117th ANNUAL REPORT 2025-26

1908-2008

WALCHANDNAGAR

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

Rupal Vora
Director

Jayesh Dadia
Director

Prabhat Kumar
Director

Chirag C. Doshi
Managing Director & CEO

G. S. Agrawal
Whole Time Director &
Company Secretary

Corporate Information

Registered Office

Walchandnagar Industries Ltd.
Siddharth Towers (Tower No. 1),
S.No. 12/3-B, Office 908 to 910,
Kothrud, Pune - 411038,
Phone: 020-25438585

Factories

1. Walchandnagar, Dist. Pune, Maharashtra
2. Satara Road, Dist. Satara, Maharashtra
3. Attikolla, 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

Contents

LETTER FROM THE CHAIRMAN

Dear Shareholders,

It gives me great pleasure to welcome you to the 117th Annual General Meeting of Walchandnagar Industries Limited and present the Annual Report for FY 2025–26.

In my letter last year, I spoke about a year of reflection, reinvention, and strategic realignment. We had made a conscious decision to sharpen our focus on the sectors that we believe will define India's industrial future—Defence, Nuclear, and Aerospace. We acknowledged that such a transformation would require difficult choices and that the benefits would take time to materialise.

I am pleased to share that we are now beginning to see the results of those decisions.

The most encouraging aspect of the year has not merely been an improvement in financial performance, but the emergence of a stronger and more disciplined operating organisation. During the third and fourth quarters, the Company delivered two consecutive quarters of profitability before exceptional items, reflecting a meaningful turnaround in our operating performance. More importantly, these results were achieved while continuing to invest in modernising our manufacturing capabilities, strengthening leadership, improving project execution, and building the foundation for long-term growth.

This reinforces our belief that the turnaround is structural, not incidental.

Over the past two years, we have focused relentlessly on reshaping the Company—strengthening our portfolio, improving governance, upgrading technology, attracting experienced leadership, and aligning ourselves with sectors of strategic national importance. These initiatives demanded patience, conviction, and the unwavering commitment of our employees across the organisation. The progress we have witnessed is a testament to their dedication, resilience, and belief in our shared vision. I extend my sincere appreciation to every member of the Walchandnagar family for their extraordinary efforts in this transformation journey.

Today, I believe we have crossed an important milestone. The roadmap is in place. The strategic direction is clear. The capabilities are steadily strengthening. Our task now is straightforward, though by no means easy—to execute with discipline, consistency, and relentless focus.

Our journey is far from complete, but the direction is unmistakable. The years ahead will not be about redefining our strategy—they will be about executing it relentlessly and creating enduring value for all our stakeholders.

On behalf of the Board of Directors, I thank our shareholders, customers, employees, business partners, and all other stakeholders for their continued trust, encouragement, and support. Together, we will continue building a company that not only honours its rich legacy but also contributes meaningfully to India's next era of industrial and technological leadership.

Warm regards,

Chakor L. Doshi
Chairman
Walchandnagar Industries Limited

NOTICE

Notice is hereby given that the **117th Annual General Meeting of the members of Walchandnagar Industries Limited** will be held on Tuesday, August 11, 2026 at 4:00 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, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949), Director, who retires by rotation at 117th Annual General Meeting and, being eligible, offers himself for re-appointment.

Special Business:

3. To authorize the renewal of the consultancy contract with Mr. Chakor L. Doshi and in this regard, 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 provisions of Section 188, Section 197 and all other applicable provisions if any, of the Companies Act, 2013 and pursuant to the Rules notified there under, the consent of the Members of the Company be and is hereby accorded to Mr. Chakor L. Doshi, Chairman of the Company and a relative of Mr. Chirag C. Doshi, Managing Director & CEO of the Company, to continue to provide professional services as an Advisor/ Consultant to the Company for an additional period of two years from 1st May, 2026 to 30th April, 2028 on payment of consultancy fees of Rs. 80,000/- per day of services rendered plus GST as applicable, expenses on travelling, conveyance, lodging and boarding, reimbursement of incidental and out of pocket expenses, and permitted foreign exchange allowance and expenses in case of any assignment abroad.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to extend the aforesaid Consultancy Contract for a further period of 2 years after 30th April, 2028 on such terms as the Board of Directors may deem fit, without any further approval of the Members for such extension.

