The Company is in Compliance with all mandatory requirements of the Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

AUDIT QUALIFICATION

The Company is in the regime of unmodified opinion on financial statements.

REPORTING OF INTERNAL AUDITOR

The Internal Auditor directly reports to the Audit Committee.

- vi)** The Company's policy on dealing with Material Subsidiaries is placed on the website and can be accessed through weblink <https://walchand.com/wp-content/uploads/2022/07/Policy-on-Material-Subsidiary.pdf>.
- vii)** The Company's policy on dealing with Related Party Transactions is placed on the website and can be accessed through weblink <https://walchand.com/wp-content/uploads/2022/07/Related-Party-Transaction-Policy.pdf>.
- viii)** Certificate as required under Part C of Schedule V of Listing Regulations, has been received from M/s. V. N. Deodhar & Co. (FCS No.1880 & COP No. 898), Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority, is annexed to the Report.
- ix) Total Fees for all services paid by the Listed entity to the Statutory Auditor :**

Total fees for financial Year 2024-25, for all services rendered by the Statutory Auditor, as mentioned below, were paid by the Company to the Statutory Auditor and to all the entities in the network firm/ network entity of which the Statutory Auditor is a part.

PAYMENT TO AUDITORS	Basic	GST	Gross
Audit Fees	30,00,000	5,40,000	35,40,000
Tax Audit Fees	2,50,000	45,000	2,95,000
In Other Capacity (Certification)	3,18,000	57,240	3,75,240
Reimbursement of out of pocket expenses	78,786.60	-	78,786.60
Total	36,46,786.60	6,42,240	42,89,026.60

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

- a. number of complaints filed during the financial year : Nil
- b. number of complaints disposed of during the financial year : Nil
- c. number of complaints pending as on end of the financial year : Nil

xi) Corporate Identity Number (CIN):

The Corporate Identity Number of the Company allotted by the Ministry of Corporate Affairs, Government of India is L74999MH1908PLC000291.

xii) Compliance Certificate from Auditors on Corporate Governance:

Certificate from Statutory auditors M/s. Jayesh Sanghrajka & Co, Chartered Accountants confirming compliance with the conditions of Corporate Governance as stipulated under SEBI Listing Regulations, is annexed to this Report.

xiii) Reconciliation of Share Capital Audit Report (formerly known as Secretarial Audit Report):

The Reconciliation of Share Capital Audit is carried out by M/s. V. N. Deodhar & Co., Practicing Company Secretaries every quarter and a report thereon is submitted to the Stock Exchanges and is placed before the Board of Directors.

xiv) Compliance of Corporate Governance Requirements Specified in Regulation 17 to 27 and Regulation 46(2)(B) to (I) of Listing Regulations:

Your Company confirms compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

(xv) Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account (Unclaimed Shares):

In terms of Regulation 39 of the Listing Regulations, your Company reports the following details in respect of the equity shares lying in the Suspense Account. The disclosure as required under schedule V of the Listing Regulations is given below:

- (a) Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year i.e 1st April, 2024 - 30 Shareholders and 8555 Shares.
- (b) Number of shareholders who approached the Company for transfer of shares from Suspense Account during the year – NIL.
- (c) Number of shareholders to whom shares were transferred from Suspense Account during the year – NIL.
- (d) Number of shares transferred to IEPF – NIL.
- (e) Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year i.e. 31st March, 2025 - 30 Shareholders and 8555 Shares.
- (f) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares - Being complied.



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,
WALCHANDNAGAR INDUSTRIES LIMITED
3, Walchand Terraces,
Opp. Air conditioned Market,
Tardeo Road,
Mumbai - 400 034.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Walchandnagar Industries Limited having CIN: L74999MH1908PLC000291 and having Registered Office at 3, Walchand Terraces, Opp. Air conditioned Market, Tardeo Road, Mumbai-400 034 (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 and 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 Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 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	Date of Appointment in Company
01	MR. CHAKOR LALCHAND DOSHI	00210949	15/05/1979
02	MR. JAYESH DADIA	00053633	30/05/2022
03	DR. PRABHAT KUMAR	00001683	17/06/2024
04	MRS. RUPAL ANAND VORA	07096253	07/08/2019
05	MR. CHIRAG CHAKOR DOSHI	00181291	25/11/2007
06	MR. G. S. AGRAWAL	00404340	02/08/2022

Dr. Anil Purushottam Kakodkar (DIN: 03057596) ceased to be the Director of the Company w.e.f. August 14, 2024, due to completion of his 2nd term as an Independent Director of the Company.

Ensuring the eligibility of 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 points 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 V. N. DEODHAR & CO.,
COMPANY SECRETARIES**

**Sd/-
V. N. DEODHAR
PROP.
FCS NO. 1880
C.P. NO. 898**

UDIN: F001880G000405360

**Place: Mumbai
Date: May 22, 2025**

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

Compliance of Code of Conduct for Directors and Senior Management Personnel pursuant to amended provision of Regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company on 1st March, 2005 and the same has been revised in the Board Meeting held on February 06, 2019. The Code of Conduct was also posted on the Website of the Company.

All the Board Members and Senior Management Personnel affirmed that they have complied with the said Code of Conduct on an annual basis in respect of the Financial Year ended March 31, 2025.

Date: May 22, 2025

**Sd/-
Chirag C. Doshi
Managing Director & CEO**

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF
Walchandnagar Industries Limited

We have examined the compliance of conditions of Corporate Governance as stipulated at Para C of Schedule V in terms of regulations 34 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') and the listing agreement of Walchandnagar Industries Limited with the stock exchanges for the year ended March 31, 2025.

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 and the representations made by the Directors and the Management, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Regulations.

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

**For Jayesh Sanghrajka & Co. LLP.
Chartered Accountants
Registration No. 104184W**

**Pritesh Bhagat
Designated Partner
Membership No.: 144424
UDIN: 251444BMYNS8424**

**Place: Mumbai
Dated: May 22, 2025**

Annexure 'C' to Directors' Report

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

(A) CONSERVATION OF ENERGY

(a) Energy Conservation Measures Taken:

- 1 Replaced old screw element of GA90 air compressor, to improve efficiency & reduce power consumption.
- 2 Replaced 01 no. GA55 air compressor to improve efficiency & reduce power consumption.
- 3 Replaced Westerwork furnace to improve efficiency & quality with WELMECH Bogie Furnace. Power Saving due to reduction in Heat Loss and improved efficiency.
- 4 Replacement of 02 Nos., 65yrs old MAAG Gear Cutting Machines with 01 No Gear Hobbing Machine. It will reduce cycle time drastically (>60%), which inturn will reduce power consumption, increase productivity and production capacity. Order placed for New Gear Hobbing M/c. Del- Dec-25; WIP
- 5 Arrested Compressed air leakages in the plant. It is On going process, and resulting in saving due to reduction in power consumption of compressors.
- 6 Arrested oil leakages in the machines, On going process; Saving due to reduction in oil consumption and land cantamination.

(b) Energy Conservation Measures Proposed:

- 1 Replacement of old inefficient DG sets 02 nos 1000KVA each, to improve efficiency & to meet BS6 emission standards. Saving on fuel consumption.
- 2 Installation of Solar power plant at Heavy Engineering Division Walchandnagar and Foundry Division Satara for energy conservation.
- 3 To arrest air leakages in the plant. It is On going process, to reduce wastage of power.
- 4 To arrest oil leakages in the machines, On going process; Saving due to reduction in oil consumption and land cantamination.

(c) Capital Investments in Energy Conservation Equipment during the year

During the year Capital Investment of Rs. 409/- Lakh have made. Procurement of Welmech Bogie Furnace- Rs.136/- Lakh, Elgi make Compressor- Rs. 23/- Lakh ; Replacement of Screw element of GA-90 Compressor- Rs. 8/- Lakh; and Advance given for procurement of Gear Hobbing Machine Rs. 242/- Lakh;

(B) TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT

(1) Specific areas in which R & D has been carried out by the Company:

Designed and developed Trepanning cutter for drilling holes Dia 112 and 212 on 85 thick Tube sheets of Endshield of Nuclear project.

(2) Benefits derived as a result to R & D:

Faster process of drilling of Tube sheet with good surface finish inside the drilled holes. Lot of expensive material is saved in the form of blanks after trepanning.

(3) Future Plan of Action:

Development of Emmersion UT setup for carrying out UT of weld joint of Tubesheet to Lattice tube joint of Endshield of Nuclear job.

Development of penetration grinding unit for weld joint of Header to bent tube in Reactor Header of Nuclear Project.

Expenditure on R&D

₹ In Lakh

Capital (Development Expenditure)	0.00
Recurring	0.00
Total	0.00
Total R&D Expenditure Percentage to turnover	0.00%

(4) Imported technology (imported during last 5 years reckoned from the beginning of the financial year):

Nil

(5) Technology absorption, adaptation and innovations:

(i) Efforts in brief made towards technology absorptions:

Nil

(ii) Benefits derived as a result of above efforts:

Nil

(C) FOREIGN EXCHANGE EARNING AND OUTGO

Foreign exchange used and earned:

Earning in Forgeign Exchange	₹ 3,933 Lakh
Foreign Exchange Outgo	₹ 1657 Lakh

Annexure 'D' to Directors' Report

Statement of Disclosure of Remuneration under Section 197 (12) of the Companies Act, 2013, read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during the Financial Year from April 01, 2024 to March 31, 2025, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year from April 01, 2024 to March 31, 2025 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director / KMP for the Financial Year 2024-25	Remuneration of Director / KMP for the Financial Year 2024-25	*% increase in Remuneration	Ratio of Remuneration of each Director to the median remuneration of employees \$
(i)	(ii)	(iii)	(iv)	
1.	Mr. Chirag C. Doshi, Managing Director & CEO	1,27,28,692	-	29.68:1
2.	Mr. Sandeep Jain, Chief Financial Officer (upto February 28, 2025)	92,43,335	-	21.55:1
3.	Mr. G. S. Agrawal, Whole Time Director & Company Secretary	60,57,753	-	14.13:1

*The terms of remuneration remains same as approved by the Members of the Company and there is no increase in the remuneration.

\$ There is 9.50% increase in the remuneration during the year under review.

In the Financial Year, there was 14.21% increase in the median remuneration of employees.

There were 1249, permanent employees on the rolls of Company as on March 31, 2025.

Average percentile increase made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration:

The aggregate remuneration of employees excluding Whole time Directors (WTD) and other Key Managerial Personnel (KMP) remained largely stable for the current year over the previous scale based on 12 months average basis due to rationalization of our manpower during the Financial Year. Some revision in remuneration of Employees were awarded based on performance appraisal and to meet the inflation. Further there was no increase in the remuneration of WTD and remains same as approved by the Shareholders as minimum remuneration in case of loss.

Annexure 'E' to Directors' Report

Secretarial compliance report of WALCHANDNAGAR INDUSTRIES LIMITED for the year ended March 31, 2025

We V. N. Deodhar & Co. have examined:

- (a) all the documents and records made available to us and explanation provided by Walchandnagar Industries Limited, ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not applicable to the company during the Review Period,
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable to the company during the Review Period,
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable to the company during the Review Period.
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
There are no such matters during the year under review.										

- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
There are no such matters during the year under review.										

1. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	--
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES YES	-- --
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	YES YES YES	-- -- --
4.	Disqualification of Director: None of the Directors of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	--
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N.A.	--
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	--
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	YES	--
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	YES NA	-- --

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	--
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	--
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	--
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	--
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/ guidance note etc.	YES	--

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 V.N.DEODHAR & CO.,
COMPANY SECRETARIES**

Sd/-
V.N.DEODHAR
PROP.
FCS NO.1880
C.P. No. 898
PR No: 724/2020

FRN No: S1986MH002900
UDIN: F001880G000405261

Place: Mumbai
Date : May 22, 2025

Independent Auditor's Report

To the Members of

WALCHANDNAGAR INDUSTRIES LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Financial Statements of **Walchandnagar Industries Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 March 31, 2025, and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ("SA") specified under Section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the 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 financial statements.

Emphasis of Matter

1. We draw attention to Note 58 of the Financial Statements, which describes the suspension of operations at the Company's Foundry Division with effect from March 20, 2025, due to violent collective acts by the workmen. Subsequent to the year-end, the Company withdrew the suspension and declared a lockout with effect from April 12, 2025, thereby continuing the halt in operations.
2. We draw attention to Note 26 of the Financial Statements, which describes the recognition of a provision amounting to ₹4,362 Lakhs under "Other Expenses" in respect of expected losses on certain ongoing Tamil Nadu Electricity Board projects (TNEB Customer). The provision has been recognized by the Company pursuant to a reassessment of the estimated costs required for completion of the balance work, following resolution of certain project-related issues with the customer.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key audit matters	How our audit addressed the key audit matter
<p>Recoverability of Trade Receivables:</p> <p>Trade receivables amounting to ₹ 15,014 Lakhs represents approximately 17.22% of the total assets of the Company as at March 31, 2025.</p> <p>In assessing the recoverability of the aforesaid balances and determination of allowance for expected credit loss, management's judgement involves consideration of aging status, historical payment records, evaluation of litigations, the likelihood of collection based on the terms of the contract and credit information of its customer.</p> <p>We consider this as key audit matter due to materiality of the amounts and significant estimates and judgements as stated above.</p>	<p>Our audit procedures amongst others included the following:</p> <ul style="list-style-type: none"> • Understood and tested on a sample basis the design and operating effectiveness of management control over assessing the recoverability of the trade receivables. • Performed test of details and tested relevant contracts, documents and subsequent receipts for material trade receivables balances. • Tested the aging of trade receivables as at the year-end on sample basis. • Assessed the allowance for expected credit loss made by management.
<p>Revenue Recognition:</p> <p>There are significant accounting judgements in estimating revenue to be recognized on contracts with customers, including estimation of costs to complete. The Company recognizes revenue on the basis of stage of completion in proportion of the contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion. The recognition of revenue is therefore dependent on estimates in relation to total estimated costs of each such contract.</p> <p>We consider this as key audit matter due to materiality of the amounts and significant estimates and judgements as stated above.</p>	<p>The audit procedures included but were not limited to:</p> <ol style="list-style-type: none"> i. Read contract documents for each selection, change orders, and other documents that were part of the agreement. ii. Verification of total Cost incurred for each project as per books of accounts, total Cost to Complete each project, project profitability statements, as reviewed by projects heads. It was verified that the cost for completing balanced work is reviewed and revised wherever necessary based on current scenario and future expectations. iii. Obtaining a detailed understanding of the processes, controls and policies of the Management with respect to preparation of project profitability statements, evaluating the design of controls including approvals and related compliances, testing implementation and operating effectiveness of the controls.

We have determined that there are no other key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's Report thereon

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

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related

disclosures made by 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 Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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 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.

Other Matter

We did not audit the financial statements / information of Ethiopia division included in the financial statements of the Company whose financial statements / financial information reflect total assets of ₹ 101.18 Lakhs as at March 31, 2025, and the total revenue of ₹ Nil, total expenses of ₹ 5.50 Lakhs for the year ended as at March 31, 2025. The financial statements / information of this division has been audited by the independent auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of such division, is based solely on the report of such auditor.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the **Annexure "A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. 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.
 - c. The Balance Sheet, the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Changes in equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books.
 - d. In our opinion, the aforesaid 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 March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the Financial Statements.
- g. 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 according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements. Refer Note – 54 to the Financial Statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts, including derivative contracts.
 - 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, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - b. The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been

- received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has neither declared nor paid any dividend during the year.
- 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 March 31, 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. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership Number: 144424
UDIN: 25144424BMIYMI8982
Place: Navi Mumbai
Date: May 22, 2025

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' Section of our report to the members of Walchandnagar Industries Limited 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) (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, Non-current asset held for sale and investment property.
- (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) The Company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to program, certain Property, Plant, and Equipment 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) According to the information and explanations given to us, the records examined by us and based on the examination of the Conveyance Deeds provided to us, we report that the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date except as per details mentioned below.

Description of item of property	Survey No. 337 B2/B2 Hectare 0.00 Area 0.209
Gross carrying value	₹ 0.21 Lakhs
Title deeds held in the name of	Cooper Engineering Limited
Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	No
Property held since which date	August 11, 1961
Reason for not being held in the name of the Company	Sale Deed has not been converted in 7/12 extract. Land title deed is in the name of Cooper Engineering Limited which got amalgamated in Walchandnagar Industries Limited. on April 6, 1979.

- (d) The Company has not revalued any of its property, plant and equipment and Intangible assets during the year ended March 31, 2025.
- (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 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for inward goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) The Company has been sanctioned working capital limits in excess of Rs Five Crore, in aggregate, from banks during the year on the basis of security of current assets. Quarterly returns or statements filed by the Company with such banks are in agreement with the unaudited books of account of the Company. According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been sanctioned working capital limits from financial institutions.
- (iii) (a) During the year, the Company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on Clause 3(iii)(a) of the Order is not applicable to the Company.

- (b) During the year, the Company has not made investments in, guarantee provided, security given to companies, firms, Limited Liability Partnerships, or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (c) During the year, the Company has not granted any loan(s) or advances in the nature of loans to any parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans to any parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the company.
- (e) The Company has not granted any loan(s) or advances in the nature of loans to any parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) The Company has not granted any loan(s) or advances in the nature of loans to any parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or provided any guarantee or security as specified under Section 185 of the Act. In respect of investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable.
- Accordingly, the requirement to report on Clause 3(v) of the Order is not applicable to the Company.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Act. We have broadly reviewed the cost records maintained during the year by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Act, 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 determining whether they are accurate or complete.
- (vii) In respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited with the appropriate authorities in all cases during the year.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, 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 dues of Income Tax, Sales Tax, Service Tax, Excise Duty, and Value Added Tax which have not been deposited as at March 31, 2025, on account of dispute are given below:

Sr. No.	Name of Statute	Nature of Dues	Amount (In lakhs)	Period to which amount relates	Forum where demand is pending
1	Maharashtra Land Revenue Code	Non-Agricultural Tax	16.18	1982 to 2003	Tahsildar, Indapur
		Non-Agricultural Tax	58.58	1994 to 2003	
2	Pune Municipal Corporation	Municipal Taxes	99.02	2008-09 to 2012-13	Hon. High Court, Mumbai
3	Central Sales Tax, 1956	Central Sales Tax	367.14	2013-14	Sales Tax Appellate Tribunal, Pune
4	Customs Act, 1962	Customs Duty	64.50	July, 2008	Hon'ble High Court, Madras
5	Service Tax	Service Tax & Penalty	1,334.66	March 2013 to December 2015	CESTAT, Mumbai
6	Andhra Pradesh General Sales Tax Act, 1957	Value Added Tax	313.66	2011	Hon'ble High Court, Hyderabad

Sr. No.	Name of Statute	Nature of Dues	Amount (In lakhs)	Period to which amount relates	Forum where demand is pending
7	Goods and Service Tax	IGST/CGST/SGST	68.99	2018-19	Commissioner Appeals Chennai
8	Goods and Service Tax	IGST/CGST/SGST	36.70	2019-20	Commissioner Appeals Chennai
9	Goods and Service Tax	IGST/CGST/SGST	2.57	2020-21	Commissioner Appeals Chennai
10	The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Employee Provident Fund	50.68	2006-07	Hon'ble High Court, Mumbai
11	Goods and Service Tax	IGST/CGST/SGST	6.96	2019-20	Commissioner Appeals Chennai

*Certain cases filed against the Company by the Ex-employees of Heavy Engineering Division and Foundry Division for compensation are pending before the Labour Courts – Amounts unascertained.