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

4. To alter the Registered Office clause in Memorandum of Association of the Company and in this regard, 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 provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder (including any statutory modifications or re-enactments thereof), the consent of the members of the Company be and is hereby accorded to alter the nomenclature of the Situation Clause / Registered Office Clause (Clause II) of the Memorandum of Association of the Company in the following manner:

   - **Existing Clause:**

     "The Registered Office of the Company will be situated in the Province of Bombay."

   - **Substituted with :**

     "The Registered Office of the Company will be situated in the State of Maharashtra."

   RESOLVED FURTHER THAT Mr. Chirag C. Doshi, Managing Director & CEO or Mr. G. S. Agrawal, Whole Time Director & Company Secretary, be and are hereby severally authorized to sign, certify, and file all necessary forms with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary or desirable to give effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **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-enactments 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 2027.

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

By order of the Board of Directors

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

Registered Office:
Siddharth Towers (Tower No. 1),
S. No. 12/3-B, Office 908 to 910,
Kothrud, Pune- 411 038.
CIN: L74999PN1908PLC255621
Tel: 020-25438585
E-mail: investors@walchand.com
Website: www.walchand.com

Date: July 01, 2026

Notes:

a) The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circulars dated September 22, 2025, September 19, 2024; September 25, 2023; December 28, 2022; May 5, 2022; December 8, 2021; December 14, 2021; January 13, 2021; May 05, 2020; April 13, 2020; and April 8, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing or Other Audio Visual Means ("VC/ OAVM"), without the physical presence of the Members at a common venue.

In compliance with MCA Circulars, the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the 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 Nos. 3, 4 and 5 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 hereto.

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 Members can join the AGM through 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.

e) 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.

f) 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 from time to time), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Members are provided with the facility to cast their votes electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

g) Members 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] read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026]

   The facility for making nomination is available for the Members in respect of the shares held by them. Members, holding shares in physical form and 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.

h) 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 the RTA at https://in.mpms.mufg.com/. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I /4298/2026 dated February 6, 2026].

   # 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]

i) 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.

j) 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).

k) In line with the MCA Circulars, the Notice calling the AGM and the Annual Report for the financial year 2025-2026, 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 the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at https://www.evoting.nsdl.com.

l) In accordance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, the Notice of the AGM along with the Annual Report for FY 25-26 is being sent only in electronic form only to those members whose email addresses are registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Further, in compliance with Regulation 36(1) (b) of the Listing Regulations, a letter providing the web-link and QR Code including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. The Company shall send the physical copy of the Annual Report for FY 25-26 to only those Members who specifically request for the same at investors@walchand.com mentioning their Folio No. / DP ID and Client ID.

m) 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.

n) 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, and relevant documents referred to in this Notice will be available electronically for inspection by the Members before as well as during the AGM upon request for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to investors@walchand.com.

o) In terms of the provisions of Section 152 of the Act, Mr. Chakor L. Doshi (DIN: 00210949) Director of the Company, retires by rotation at the Annual General Meeting and being eligible offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended his re-appointment.

Mr. Chakor L. Doshi, Director of the Company, is interested in the Ordinary Resolution set out at Item No. 2 of this Notice with regard to his re-appointment. Mr. Chirag C. Doshi, Managing Director & CEO, being related to Mr. Chakor L. Doshi, is deemed to be interested in the resolution set out at Item No. 2 of this Notice.

Except Mr. Chakor L. Doshi and Mr. Chirag C. Doshi, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of this Notice.

The relevant details with respect to "Director seeking re-appointment at this AGM" 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**.

p) A special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027 to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/ I/4298/2026 dated February 6, 2026].