(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) The Company has not defaulted in repayment of loans or borrowings, or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) The Company did not raise any funds on short term basis during the year. Accordingly, the requirement to report on Clause 3(ix)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on overall examination of the Financial Statements of the Company, the Company does not have any subsidiaries, associates, or joint ventures. Accordingly, the requirement to report on Clause 3(ix)(e) is not applicable to the Company.

(f) According to the information and explanations given to us and on overall examination of the Financial Statements of the Company, the Company does not have any subsidiaries, associates, or joint ventures. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the

requirement to report on Clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has made preferential allotment of preferential convertible warrants during the year. The requirements Section 42 of the Act have been complied with and the funds raised have been used for the purposes for which the funds were raised.

(xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As per information and explanation given to us by the management, no whistleblower complaints were received during the year.

(xii) (a) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on Clause 3(xii)(a) of the Order is not applicable to the Company.

(b) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on Clause 3(xii)(b) of the Order is not applicable to the Company.

(c) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on Clause 3(xii)(c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details have been disclosed in the notes to the Financial Statements, as required by the applicable Accounting Standards.

- (xiv) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the provision of Section 138 of the Act, is applicable to the Company. In our Opinion, the Company has an internal audit system commensurate with size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Act 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, requirement to report on clause 3 (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, requirement to report on Clause 3 (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, requirement to report on Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) The Group does not have any CIC. Accordingly, the requirement to report on Clause 3(xvi)(d) is not applicable to the Company.
- (xvii) The Company has incurred cash losses of ₹ 2,927 Lakhs during the current financial year and ₹ 2,344 Lakhs in the immediately preceding previous year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) The provisions of Section 135 of the Act in relation to Corporate Social Responsibility are not applicable to the Company. Accordingly, the requirement to report on Clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) The provisions of Section 135 of the Act in relation to Corporate Social Responsibility are not applicable to the Company. Accordingly, the requirement to report on Clause 3(xx)(b) of the Order is not applicable to the Company.

For **Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 104184W/W100075

Pritesh Bhagat

Designated Partner

Membership Number: 144424

UDIN: 25144424BMIYMI8982

Place: Navi Mumbai

Date: May 22, 2025

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Walchandnagar Industries Limited** of even date)

Report on the internal financial controls with reference to 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 Financial Statements of Walchandnagar Industries Limited (the “Company”) as of March 31, 2025, in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls with reference to Financial Statement based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the “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 Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls with reference to 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 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 Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and

operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

A Company’s internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to Financial Statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) 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 (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion, 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 control with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to 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 ICAI.

Other Matter

We did not audit the internal financial controls with reference to financial statements of Ethiopia division as of March 31, 2025. The audit of internal financial controls with reference to financial statements of Ethiopia division has been audited by the independent auditor whose report has been furnished to us, and our opinion in so far as it relates to the adequacy and operating effectiveness of

the internal financial controls with reference to financial statements were operating effectively as at March 31, 2025.

For **Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 104184W/W100075

Pritesh Bhagat

Designated Partner

Membership Number: 144424

UDIN: 25144424BMYMI8982

Place: Navi Mumbai

Date: May 22, 2025

Balance Sheet as at March 31, 2025

₹ in Lakhs

Particulars	Note No.	As at	
		March 31, 2025	March 31, 2024
ASSETS			
Non - Current Assets			
(a) Property, Plant and Equipment	3	24,269	27,022
(b) Capital Work-in-Progress	4	811	86
(c) Investment Property	5	153	153
(d) Intangible Assets	6	57	67
(e) Financial Assets			
(i) Investments	7	19	17
(ii) Trade Receivables	8	8,019	2,071
(iii) Other Financial Assets	9	446	379
(f) Deferred Tax Assets (Net)		-	-
(g) Other Non-Current Assets	10	3,931	2,264
Total Non - Current Assets		37,705	32,059
Current Assets			
(a) Inventories	11	12,364	13,884
(b) Financial Assets			
(i) Trade Receivables	12	6,995	15,305
(ii) Cash and Cash Equivalents	13	5,496	5,574
(iii) Other Balances with Banks	14	5,396	5,497
(iv) Other Financial Assets	15	11,424	9,047
(c) Current Tax Asset (Net)		129	145
(d) Other Current Assets	16	5,213	5,339
Total Current Assets		47,017	54,791
Non Current Asset held for sale	17	2,488	704
Total Assets		87,210	87,554
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	18	1,349	1,108
(b) Other Equity	19	35,942	35,022
		37,291	36,130
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	5,144	-
(ii) Other Financial Liabilities	21	-	285
(b) Provisions	22	1,256	1,632
(c) Other Non-Current Liabilities	23	4,863	5,825
Total Non - Current Liabilities		11,264	7,742
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	14,206	24,053
(ii) Trade Payables	25		
(A) Total outstanding dues of micro enterprises and small enterprises		1,224	636
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises.		5,126	6,711
(iii) Other Financial Liabilities	26	10,567	3,654
(b) Provisions	27	291	301
(c) Other Current Liabilities	28	7,241	8,327
Total Current Liabilities		38,655	43,682
Total Equity and Liabilities		87,210	87,554

See accompanying notes forming part of the financial statements

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI FRN.: 104184W/W100075

Pritesh Bhagat

Designated Partner

Membership No.: 144424

For **Walchandnagar Industries Limited**

Chirag C. Doshi

Managing Director & CEO

DIN- 00181291

Jayesh C. Dadia

Director

DIN- 00053633

Nishant Saigal

Chief Financial Officer

G. S. Agrawal

Whole Time Director

& Company Secretary

DIN-00404340

Date: May 22, 2025

Place: Mumbai

Date: May 22, 2025

Place: Mumbai

Statement of Profit and Loss for the year ended on March 31, 2025

₹ in Lakhs except Earnings per share

Particulars	Note No.	Year ended	
		March 31, 2025	March 31, 2024
I Revenue from Operations	29	25,918	30,235
II Other Income	30	3,566	2,120
III Total Revenue (I +II)		29,484	32,355
IV EXPENSES			
Cost of Materials consumed	31	12,807	15,051
Sub-contracting expenses, Processing charges and Other Direct Costs	32	2,148	2,165
Changes in inventories of finished goods and work-in-progress	33	1,017	(268)
Employee Benefits Expense	34	8,479	7,619
Finance Costs	35	4,389	4,931
Depreciation and Amortisation Expense	36	1,064	1,480
Other Expenses	37	8,595	5,560
Total Expenses		38,499	36,538
V Profit/(Loss) before Tax and Exceptional Items (III-IV)		(9,015)	(4,183)
VI Exceptional Items			
Exceptional Items	38	412	-
Profit/(Loss) before Tax after Exceptional Items (V-VI)		(8,603)	(4,183)
VII Tax Expense			
Current Tax		-	-
Deferred Tax		-	-
Total Tax Expense		-	-
VIII Profit/(Loss) after tax (VI-VII)		(8,603)	(4,183)
IX Other Comprehensive Income			
A I. Items that will not be reclassified to Profit or Loss			
(a) Remeasurements of the Defined Benefit Liabilities - gain / (loss)		638	86
(b) Equity Instruments through Other Comprehensive Income - gain / (loss)		2	8
II. Income Tax relating to items that will not be reclassified to Profit or Loss		-	-
B Items that will be reclassified to Profit or Loss		-	-
Total Other Comprehensive Income		640	94
X Total Comprehensive Income (VIII + IX)		(7,963)	(4,089)
Earnings per Equity Share (Face Value ₹ 2) in ₹			
Basic		(14.73)	(9.04)
Diluted		(14.73)	(9.04)

See accompanying notes forming part of the financial statements

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI FRN.: 104184W/W100075

Pritesh Bhagat

Designated Partner

Membership No.: 144424

For **Walchandnagar Industries Limited****Chirag C. Doshi**

Managing Director & CEO

DIN- 00181291

Jayesh C. Dadia

Director

DIN- 00053633

Nishant Saigal

Chief Financial Officer

G. S. Agrawal

Whole Time Director

& Company Secretary

DIN-00404340

Date: May 22, 2025

Place: Mumbai

Date: May 22, 2025

Place: Mumbai

Statement of Cash Flow for the year ended on March 31, 2025

₹ in Lakhs

Particulars	Year ended	
	March 31, 2025	March 31, 2024
A Cash Flow from Operating Activities		
Profit/(Loss) before tax	(8,603)	(4,183)
Adjustments for :		
Depreciation and Amortization Expense	1,064	1,480
Provision for doubtful debts	(667)	(477)
Provision made as per the Ind AS	5,431	-
Loss on discard of Property, Plant & Equipment	-	11
Profit on Sale of Asset held for sale	(1,802)	-
Profit on Sale of Investment Property	(253)	(612)
Profit on Sale of Assets	(5)	-
Finance Costs	4,389	4,931
Unrealized Exchange Gain / (Loss)(net)	(125)	140
Sundry Balances Written back	(464)	(287)
Interest Income	(595)	(294)
Rental Income	(12)	(17)
Bad Debts Written off	1,323	1,816
Employee Stock Option	113	72
Writeback on Debt Restructuring	(412)	-
	7,985	6,762
Operating Profit/(Loss) before working capital changes	(618)	2,579
Change in operating assets and liabilities		
(Increase)/ decrease in trade receivables	1,831	1,975
(Increase)/ decrease in other financial assets	(2,444)	(1,501)
(Increase)/ decrease in other assets	32	(1,539)
(Increase)/ decrease in inventories	1,520	(713)
Increase/ (decrease) in trade payable	(998)	(693)
Increase/ (decrease) in other financial liabilities	1,311	(63)
Increase/ (decrease) in provisions	253	237
Increase/ (decrease) in other liabilities	108	793
	1,613	(1,504)
Cash Generated/(utilised) from / in from Operations	995	1,075
Income Tax Refund / (Paid) (net)	568	-
Net cash Inflow / (Outflow) from operating activities (A)	1,562	1,075
B Cash Flow from Investing Activities		
Purchase of tangible/intangible assets including capital work in progress	(3,465)	(172)
Proceeds from Sale of Property, Plant and Equipment	5	2
Proceeds from Sale of Investment Property	(33)	614
Rent received from Investment Property	12	17
Advance Received against Investment Property	(530)	-

₹ in Lakhs

Particulars	Year ended	
	March 31, 2025	March 31, 2024
Proceed from sale of assets held for sale	1,724	-
Fixed Deposit / Margin Money Realized/(Paid)	101	(288)
Interest Received	638	220
Net cash Inflow/(Outflow) from investing activities (B)	(1,547)	393
C Cash Flow from Financing Activities		
Proceeds from issue of Equity shares and Warrants (Net off warrant issue expenses)	9,010	12,006
Proceeds from Long-Term Borrowings	7,155	
Repayment of Long- Term Borrowings	(2,662)	(3,134)
Proceeds/(Repayments) of Short-Term Borrowings (Net)	(9,223)	(241)
Interest paid	(4,373)	(4,703)
Net cash Inflow/(Outflow) from financing activities (C)	(93)	3,927
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(78)	5,396
Cash and Cash Equivalents at the beginning of the year	5,574	178
Cash and Cash Equivalents at the end of the year	5,496	5,574

Cash and Cash Equivalents comprises of :

Particulars	As At 31.03.2025	As At 31.03.2024
Cash on hand	1	2
Balances with banks	487	5,572
Deposits having original maturity of less than three months	5,009	-
Total	5,496	5,574

See accompanying notes forming part of the financial statements

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI FRN.: 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No.: 144424

Date: May 22, 2025
Place: Mumbai

For Walchandnagar Industries Limited

Chirag C. Doshi
Managing Director & CEO
DIN- 00181291

Jayesh C. Dadia
Director
DIN- 00053633

Nishant Saigal
Chief Financial Officer

G. S. Agrawal
Whole Time Director
& Company Secretary
DIN-00404340

Date: May 22, 2025
Place: Mumbai

Statements of changes in equity

A. Equity Share Capital

Particulars	Balance as of April 1, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
No. of Shares	5,54,07,180	1,20,52,415	6,74,59,595
Amount (₹ in Lakhs)	1,108	241	
Particulars	Balance as of April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
No. of Shares	4,59,63,224	94,43,956	5,54,07,180
Amount (₹ in Lakhs)	919	189	1,108

B. Other Equity

Particulars	₹ in Lakhs								Total	
	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	Remeasurements of the Defined Benefit	Employee Stock Option Reserve	Equity Component- Unsecured Loan	Equity Instruments through Other Comprehensive Income		Money Received against Share Warrants
Balance as at April 1, 2024	20,121	50	5,606	3,771	99	75	600	17	4,683	35,023
Changes due to prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2024	20,121	50	5,606	3,771	99	75	600	17	4,683	35,023
Addition to reserve during the year	13,460	-	-	-	-	113	-	-	-	13,573
Preferential Convertible Warrant (Subscription Money Received)	-	-	-	-	-	-	-	-	(13,681)	(13,681)
Deduction in Preferential Convertible Warrant (Subscription Money Received)	-	-	-	-	-	-	-	-	(4,560)	(4,560)
Deduction of Warrant issue Expenses	-	-	-	(111)	-	-	-	-	-	(111)
Deduction in reserve during the year	-	-	-	-	-	(19)	-	-	-	(19)
Profit/Loss for the year	-	-	-	(8,603)	-	-	-	-	-	(8,603)
Other Comprehensive Income (net)	-	-	-	-	638	-	-	2	-	640
Changes during the year	13,460	-	-	(8,714)	638	94	-	2	(4,560)	919
Balance as at March 31, 2025	33,581	50	5,606	(4,943)	737	169	600	19	123	35,942

₹ in Lakhs

Particulars	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	Remeasurements of the Defined Benefit	Employee Stock Option Reserve	Equity Component- Unsecured Loan	Equity Instruments through Other Comprehensive Income	Money Received against Share Warrants	Total
Balance as at April 1, 2023	9,577	50	5,606	8,184	13	27	1,680	9	-	25,146
Changes due to prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2023	9,577	50	5,606	8,184	13	27	1,680	9	-	25,146
Addition to reserve during the year	10,544	-	-	-	-	72	62	-	-	10,677
Preferential Convertible Warrant (Subscription Money Received)	-	-	-	-	-	-	-	-	15,392	15,392
Deduction in Preferential Convertible Warrant (Subscription Money Received)	-	-	-	-	-	-	-	-	(10,709)	(10,709)
Deduction of Warrant issue Expenses	-	-	-	(230)	-	-	-	-	-	(230)
Deduction in reserve during the year	-	-	-	-	-	(24)	(1,142)	-	-	(1,165)
Profit/Loss for the year	-	-	-	(4,183)	-	-	-	-	-	(4,183)
Other Comprehensive Income (net)	-	-	-	-	86	-	-	8	-	95
Changes during the year	10,544	-	-	(4,413)	86	48	(1,080)	8	4,683	9,877
Balance as at March 31, 2024	20,121	50	5,606	3,771	99	75	600	17	4,683	35,022

See accompanying notes forming part of the financial statements

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI FRN.: 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No.: 144424

Date: May 22, 2025
Place: Mumbai

For Walchandnagar Industries Limited

Chirag C. Doshi
Managing Director & CEO
DIN- 00181291

Jayesh C. Dadia
Director
DIN- 00053633

Nishant Saigal
Chief Financial Officer

G. S. Agrawal
Whole Time Director
& Company Secretary
DIN-00404340

Date: May 22, 2025
Place: Mumbai



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

1. Corporate Information :

Walchandnagar Industries Limited (the Company) having CIN: L74999MH1908PLC000291 is a listed public Company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at 3 Walchand Terraces, Tardeo Road, Mumbai – 400 034, Maharashtra, India.

The Company is an ISO 9001:2008 certified Heavy Engineering and Project execution company. The Company has diversified business offerings across core sectors with Hi Tech Manufacturing, Engineering Products and Engineering Services.

The financial statements for the year ended March 31, 2025 were approved by the Board of Directors on May 22, 2025.

2. Accounting policies :

A Material accounting policies :

2.1 Statement of Compliance :

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereto issued by Ministry of Corporate Affairs under section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment.

2.2 Basis of preparation of financial statements :

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

In estimating the fair value of an asset or liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share-based Payment, leasing transactions that are within the scope of Ind AS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36 Impairment of assets.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2.3 Use of Estimates :

The preparation of financial statements requires the management of the company to make estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Critical accounting estimates

i) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of the time of receipt of the consideration. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of contract. Taxes and duties collected on behalf of the government are excluded.

The specific recognition criteria of revenue recognition have been defined in para 2.7.

ii) Income tax

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

iii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under Note 2.5.

iv) Provisions

Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. The policy for the same has been explained under Note 2.17

v) Fair value measurement of financial instruments

The Company measures financial instruments, such as, Investments at fair value at each balance sheet date using valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: a) In the principal market for the asset or liability, or b) In the absence of a principal market, in the most advantageous market for the asset or liability the principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable for assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets 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.

2.4 Current versus non-current classification :

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- i. Expected to be realised or intended to be sold or consumed in normal operating cycle,
- ii. Held primarily for the purpose of trading,
- iii. Expected to be realised within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle,
- ii. It is held primarily for the purpose of trading,
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Operating cycle for the business activities of the company covers the duration of the specific project/contract/project line/ service including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business. For non-project related assets and liabilities, operating cycle is 12 months.

2.5 Property, Plant & Equipment and Intangible assets (Including Capital work-in-Progress) :

Property, Plant & Equipment and intangible assets are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalised includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value considered at 5%.

The estimated useful lives and residual values of the Property, Plant & Equipment and Intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets costing upto ₹ 5,000 are fully depreciated in the year of purchase except when they are part of a larger capital investment programme.

The cost of software purchased for internal use is capitalized and amortized in three years.

Technical know-how is amortized in six years.

An item of Property, Plant & Equipment and intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

item of Property, Plant & Equipment and intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses and other direct expenditure.

Depreciation & Amortisation

Depreciation on Property, Plant & Equipment including assets taken on lease is charged on depreciable amount of assets based on straight line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. For any addition / disposal of assets, depreciation is charged on prorata basis on depending upon the number of days assets was in use.

The company has taken technical report on balance useful life of assets. Accordingly, depreciation has been calculated based on such revised useful life of the assets.

Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

2.6 Impairment of Assets :

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. The recoverable amount of the tangible & intangible assets is estimated as the higher of its net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account. An impairment loss is recognised whenever the carrying amount of an tangible & intangible asset or a cash generating unit exceeds its recoverable amount. Impairment loss is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.7 Revenue recognition :

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of the contract. The same is recognised when the entity satisfies such performance obligations.

A Product Sales

- i. In case of sale of products the revenue is recognised at a point in time .
- ii. Domestic sales of manufactured items are recognized on dispatch and are stated net of returns, discounts and rebates. Sales are recorded exclusive of applicable taxes.
- iii. Amount recognised as sales are adjusted for any variable consideration as per terms of the contract.
- iv. Export sales are recognized on date of bill of lading/ airway bill and/or passing of rights to the customer, whichever is earlier and initially recorded at the relevant exchange rates prevailing on the date of transaction.
- v. Income on items delivered directly by suppliers/sub-contractors to the client is recognized on dispatch and receipt of suppliers'/sub-contractors' invoices.
- vi. Income on account of price variation on sale of goods is recognized on the acceptance of the claim by the client and on certainty of its realization.

B Contract Revenue

- i. In case of contracts which involves supply of goods and services and where company transfers control and satisfies performance obligation over time, the revenue is recognised over time. The company recognises revenue for a performance obligation satisfied over time only if its progress towards complete satisfaction of the performance obligation is reasonably measured. The company has used Input Method for measuring progress.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

- ii. When the final outcome of a contract cannot be reliably estimated, contract revenue is recognized only to the extent of costs incurred that are expected to be recovered. Expected loss is recognized immediately when it is probable that the total estimated contract costs will exceed total contract revenue.
- iii. Escalation claims explicitly mentioned in contracts with customers and which cannot be reversed subsequently are considered as variable claims. The claims have been estimated using the expected value method.

C Service Revenue

Revenue from services are recognized as and when the services are performed.

D Interest and Dividend Income

- i. Interest income is recognised using effective interest rate method.
- ii. Dividend income is recognised when the Company's right to receive dividend is established
- iii. Export Benefits
Export benefits are recognized on actual basis.
- iv. All other incomes are recognised on accrual basis.

2.8 Liquidated damages :

When revenue has been recognised after the contractual delivery period the amount of liquidated damages as per the terms of the contract has been reduced from the amount of revenue recognised.

When revenue has not been recognised and the contractual delivery date is over the amount of liquidated damages to be imposed by the customer has been recognised as an expense and adequate provisions have been made.

2.9 Inventories :

Inventories which comprise raw materials, work-in-progress, finished goods, stock-in-trade, stores and spares, and loose tools are carried at the lower of cost or net realisable value.

- a. Raw materials, Components, Stores and Spares are valued at lower of cost or net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The cost includes freight inward, direct expenses, duties and taxes, other than those subsequently recoverable. In case of Heavy Engineering Division, it is arrived at on FIFO Method and other divisions on Weighted Average Method.
- b. Costs of Dies, Jigs, Tools and Patterns purchased/ manufactured are charged off in relevant year, at lower of cost or net realizable value, arrived at after providing for suitable diminution/ amortization.
- c. Goods-in-transit are valued at costs incurred till the Balance Sheet date.
- d. Work-in-progress is valued at lower of cost or net realizable value. The cost includes direct material, direct labour, and appropriate overheads booked on normal level of activity. The expenditure on uncompleted contracts is amortized over the period of the contract on the basis of sales booked.
- e. Finished goods are valued at lower of cost or net realizable value. Cost includes related overheads and wherever applicable duties and other non recoverable taxes.

2.10 Government grants :

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants will be received.

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the financial statements and transferred to profit or loss on a systematic and rational basis over the useful life of the related assets.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Grants related to revenue are accounted for as other income in the period in which the related costs which Government intend to compensate are accounted for to the extent there is no uncertainty in receiving the same. Incentives which are in the nature of subsidies given by the Government which are based on the performance of the Company are recognised in the year of performance/eligibility in accordance with the related scheme.

Government grants in the form of non-monetary assets, given at a concessional rate, are accounted for at their fair value.

2.11 Foreign currency transactions :

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2016 which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such assets. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.12 Financial Instruments :

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Following are the categories of financial instrument:

- a) Financial assets at amortised cost
- b) Financial assets at fair value through other comprehensive income (FVTOCI)
- c) Financial assets at fair value through profit or loss (FVTPL)

a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets 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.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

Debt financial assets measured at FVOCI:

Debt instruments are subsequently measured at fair value through other comprehensive income 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Equity Instruments designated at FVOCI:

On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

c) Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading. Other financial assets such as unquoted Mutual funds are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- a) the rights to receive cash flows from the asset have expired, or
- b) the Company has transferred its rights to receive cash flows from the asset, and
 - i. the Company has transferred substantially all the risks and rewards of the asset, or
 - ii. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured at FVTOCI.
- c) Financial guarantee contracts which are not measured as at FVTPL.

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 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 a subsequent period, credit quality of the instrument improves such that there is no longer a significant

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. In the balance sheet, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Offsetting:

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

De-recognition

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

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Reclassification of financial assets

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

2.13 Employee benefits :

i) Gratuity

The Company accounts for its gratuity liability, a defined retirement benefit plan covering eligible employees. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's salary and the tenure of the employment. Liabilities with regard to a Gratuity plan are determined based on the actuarial valuation carried out by an independent actuary as at the Balance Sheet date using the Projected Unit Credit method.

Actuarial gains and losses are recognised in full in other comprehensive income and accumulated in equity in the period in which they occur. Past service cost is recognised in profit or loss in the period of a plan amendment.

ii) Provident Fund

The eligible employees of the Company are entitled to receive the benefits of Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently at 12% of the basic salary) which are charged to the Statement of Profit and Loss on accrual basis. The provident fund contributions are paid to the Regional Provident Fund Commissioner by the Company.

The Company has no further obligations for future provident fund.

iii) Superannuation and ESIC

Superannuation fund and Employees' State insurance scheme (ESI), which are defined contribution schemes, are charged to the Statement of Profit and Loss on accrual basis.

The Company has no further obligations for future superannuation fund benefits other than its annual contributions.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

iv) **Compensated absences**

The Company provides for the compensated absences subject to Company's certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment or availment. The liability is provided based on the number of days of unavailed leave at each Balance Sheet date on the basis of an independent actuarial valuation using the Projected Unit Credit method.

The liability which is not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised based on actuarial valuation as at the Balance Sheet date.

Actuarial gains and losses are recognised in full in the Statement of Profit and Loss in the period in which they occur.

The company also offers a short term benefit in the form of encashment of unavailed accumulated compensated absence above certain limit for all of its employees and same is being provided for in the books at actual cost.

v) **Other short term employee benefits**

Employee benefits such as salaries, incentives, overtime, bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are expensed in the period in which the employee renders the service.

2.14 **Borrowing costs :**

Borrowing costs that are directly attributable to the acquisition or construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss.

2.15 **Taxation :**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws existing in the respective countries.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Deferred tax assets and liabilities are offset when it relates to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

2.16 Earnings per Share :

Basic earnings/ (loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings / (loss) per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.17 Provision, Contingent Liabilities and Contingent Assets :

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent liabilities and Contingent assets are not recognized in the financial statements.

2.18 Segment Accounting :

Managing Director & CEO of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS-108, Operating Segments. He identifies and monitors the operating results of its business segments separately for purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Operating segments have been identified on the basis of the nature of products/services. The analysis of geographical segments is based on the revenue generating locations. The geographical segment information of the company is categorized under domestic sales and export sales.

A. Segment Reporting policies:

Following Accounting policies have been followed for segment reporting:

- i. Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter-segment revenue.
- ii. Expenses that are directly identifiable with/allocable to segments are considered for determining the Segment Result. Expenses which relate to the Company as a whole and not allocable to segments are included under Un-allocable Corporate Expenses.
- iii. Income which relates to the Company as a whole and not allocable to segments is included in Un-allocable Corporate Incomes.
- iv. Segment result includes margins on inter-segment transactions, which are reduced in arriving at the profit before tax of the Company.
- v. Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

B. Inter-segment transfer pricing

Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

negotiated basis.

2.19 Assets Held For Sale :

Non-current assets and disposal groups are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset (or disposal group) and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets and disposal groups classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

2.20 Exceptional Item:

When items of income and expense within statement of profit and loss from ordinary activities are of such size nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, nature and amount of such material items are disclosed separately as an Exceptional Item.

2.21 Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.22 Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the profit before tax excluding exceptional items for the effects of:

- (i) changes during the period in inventories and operating receivables and payables;
- (ii) non-cash items such as depreciation, provisions, unrealised foreign currency gains and losses; and
- (iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as at the date of Balance Sheet.

2.23 Employee Stock Option (ESOP)

Equity-settled share based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

B Other Accounting policies

2.24 Investment:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost.

However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. All of the Company's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties. After initial recognition, the company measures investment property at cost.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Investment properties are depreciated in accordance to the class of asset that it belongs and the life of the asset is as conceived for the same class of asset at the Company

2.25 Leases :

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

i) Finance Lease

Where the Company, as a lessor, leases assets under finance lease, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on constant rate of return on the outstanding net investment.

Assets taken on finance lease are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance costs and reduction of outstanding liability. Finance costs are recognised as an expense in the statement of profit or loss over the period of lease, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with Company's general policy on borrowing costs.

ii) Operating Lease

Lease arrangements under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease rental under operating lease are recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

iii) Sale and Lease back transaction

In case of a sale and leaseback transaction resulting in a finance lease, any excess or deficiency of sales proceeds over the carrying amount is deferred and amortised over the lease term in proportion to the depreciation of the leased asset.

Profit or Loss on Sale and Lease back arrangements resulting in finance leases are recognised, in case the transaction is established at fair value, else the excess over the fair value is deferred and amortised over the period for which the asset is expected to be used.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 3 : Property, Plant and Equipment

₹ in Lakhs

Particulars	Property, Plant and Equipment							Total
	Freehold Land	Building	Plant and Equipment	Furniture and Fixtures	Computers & Peripherals	Vehicles	Office equipment	
Gross Block								
As at April 1, 2024	10,594	15,348	19,527	105	92	110	314	46,089
Addition during the year	-	5	651	5	21	41	23	746
Deduction/ Adjustment During the year	-	-	-	-	-	6	-	6
Assets classified as held for sale (Refer Note 17)*	2,214	377	-	-	-	-	-	2,591
As at March 31, 2025	8,380	14,975	20,178	110	113	145	337	44,239
As at April 1, 2023	10,594	15,363	19,316	103	86	110	310	45,882
Addition during the year	-	1	220	2	6	-	3	233
Deduction/ Adjustment During the year	-	16	9	-	-	-	-	25
As at March 31, 2024	10,594	15,348	19,527	105	92	110	314	46,089
Accumulated Depreciation								
As at April 1, 2024	-	4,938	13,578	100	62	106	282	19,066
Depreciation expense for the year	-	447	572	1	10	4	12	1,045
Deduction/ Adjustment During the year	-	-	-	-	-	6	-	6
Assets classified as held for sale (Refer Note 17)*	-	136	-	-	-	-	-	136
As at March 31, 2025	-	5,248	14,150	101	72	104	294	19,970
As at April 1, 2023	-	4,472	12,612	100	56	105	271	17,615
Depreciation expense for the year	-	470	975	0	7	1	11	1,463
Deduction/ Adjustment During the year	-	4	9	-	-	-	-	13
As at March 31, 2024	-	4,938	13,578	100	62	106	282	19,066
Net Book Value								
As at March 31, 2025	8,380	9,727	6,028	9	41	41	43	24,269
As at March 31, 2024	10,594	10,410	5,949	5	30	4	32	27,023

Note:

- 1) *Management has reclassified free hold land Rs. 2214 lakhs and building Rs. 241 lakhs (net of depreciation) as assets held for sale, signifying their intention to sell these properties within 12 months from the date of classification.
- 2) Freehold land includes certain land having gross value of ₹ 0.00 Lakhs (Previous Year ₹ 0.08 lakh) which has been compulsorily acquired by the State Government of Maharashtra. The compensation of ₹ 0.00 Lakhs (Previous Year ₹ 285 Lakh) had been paid to the company. The company has disputed the amount of compensation and the matter has reached up to Hon'ble Supreme Court of India. In the year 2022 same has been decided with refund of ₹ 32.53 Lakhs being excess compensation to the Special Land Acquisition Officer. The company has approached to District Court Pune for issuance of effectual order as per the direction of Hon'ble Supreme Court of India. The compensation amount has been disclosed under Note No 21 as other non-current liability. During the year company refunded and excess amount of compensation of ₹ 32.53 Lakhs to Special Land Acquisition Officer with the No Objection Certificate & accounted for the transaction of sale of this land along with declaring the profit on sale of asset amounting to ₹ 253 Lakhs.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 4 : Capital-Work-in Progress

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Opening Balance	86	156
Additions during the year	1,471	180
Capitalised during the year	(746)	(250)
Total	811	86

A-Work in Progress -Ageing schedule as at March 31, 2025

₹ In Lakhs

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	728	20	20	42	811
Projects temporarily suspended	-	-	-	-	-
Total	728	20	20	42	811

B Capital-work-in progress-completion schedule

₹ In Lakhs

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Fire Hydrant System	121	-	-	-
Modification Dust Free Hall	21	-	-	-
Pit enlargement for End Shield E Shed	31	-	-	-
M shed lathe and Beco lathe CNC tool posts	5	-	-	-
Recon of RADIAL DRILLING 1537-Asset Code No.100293	1	-	-	-
Fire Fighting pump room system	2	-	-	-
LPG Detection System	0	-	-	-
Servo Control Con of Universal Testing Machine	2	-	-	-
Facing lathe WMW DP-3150x10M	34	-	-	-
Compressor	23	-	-	-
Electric Furnace	136	-	-	-
Skoda Machine CNC HBM	47	-	-	-
Valves-LPG Yard	3	-	-	-
Upgradation -Siemens HBNC CNC System	35	-	-	-
Hofler Gear Grinding -Reconditioning Phase -1	49	-	-	-
SS1 Cirseam welding station	59	-	-	-
Welding Positioner (15T) with welding Boom	82	-	-	-
EOT Crane 100MT	2	-	-	-
Drilling SPM CNC - Segment Pin Hole	2	-	-	-
Band Saw Machine	16	-	-	-
Reconditioning -Facing Lathe & CNC Tool Post	14	-	-	-
Modification Segment Drilling Z axis CNC system	27	-	-	-
Balancing Machine	24	-	-	-
Deandrea Head for HBNC	34	-	-	-
DRO Scale Replacement 10" HBM	3	-	-	-
Gantry rail, Cross Rails, & Wheels	2	-	-	-
Stabilizer/SVG panels for CNC Machines	15	-	-	-
SAW Boom and Trolley Machines (Miller Make)	3	-	-	-
Firewall- Sophos make XGS 2100	3	-	-	-
High-Mast Illumination	8	-	-	-
Fire Brigade	9	-	-	-
Total	811	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**A-Work in Progress -Aging schedule as at March 31, 2024**

₹ In Lakhs

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	23	20	27	15	86
Projects temporarily suspended	-	-	-	-	-
Total	23	20	27	15	86

B Capital-work-in progress-completion schedule

₹ in Lakhs

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Fire Hydrant System	68	-	-	-
KYX with Meter for Reduction Demand from 1000 KVA	1	-	-	-
Enhancement of Electrical System Capacity H.T.Side	3	-	-	-
Fire Fighting Pump Room	0	-	-	-
Sprinkler system	4	-	-	-
Addressable Fire Alarm System	3	-	-	-
LPG Detection System	0	-	-	-
Recon of RADIAL DRILLING 1537-Asset Code No.100293	1	-	-	-
Servo Control Con of Universal Testing Machine	2	-	-	-
ICAST-Foundry Computer Server	3	-	-	-
Total	86	-	-	-

Note 5 : Investment Property

₹ in Lakhs

Description of Assets	As at	
	March 31, 2025	March 31, 2024
Land		
Opening Balance	153	188
Additions during the year	-	-
Deletion during the year *	0	(35)
Total	153	153

The management has determined that the investment properties consist of single class of asset based on the nature, characteristics and risks of the property.

The fair value of the Investment properties is ₹ 3,157 Lakhs (Previous Year ₹ 3,005 Lakhs). These valuations are based on valuations performed by D. K. Nagarseth & Associates who is registered under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

A road extension and repair project is currently underway on the land belonging to the Company, extending from Dalaj to Walchandnagar. While the Company had issued a No Objection Certificate (NOC) to the local body for repair of the existing road, it has come to the Company's attention that the scope of the project involves not only repairs but also widening of the road. The road widening activity extends into a portion of the Company's land.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

As the Company has not granted any approval or permission for such road widening on its property, the Company has initiated legal proceedings and filed a suit before the Court of Sr. Judge Sr. Division, being Suit No. 444/2025 challenging the unauthorized encroachment and seeking appropriate reliefs.

The Company is contemplating to file a Writ Petition in the Hon'ble Bombay High Court for substantive reliefs to pass a direction to the government authorities/Collector to follow the due process of law as per the concerned Land Acquisition Act and other applicable statutes and provide appropriate compensation to WIL

No adjustment has been made in the carrying value of the land, pending the outcome of the legal proceedings.

Information regarding income and expenditure of investment property	March 31, 2025	March 31, 2024
Rental and other income derived from investment properties	-	-
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-
Profit arising from investment properties before indirect expenses	-	-

Note 6 : Intangible Assets

Description of Assets	₹ in Lakhs		
	Intellectual property rights	Software	Total
Gross Block			
As at April 1, 2024	185	200	385
Additions during the year		9	9
Disposals or classified as held for sale			0
As at March 31, 2025	185	209	394
As at April 1, 2023	180	188	368
Addition During Year	5	12	17
Disposals or classified as held for sale			
As at March 31, 2024	185	200	385
Accumulated Amortization			
As at April 1, 2024	141	176	317
Amortisation expense for the year	12	8	20
Disposals / Adjustments			0
As at March 31, 2025	153	184	337
As at April 1, 2023	130	170	300
Amortisation expense for the year	11	6	17
Disposals / Adjustments			
As at March 31, 2024	141	176	318
Net Block as at March 31, 2025	32	25	57
Net Block as at March 31, 2024	44	24	67

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 7 : Investments : Non Current

₹ In Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
- Quoted		
Bombay Cycle & Motor Agency Limited	19	17
1200 (March 31, 2024: 1200) equity shares of ₹10 each fully paid		
- Unquoted		
Maharashtra State Co-operative Bank Limited	-	-
2 (March 31, 2024: 2) equity shares of ₹50 each fully paid		
Shushrusha Citizens Co-operative Hospital Limited	0	0
100 (March 31, 2024: 100) equity shares of ₹100 each fully paid		
Walchand Terraces Co-operative Housing Society Limited	0	0
10 (March 31, 2024: 10) equity shares of ₹50 each fully paid		
Cooper Employees' Consumers Co-operative Society Limited	-	-
100 (March 31, 2024 : 100) equity shares of ₹ 25 each fully paid		
Walchandnagar Industries Limited (Foundry Division) Employees Consumers Co-operative Society Limited	-	-
10 (March 31, 2024: 10) equity shares of ₹25 each fully paid		
Actis Biologics Private Limited	103	103
104,250 (March 31, 2024: 1,04,250) equity shares of ₹10 each fully paid		
Less: Impairment Loss	(103)	(103)
Total	19	17
Note :		
i) Details of Investments		
Investments carried at cost	-	-
Investments carried at fair value through Other Comprehensive Income	19	17
Investments carried at fair value through profit and loss	-	-
ii) Bifurcation of investments		
Aggregate amount of Quoted Investments	19	17
Aggregate amount of Market value of Quoted Investments	19	17
Aggregate amount of unquoted Investments	103	103
Aggerate amount of impairment in value of investment	103	103

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 8 : Trade Receivables : Non Current

₹ In Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Trade receivables	8,019	2,071
Receivables from related Parties	-	-
Total	8,019	2,071
Trade receivables		
Considered Good – Secured	-	-
Considered Good – Unsecured	8,019	2,071
Significant increase in Credit Risk	-	-
Credit Impaired	3,903	3,565
	11,922	5,636
Less: Provision for Doubtful Debts (refer note 2.8(i))	(3,903)	(3,565)
Total	8,019	2,071

Neither Trade or Other receivable are due from Directors or other officers of the company either severally or jointly with any other person nor due from Firms or Private Companies in which any Director is a Partner, a Director or a Member.