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 Saturday, August 08, 2026 at 09:00 A.M. and ends on Monday, August 10, 2026 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. Tuesday, August 04, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, August 04, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. 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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Once the home page of e-voting system is launched 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 options available against 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	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 10145001***

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, Assistant Vice President 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 Aadhar 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 able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com following the steps mentioned above for login 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. 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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com or +91 22 4886 7000 or contact Amit Vishal, Deputy Vice President - NSDL at evoting@nsdl.com or Sanjeev Yadav, Assistant Manager - NSDL at sanjeevy@nsdl.com.
4. 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 Saturday, August 01, 2026 through email on investors@walchand.com. The same will be replied by the Company suitably.
5. Shareholders who would like to express their views/ ask questions during the AGM may preregister themselves as speaker 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 Monday, August 03, 2026 (9:00 a.m. IST) and Thursday, August 06, 2026 (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.

OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through

remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing. The results will be announced within the time stipulated under the applicable laws.

2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bcma.in and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

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

ITEM NO. 3

The Members of the Company, in the AGM held on September 28, 2022, had accorded by Special Resolution their consent to Mr. Chakor L. Doshi, Chairman of the Company and a relative of Mr. Chirag C. Doshi, to continue to provide professional services as an Advisor/ Consultant to the Company for an additional period of 2 years from 1st May, 2022 to 30th April, 2024 on payment of Rs. 80,000/- per day as Consultancy Fee plus expenses on travelling, lodging and boarding & reimbursement of incidental and out of pocket expenses, reimbursement of GST, as applicable and permitted foreign exchange allowance and expenses in case of any assignments abroad. Vide the said Special Resolution, the Board was further authorised to extend the said consultancy period for an additional period of two years, and pursuant to such authorization to the Board, such extension was approved by the Board in their meeting held on May 28, 2024. Hence, the approval of the Members was valid up to April 30, 2026.

Now, as per the provisions of Section 197 of the Companies Act, 2013, the Nomination and Remuneration Committee has expressed opinion in their meeting held on May 20, 2026 that Mr. Chakor L. Doshi possesses the necessary qualifications to render professional consultancy services. As per the provisions of Section 188 of the Companies Act, 2013, the Audit Committee of the Board of Directors of the Company also approved the renewal of Consultancy Contract with Mr. Chakor L. Doshi at the existing professional fees of Rs. 80,000/- per day for the next two years, with the power to the Board to extend the period of consultancy contract by further period of two years, subject to the approval of the Members. As per the approval of the Audit Committee and recommendation of the Nomination and Remuneration Committee, the Board of Directors approved the proposal, subject to the approval of the Members for renewal of Consultancy Contract with Mr. Chakor L. Doshi.

The details in respect of the proposed contract as required are as follows:

Sr. No.	Description	Particulars
A.	**Summary of information provided to the Audit Committee**	
1.	Name of the related party	Mr. Chakor L. Doshi
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	A director or his relative.
3.	Type of the proposed transaction	Contract to render professional consultancy services
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Contract to render professional consultancy services; Consultancy fees of Rs. 80,000/- per day of service rendered (i.e. same rate as approved during the last contract period from 1st May, 2022 to 30th April, 2026), Period of Consultancy contract is 2 years with the power to the Board to extend the contract by further period of 2 years on such terms as it may deem fit.
5.	Particulars of the proposed transaction	Same as Point No. 3.
6.	Tenure of the transaction	Period of Consultancy contract 2 years, with power to the Board to extend the contract by further 2 years on such terms as it may deem fit.
7.	Value of the proposed transaction	Rs. 80,000/- per day of service rendered
8.	Justification as to why the RPT is in the interest of the Company	Mr. Chakor L. Doshi has been providing professional Consultancy services to the Company since 1994, with the approval of the Board/ Members of the Company as per the provisions of the Companies Act, 1956. Previously Central Government, and now the Nomination & Remuneration Committee have expressed an opinion, as required under relevant provisions, that Mr. Chakor L. Doshi possesses the requisite qualification to render consultancy services.

Sr. No.	Description	Particulars
		Members are informed that during the period May 01, 2022 to April 30, 2026 Chairman has not raised any bill for consultancy fee and hence no consultancy fee is paid to him. However, the actual expenses incurred by the Chairman on behalf of the Company and for Company's business during this period if any were paid by the Company.
9.	Details of the valuation report or external party report (if any)	Not Applicable.
10.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Not Applicable
11.	Additional disclosures required to be made in case of loans, inter-corporate deposits, advances or investments made or given	Not Applicable.
B.	**Other information in relation to the related party transaction**	
1.	Summary of the information provided to the audit committee	Please see Part A above.
2.	Justification for why the proposed transaction is in the interest of the Company	Please see Sr. no. 8 of Part A above.
3.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.
4.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable.
5.	Percentage of the Company's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Please see Sr. no. 10 of Part A above.
6.	Name of the Director or Key Managerial Personnel, who is related	Mr. Chirag C. Doshi

The Nomination & Remuneration Committee has recommended the renewal of consultancy contract with Mr. Chakor L. Doshi to the Audit Committee and the Board of Directors. The Board of Directors have approved his renewal subject to the approval of the Members at the AGM.

Hence, the Board of Directors recommend passing of the resolution mentioned at Item no. 3 in the notice.

None of the Directors or Key Managerial Personnel of the Company, except Mr. Chakor L. Doshi and Mr. Chirag C. Doshi, are deemed to be concerned or interested, financially or otherwise in the proposed special resolution.

ITEM NO. 4

The Registered Office of the Company was earlier situated at 3, Walchand Terraces, Tardeo Road, Mumbai – 400 034. The Shareholders approved the shifting of the Registered Office of the Company from Mumbai to Pune Vide Special Resolution on March 08, 2026. The Company made an application to Regional Director for shifting its Registered Office to Siddharth Towers, S. No. 12/3-B, Office 908 to 910, Kothrud, Pune - 411 038 and had accordingly received approval from the Ministry of Corporate Affairs on May 13, 2026.

The Memorandum of Association of the Company mentions that the registered office of the Company will be situated in the province of Bombay. In view of the aforesaid change and to align the Memorandum of Association with the current legal and constitutional position, it is proposed to substitute the existing Clause II with a revised clause mentioning the State of Maharashtra.

Under Section 13 of the Companies Act, 2013, altering the Registered Office clause of a company's Memorandum of Association requires the approval of the members by way of a Special Resolution.

To reflect the proposed change, Clause II of the Memorandum of Association is proposed to be altered to read as follows:

"The Registered Office of the Company will be situated in the State of Maharashtra."

Hence, the Board of Directors recommend passing of the resolution set out at Item No. 4 of this Notice as a Special Resolution.

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

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. S. R. Bhargave & Co., Cost Accountant, Pune (Regn. No. 000218), as the Cost Auditors of the Company for conducting cost audit of the cost records of the Company for the Financial Year ending March 2027, 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. 5 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 financial year ended March 31, 2027.

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.

Annexure A

Additional information on directors recommended for reappointment as required under Regulation 36(3) of the SEBI Listing Regulations and applicable secretarial Standard 2 on General Meetings.

Name of the Director	**Chakor L. Doshi**
DIN	00210949
Date of Birth & age	Date of Birth: 15.09.1948 Age: 77
Date of Appointment	May 15, 1979
Nationality	Indian
Nature of expertise in specific functional areas	Operations and Management of Large Industries – Industrialist
Qualifications	B. Sc (Mathematics Physics), Bombay University and MS in Operations Research & Industrial Engineering, University of Michigan (USA)
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.
Directorship held in other listed entities	Bombay Cycle and Motor Agency Limited
Directorship held in other public unlisted companies (excluding foreign companies)	NIL
Membership / Chairmanship of Committees of the Board in other listed entities (includes only Audit Committee & Stakeholders Relationship Committee)	Nil
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee & Stakeholders Relationship Committee)	Nil
Listed entities from which resigned in the past 3 years	Nil
Number of meetings of the Board attended during the year	6
Terms and conditions of Appointment or Re-appointment	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.walchand.com
Remuneration last drawn	No remuneration paid other than sitting fees for attending Board/Committee meetings (Rs. 50,000/- per meeting) Not Applicable

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
Shareholding in the Company	60,800 Equity Shares
Shareholding as a beneficial owner	11.88%

By order of the Board

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

Registered Office:

Siddharth Towers (Tower No. 1),
S. No. 12/3-B, Office 908 to 910,
Kothrud, Pune- 411 038.
CIN: L74999PN1908PLC255621
Tel: 020-25438585
E-mail: investors@walchand.com
Website: www.walchand.com

Date: July 01, 2026

DIRECTORS' REPORT

To:
The Members of
Walchandnagar Industries Limited

Your directors take pleasure in presenting the 117th Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended March 31, 2026.