Ageing Trade Receivable- Non Current

₹ In Lakhs

Particulars	As at March, 31 2025					
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,395	28	411	46	7,873	9,752
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	367	5	430	802
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	1,367	1,367
Less: Provision for Doubtful Debts	-	-	-	-	-	3,903
Total	1,395	28	778	52	9,670	8,019
Particulars	As at March, 31 2024					
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	237	199	211	75	2,612	3,333
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	4	17	139	102	674	936
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	4	1,363	1,367
Less: Provision for Doubtful Debts	-	-	-	-	-	3,565
Total	241	216	350	181	4,649	2,071

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 9 : Other Financial Assets : Non Current

₹ In Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
(Unsecured, considered good unless otherwise stated)		
Security Deposits		
Considered Good – Secured	-	-
Considered Good – Unsecured	446	379
Significant increase in Credit Risk	-	-
Credit Impaired	-	-
Less: Provision for Doubtful Debts	-	-
Total	446	379

Note 10 : Other Non-Current Assets

₹ In Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
(Unsecured, considered good unless otherwise stated)		
Capital Advances		
Considered Good – Secured	-	-
Considered Good – Unsecured	2,167	-
Significant increase in Credit Risk	-	-
Credit Impaired	-	-
Less: Provision on advances to suppliers	-	-
	2,167	-
Prepaid Expenses	224	237
Balance with Government Authorities	1,520	2,007
Other Assets	20	20
	1,764	2,264
Total	3,931	2,264

Note 11 : Inventories

₹ In Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
- Goods in Transit, at cost	45	65
- Raw Materials and Components	3,775	4,047
- Stores and Spares	1,018	1,038
- Dies, Jigs, Tools, Moulds & Patterns	618	808
- Work in progress	5,895	6,938
- Finished Products	1,014	988
Total	12,364	13,884

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 12 : Trade Receivables : Current

₹ In Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Trade Receivables	6,995	15,305
Receivables from Related Parties	-	-
Total	6,995	15,305
Trade receivables		
Considered Good – Secured	-	-
Considered Good – Unsecured	6,995	15,305
Significant increase in Credit Risk	-	-
Credit Impaired	925	1,931
	7,920	17,236
Less: Impairment Allowance (allowance for doubtful debts)		
Trade Receivables - credit impaired	(925)	(1,931)
Total	6,995	15,305

Neither Trade or Other receivable are due from Directors or other officers of the company either severally or jointly with any other person nor due from Firms or Private Companies in which any Director is a Partner, a Director or a Member.

Ageing Trade Receivables : Current

₹ in Lakhs

Particulars	As at March 31, 2025					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	3,574	366	282	24	3,674	7,920
(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	-	-	-	-	-	-
Less: Provision for Doubtful Debts	-	-	-	-	-	925
Total	3,574	366	282	24	3,674	6,995

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	As at March 31, 2024					
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	6,223	453	640	611	9,309	17,236
(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	-	-	-	-	-	-
Less: Provision for Doubtful Debts	-	-	-	-	-	1,931
Total	6,223	453	640	611	9,309	15,305

Note 13 : Cash and Cash Equivalents

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Cash in hand	1	2
Balances with banks		
In Current Account	487	5,572
In Deposit Account *	5,009	-
Total	5,496	5,574

* The Company had received application money against issue of share warrants for a specified purpose. As at the balance sheet date, the unutilised portion of such money amounting to ₹4,905 lakhs (Previous Year: Nil) is temporarily parked in a fixed deposit with a scheduled commercial bank, having an original maturity of less than three months.

In the previous financial year ₹5,341 lakhs was held in a designated current account. During the current year, the funds were placed in a short-term fixed deposit to optimise returns pending utilisation.

Accordingly, the amount has been classified under “Cash and Cash Equivalents” in accordance with Ind AS 7 – Statement of Cash Flows.

Note 14 : Other Balances with Banks

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
In Deposit Accounts	45	459
Earmarked Balances with Banks		
-Unclaimed Dividend	-	-
-Balances held as Margin Money/Security towards obtaining Bank Guarantees **	5,110	4,809
-Balance held under Escrow Account*	241	229
Total	5,396	5,497

*Money held under escrow account as per the escrow agreement between Walchandnagar Industries Limited and Trimax Sands Private Limited. (Refer note 23)

**It includes Accrued Interest

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Changes in liabilities arising from financing activities :

Particulars	Non-current borrowings	Current borrowings (including current maturities)	Total
Net debt as at April 1, 2023	4,993	24,294	29,288
Cash inflows	-	1,280	1,280
Cash Outflows	3,993	2,483	6,477
Others*	1,000	(963)	37
Net debt as at March 31, 2024	0.00	24,053	24,053
Cash inflows	4,241	338	4,579
Cash Outflows	-	9,223	9,223
Others*	(903)	963	60
Net debt as at March 31, 2025	5,144	14,206	19,350

*Others includes loan conversion into warrants, effect of reclassification of non-current portion of borrowings, including write-back on debt restructuring and the effect of accrued but not yet paid interest on borrowings.

Note 15 : Other Financial Assets : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Contract Assets		
Unbilled Revenue	11,424	9,047
Total	11,424	9,047

Note 16 : Other Current Assets

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Balance with Government Authorities	2,296	2,319
Advances to employees		
Considered Good – Unsecured	101	83
	101	83
Advances to suppliers		
Considered Good – Unsecured	2,425	2,298
Credit Impaired	186	1,107
Less: Provision for doubtful Advances to suppliers	(186)	(1,107)
	2,425	2,298

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	As at	
	March 31, 2025	March 31, 2024
Prepaid Expenses	391	638
Others Loans and Advances		
Considered Good – Secured	-	-
Considered Good – Unsecured	-	1
Significant increase in Credit Risk	-	-
Credit Impaired	-	-
Less: Provision on other loans and advances	-	-
	-	1
Total	5,213	5,339

Note 17 : Non Current Assets held for sale

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Land		
Opening Balance	704	671
Addition	2,455	33
Deletion	(671)	-
Total	2,488	704

The Company intends to dispose some of its freehold land in Maharashtra and Karnataka within next 12 months. No impairment loss was recognised on reclassification of the property as held for sale as the Company expects that the fair value (estimated based on the recent market prices of similar properties in similar locations) less costs to sell is higher than the carrying amount of ₹ 2488 Lakh.

During the preceding financial year, the company identified a non-current asset for sale based on management's commitment. Despite extensive efforts, the sale of part of asset held for sale has not concluded within the initial 12-month period due to unforeseen market conditions. The asset in question is a land located at Bhigwan. It was initially classified as held for sale, with a carrying amount of ₹ 33 Lakhs. As of the reporting date, the initial 12-month period has lapsed. However, the company has received advance from customers towards sale of land. The asset continues to be measured at the lower of its carrying amount and fair value less costs to sell, estimated at ₹ 33 Lakhs as of March, 31,2025.

Based on current market conditions and ongoing negotiations, management anticipates completing the sale of above lands parcels within due course of time.

Break up of financial assets carried at amortised cost

Particulars	As at	
	March 31, 2025	March 31, 2024
Trade receivables (refer note 8 & 12)	15,014	17,375
Other financial assets (refer note 9 & 15)	11,870	9,427
Cash and bank balances (refer note 13 & 14)	10,892	11,070
Total financial assets carried at amortised cost	37,777	37,872

Note: Receivables carrying value may be affected by changes in the credit risk of the counterparties.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 18 : Equity Share Capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	₹ in Lakhs	Number of Shares	₹ in Lakhs
Authorised				
10% Cumulative Preference Shares of ₹ 100/- each	50,000	50	50,000	50
Preference Shares of ₹ 100/- each	50,000	50	50,000	50
Equity shares of ₹ 2/- each with voting rights	12,00,00,000	2,400	12,00,00,000	2,400
		<u>2,500</u>		<u>2,500</u>
Issued, Subscribed and Paid up				
Equity shares of ₹ 2/- each fully paid up	6,74,59,595	1,349	5,54,07,180	1,108
Total	<u>6,74,59,595</u>	<u>1,349</u>	<u>5,54,07,180</u>	<u>1,108</u>

Reconciliation of number of Equity Shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	₹ in Lakhs	Number of Shares	₹ in Lakhs
Shares outstanding at the beginning of the year	5,54,07,180	1,108	4,59,63,224	919
Shares issued on exercise of employee stock options during the year*	51,935	1	50,094	1
Share issued on conversion of loan during the year	-	-	-	-
Shares issued on conversion of share warrants during the year**	1,20,00,480	240	93,93,862	188
Total	<u>6,74,59,595</u>	<u>1,349</u>	<u>5,54,07,180</u>	<u>1,108</u>

* For 51,935 Equity Shares under ESOP scheme (Refer Note Number 19).

** Allotment Committee of the Board of Directors of the Company at their meeting held on November 16, 2023, have allotted 2,17,18,023 (Two Crore Seventeen Lakhs Eighteen Thousand and Twenty Three) equity warrants at a price of ₹ 114/- per warrant aggregating up to ₹ 2,47,58,54,622/- (Rupees Two Hundred and Forty Seven Crore Fifty Eight Lakhs Fifty Four Thousand Six Hundred and Twenty Two only) convertible into equal number of equity shares to the allottees. Out of the total warrants allotted, 93,93,862 warrants were converted into equity shares and allotted on March 19, 2024. Further, the Allotment Committee of the Board of Directors of the Company at its meeting held on January 01, 2025, have allotted 1,20,00,480 equity shares of face value of ₹ 2/- each fully paid up due to conversion of share warrants into equity shares.

Terms/Rights attached to equity shares

The Company has only one class of equity shares having face value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of shares held by the shareholders.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Number of shares held by each shareholder holding more than 5 percent of the Equity Shares of the Company are as follows:

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Walchand Kamdhenu Commercials Pvt. Ltd.	98,25,330	14.56	60,95,168	11.00
Walchand Great Achievers Pvt. Ltd.	57,79,595	8.57	55,62,393	10.04
Rodin Holdings Inc	30,00,000	4.45	30,00,000	5.41

As per the records of the Company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

As per the records of the Company, no shares has been allotted pursuant to any contract for consideration other than cash or as bonus shares during the preceding five financial years. There are no buy back of shares during the preceding five financial years.

Equity Shares held by promoters at the end of the year

	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of Shares held	% of total shares	No. of Shares held	% of total shares	
Walchand Kamdhenu Commercials Pvt. Ltd.	98,25,330	14.56	60,95,168	11.00	3.56
Walchand Great Achievers Pvt. Ltd.	57,79,595	8.57	55,62,393	10.04	(1.47)
Rodin Holdings Inc	30,00,000	4.45	30,00,000	5.41	(0.97)
Olsson Holdings Inc	20,00,000	2.96	20,00,000	3.61	(0.64)
Smt. Lalitabai Lalchand Charity Trust	3,79,210	0.56	3,79,210	0.68	(0.12)
Walchand Chiranika Trading Pvt. Ltd.	3,42,090	0.51	3,42,090	0.62	(0.11)
Chakor L. Doshi	60,800	0.09	60,800	0.11	(0.02)
Chirag C. Doshi	17,290	0.03	17,290	0.03	(0.01)
Champa C. Doshi	12,750	0.02	12,750	0.02	(0.00)
Walchand Charitable Trust	7,200	0.01	7,200	0.01	(0.00)
Chakor L. Doshi HUF	6,680	0.01	6,680	0.01	(0.00)
Total	2,14,30,945	31.77	1,74,83,581	31.55	0.21

Percentage of change has computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

Note 19 : Other Equity

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Capital Redemption Reserve		
Opening balance	50	50
Additions	-	-
Deductions	-	-
Closing Balance	50	50

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Securities Premium Account		
Opening balance	20,121	9,577
Additions		
Warrants/Prefrential Allotment	13,441	10,521
ESOP	19	23
Deductions	-	-
Closing Balance	33,581	20,121
Employee Stock Option Reserve*		
Opening balance	75	27
Additions	113	72
Deductions	(19)	(24)
Closing Balance	169	75
General Reserve		
Opening balance	5,606	5,606
Additions	-	-
Deductions	-	-
Closing Balance	5,606	5,606
Retained Earnings		
Opening balance	3,771	8,184
Add/Less : Profit/ (Loss) for the year	(8,603)	(4,183)
Less : Share warrant issue expenses	(111)	(230)
Closing Balance	(4,943)	3,771
Equity Component-Unsecured Loan		
Opening balance	600	1,680
Addition to Other Equity component	-	62
Less: Transfer or Used or On modification of terms of Inter-corporate deposits(ICD)	-	(1,142)
Closing Balance	600	600
- Equity Share Warrant Application Money (Refer note 18)		
Opening Balance	4,683	-
Additions	(9,120)	15,392
Deductions	(13,681)	(10,709)
Closing Balance	123	4,683
- Remeasurements of the Defined Benefit		
Opening Balance	99	13
Add : Other Comprehensive Income	638	86
Closing Balance	737	99
- Equity Instruments through Other Comprehensive Income		

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Opening Balance	17	9
Add : Other Comprehensive Income	2	8
Closing Balance	19	17
Total	35,942	35,022

Note:

***Employee Stock Option Plan**

- i) A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including:

Particulars	Employee Stock Option Scheme 2020
Date of shareholders' approval	August 14, 2020
Date of ratification the Company's ESOP Scheme, 2020 as per Clause 12 of SEBI (Share Based Employee Benefits Scheme) Regulations, 2014	Not Applicable
Total number of options approved under ESOP Scheme - 2020	1,000,000
Vesting requirements	The Stock Options shall vest as per vesting conditions stated in ESOP 2020.
Exercise price or pricing formula	At par (Face Value of ₹ 2)
Maximum term of options granted	7 Years
Source of shares (primary, secondary or combination)	Primary
Variation in terms of options	There has been no variation in terms of the options

The Company has formulated Employee Stock Option Scheme 2020. The grant of options to the employees under the stock option scheme is on the basis of their performance and other eligibility criteria. The options granted under the Scheme 2020, Category I are vested over a period of five years in the ratio of 10%, 20%, 20%, 20% and 30% respectively and Category II are vested over a period of three years in the ratio of 30%, 30% and 40% respectively from the end of 12 months from the date of grant, subject to the discretion of the management and fulfillment of certain conditions.

- ii) Tranch - 1 : Option Movement during the year (For each ESOP Scheme - 2020):

Particulars	Employee Stock Option Scheme-2020
Number of options granted and outstanding at the beginning of the period	93,435
Number of options granted during the year	-
Number of options forfeited / lapsed during the year	25,314
Number of options vested during the year	32,258
Number of options exercised during the year	32,258
Number of shares arising as a result of exercise of options	32,258
Money realized by exercise of options (₹), if scheme is implemented directly by the Company	64,516
The weighted average share price at the date of exercise.	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Employee Stock Option Scheme-2020
Loan repaid by the Trust during the year from exercise price received	35,863
Number of options granted and outstanding at the end of the year	2.00
Exercise prices of Number of options outstanding at the end of the year (₹)	
Remaining contractual life :	8 Month
For Category I	0 Month
For Category II	-
Number of options exercisable at the end of the year	-
The total expense recognised for the period (₹ in Lakhs)	6

- iii) The fair value has been calculated using the Black-Scholes Option Pricing Model and significant assumptions and inputs to estimate the fair value of options granted.

Fair Value per Option of Grant dated November 9, 2020

Particulars	Vest Date				
	November 11, 2021	November 11, 2022	November 11, 2023	November 11, 2024	November 11, 2025
Stock Price (₹)	50.55	50.55	50.55	50.55	50.55
Strike/ Exercise Price (₹)	2.00	2.00	2.00	2.00	2.00
Expected Life of options (no. of years)	1.50	2.50	3.50	4.50	5.50
Risk free rate of interest (%)	5.87%	5.87%	5.87%	5.87%	5.87%
Implied Volatility factor (%)	69.53%	69.53%	69.53%	69.53%	69.53%
Fair value per Option at year end (₹)	48.72	48.83	48.93	49.05	49.16

Weighted Average of Fair Values of Options (Grant 1)	Quantity (in nos.)	Option Price (in ₹)	Product (in ₹)
Vesting 1	26,822	48.72	13,06,734
Vesting 2	53,644	48.83	26,19,210
Vesting 3	53,644	48.93	26,25,031
Vesting 4	53,644	49.05	26,30,998
Vesting 5	80,466	49.16	39,55,510
Total/weighted average	2,68,220	48.98	1,31,37,483

Weighted Average of Fair Values of Options (Grant 2)	Quantity (in nos.)	Option Price (in ₹)	Product (in ₹)
Vesting 1	9,540	48.72	4,64,777
Vesting 2	9,540	48.83	4,65,798
Vesting 3	12,720	48.93	6,22,444
Total/weighted average	31,800	48.84	15,53,019

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

iv) Tranch -2 : Option Movement during the year (For each ESOP Scheme - 2020):

During the year Company grant 2,18,390 number of Stock options convertible in to equity shares of face value of ₹ 2/- each of the Company, Second Tranche of ESOP Scheme - 2020.

Particulars	Employee Stock Option Scheme-2020
Number of options granted and outstanding at the beginning of the period	2,18,390
Number of options granted during the year	-
Number of options forfeited / lapsed during the year	18,117.00
Number of options vested during the year	19,677.00
Number of options exercised during the year	19,677.00
Number of shares arising as a result of exercise of options	19,677.00
Money realized by exercise of options (₹), if scheme is implemented directly by the Company	39,354.00
The weighted average share price at the date of exercise.	-
Loan repaid by the Trust during the year from exercise price received	-
Number of options granted and outstanding at the end of the year	1,80,596
Exercise prices of Number of options outstanding at the end of the year (₹)	2.00
Remaining contractual life :	
For Category I	38 Month
For Category II	-
Number of options exercisable at the end of the year	-
The total expense recognised for the period (₹ in Lakhs)	23

v) The fair value has been calculated using the Black-Scholes Option Pricing Model and significant assumptions and inputs to estimate the fair value of options granted.