1. **Financial Results:**

The Company's financial performance, for the Year ended March 31, 2026, is summarized below:

	Year ended 31.03.2026 (₹ in Lakhs)	Year ended 31.03.2025 (₹ in Lakhs)
Income:	29,626	29,484
Profit/(Loss) before Depreciation, Interest, Exceptional Item and Exchange currency fluctuations	3,159	(3,666)
Less: Interest	3,845	4,390
Depreciation	1,103	1,064
Add: Exceptional Items (Income)	69	412
Profit/(Loss) before Exchange Currency –fluctuations	(1,858)	(8,708)
Less: Exchange Currency Fluctuation Loss /(Gain)	(390)	(105)
Profit/(Loss) before Tax	(1,468)	(8,603)
Less: Tax (Net)	-	-
Profit/(Loss) after Tax	**(1,468)**	**(8,603)**

2. **Financial Performance & Highlights:**

During the year under review, the revenue for the Financial Year 2025-26 was ₹ 29,626/- lakhs as against the previous financial year 2024-25 of ₹ 29,484/- 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**

The Company had allotted 2,17,18,023 Fully Convertible Warrants at a price of ₹ 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 were convertible into an equivalent number of fully paid-up equity shares of the Company having a face value of ₹ 2/- each.

Out of the total warrants allotted, during the year under review, Balance Outstanding 3,23,681 warrants were converted into equity shares and were allotted on May 24, 2025.

During the year under review, the Company has also made allotment of 58,784 equity shares of ₹ 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.

Consequently, the paid-up equity share capital of the Company has increased to ₹ 13,56,84,120/- divided into 6,78,42,060 equity shares of face value of ₹ 2/- each as on March 31, 2026.

4. **Current Period:**

The orders on hand as on March 31, 2026, were at ₹ 871.77/- crores as compared to ₹ 908.96/- crores as on March 31, 2025.

5. **Exports and Overseas Projects:**

During the year under review, the Company achieved an export turnover of ₹ 59.36/- crores as against ₹ 9.61/- crores, in the previous year. The export orders on hand as on March 31, 2026, are at ₹ 395.42 crores.

6. **Dividend and Reserves:**

During the Year under review, your Company has loss after tax of ₹ (1,468) lakhs. In view of losses, no dividend is recommended for the Year ending March 31, 2026, by the Board.

7. **Subsidiary, Joint Ventures and Associate Companies:**

As on March 31, 2026, 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, 2026, 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:

The Income Tax Assessments u/s 143 (3) of the Income Tax Act, 1961 up to assessment year 2025-26 has been completed as on 31.03.2026.

The appeal proceeding before Commissioner of Income Tax (Appeals) for A.Y. 2014-15, A.Y. 2015-16, A.Y. 2016-17 and A.Y. 2018-19, were in progress during the F.Y. 2025-26.

11. Human Resources Development:

During the Financial Year 2025-2026, as a part of process improvement, the HR Department has upgraded various forms, formats and policies e.g. Leave Policy-2026, Business Travel Policy to match the current business requirements. As a part of Health & Wellness, various awareness programs were taken up for the employees at Dharwad and Walchandnagar.

For employee Engagement, various fun activities were done: On the occasion of Safety Week from March 04, 2026 to March 11, 2026, various programmes and competitions were organized for employees to promote safety awareness. Employee's participated in Safety Quiz, Slogan Writing, and Drawing Competitions enthusiastically.

In addition, awareness sessions on Health Awareness, First Aid Treatment in case of factory accidents, and CPR training were arranged for employees. These programmes were highly informative and contributed towards enhancing safety awareness among employees.

Blood Donation Camps were organized at the Company's premises on April 22, 2025 and November 24, 2025, wherein 98 and 149 employees respectively participated voluntarily, demonstrating their social responsibility and commitment towards community welfare initiatives.

On 8th March, 2026 we celebrated "Women's Day" with great enthusiasm and inclusivity, wherein female employees as well as the family members of officers actively participated in the programme. On the occasion of "Women's Day", the WIL Management distributed gifts to all women participants as a token of appreciation and respect for their valuable contribution to society and the organization.

In addition, a Health Awareness Session and Health Check-up Camp were organized for women participants focusing on women's health awareness, preventive care, and overall well-being.

Further, an awareness session on Road Safety was organized on January 10, 2026 at Vinod Doshi Technology Centre (VTDC) for employees with the objective of creating awareness regarding safe driving practices, traffic regulations and accident prevention measures.

As part of the Quality Month Celebration held during November 2025, various activities such as Quiz Competitions and other employee engagement competitions were organized to promote quality awareness and encourage active participation among employees. Prizes were distributed to the winning employees in recognition of their performance and enthusiasm.

For learning and development of members: During the year under review, in Walchandnagar training team had conducted 2 training sessions for GETs.

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 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 provisions of 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, 2026 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, 2026.

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). Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance and a certificate obtained from the M/s. V. N. Deodhar & Co., Practicing Company Secretaries, Secretarial Auditors confirming compliance with Corporate Governance requirements 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:

The Company had organized Medical Health Check-up camps in Walchandnagar for employees wherein 279 Male workers and 49 Female workers have been benefitted for heart-related issues, ECG tests. Company had organized Medical Health Check-up camps in Pune for all Female employees. A Blood Donation Camp was organised in Dharwad wherein 10 employees donated blood and a total of 247 employees voluntarily participated in the Blood donation camp in WNR.

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 has provided 50% school fee concession to 377 children of WIL Employees ward.

Further, the Company extended educational support by providing a 25% fee concession to the wards of 18 teachers (SWV and PRI) and WSB employees, and a 75% fee concession to the wards of 48 BCA teachers. Additionally, 1,211 students and 79 staff members were covered under the UNI STUDY CARE accidental insurance policy of United India Insurance Co. Ltd. Financial assistance was also provided under the BCA CARE initiative to support needy employees and students for medical expenses and payment of school fees.

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 25 various types of plants in Walchandnagar. 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. Conservation of Energy, Technology absorption & Foreign Exchange Earnings & Outgo:

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 during the year except at Satara Plant 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 lockout in Satara plant had been called off w.e.f. November 24, 2025 and the operations at Satara Plant started in December 2025 that too in phases, which have been affected since March 20, 2025.

17. Directors and Key Managerial Personnel:

1) As on March 31, 2026, 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 117th Annual General Meeting and being eligible, has offered himself for re-appointment.

Brief profile of the proposed appointee 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.

18. Number of Meetings of the Board:

The Board met six (6) times during the year from April 01, 2025 to March 31, 2026, on May 22, 2025; August 14, 2025; September 29, 2025; November 13, 2025; January 29, 2026 and March 26, 2026.

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), and Chairman Mr. Chakor L. Doshi (Member).
- Stakeholders Relationship Committee which comprises of two Independent Directors i.e. Mrs. Rupal Vora (Chairperson of Committee) 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) 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 & CEO 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, 2026, total dematerialized equity shares are 6,74,88,635 representing 99.48%.

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 and 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, reservations or adverse remarks made by the Statutory Auditors in the Audit Report.

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 2027. They were also the Cost Auditors of the Company for the previous year ended March 2026. 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 2027.

The Cost Audit Report for the financial year ended March 2026 will be filed within the stipulated time i.e. on or before September 30, 2026.

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, M/s. V. N. Deodhar & Company, Practicing Company Secretary, a peer reviewed firm (Firm Registration no. S1986MH002900) was appointed as Secretarial Auditor in the 116th AGM to conduct Secretarial Audit of the Company for a period of 5 consecutive years commencing from FY 2025-26 till FY 2029-30, and to submit the Secretarial Audit Report in the prescribed format. The Secretarial Audit Report for the year ended March 31, 2026, is annexed herewith marked as **Annexure 'E'** to this Report.

The Secretarial Auditor has confirmed that they have subjected themselves to Peer Review process by the Institute of Company Secretaries of India ("ICSI") and hold valid certificate issued by the Peer Review Board of ICSI.