Particulars	Vest Date				
	May 25, 2024	May 25, 2025	May 25, 2026	May 25, 2027	May 25, 2028
Stock Price (₹)	75.50	75.5	75.50	75.50	75.50
Strike/ Exercise Price (₹)	2.00	2.00	2.00	2.00	2.00
Expected Life of options (no. of years)	2.00	3.00	4.00	5.00	6.00
Risk free rate of interest (%)	6.82%	6.89%	6.94%	6.94%	6.99%
Implied Volatility factor (%)	53.79%	53.79%	53.79%	69.53%	53.79%
Fair value per Option at year end (₹)	73.76	73.87	73.99	74.09	74.19

Weighted Average of Fair Values of Options (Grant 1)	Quantity (in nos.)	Option Price (in ₹)	Product(in ₹)
Vesting 1	19,677	73.76	14,51,376
Vesting 2	39,354	73.87	29,07,080
Vesting 3	39,354	73.99	29,11,802
Vesting 4	39,354	74.09	29,15,738
Vesting 5	59,031	74.19	43,79,510
Total/weighted average	1,96,770	74.02	1,45,65,506

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Weighted Average of Fair Values of Options (Grant 2)	Quantity (in nos.)	Option Price (in ₹)	Product(in ₹)
Vesting 1	6,486	73.76	4,78,407
Vesting 2	6,486	73.87	4,79,121
Vesting 3	8,648	73.99	6,39,866
Total/weighted average	31,800	73.89	15,97,394

vi) Tranch -3 : Option Movement during the year (For each ESOP Scheme - 2020):

During the year Company grant 2,47,500 number of Stock options convertible in to equity shares of face value of ₹ 2/- each of the Company, Second Tranche of ESOP Scheme - 2020.

Particulars	Employee Stock Option Scheme-2020
Number of options granted and outstanding at the beginning of the period	-
Number of options granted during the year	2,47,500
Number of options forfeited / lapsed during the year	69,030
Number of options vested during the year	-
Number of options exercised during the year	-
Number of shares arising as a result of exercise of options	-
Money realized by exercise of options (₹), if scheme is implemented directly by the Company	-
The weighted average share price at the date of exercise.	-
Number of options granted and outstanding at the end of the year	178,470
Exercise prices of Number of options outstanding at the end of the year (₹)	2.00
Remaining contractual life :	
For Category I	50 Month
For Category II	26 Month
Number of options exercisable at the end of the year	-
The total expense recognised for the period (₹ in Lakhs)	108

vii) The fair value has been calculated using the Black-Scholes Option Pricing Model and significant assumptions and inputs to estimate the fair value of options granted.

Fair Value per Option of Grant dated May 28, 2024

Particulars	Vest Date				
	May 28, 2025	May 28, 2026	May 28, 2027	May 28, 2028	May 28, 2029
Stock Price (₹)	233.20	233.20	233.20	233.20	233.20
Strike/ Exercise Price (₹)	2.00	2.00	2.00	2.00	2.00
Expected Life of options (no. of years)	1.5 Years	2.5 Years	3.5 Years	4.5 Years	5.5 Years
Risk free rate of interest (%)	6.995%	6.995%	6.995%	6.995%	6.995%
Implied Volatility factor (%)	49.58%	49.58%	49.58%	49.58%	49.58%
Fair value per Option at year end (₹)	231.40	231.52	231.63	231.74	231.84

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Weighted Average of Fair Values of Options (Grant 1)	Quantity (in nos.)	Option Price (in ₹)	Product(in ₹)
Vesting 1	8,750	231.40	20,24,750
Vesting 2	17,500	231.52	40,51,600
Vesting 3	17,500	231.63	40,53,525
Vesting 4	17,500	231.74	40,55,450
Vesting 5	26,250	231.84	60,85,800
Total/weighted average	87,500		2,02,71,125

Weighted Average of Fair Values of Options (Grant 2)	Quantity (in nos.)	Option Price (in ₹)	Product(in ₹)
Vesting 1	50,000	231.63	1,15,81,500
Vesting 2	50,000	231.74	1,15,87,000
Vesting 3	60,000	231.84	1,39,10,400
Total/weighted average	1,60,000		3,70,78,900

Note 20 : Borrowings : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Measured at amortised cost		
Secured Borrowings:		
Debentures		
17.5% Non-Convertible Debentures *	4,241	-
	4,241	-
Unsecured Borrowings		
From related party **	903	-
	903	-
Total	5,144	-

- 1) *During the year, the Company had issued 740 Nos. of Non-Convertible Debentures (NCDs) at interest rate of 17.5% with an original maturity period up to the year 2028.

Purpose	Face value	Maturity Date	Terms	Interest rate
1) Refinancing of existing debt of ACRE outstanding as on the Target Issue Date (₹ 2092 Lakhs as on June 30, 2024)	10,00,000	30 June 2028	To be repaid as per repayment schedule	17.50%
2) Balance for working capital requirements and general corporate purpose.				

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

The Company undertook partial prepayment of these NCDs. The prepayment resulted in changes to the terms of the financial liability, which were assessed in accordance with the requirements of Ind AS 109 – Financial Instruments. Based on the assessment, the changes were considered a modification rather than an extinguishment of the original financial liability as the difference in the present value of the cash flows (discounted at the original effective interest rate) was less than 10% of the carrying amount of the original financial liability.

Accordingly, the Company did not derecognise the financial liability in accordance with Ind AS 109, but instead adjusted the carrying amount of the liability to reflect the modified cash flows and recognized a modification Loss of ₹ 30.70 Lakhs in the statement of profit and loss under Finance Cost for the year ended March 31 2025.

As a result of the revised payment schedule post-modification, the liability has been reclassified as follows:

Non-Current Borrowings: Representing the outstanding NCD amount repayable beyond 12 months from the reporting date.

Current Borrowings (Refer Note 24(c)(ii)): Include an instalment of ₹ 338 Lakhs pertaining to the modified NCDs, which is scheduled for repayment within 12 months from the reporting date, specifically due on 31st December 2025, in accordance with the repayment schedule provided below.

Repayment schedule of Non-Convertible Debentures (Neo Special Credit Opportunities Fund) is as under:

Date of Repayment	Total Instalment Amount (In Lakhs)
31-Dec-25	338
30-Jun-26	400
30-Sep-26	500
31-Dec-26	500
31-Mar-27	500
30-Jun-27	500
30-Sep-27	500
31-Dec-27	500
31-Mar-28	500
30-Jun-28	500
Total	4,738

These Non-Convertible Debentures (NCDs) are secured by:

- 1) First charge on specified non-factory land and buildings at Walchandnagar, Flats at Mumbai and Land & Building at Dharwad.
- 2) First charge by way of pledge of shareholdings of promoters/affiliates amounting to 15.63% of paid-up capital of the company.
- 3) First charge on the designated bank account held with State Bank of India & Escrow account with HDFC Bank.

The Company continues to comply with the terms and conditions of the debenture trust deed, and the revised classification reflects the updated contractual maturity profile of the instrument.

- 2) **During the year ended 31 March 2025, the Company renegotiated the terms of an existing borrowing with Janta Travels Private Limited which was originally due for repayment on 30 March 2025. As per the revised terms, the loan tenure was extended by three years, with the new maturity falling on 29 March 2028.

The modification did not result in a substantial change in terms as per Ind AS 109, since the present value of the modified future cash flows (discounted at the original effective interest rate) differed by less than 10% from the carrying amount of the financial liability immediately before the modification.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Accordingly, the Company did not derecognise the original financial liability but instead:

- Adjusted the carrying amount of the liability to the present value of the modified cash flows;
- Recognised a gain of ₹ 96.61 lakhs in the Statement of Profit and Loss under Finance Cost, representing the difference between the original carrying value and the revised present value of the liability;

Note 21: Other Financial Liabilities : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Others *	-	285
Total	-	285

* Includes ₹ 0.00 Lakhs (Previous Year ₹ 285 lakh) received against compulsory acquisition of land by the Government of Maharashtra. The company has disputed the amount of compensation and the matter has reached up to Hon'ble Supreme Court of India and in the year 2022 same has been decided with the direction of refunding ₹ 32.53 Lakhs to Special Land Acquisition Officer. The company has approached to District Court Pune for issuance of effectual order as per the direction of Hon'ble Supreme Court of India. During the current year company refunded the excess compensation of ₹ 32.53 Lakhs to Special Land Acquisition Officer and accounted for the sale of land along with profit on sale of asset amounting to ₹ 253 Lakhs.

Note 22 : Provisions : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Provision for employee benefits*		
- Gratuity	1,116	1,450
- Compensated absences	140	182
Total	1,256	1,632

* (Refer Note No. 52)

Note 23 : Other Non Current Liabilities : Non current

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Labor Cess Payable*	241	229
Deferred Government Grant	-	2
Advance from Customer	4,622	5,595
Total	4,863	5,825

* (Refer Note No. 14)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 24: Borrowings : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
(a) From Banks (Secured)		
(i) Working Capital Loan*	12,340	18,929
(ii) Letter of Credit**	1,528	2,068
(b) From others (unsecured)		
From related party	-	963
(c) Current maturities of long-term loans (secured)		
(i) Vehicle Loan ****	-	2
(ii) Corporate Loan/NCD ***	338	2,092
Total	14,206	24,053

- 1) *The Working Capital Loan facilities under Consortium Banking arrangement of State Bank of India and Bank of India and consortium lead by State Bank of India mentioned at (i) above pertaining to HED division are secured by mortgage of residential flat in Airoli, land and building at Walchandnagar, Offices in Pune and by way of charge on all movable plant and machinery, fixtures, implements, fittings, furniture, current assets (both present & future) including stock-in-trade, raw material, semi-finished and finished products, stores and spares, book debts, tools and accessories and other movables pertaining to Heavy Engineering Division at Walchandnagar. The facilities are further secured by a second charge on all assets given to Neo Special Credit Opportunities Fund. The above are at an interest rate of 17.44% from Bank of India and 13.95% from State Bank of India.
- 2) *The facilities mentioned at (i) also includes facility pertaining to Foundry division, Satara availed from State Bank of India and are secured by hypothecation of all tangible movable properties and assets, including all stocks of Raw Material, Components, Tools, Stores Materials, Work-in-Progress, Finished Goods and Book Debts and equitable mortgage on fixed assets of Foundry Division at Satara Road, Maharashtra.
- 3) ** The Company has availed Letter of Credit facility from Bank of India and State Bank of India for the purpose of procurement of Raw Material for HED division. It is secured by mortgage of residential flat in Airoli, land and building at Walchandnagar, Offices in Pune and by way of charge on all movable plant and machinery, fixtures, implements, fittings, furniture, current assets (both present & future) including stock-in-trade, raw material, semi-finished and finished products, stores and spares, book debts, tools and accessories and other movables pertaining to Heavy Engineering Division at Walchandnagar. It is further secured by a second charge on all assets given to Neo Special Credit Opportunities Fund.
- 4) ** The Company has also availed Letter of Credit facility from State Bank of India for the purpose of procurement of Raw Material for Foundry division. It is secured by hypothecation of all those tangible movable properties and assets, including all stocks of Raw Material, Components, Tools, Stores Materials, Work-in-Progress, Finished Goods and Book Debts and equitable mortgage on fixed assets of Foundry Division at Satara Road, Maharashtra.
- 5) *** The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. The quarterly statements filed by the Company with such banks are in agreement with the Books of Account of the Company of the respective quarters and there is no material discrepancies between quarterly returns filed by the Company with such banks and Unaudited Books of Account of the Company.
- 6) **** During the financial year 2024-25, the Company has fully repaid the loan availed from the ACRE's in accordance with the terms of the financing agreement. All associated conditions and covenants, including those relating to early repayment incentives and equity issuance obligations, have been duly complied with and fulfilled (for details Refer Note 38).
- 7) ***** During the financial year 2024-25, the Company has fully repaid the car loan availed for the purchase of a vehicle. All dues related to the loan have been settled, and there are no outstanding balances as on the balance sheet date.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 25: Trade Payables

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises*	1,224	636
- Total outstanding dues of creditors other than micro and small enterprises	5,126	6,711
Total	6,350	7,347

*(Refer Note No. 57)

The Company has identified small enterprises and micro enterprises, as defined under the MSME Act, 2006 by requesting confirmation from the vendors.

Ageing- Trade Payables

₹ in Lakhs

Particulars	As at March, 31 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	828	292	103	-	1,224
(iii) Others	2,928	512	115	1,572	5,126
(iv) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	3,756	804	218	1,572	6,350

Particulars	As at March, 31 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	431	128	77	-	636
(iii) Others	4,044	477	306	1,604	6,431
(iv) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	280	280
Total	4,475	606	382	1,884	7,347

Note 26: Other Financial Liabilities : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Creditors for Capital Goods	182	-
Interest payable on borrowings	6	17
Accrued Salaries and Benefits	3,313	2,011
Contract Liability	170	76
Others*	6,896	1,549
Total	10,567	3,654

1) *Since the entire outstanding dues of ACRE's were repaid on 19th July 2024, the Company's liability amounting to ₹ 412 lakhs has been derecognized in the current year and disclosed the same as an exceptional item in the Statement of Profit and Loss for the financial year 2024-25 (Refer Note 38).

2) *During the Current Financial Year, the Company received visibility from the Tamil Nadu Electricity Board (TNEB- Customer) for completion of balance projects and hence re-assessed the cost of Completion of the balance projects of TNEB and the sales realisation of these projects. These projects got delayed due to various issues with the Customer, which are now resolved to a certain extent.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

These unavoidable cost overruns may be required to fulfil the related contractual obligations of the company. Accordingly, as per the requirements of Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, the Company has recognized a onetime provision towards expected losses due to cost overrun amounting to Rs. 5,431 Lakhs (it includes Rs. 1069 Lakhs for Procurement and Erection Expenses and Rs.4362 for Expected Contract Losses) on balance TNEB projects on prudent basis.

The provision reflects management's best estimate of the unavoidable costs on prudent basis based on the information available as of the reporting date and management is confident that the proposed provision will be adequate for completion of the balance projects of TNEB.

Note 27 : Provisions : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Provision for employee benefits*		
- Gratuity	223	230
- Compensated absences	68	71
Total	291	301

* (Refer Note No. 52)

Note 28 : Other Current Liabilities

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Advances received from customers *	6,680	7,679
Statutory Remittances	561	648
Deferred Government Grant	-	0
Total	7,241	8,327

*Advance from Customer includes ₹ 2,724 Lakhs (Previous Year - ₹ 4,003 Lakhs) towards sales of partial Land situated at Maharashtra

Breakup of financial liabilities carried at amortised cost

₹ in Lakhs

Particulars	As at	
	March 31, 2025	March 31, 2024
Borrowings (refer note 20 & 24)	19,350	24,053
Other financial liabilities (refer note 21 & 26)	10,567	3,939
Trade payables (refer note 25)	6,350	7,347
Total financial liabilities carried at amortised cost	36,267	35,339

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 29 : Revenue From Operations

₹ in Lakhs

Particulars	Year ended	
	March 31, 2025	March 31, 2024
Sales of Product	24,925	28,522
Sales of Services	699	1,388
Other Operating Revenues	295	325
Total	25,918	30,235

Disaggregated revenue information

Set out below is the disaggregation revenue from customers:

₹ in Lakhs

Particulars	Year ended	
	March 31, 2025	March 31, 2024
Type of goods or service		
Heavy Engineering		
Goods	18,984	18,577
Service	672	1,358
Other	255	247
Foundry and Machine Shop		
Goods	3,632	7,593
Service	5	8
Other	25	55
Others		
Goods	2,309	2,352
Service	21	22
Other	14	23
Total revenue from contracts with customers	25,918	30,235
India	24,945	27,032
Outside India	973	3,203
Total revenue from contracts with customers	25,918	30,235
Timing of revenue recognition		
Goods & Services transferred at a point in time	23,919	28,381
Goods & Services transferred over time	1,999	1,854
Total revenue from contracts with customers	25,918	30,235
Total revenue from Operation	25,918	30,235

For performance obligations satisfied over time, the Company recognises revenue using the input method, which reflects the Company's efforts and resources consumed relative to total expected inputs. This method faithfully depicts the transfer of control of goods or services as it correlates directly with costs incurred to date. In cases where the outcome of a contract cannot be estimated reliably, revenue is recognised only to the extent of costs incurred that are expected to be recoverable. Expected losses on contracts, if any, are recognised

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

immediately when it is probable that total contract costs will exceed total contract revenue.

₹ in Lakhs

Revenue	For the years ended					
	March 31, 2025			March 31, 2024		
	Heavy Engineering	Foundry and Machine Shop	Others	Heavy Engineering	Foundry and Machine Shop	Others
External customer	19,911	3,663	2,344	20,182	7,656	2,397
Inter-segment	59	35	5	113	111	6
	19,970	3,698	2,349	20,295	7,767	2,403
Inter-segment adjustment and elimination	59	35	5	113	111	6
Total revenue from contracts with customers	19,911	3,663	2,344	20,182	7,656	2,397

Note 30 : Other Income

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Interest Income		
- On Bank deposits	595	294
- On Others	35	-
Dividend Income on Investment	0	-
Rental income	12	17
Occupation Fees	5	7
Profit on Sale of Asset held for sale	1,802	-
Profit on Sale of Investment Property	253	612
Profit on Sale of Assets	5	-
Sundry Balances Written Back	464	287
Foreign Exchange Gain (net)	105	-
Packaged Scheme of Incentive - Maharashtra	2	552
Insurance Claim Received	-	3
Miscellaneous Income	289	348
Total	3,566	2,120

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**Note 31 : Cost of Materials consumed**

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
A-Materials consumed comprise:		
(a) Plates, Sheets, Beams & Steel Materials	2,773	1,924
(b) Steel Scrap	1,243	2,868
(c) Castings	1,059	1,315
(d) Ferro Alloys	196	453
(e) Bought and Components etc.	5,610	7,027
(f) Materials Consumed at Sites	546	32
	11,426	13,619
B- Stores and Spares consumed	1,381	1,432
Total	12,807	15,051

Note 32 : Sub-Contracting Expenses, Processing Charges and Other Direct Costs

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Sub-contracting Expenses and Processing Charge	2,148	2,165
Total	2,148	2,165

Note 33 : Changes in Inventories of Finished Goods & Work-in-progress

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Inventories at the beginning of the year:		
(a) Finished Products	988	1,166
(b) Work-in-Progress	6,938	6,492
	7,926	7,658
Inventories at the end of the year:		
(a) Finished Products	1,014	988
(b) Work-in-Progress	5,895	6,938
	6,909	7,926
Total	1,017	(268)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 34 : Employee Benefits Expense

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Salaries and wages, including bonus*	7,779	6,913
Contribution to provident and other funds	419	420
Gratuity	237	221
Staff welfare expenses	44	65
Total	8,479	7,619

*(includes Director's Remuneration ₹ 188 Lakhs /- Prviouse year ₹184 Lakhs)

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

Note 35 : Finance Costs

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Interest on Debentures and Fixed Loans	1,129	898
Interest on Short term Loan and Cash Credits	2,228	2,586
Notional Interest on unsecured loans from related parties	(59)	218
Bank guarantee charges	719	755
Others	372	474
Total	4,389	4,931

Note 36 : Depreciation and Amortisation Expense

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Depreciation on Property, Plant and Equipment	1,045	1,463
Amortisation on Intangible assets	19	17
Total	1,064	1,480

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 37 : Other Expenses

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Power and Fuel Expenses	1,205	1,531
Rent	9	8
Rates and Taxes	60	83
Communication Expenses	26	27
Travelling Expenses	229	208
Bank Charges	19	24
Electricity Charges	117	108
Site Office Expenses	74	45
Legal and Other Professional Costs	759	528
Repair and Maintenance Expenses		
- Buildings (including leased premises)	16	20
- Machinery	40	145
- Others	74	161
	130	326
Audit Fees		
- Audit Fees	30	30
- Tax Audit Fees	3	3
- In Other Capacity	3	1
	36	34
Insurance Charges	158	146
Advertisement, Promotion & Selling Expenses	33	27
Interest (Others)	0	2
Miscellaneous Expenses	603	599
Loss on discard of Property, Plant & Equipment	-	11
Forwarding Expenses	119	201
Expected Contract Losses (Refer Note. 26)	4,362	-
Allowances for Doubtful Receivables and Bad Debts written off		
-Provided during the year (net)	(667)	(477)
-Bad Debts written off	1,323	1,816
	656	1,339
Foreign Exchange Loss (net)	-	312
Total	8,595	5,560

Note 38 : Exceptional Item

As per the Standstill Agreement dated 19th July, 2022 with Assets Care and Reconstruction Enterprise Limited (ACREs), in the event of any dilution of the Company's issued and paid-up share capital due to issuance of new shares to the Promoters/Promoter Group entities within a period of 36 (thirty-six) months from July 19, 2022, the Lender had the right to get issued shares of the company by which the 7% equity holding in the company is consistently maintained throughout till the repayment of entire debt.

During the financial year 2023-24, ACREs had sold their entire 7% equity stake in the Company, consequently the conversion right under the Standstill Agreement ceased to be applicable. Further, the entire outstanding liability towards ACREs was fully repaid on July 19, 2024. Accordingly, as on March 31, 2025, the liability stands Nil and the Company has written back the liability amounting to ₹412 lakhs, which has been disclosed as an exceptional item in the Statement of Profit and Loss for the financial year 2024-25.

In the previous year, the said amount of ₹412 lakhs was classified under Other Financial Liabilities (Refer Note 26).

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 39 : Wherever there is '0' in any note, It denotes amount less than ₹ 1,00,000

Note 40 : Disclosure of Ratios

Particulars	Numerator	Denominator	As at		Variance	Remarks
			March 31, 2025	March 31, 2024		
(a) Current Ratio	Current Asset	Current Liability	1.22	1.25	(0.03)	Reduced due to reclassification of TNEB/ Tendaho Receivables under Non-Current receivables.
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.52	0.67	(0.22)	Mainly due to substantial repayment of NSCOF debt & repayment of Banks out of Equity fund raise..
(c) Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	0.03	0.10	(0.68)	Reduced due to operating losses.
(d) Return on Equity Ratio	NPAT-Preference Dividend	Average Shareholder's Equity	-0.23	-0.13	0.74	Due to Net Loss after tax.
(e) Inventory turnover ratio	COGS	Average Inventory	1.22	1.25	(0.02)	-
(f) Trade Receivables turnover ratio	Net Credit Sales	Avg. Accounts Receivables	1.60	1.58	0.01	-
(g) Trade payables turnover ratio	Net Credit Purchase	Avg. Trade Payables	1.83	2.00	(0.09)	Due to reduction in Trade Payables
(h) Net working capital turnover ratio	Net Sales	Avg. Working Capital	2.66	3.72	(0.28)	Due to increase in Avg. Working Capital.
(i) Net profit ratio	Net Profit	Net Sales	-0.33	-0.14	1.40	Due to Net Loss after tax.
(j) Return on Capital employed	EBIT	Capital Employed	-0.08	0.01	(7.57)	Due to Net Loss after tax.

41 Details of impact of Ind AS 115

The Company has adopted Ind AS 115 w.e.f April 1, 2018. As per the terms of contract with certain customers, the company has not complied with the delivery terms and have recognised revenue on despatches after the contractual delivery period. Based on the terms of the contract ₹ 169.69 Lakhs (Previous Year ₹ 76.40 Lakhs) have been recognised as a contract liability and revenue have been recognised by reducing an equivalent amount as the same is a variable component.

42 Details of the investment property and its fair value :

The fair value of the Company's investment properties as at March 31, 2025 have been arrived ₹3,157 Lakhs (Previous year ₹3,005 Lakhs) based on the valuation carried out by a registered valuer as define under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

The fair value was derived using :

- market comparable approach based on recent market prices without any significant adjustments being made to the market observable data.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

- capitalization of net income method, where the market rentals of all lettable units of the properties are assessed by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighbourhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuers for similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties.

Description	₹ in lakhs	
	As at March 31, 2025	As at March 31, 2024
Land	153	153
Total	153	153

43 Capital management

For the Purpose of the company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximize the shareholders' value and keep the debt equity ratio within acceptable range. The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. Breaches in meeting the financial covenants would entail the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders and issue new shares."

The calculation of the capital for the purpose of capital management is as below:

Particulars	₹ in lakhs	
	As at March 31, 2025	As at March 31, 2024
Equity share capital (refer note 19)	1,349	1,108
Other equity (refer note 20)	35,942	35,022
Total Capital	37,291	36,130

44 Financial Instruments and Risk Review

Financial Risk Management Framework

Walchandnagar Industries Limited is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 26,884 Lakhs (March 31, 2024- ₹ 26,802 Lakhs) being the total of the carrying amount of balances with banks, bank deposits, trade receivables, unbilled revenue and other financial assets.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks provided by the Company. The Company's maximum exposure in this respect is the maximum amount the Company would have to pay if the guarantee is called on.

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 changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company does not enter into any interest rate swaps.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ decrease in interest rate	Effect on loss before tax (in Lakhs)
March 31, 2025		
INR	+1%	138.68
INR	-1%	(138.68)
March 31, 2024		
INR	+1%	209.97
INR	-1%	(209.97)

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

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. Company's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding accounts receivable and unbilled revenue as of March 31, 2025. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

The expected credit loss allowance is based on the receivables bifurcated based on the division to which they pertain and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

Movement in the expected credit loss allowance:

Particulars	₹ in lakhs	
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	5,497	6,380
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	(668)	(883)
Balance at the end of the year	4,829	5,497

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

a) Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, ZAR against the respective functional currencies of Walchandnagar Industries Limited.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Based on materiality the Company does not hedge any assets.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the respective functional currencies of Walchandnagar Industries Limited.

Particulars	Currency	As at March 31, 2025	As at March 31, 2024
Financial Assets	USD	5,172	5,102
	EUR	3,129	1,177
	Others	137	1,034
Financial Liabilities	USD	3,793	2,400
	EUR	74	-
	Others	109	626

Above foreign currency exposures is not hedged.

Foreign currency sensitivity analysis

The Company is mainly exposed to the USD & EUR . The following table demonstrates the sensitivity to a 2% increase or decrease in the USD & EUR against INR with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 2% represents management assessment of reasonably possible changes in foreign exchange rates.

USD Impact

Particulars	As at March 31, 2025	As at March 31, 2024
Impact on Profit or Loss for the year	28	54

EUR Impact

Particulars	As at March 31, 2025	As at March 31, 2024
Impact on Profit or Loss for the year	61	24

Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

₹ in lakhs

Particulars	1 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2025				
Borrowings	14,205.77	903.39	-	15,109.16
Total	14,205.77	903.39	-	15,109.16
Year ended March 31, 2024				
Borrowings	24,053.43	-	-	24,053.43
Total	24,053.43	-	-	24,053.43

45 Current Tax and Deferred Tax

Income Tax Expense

₹ in lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Current Tax:		
In respect of current period	-	-
Deferred Tax		
In respect of current period	-	-
Total Income Tax Expense recognised		

The income tax expense for the year can be reconciled to the accounting profit as follows:

₹ in lakh

Particulars	As at March 31, 2025	As at March 31, 2024
Profit before income taxes	(8,603)	(4,183)
Enacted tax rates in India	25.168%	26.00%
Income tax expense calculated at enacted rate	(2,165)	(1,088)
Short/(excess) provision for earlier years	-	-
Effect of unrecognized deferred tax assets	2,165	1,088
Income tax expense recognised in profit or loss	-	-

The tax rate used for the above reconciliations are the rates as applicable for the respective periods payable by corporate entities in India on taxable profits under the Indian tax laws.

Deferred Tax:

The following is the analysis of Deferred Tax Assets presented in the Balance Sheet:

₹ in lakh

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets	3,099	3,417
Deferred tax liabilities	(3,099)	(3,417)
Deferred tax assets (net)	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Deferred tax Asset is recognised to the extent of deferred tax liability

The tax effect of significant timing differences that has resulted in deferred tax assets are given below:

Particulars	For the year ended March 31, 2025			
	Opening balance	Recognised in Profit and loss	Recognised in OCI"	Closing balance"
Employee Benefits	503	(113)	-	390
Accrued Interest	102	(102)	-	0
Unpaid SME Creditors disallowed u/s 43B(h)	112	170	-	282
Property, Plant and Equipment	(3,417)	318	-	(3,099)
Provisions	1,717	(455)	-	1,262
Provision for Expected Contract Losses	-	1,367	-	1,367
Unabsorbed Losses	2,451	162	-	2,613
Unabsorbed Depreciation	2,368	118	-	2,486
Net Deferred Tax Assets	3,836	1,464	-	5,300
Particulars	For the year ended March 31, 2024			
	Opening balance	Recognised in Profit and loss	Recognised in OCI"	Closing balance"
Employee Benefits	463	40	-	503
Accrued Interest	104	(2)	-	102
Unpaid SME Creditors disallowed u/s 43B(h)	-	112	-	112
Property, Plant and Equipment	(3,625)	208	-	(3,417)
Provisions	1,942	(225)	-	1,717
Unabsorbed Losses	1,257	1,194	-	2,451
Unabsorbed Depreciation	2,373	(5)	-	2,368
Net Deferred Tax Assets	2,515	1,321	-	3,836

46 Earnings in Foreign Currency

Particulars	₹ in lakhs	
	As at March 31, 2025	As at March 31, 2024
Export of goods calculated on FOB basis	933	3,186
Total	933	3,186

47 Value of Imports on CIF basis in respect of

Particulars	₹ in lakhs	
	As at March 31, 2025	As at March 31, 2024
Raw Materials	1,326	505
Components & Spare parts	319	200
Total	1,645	705

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

48 Expenditure in Foreign currency

Particulars	₹ in lakhs	
	As at March 31, 2025	As at March 31, 2024
Travelling expenses	7	5
Overseas Site - Ethiopia	5	4
Total	12	9

49 Earnings per Share (Basic and Diluted)

Particulars	₹ in lakhs	
	As at March 31, 2025	As at March 31, 2024
i) Net Profit/ (Loss) after Tax as per Statement of Profit and loss attributable to Equity Shareholders (₹ In Lakhs)	(8,603)	(4,183)
ii) Weighted average no of equity shares of ₹ 2 Each outstanding during the year	5,83,88,207	4,62,85,513
iii) Effect of diluted equity shares	60,71,388	68,14,330
iv) Weighted average no of equity shares adjusted for the effect of dilution (No of Shares)	6,44,59,595	5,30,99,843
v) Basic and Diluted Earning per Share of face value of ₹ 2 each	(14.73)	(9.04)

50 Related Party Disclosures

Related party disclosures as required under Ind AS 24 (Related Party Disclosures), specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 are given below:

i) Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise and relatives of any such individual:

Name of the individual	Designation / Relation
Mr. Chakor L. Doshi	Chairman
Mrs. Champa C. Doshi	Wife of Chairman
Mr. Chirag C. Doshi	Managing Director & CEO
Mrs. Kanika G. Sanger	Daughter of Chairman
Mrs. Tanaz Chirag Doshi	Wife of Managing Director

ii) Key Management personnel and relatives:

Name of the individual	Designation / Relation
Mr. Chirag C. Doshi	Managing Director & CEO
Mr. G. S. Agrawal	Whole Time Director & Company Secretary
Mr. Sandeep Jain	Chief Financial Officer (up to 28.02.2025)

iii) Enterprises over which any person described in (i) or (ii) above are able to exercise significant influence:

Bombay Cycle & Motor Agency Ltd.	Olsson Holdings Inc.
Walchand Great Achievers Pvt. Ltd.	Vinod Shashank Chakor Pvt. Ltd.
Walchand Kamdhenu Commercials Pvt. Ltd.	Chirag Enterprises
Walchand Chiranika Trading Pvt. Ltd.	Mach Experiences Pvt. Ltd.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Chakor Doshi HUF	Seth Hirachand Nemchand Digamber Jain Dharmshala & Arogya Bhuvan Trust
Chirag Doshi HUF	
Chiranika Enterprises	Seth Hirachand Nemchand Smarak Trust
Chiranika Corporation	
Chiranika Properties	
Walchand Botanicals Pvt. Ltd.	
Rodin Holdings Inc.	
Walchand Ventures LLP	
Hereford Properties Limited Inc.	
Trust Finlease Pvt. Ltd.	
GS Agrawal HUF	
Janta Travels Private Limited	

Details of transactions relating to the individuals / enterprises referred to in item (i), (ii) and (iii) above are as follows. The same are in the ordinary course of business.

₹ in Lakhs

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	Current Year	Current Year	Current Year	Current Year
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
Transactions					
Receiving of Services					
Mr. Chakor L. Doshi	8	-	-	-	8
	9	-	-	-	9
M/s. Bombay Cycle & Motors Agency Ltd.	-	-	-	38	38
	-	-	-	30	30
Sub-Total	8	-	-	38	45
	9	-	-	30	39
Interest on Un-secured Loan					
Mr. Chakor L Doshi	-	-	-	-	-
	-	-	-	-	-
Mr. Chirag C Doshi	-	-	-	-	-
	-	-	-	-	-
Mrs. Champa C Doshi	-	-	-	-	-
	-	-	-	-	-
M/s. Walchand Kamdhenu Commercial Pvt. Ltd.	-	-	-	-	-
	-	-	-	133	133
M/s. Walchand Great Achievers Pvt. Ltd	-	-	-	-	-
	-	-	-	62	62
Janta Travels Pvt. Ltd.	-	-	-	41	41
	-	-	-	125	125

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

₹ in Lakhs

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	Current Year	Current Year	Current Year	Current Year
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
Seth Hirachand Nemchand Smarak Trust	-	-	-	16	16
	-	-	-	-	-
Sub-Total	-	-	-	57	57
	-	-	-	319	319
Reimbursement of expenses					
M/s Walchand Great Achievers Pvt. Ltd	-	-	-	-	-
	-	-	-	-	-
M/s. Walchand Kamdhenu Commercials Pvt. Ltd.	-	-	-	-	-
	-	-	-	-	-
M/s. Bombay Cycle & Motors Agency Ltd.	-	-	-	-	-
	-	-	-	0	0
Sub-Total	-	-	-	-	-
	-	-	-	0	0
Managerial Remuneration #					
Mr. Chirag C. Doshi	-	127	-	-	127
	-	127	-	-	127
Mr. G. S. Agrawal	-	61	-	-	61
	-	57	-	-	57
Mr. Sandeep Jain	-	92	-	-	92
	-	94	-	-	94
Sub-Total	-	280	-	-	280
	-	278	-	-	278
Unsecured Loan-Received					
Mr. Chakor L Doshi	-	-	-	-	-
	-	-	-	-	-
Mr. Chirag C Doshi	-	-	-	-	-
	-	-	-	-	-
M/s. Walchand Kamdhenu Commercial Pvt. Ltd.	-	-	-	-	-
	-	-	-	-	-
M/s. Walchand Great Achivers Pvt. Ltd	-	-	-	-	-
	-	-	-	-	-
M/s. Janta Travels Pvt. Ltd.,	-	-	-	-	-
	-	-	-	-	-
Sub-Total	-	-	-	-	-
	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

₹ in Lakhs

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	Current Year	Current Year	Current Year	Current Year
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
Outstanding Payable					
Receiving of Services					
M/s. Bombay Cycle & Motors Agency Ltd.	-	-	-	26	26
	-	-	-	18	18
Sub-Total	-	-	-	26	26
	-	-	-	18	18
Unsecured Loan					
M/s. Walchand Great Achievers Pvt. Ltd	-	-	-	-	-
	-	-	-	-	-
Mr. Chakor L Doshi	-	-	-	-	-
	-	-	-	-	-
Mr. Chirag C Doshi	-	-	-	-	-
	-	-	-	-	-
Janta Travels Private Limited	-	-	-	903	903
	-	-	-	963	963
Seth Hirachand Nemchand Digamber Jain Dharmshala & Arogya Bhuvan Trust	-	-	-	400	400
	-	-	-	400	400
Seth Hirachand Nemchand Smarak Trust	-	-	-	650	650
	-	-	-	800	800
M/s. Walchand Kamdhenu Commercial Pvt. Ltd.	-	-	-	-	-
	-	-	-	-	-
Sub-Total	-	-	-	1,953	1,953
	-	-	-	2,163	2,163
Managerial Remuneration #					
Mr. Chirag C. Doshi	-	45	-	-	45
	-	33	-	-	33
Mr. G. S. Agrawal	-	20	-	-	20
	-	14	-	-	14
Mr. Sandeep Jain	-	21	-	-	21
	-	19	-	-	19
Sub-Total	-	87	-	-	87
	-	66	-	-	66

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

The breakup of compensation of key management personnel is as follows:

Compensation of KMP's/ relative of KMP	Chirag Doshi	G. S. Agrawal	Sandeep Jain
Short Term Benefits	127	61	92
	127	57	94
Total	127	61	92
	127	57	94

Employment benefits comprising gratuity, and compensated absences are not disclosed as these are determined for the Company as a whole.

51 Fair value measurements

Financial instruments by category:

₹ in lakhs

Particulars	As at March 31, 2025			As at March 31, 2024		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments:						
- equity instruments	-	19	-	-	17	-
- mutual funds	-	-	-	-	-	-
Trade receivables	-	-	15,014	-	-	17,375
Cash and cash equivalents	-	-	5,496	-	-	5,574
Other bank balances	-	-	5,396	-	-	5,497
Others	-	-	11,870	-	-	9,427
Total financial assets	-	19	37,777	-	17	37,872
Financial liabilities						
Borrowings	-	-	19,350	-	-	24,053
Trade payables	-	-	6,349	-	-	7,347
Other financial liabilities	-	-	10,567	-	-	3,939
Total financial liabilities	-	-	36,267	-	-	35,339

(i) Fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

- recognised and measured at fair value, and
- measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

₹ in lakhs

"Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2025"	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVOCI					-
Equity instruments	7	19	-	-	19
Total financial assets		19	-	-	19

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVOCI					-
Equity instruments	7	17	-	-	17
Total financial assets		17	-	-	17

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange is valued using the closing price as at the reporting period.