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 2025-2026.

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/2026/06/FAMILIARIZATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS_for%20the%20FY%202025-2026.pdf

37. Compliance with the provisions relating to the Maternity Benefit Act, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961 and rules made thereunder.

38. Proceedings under the Insolvency and Bankruptcy Code, 2016 (31 of 2016)

During the Financial Year under review, an application was filed against the company by an Operational Creditor under Section 9 of the Insolvency and Bankruptcy Code 2016, before the National Company Law Tribunal (NCLT), for a claim of Rs. 7,95,49,674/ Plus interest @ 12% p.a.

As of March 31, 2026 and the date of this report, the said application is pending before NCLT and has not been admitted. The Company is legally contesting the matter and there are no active or concluded proceedings under the Code.

39. 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.

40. 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/-	**Sd/-**
Chirag C. Doshi	**G. S. Agrawal**
Managing Director & CEO	**Whole Time Director & Company Secretary**
DIN: 00181291	**DIN: 00404340**

Registered Office:
Siddharth Towers, S. No. 12/3-B,
Office 908 to 910, Kothrud,
Pune- 411038.

Date: May 20, 2026

Annexure 'A'

MANAGEMENT DISCUSSION & ANALYSIS REPORT

FY 2025–26: From Transition to Transformation — The Emergence of a New Operating Rhythm

FY 2025–26 was not merely a year of recovery; it was the year in which the foundations of our transformation began to translate into measurable operational outcomes.

The financial performance for FY 2025–26 marks a decisive turnaround in the company's operating trajectory, reflecting the success of its strategic restructuring, sharper business focus, and improved execution across core sectors.

The Company reported Total Revenue of ₹ 29,626 Lakhs in FY 2025–26 as against ₹ 29,484 Lakhs in FY 2024–25, demonstrating stability in topline performance despite a conscious transition away from low-margin and non-core activities. More importantly, the quality of revenue improved significantly, driven by higher contribution from strategic businesses in Defence, Nuclear, Aerospace, and high-engineering manufacturing segments.

The most significant highlight of the year was the sharp improvement in operating profitability. EBITDA for FY 2025–26 stood at a positive ₹ 3,549 Lakhs compared to a negative EBITDA of ₹ 3,561 Lakhs in FY 2024–25 — representing a turnaround of over ₹ 7,110 Lakhs in this financial year.

This transformation was achieved through multiple structural initiatives undertaken during the year, including:

- Rationalisation of loss-making operations and tighter cost controls;
- Improved project execution and operating efficiencies;
- Better product mix with increased contribution from high-value engineered products;
- Reduction in extraordinary operational disruptions experienced in the previous year;
- Enhanced focus on sectors aligned with national priorities such as Defence indigenisation, Nuclear energy expansion, and India's growing Space and Aerospace programs;
- Enhanced leadership oversight and stronger project management controls.

This turnaround reflects the establishment of a stronger operational rhythm, better cost discipline, and sharper project execution.

The Company believes this performance marks an inflection point in its journey. Over the last two years, we undertook a fundamental strategic realignment of the Company toward sectors that are not only nationally significant but structurally positioned for long-term growth — Defence, Nuclear, and Aerospace ("DNA"). What began as a strategic pivot has now evolved into a clear operating philosophy, deeply embedded across our manufacturing, project execution, engineering, and leadership architecture.

Operational Turnaround: Proof of Structural Change

The most encouraging development during the year was the sequential strengthening of profitability in the company. The Company reported Profit before exceptional items and tax of ₹ 602 Lakhs in Q3 FY 2025–26 followed by ₹ 226 Lakhs in Q4 FY 2025–26 despite continued investments into capability building, organizational strengthening, and business development initiatives. This marks two consecutive quarters of positive profitability and reflects the emergence of sustainable operational discipline across the organization.

What is particularly encouraging is that this operational improvement has been achieved while simultaneously investing for future growth through technology upgradation, leadership hiring, manufacturing modernization, and strategic capability enhancement. The Company is now beginning to witness the benefits of the strategic groundwork laid over the previous years. Operational momentum is strengthening quarter after quarter, providing confidence that the business has moved beyond stabilization and entered a phase of sustainable rebuilding.