Level 2: Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) but is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

52 Disclosure pursuant to Ind AS 19 -Employee Benefits

(i) Defined Contribution Plan

The Company makes contributions to Provident Fund and Superannuation Fund which are defined contribution plans for qualifying employees. Under these Schemes, the Company contributes a specified percentage of the payroll costs to the respective funds.

The Company recognized expense in the Statement of Profit and Loss amounting to:

- ₹ 385.37 Lakhs (March 31, 2024: ₹ 385.00) for Provident Fund contributions,

The contributions to these plans are made at specified percentage/applicable amounts.

Contributions to defined contribution plans for key management personnel have been disclosed as per Note 50

(ii) Defined Benefit Plan

The defined benefit plan comprises of gratuity. The gratuity plan is funded. Changes in the present value of Defined Benefit Obligation (DBO) are representing reconciliation of opening and closing balances thereof and fair value of Trust Fund Receivable recognized in the Balance Sheet is as under:

₹ in lakhs					
Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2025	March 31,2024	March 31,2025	March 31,2024
I	Changes in present value of obligations				
(a)	PVO at beginning of period	1,700	1,563	253	266
(b)	Interest cost	110	103	15	16
(c)	Current Service Cost	129	117	148	137
(d)	Past Service Cost- (non vested benefits)	-	-	-	-
(e)	Past Service Cost -(vested benefits)	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2025	March 31,2024	March 31,2025	March 31,2024
(f)	Transfer in Liability	-	-	-	-
(g)	Transfer out Liability	-	-	-	-
(h)	Benefits Paid	(108)	(109)	(12)	(20)
(i)	Benefits Paid By The Company	(3)	(40)	-	-
(j)	Contributions by plan participants	-	-	-	-
(k)	Business Combinations	-	-	-	-
(l)	Curtailments	-	-	-	-
(m)	Settlements	-	-	-	-
(n)	Actuarial (Gain)/Loss on obligation	(443)	64	(196)	(148)
(o)	PVO at end of period *	1,385	1,698	209	251
II	Interest Expenses				
(a)	Interest cost	110	103	15	16
		110	103	15	16
III	Fair Value of Plan Assets				
(a)	Fair Value of Plan Assets at the beginning	19	47	-	-
(b)	Interest Income	2	-	-	-
IV	Net Liability				
(a)	PVO at beginning of period	1,700	1,563	253	266
(b)	Fair Value of the Assets at beginning report	19	47	-	-
	Net Liability	1,680	1,516	253	266
V	Net Interest				
(a)	Interest Expenses	110	103	15	16
(b)	Interest Income	2	-	-	-
	Net Interest	108	103	15	16
VI	Actual return on plan assets				
(a)	Less Interest income included above	2	-	-	-
(b)	Return on plan assets excluding interest income	(1)	2	-	-
VII	Actuarial (Gain)/loss on obligation				
(a)	Due to Demographic Assumption*	-	-	-	-
(b)	Due to Financial Assumption	32	36	4	5
(C)	Due to Experience	(475)	28	(200)	(152)
	Total Actuarial (Gain)/Loss	(443)	64	(196)	(147)
	(*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience)				

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2025	March 31,2024	March 31,2025	March 31,2024
VIII	Fair Value of Plan Assets				
(a)	Opening Fair Value of Plan Asset	19	47	-	-
(b)	Adjustment to Opening Fair Value of Plan Asset	-	-	-	-
(C)	Return on Plan Assets excl. interest income	(1)	2	-	-
(d)	Interest Income	2	-	-	-
(e)	Transfer in Fund	-	-	-	-
(f)	Transfer out Fund	-	-	-	-
(g)	Contributions by Employer	133	78	12	20
(h)	Contributions by Employee	-	-	-	-
(i)	Benefits Paid	(108)	(109)	(12)	(20)
	Fair Value of Plan Assets at end	46	19	-	-
IX	Past Service Cost Recognised				
(a)	Past Service Cost- (non vested benefits)	-	-	-	-
(b)	Past Service Cost -(vested benefits)	-	-	-	-
(c)	Average remaining future service till vesting of the benefit	-	-	-	-
(d)	Recognised Past service Cost- non vested benefits	-	-	-	-
(e)	Recognised Past service Cost- vested benefits	-	-	-	-
(f)	Unrecognised Past Service Cost- non vested benefits	-	-	-	-
X	Amounts to be recognized in the balance sheet and statement of profit & loss account				
(a)	PVO at end of period	1,386	1,700	209	253
(b)	Fair Value of Plan Assets at end of year	46	19	-	-
(C)	Funded Status	1,339	1,680	(209)	(253)
(d)	Net Asset/(Liability) recognized in the balance sheet	(1,339)	(1,680)	(209)	(253)
XI	Expense recognized in the statement of P & L A/C				
(a)	Current Service Cost	129	117	148	137
(b)	Net Interest	108	103	15	16
(C)	Adjustment to opening balance		-	-	-
(d)	Past Service Cost- (non vested benefits)		-	-	-
(e)	Past Service Cost -(vested benefits)		-	-	-
(f)	Curtailment Effect		-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2025	March 31,2024	March 31,2025	March 31,2024
(g)	Settlement Effect		-	-	-
(h)	Unrecognised Past Service Cost- non vested benefits		-	-	-
	Expense recognized in the statement of P & L A/C	237	220	163	153
XII	Other Comprehensive Income (OCI)				
(a)	Actuarial (Gain)/Loss recognized for the year	(443)	64	(196)	(148)
(b)	Asset limit effect	-	-	-	-
(C)	Return on Plan Assets excluding net interest	1	(2)	-	-
(d)	Unrecognized Actuarial (Gain)/Loss from previous year		-	-	-
	Total Actuarial (Gain)/Loss recognized in (OCI)	(442)	62	(196)	(148)
XIII	Movements in the Liability recognized in Balance Sheet				
(a)	Opening Net Liability	1,680	1,516	253	266
(b)	Adjustment to opening balance	-	-	-	-
(C)	Transfer in Liability	-	-	-	-
(d)	Transfer in Fund	-	-	-	-
(e)	Transfer out Liability	-	-	-	-
(f)	Transfer out Fund	-	-	-	-
(g)	Expenses as above	237	221	163	154
(h)	Benefits Paid By The Company	(3)	(40)	-	-
(i)	Contribution paid	(133)	(78)	(12)	(20)
(j)	Other Comprehensive Income(OCI)	(442)	61	(196)	(148)
	Closing Net Liability	1,339	1,680	209	252
XIV	Schedule III of The Companies Act 2013				
(a)	Current Liability	223	230	68	71
(b)	Non-Current Liability	1,162	1,469	140	182
XV	Actuarial Assumptions				
(a)	Discount Rate (per annum)	6.97%	6.97%	6.67%	6.97%
(b)	Expected Rate of Return on Assets (per annum)	-	-	-	-
(c)	Rate of Increase in Compensation Levels (per annum)	3.50%	3.50%	3.50%	3.50%
(d)	Mortality Table	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Weighted Average duration of defined benefit obligation:

Sensitivity analysis:

A quantitative sensitivity analysis for significant assumption as at March 31, 2024 is as shown below:

Gratuity

A. Effect of 1 % change in the assumed discount rate	1% Increase		1% Decrease	
	March 31,2025	March 31,2024	March 31,2025	March 31,2024
1. Effect on DBO	1,285	1,562	1,501	1,860

B. Effect of 1 % change in the assumed Salary Escalation Rate	1% Increase		1% Decrease	
	March 31,2025	March 31,2024	March 31,2025	March 31,2024
1. Effect on DBO	1,502	1,860	1,283	1,559

Compensated Absence

A. Effect of 1 % change in the assumed discount rate	1% Increase		1% Decrease	
	March 31,2025	March 31,2024	March 31,2025	March 31,2024
1. Effect on DBO	196	235	223	273

B. Effect of 1 % change in the assumed Salary Escalation Rate	1% Increase		1% Decrease	
	March 31,2025	March 31,2024	March 31,2025	March 31,2024
1. Effect on DBO	223	273	196	235

The sensitivity results above determine their individual impact on Plan's end of year Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

53 Segment Reporting

I Primary Segments

₹ In lakhs

Particulars	Heavy Engineering		Foundry and Machine Shop		Others		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Revenue								
Net Revenue	19,970	20,295	3,698	7,767	2,350	2,403	26,018	30,464
Less: Inter-segment Revenue	59	113	35	111	5	6	100	229
	19,911	20,182	3,662	7,655	2,344	2,397	25,918	30,235
Segment Result	(6,067)	(505)	(872)	318	578	592	(6,361)	405
Unallowable Expenses net of Unallowable Income							323	269
Operating Profit							(6,684)	136
Profit On Sale of Asset							2,060	612
Finance Cost							4,390	4,931
Add: Exceptional Items							412	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Heavy Engineering		Foundry and Machine Shop		Others		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Profit Before Tax							(8,603)	(4,183)
Taxes on Income							-	-
Profit from ordinary activities							(8,603)	(4,183)
Other information								
Segment Assets	77,948	76,779	4,686	5,982	4,407	4,624	87,040	87,385
(including revaluation)								
Unallocated Corporate Assets							170	169
Total Assets							87,210	87,554
Segment Liabilities	45,403	45,170	2,657	3,963	310	357	48,370	49,491
Unallocated Corporate Liabilities							1,549	1,933
Total Liabilities							49,919	51,424
Capital Expenditure	702	201	24	38	30	11	755	250
Unallocated Capital Expenditure							-	-
Depreciation	959	1,369	76	84	29	27	1,064	1,481
Unallocated Depreciation							-	-
Total Depreciation							1,064	1,481
Interest Income	545	268	27	11	24	15	595	294
Unallocated Interest Income							-	-
Total Interest Income	545	268	27	11	24	15	595	294

II Secondary Segments

Particulars	Domestic		Export		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Segment Revenue	24,992	27,033	925	3,203	25,918	30,235
Segment Results	(6,365)	1,014	4	4	(6,361)	1,017
Segment Assets	78,602	80,072	8,438	7,313	87,040	87,385
Unallocated Corporate Assets	170	169	-	-	170	169
Total Assets	78,772	80,241	8,438	7,313	87,210	87,555
Segment Liabilities	44,393	46,465	3,977	3,026	48,370	49,491
Unallocated Corporate Liabilities	1,549	1,933	-	-	1,549	1,933
Total Liabilities	45,942	48,398	3,977	3,026	49,919	51,424

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

54 Contingent Liabilities and Commitments

(a) Claims against the company not acknowledged as debt

- (i) Demand of Non Agricultural (NA) Tax of ₹ 74.76 Lakhs is raised by Tahsildar, Indapur (Previous year ₹ 74.76 Lakhs) out of which ₹ 20 Lakhs is paid under protest by the company. No provision has been made in the accounts as the company has not accepted the liability and the matter is sub-judice.
- (ii) Demand on account of fixation of Annual Rateable Value of Property at Pune, amounting to ₹ 99.02 Lakhs & interest/penalty, if any, (for the period April 1, 2008 to March 31, 2012) was raised by the local authorities (Previous year ₹ 99.02 Lakhs). No provision has been made in the books of accounts. The Company has not accepted the liability and the same is sub-judice. The matter is pending in Mumbai High Court for adjudication.
- (iii) The Sales Tax Authority, Maharashtra has raised demand of ₹ 367.14 Lakhs (Previous Year ₹ 367.14 Lakhs) for 2013-2014 under Central Sales Tax Act,1956. The Company has disputed the demand and filed an appeal before The Sales Tax Appellate Tribunal, Pune. Company has so far paid ₹ 204.78 Lakhs under protests (included under the head loans and advances).
- (iv) The Customs Authorities, Chennai have raised demand of ₹ 64.50 Lakhs (Previous Year ₹ 64.50 Lakhs) . Company has disputed the demand and has filed an appeal before Madras High Court. On the basis of legal opinion the Company does not expect any liability. Company has already paid ₹ 53.75 Lakhs under protests.
- (v) The Commissioner Central GST, Pune II Commissionerate has issued Order for Service Tax Demand U/s 73(1) & 73(2) along with Penalty U/s 78(1) of the Finance Act, 1994 for ₹ 667.33 Lakhs (Previous Year ₹ 667.33 Lakhs) and ₹ 667.33 Lakhs (Previous Year ₹ 667.33 Lakhs)respectively for the Period March 2013 to December 2015. The Company has disputed the demand and has filed an appeal before The CESTAT Appellate Tribunal, Mumbai. Company has paid ₹ 50.05 Lakhs under protests (included under the head loans and advances).
- (vi) The Commercial Tax Officer, Hyderabad has raised the demand by disallowing the ₹ 313.66 Lakhs (Previous Year ₹ 313.66 Lakhs) refund paid to the Company in 2011 wrongly. Company disputed the order and filed writ petition in High Court seeking justice in the matter. High Court heard the petition and granted stay till the proceeding concluded.
- (vii) Company has received a demand of ₹ 50.68 Lakhs (Previous Year ₹ 50.68 Lakhs)from Employee's Provident Fund office The company has contested the demand raised, and filed a writ petition with Mumbai High Court. No provision is being made against the same based on the legal advice.
- (viii) Company has received a Tax demand for the F.Y. 2018-19 of ₹68.99 Lakhs (Previous Year ₹ 68.99 Lakhs) from Tamil Nadu Commercial Tax Department on 01 March 2024. The Company has disputed the demand and has filed an appeal before The Appellate Authority Chennai within 90 days from the date of order with pre-deposit 10% of tax demand. Appeal admitted by Appeal Authority vide APL-02 ARN NO. AD3305240297254 DT. 24/03/2025
- (ix) Company has received a Tax demand for the F.Y. 2019-20 of ₹ 36.70 Lakhs (Previous Year ₹ 36.70 Lakhs) from Tamil Nadu Commercial Tax Department on 01 March 2024. The Company has disputed the demand and has filed an appeal before The Appellate Authority Chennai within 90 days from the date of order with pre-deposit 10% of tax demand. Appeal admitted by Appeal Authority vide APL-02 ARN NO.AD330524033020W DT. 25/03/2025
- (x) Company has received a Tax demand for the F.Y. 2020-21 of ₹ 2.57 Lakhs (Previous Year ₹ 2.57 Lakhs) from Tamil Nadu Commercial Tax Department on 01 March 2024. The Company has disputed the demand and has filed an appeal before The Appellate Authority Chennai within 90 days from the date of order with pre-deposit 10% of tax demand. Appeal admitted by Appeal Authority vide PL-02 ARN NO. ZD330425029135Q Dt. 03/04/2025
- (xi) Company has received a Tax demand for the F.Y. 2019-20 of ₹6.96 Lakhs (Previous Year Nil) from Tamil Nadu Commercial Tax Department received on 29 August 2024. The Company has disputed the demand and has filed an appeal before The Appellate Authority Chennai within 90 days from the date of order with pre-deposit 10% of tax demand. Appeal admitted by Appeal Authority Vide APL-02 ARN NO.AD331124017051Y DT. 25/03/2025

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

- (xii) Certain cases filed against the company by the Ex-employees of Heavy Engineering Division and Foundry Division for compensation are pending before the labour courts - Amounts unascertained.
- (xiii) The entire debt of KKR was assigned in favour of ACREs vide assignment deed dated April 13, 2022 and April 18, 2022. As per the term of restructuring agreement dated May 18, 2023 if company defaults in repayment of agreed Principal or interest on due dates to ACREs, then entire unpaid outstanding along with interest on the date of default will be restored. Company, on July 19, 2024 repaid the entire outstanding of ACREs along with interest thereon. Hence, contingent liability of ₹ Nil (PY ₹ 13,714 Lakh) is considered in the financial statement as on March 31, 2025.

		₹ in lakhs	
(b) Guarantees	As at March 31, 2025	As at March 31, 2024	
Counter Guarantees by the company in respect of guarantees given by banks.	21,625	26,102	
The Counter Guarantees by the company in respect of guarantees given by banks are considered till Claim Period for reporting purpose.			
		₹ in lakhs	
(c) Open LC	As at March 31, 2025	As at March 31, 2024	
Open LC issued by Company but acceptance pending	4,050	2,316	
		₹ in lakhs	
(d) Commitments	As at March 31, 2025	As at March 31, 2024	
Estimated amount of Contracts remaining to be executed on Capital Accounts not provided for (Net of advance)	2,396	94	

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable. The Company does not expect the outcome of these proceedings to have materially adverse effect.

55. Proposed Investment in Aicitta Intelligent Technology Private Limited and Legal Proceedings:

During the month of March 2025, the Board of Directors of the Company approved an investment of up to ₹ 1600 Lakhs in Aicitta Intelligent Technology Private Limited ("Aicitta") by way of subscription to a combination of equity shares and compulsorily convertible preference shares, which would result in the Company acquiring approximately 60.3% ownership on a fully diluted basis.

Subsequently, in May 2025, the Company filed a petition before the Hon'ble High Court seeking interim relief and protection measures in relation to the proposed investment, including to preserve and secure its rights under the aforementioned agreements. The matter is presently under judicial consideration.

As of the balance sheet date, the proposed investment has not been consummated and, accordingly, has not been recognised in the financial statements. The outcome of the legal proceedings will determine the future course of the investment.

This disclosure has been made in accordance with the requirements of Ind AS 10 – Events after the Reporting Period and Ind AS 112 – Disclosure of Interests in Other Entities, considering the significance and potential impact on the Company's future financial position.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**56 Disclosure as per amendment to clause 32 of the Listing Agreement**

₹ In lakhs

Particulars	Outstanding Balance		Maximum Balance during the year	
	As at March 31,2025	As at March 31,2024	As at March 31,2025	As at March 31,2024
1. Loans and Advances in the nature of Loans to Subsidiaries		-	-	-
2. Loans and Advances in the nature of Loans to associates		-	-	-
3. Loans and advances in the nature of loans to firms/companies in which directors are interested		-	-	-

57. The details of amounts outstanding to Micro and Small Enterprises based on available information with the Company is as under:

₹ In lakhs

Particulars	As at March 31,2025	As at March 31,2024
Principal Amount due and remaining unpaid	1,224	636
Interest due and the unpaid interest	202	101
Interest paid	-	-
Payment made beyond the appointed date during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	202	101
Amount of further interest remaining due and payable in succeeding years	202	101

58. Subsequent Event - Suspension and Lockout at Foundry Division:

The operations at the Company's Foundry Division were suspended with effect from March 20, 2025, due to violent collective acts by the workmen. The suspension was subsequently withdrawn and the Company declared a lockout effective April 12, 2025, thereby continuing the halt in operations. This lockout and the circumstances leading to it occurred after the reporting period and do not provide additional evidence of conditions that existed as at the reporting date. Accordingly, this event has been disclosed in accordance with Ind AS 10 – Events after the Reporting Period and has not resulted in any adjustments to the financial statements for the year ended March 31, 2025.

59. 'Trade Receivables', 'Trade Payables', 'Loan and Advances Receivable and Payable

Balance under the head 'Trade Receivables', 'Trade Payables', 'Loan and Advances Receivable and Payable' are shown as per books of accounts subject to confirmation by concerned parties and adjustment if any, on reconciliation thereof.

60 Other Statutory Information

1. The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
2. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
3. The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
4. The Company do not have any transactions with Crypto Currency or Virtual Currency where the Company has traded or invested in Crypto Currency or Virtual Currency during the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

5. The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or"
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
6. The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
7. The Company does not have any 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.
8. Corporate social responsibility - As per Section 135 of the Companies Act, 2013, the company does not meeting the applicability threshold, hence no need to spend on corporate social responsibility (CSR) activities as per the Provision of the Act.
9. During the year, in accordance with the provisions of Section 186, the Company has neither granted any loans nor made any investments, nor provided any guarantees or securities to any parties.
10. The company is not declared wilful defaulter by a bank or financial institution or other lender.

61. Audit Trail

In accordance with Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended and made effective from April 1, 2023, the Company hereby confirms that:

- a) The accounting software used for maintaining books of account has the functionality to record an audit trail (edit log) for each and every transaction recorded in the system.
- b) The audit trail feature was enabled and remained operational throughout the financial year.
- c) The audit trail feature has not been tampered with and has been preserved in accordance with applicable statutory provisions.
- d) The Company has ensured appropriate internal controls to monitor and retain the audit trail as part of the financial records.

The above measures are consistent with the principles of faithful representation and reliability under the Indian Accounting Standards (Ind AS), supporting transparency and integrity in financial reporting.

62. Previous year's figures have been regrouped/ reclassified / rearranged wherever necessary, to conform to current year's presentation.

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI FRN.: 104184W/W100075

Pritesh Bhagat

Designated Partner
Membership No.: 144424

For Walchandnagar Industries Limited

Chirag C. Doshi
Managing Director & CEO
DIN- 00181291

Jayesh C. Dadia
Director
DIN- 00053633

Nishant Saigal
Chief Financial Officer

G. S. Agrawal
Whole Time Director
& Company Secretary
DIN-00404340

Date: May 22, 2025
Place: Navi Mumbai

Date: May 22, 2025
Place: Navi Mumbai

Important Statistical Data from 1908-09 to 2024-2025

Year	₹ in Lakhs									
	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1908-1909	2.50	2.83	-	-	3.50	3.50	10.14	0.28	0.93	4%
1909-1910	2.50	3.48	-	-	3.81	3.70	2.06	0.53	0.37	5%
1910-1911	2.50	3.50	-	-	4.08	3.95	2.11	0.71	0.39	6%
1911-1912	2.50	3.50	-	-	4.45	4.28	1.60	0.25	0.39	6%
1912-1913	2.50	3.50	-	-	4.34	4.18	1.58	0.34	0.24	-
1913-1914	2.50	3.50	-	-	4.88	3.90	2.71	1.10	0.39	6%
1914-1915	2.50	3.50	0.25	6.00	5.29	3.82	1.98	0.46	0.34	4%
1915-1916	2.50	3.50	0.25	5.75	5.17	3.60	2.35	0.82	0.34	4%
1916-1917	2.50	3.50	0.39	5.50	5.16	3.41	2.62	1.10	0.39	6%
1917-1918	2.50	3.50	0.64	5.25	5.33	3.34	1.97	0.40	0.24	-
1918-1919	2.50	3.50	0.64	4.75	5.31	2.88	2.03	0.44	0.12	-
1919-1920	2.50	3.50	0.64	4.75	5.31	2.88	2.03	0.44	0.12	-
1920-1921	2.50	3.50	0.91	4.50	5.61	3.27	3.53	1.56	0.64	6%
1921-1922	2.50	3.50	1.21	4.25	5.97	3.17	5.56	3.12	0.92	20%
1922-1923	2.50	3.50	2.16	4.00	6.11	3.01	3.32	1.32	0.42	7%
1923-1924	2.50	3.50	2.95	3.75	6.33	3.03	3.14	1.11	0.42	7%
1924-1925	2.50	3.50	3.27	3.50	5.98	2.19	3.42	1.17	0.48	8%
1925-1926	2.50	3.50	3.42	3.25	6.12	1.76	2.68	1.04	0.48	8%
1926-1927	2.50	3.50	3.41	-	6.60	1.96	1.85	0.47	0.24	-
1927-1928	2.50	3.50	3.76	-	6.75	1.94	1.27	0.23	0.24	-
1928-1929	2.50	3.50	3.75	-	6.89	2.08	0.55	0.02	-	-
1929-1930	2.50	3.50	3.38	-	6.16	1.61	0.14	-1.11	0.49	-
1930-1931	2.50	3.50	1.92	-	6.21	1.72	0.25	-0.01	0.24	-
1931-1932	2.50	3.50	1.97	-	5.86	1.37	0.32	-0.24	0.24	-
1932-1933	2.50	3.50	1.83	-	5.80	1.31	0.26	-0.01	0.24	-
1933-1934	2.50	3.50	2.01	4.00	13.37	8.88	0.07	-0.08	0.24	-
1934-1935	2.50	3.50	1.86	4.00	16.68	11.19	0.70	-0.12	0.24	-
1935-1936	2.50	3.50	1.06	4.00	17.19	17.19	1.38	0.01	0.24	-
1936-1937	2.50	3.50	1.09	3.67	19.16	19.16	15.66	0.26	-	-
1937-1938	2.50	3.50	1.57	3.20	19.74	19.49	19.67	0.73	0.53	-
1938-1939	10.00	3.50	3.99	3.03	22.89	15.19	20.55	3.14	2.24	20%
1939-1940	10.00	3.50	8.46	2.82	44.51	33.81	31.15	8.24	2.42	20%
1940-1941	10.00	3.50	12.56	23.22	51.11	36.66	54.61	6.52	2.82	24%
1941-1942	10.00	3.50	13.33	30.02	64.79	45.89	39.88	3.58	2.82	24%
1942-1943	10.00	3.50	25.87	30.02	71.09	47.94	54.89	15.38	4.02	36%
1943-1944	10.00	3.50	44.30	30.00	77.01	49.36	83.32	22.42	4.02	36%
1944-1945	23.50	3.50	51.72	48.26	83.19	51.54	78.12	14.13	6.45	36%
1945-1946	23.50	3.50	80.06	50.00	92.20	56.55	85.98	5.72	5.36	21%
1946-1947	50.50	3.50	51.68	50.00	107.09	66.94	75.50	0.70	0.24	-
1947-1948	101.00	3.50	28.27	50.00	128.27	78.12	151.55	40.07	10.47	10%
1948-1949	101.00	3.50	36.60	50.00	135.46	75.37	133.24	10.44	17.92	17.5%
1949-1950	101.00	3.50	33.62	50.00	157.64	89.23	147.72	14.72	12.36	12%
1950-1951	101.00	3.50	45.50	45.00	165.03	86.81	185.38	23.48	14.38	14%
1951-1952	101.00	3.50	59.20	45.00	177.67	91.12	216.26	25.52	14.38	14%
1952-1953	101.00	3.50	68.09	45.00	185.81	89.24	190.50	23.03	14.38	14%

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1953-1954	101.00	3.50	79.40	45.00	190.33	85.90	196.24	25.47	16.40	16%
1954-1955	101.00	3.50	91.72	45.00	204.70	89.38	189.72	27.95	18.42	18%
1955-1956	101.00	3.50	110.22	25.76	228.81	129.62	214.63	33.00	21.46	21%
1956-1957	101.00	3.50	128.00	25.00	271.48	165.02	246.90	38.98	21.46	21%
1957-1958	101.00	3.50	122.12	25.00	295.28	177.60	354.05	27.96	21.46	21%
1958-1959	101.00	50.00	125.94	25.00	347.35	218.28	403.17	19.01	23.97	20%
1959-1960	101.00	50.00	135.33	100.00	426.90	280.79	390.72	19.92	20.15	15%
1960-1961	150.94	50.00	135.11	100.00	460.83	277.21	402.82	16.34	22.04	15%
1961-1962	151.49	50.00	128.43	100.00	498.28	288.76	538.39	14.38	23.12	12%
1962-1963	151.50	50.00	162.44	100.00	510.73	274.82	575.63	25.34	23.18	12%
1963-1964	151.50	50.00	72.36	100.00	520.54	268.37	550.69	30.21	26.21	14%
1964-1965	151.50	50.00	188.12	75.00	535.57	270.25	463.39	19.72	26.21	14%
1965-1966	151.50	50.00	226.65	75.00	592.61	354.43	510.47	16.76	23.18	12%
1966-1967	181.80	50.00	203.15	75.00	624.84	357.01	559.21	10.33	23.18	10%
1967-1968	181.80	50.00	238.75	75.00	850.16	357.03	788.52	50.72	26.82	12%
1968-1969	181.80	50.00	231.56	75.00	667.18	342.72	1041.56	16.38	23.18	10%
1969-1970	181.80	50.00	110.85	75.00	714.09	392.12	1074.80	-95.32	-	-
1970-1971	181.80	50.00	182.61	75.00	729.20	379.12	997.74	7.17*	-	-
1971-1972	181.80	50.00	208.36	75.00	762.77	335.97	1300.06	64.47	10.00	-
1972-1973	181.80	50.00	306.46	75.00	801.21	333.03	1649.72	86.62	31.62	12%
1973-1974	181.80	50.00	331.70	75.00	873.04	357.31	2184.57	48.71	19.00	7.70%
1974-1975	181.80	50.00	393.41	75.00	959.60	395.57	2453.00	58.15	26.82	12%
1975-1976	181.80	50.00	423.49	75.00	1058.21	423.44	2421.71	96.07	32.27	15%
1976-1977	182.98	50.00	423.04	73.82	1081.47	379.54	1970.06	40.83	32.33	15%
1977-1978	200.30	50.00	572.12	98.79	1772.72	1017.81	3615.05	195.77	33.75	15%
1978-1979	200.30	50.00	808.57	98.79	1920.74	1087.31	5031.11	263.06	37.05	16%
1979-1980	200.30	50.00	898.16	94.13	2131.56	1189.78	5572.98	121.30	37.05	16%
1980-1981	200.30	50.00	1104.94	69.46	2307.98	1248.17	5958.51	203.11	37.05	16%
1981-1982	200.30	50.00	1175.52	54.75	2441.32	1260.11	5754.26	111.63	41.05	18%
1982-1984										
(18 Months)	300.45	50.00	**5401.27	40.14	11118.29	@5446.17	12715.01	230.15	79.61	24%
1984-1985	300.45	50.00	4735.39	20.00	11233.15	5169.87	10763.79	125.64	53.07	16%
1985-1986	300.45	50.00	**4833.16	20.00	\$12388.57	\$\$6322.02	9132.83	797.64*	-	-
1986-1987										
(18 Months)	300.45	50.00	3538.79	20.00	10104.10	4915.55	10720.82	288.05*	-	-
1987-1988	300.45	50.00	3425.37	20.00	10074.99	4874.42	6140.79	0.94*	-	-
1988-1989	300.45	50.00	2819.95	20.00	9319.14	4306.41	7595.22	16.14*	-	-
1989-1990	300.45	50.00	**5647.33	20.00	(i)12893.64	(ii)6995.49	7129.48	35.57*	-	-
1990-1991	300.45	50.00	5132.30	20.00	13003.87	6094.85	8892.12	202.29	***68.55	12%
1991-1992	300.45	50.00	**11174.24	8.00	(iii)20403.10	(iv)11308.30	8871.05	849.60	65.09	20%
1992-1993	300.45	-	1059.55	-	20399.72	10203.16	9214.26	516.21	63.37	20%
1993-1994	300.45	-	10363.94	-	20423.66	9283.57	11361.56	705.72	60.09	20%
1994-1995	300.45	-	10677.14	-	20746.33	8636.18	16492.32	1195.74	75.11	25%
1995-1996	300.45	-	11283.01	-	21304.33	8306.83	18899.01	1452.15	82.62	27.5%
1996-1997	300.45	-	18822.30	-	(v)30470.60	(vi)15925.70	16600.58	979.22	82.62	27.5%
1997-1998	300.45	-	18291.16	-	30730.43	14650.54	17466.30	795.01	82.62	27.5%

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1998-1999	300.45	-	17504.50	-	30983.72	13221.69	21006.70	738.52	90.14	30%
1999-2000	300.45	-	17089.64	-	31264.84	12037.02	22021.88	894.19	99.15	33%
2000-2001	300.45	-	14376.07	-	31466.54	10875.89	22883.70	-723.29	99.15	33%
2001-2002	300.45	-	21147.74	-	(vii)37089.76	17350.72	17951.34	249.73	75.11	25%
2002-2003	300.45	-	20255.68	-	37134.92	16059.72	15216.82	349.80	75.11	25%
2003-2004	300.45	-	19527.54	-	37438.77	15207.04	21618.25	398.72	82.62	27.5%
2004-2005	300.45	-	19297.32	-	38315.75	14945.35	25279.95	772.39	90.14	30%
2005-2006	300.45	-	19533.81	-	40188.42	15801.12	35855.63	1329.43	135.20	45%
2006-2007	300.45	-	21976.64	-	42849.96	17381.79	63279.94	3556.33	300.45	100%
2007-2008	760.90	-	41424.52	-	(viii)57879.57	31956.79	69604.31	3976.93	380.45	50%
2008-2009	761.40	-	41960.83	-	62639.64	34311.67	51261.53	2340.13	380.70	50%
2009-2010	761.40	-	40340.96	-	64902.96	33996.72	67237.11	2228.91	380.70	50%
2010-2011	761.40	-	39934.99	-	67521.53	33823.03	95767.35	1279.78	380.70	50%
2011-2012	761.40	-	39346.16	-	69030.04	32416.23	88147.09	1212.64	380.70	50%
2012-2013	761.40	-	69881.57	-	(ix) 104975.85	65866.93	72651.35	-3828.17	152.28	20%
2013-2014	761.40	-	66273.50	-	105190.97	62142.72	63823.10	-1236.63	152.28	20%
2014-2016	761.40	-	55433.30	-	105699.36	56101.51	80212.36	-7168.45	-	-
2016-2017	761.40	-	46931.18	-	105998.44	52548.56	39791.05	-6425.63	-	-
2017-2018	761.00	-	33143.00	5700	43129.00	36385.00	39841.00	-2540.00	-	-
2018-2019	761.00	-	32773.00	5700	43325.00	34215.00	36405.00	-214.00	-	-
2019-2020	761.00	-	26147.00	4431	44491.00	33120.00	29805.00	-6546.00	-	-
2020-2021	761.00	-	20409.00	4431	45462.00	31874.00	32564.00	-5724.00	-	-
2021-2022	761.00	-	16938.00	3800	45635.00	29871.00	29919.00	-3807.00	-	-
2022-2023	919.00	-	25146.00	-	45882.00	28266.00	32209.00	1958.00	-	-
2023-2024	1,108.00	-	35022.00	-	46089.00	27022.00	30235.00	-4,183.00	-	-
2024-2025	1,349.00	-	35942.00	4738.00	44239.00	24269.00	25918.00	-8,603.00	-	-

NOTES:

1. * Subject to Depreciation.

2. ** Including the effect of Revaluation of certain fixed assets.

3. Including the effect of Revaluation of certain fixed assets as at 30-09-90.

@ Gross amount written up ₹ 8432.67 Lakhs.

@ Accumulated Depreciation written up ₹ 3775.62 Lakhs.

4. Including the effect of Revaluation of certain fixed assets as at 31-03-86.

\$ Gross amount written up ₹ 906.89 Lakhs.

\$\$ Accumulated Depreciation written up ₹ 11.21 Lakhs.

5. Including the effect of Revaluation of certain fixed assets as at 30-09-90.

(i) Gross amount written up ₹ 3556.43 Lakhs.

(ii) Accumulated Depreciation written up ₹ 334.16 Lakhs.

6. *** Includes Preference Dividend for the years. 1985-86, 1986-87, 1987-88, 1988-89, 1989-90.

7. Including the effect of Revaluation of certain fixed assets as at 30-09-90

8. Including the effect of Revaluation of certain fixed assets as at 01-10-96.

v) Gross amount written up ₹ 7985.90 Lakhs.

(vi) Accumulated Depreciation written up ₹ 20.30 Lakhs.

9. Including the effect of Revaluation of certain fixed assets as on 01-10-96 ₹ 7965.60 Lakhs.

10. Including the effect of Revaluation of certain fixed assets as on 01-04-2002 (vii) Gross Amount written up ₹ 5449.30 Lakhs.

11. Including the effect of Revaluation of certain fixed assets as on 01-10-2007 (viii) Gross Amount written up ₹ 11263.32 Lakhs.

12. Including the effect of Revaluation of certain fixed assets as on 30-09-2013 (ix) Gross Amount written up ₹ 35510.41 Lakhs.

13. Figures upto F.Y. 2016-17 as per Indian GAAP.

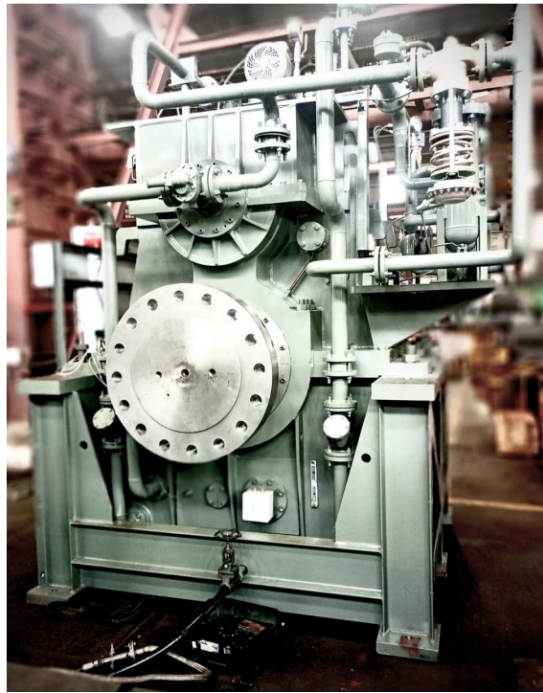
14. Figures for F.Y. 2017-18 as per Indian AS.

15. Figures from F.Y. 2017-18 are as per IND-AS.

NOTES



Felicitation of WIL team by ISRO-VSSC at SAROD in December 2024 for our contribution in Trisonic Wind Tunnel at VSSC.



Hydel Gear Unit, designed and manufactured for Flovel Energy Private Limited



Flag off ceremony by the Director of VSSC of the 200th S139 Segment to ISRO-SHAR



**IOCL Column Tag no. 1836-C-004
Diameter - ID. 4.6 M
Total length- 19 M
Total weight - 98 MT**
Pressure Vessel Column supplied to IOCL, Vadodara Refinery



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CIN: L74999MH1908PLC000291