The Emergence of a Stronger Industrial Platform

One of the defining themes of FY 2025–26 has been the strengthening of our industrial and operational base.

The capital expenditure program initiated following the equity infusion has begun translating into meaningful operational capability enhancement. New-generation machinery, modernization initiatives, and manufacturing upgrades are expected to significantly improve productivity, precision, throughput, and execution timelines going forward.

Importantly, the Company is no longer operating merely as a conventional engineering organization. We are progressively evolving into a strategic manufacturing platform aligned with India's long-term industrial priorities. The operational turnaround achieved over the last two quarters provides evidence that the organization is now institutionalising its processes required to scale sustainably.

Financial Performance Overview

Summary of the revenue & profitability for FY 2025–26 as compared to previous financial year is tabulated below:

Particulars	FY 2025-26	FY 2024-25
Total Income EBITDA	29,626	29,484
PBT (Before Exceptional Items)	(1,399)	(9,015)
Profit / (Loss) Before Tax (PBT)	(1,468)	(8,603)
Profit / (Loss) After Tax (PAT)	(1,468)	(8,603)
Total Comprehensive Income	(1,967)	(7,963)

(All figures in ₹ Lakhs)

The financial performance for FY 2025–26 reflects substantial operational improvement compared to the previous year.

While the Company continues to report losses at the annual level, the scale of improvement in EBITDA and profitability demonstrates a meaningful reduction in operational stress and validates the effectiveness of the corrective measures undertaken over the last several quarters.

Revenue from Operations increased to ₹ 27,519 Lakhs in FY 2025–26 as compared to ₹ 25,918 Lakhs in FY 2024–25. More importantly, the Company significantly improved operational efficiency, resulting in PBT before exceptional items losses reducing sharply from ₹ 9,015 Lakhs in FY 2024–25 to ₹ 1,399 Lakhs in FY 2025–26.

Human Resources: Building a High-Performance Organization

The transformation of the Company is not only strategic and operational — it is also cultural.

Over the last year, significant emphasis has been placed on building leadership depth, accountability, execution discipline, and organizational agility. The integration of experienced external leadership with our strong legacy teams continues to strengthen institutional capability.

The leadership structure introduced over the previous year is now beginning to deliver measurable outcomes through tighter operational governance, improved execution tracking, stronger financial controls, and enhanced customer engagement.

The Company remains committed to building a culture that combines:

- Engineering excellence
- Execution discipline
- Entrepreneurial agility
- Institutional accountability
- Long-term nation-building purpose

We believe this combination will be critical in scaling sustainably over the coming decade.

Risk Management & Internal Controls

As the Company transitions into a higher-growth and strategically aligned industrial platform, disciplined risk management remains critical.

Key risks continue to include:

- Project execution timelines
- Working capital management
- Commodity and input price fluctuations
- Geopolitical uncertainties
- Supply chain disruptions
- Talent integration and organizational scaling

To address these risks, the Company continues to strengthen:

- Project governance mechanisms
- Financial monitoring systems
- Leadership accountability structures
- Cost control processes
- Customer diversification
- Strategic planning frameworks

The emergence of positive operational momentum over consecutive quarters demonstrates the effectiveness of these measures and provides confidence regarding future scalability.

The Road Ahead: From Recovery to Growth

The last two years were about rebuilding the foundation. The coming years will be about scaling the opportunity.

India is entering a decade that will demand indigenous industrial capability across strategic sectors. Defence modernization, nuclear expansion, aerospace growth, and manufacturing localization are no longer temporary themes — they are long-term national priorities.

We believe the Company is now structurally aligned with these opportunities.

The operational turnaround achieved during FY 2025–26 is not the destination; it is the beginning of a new phase. The consistency of positive PBT across consecutive quarters demonstrates that the business is moving from volatility toward stability, from restructuring toward execution, and from recovery toward growth.

Our DNA — Defence, Nuclear & Aerospace — is now firmly established as the foundation of our future.

Cautionary Statement

The statements in the "Management Discussion and Analysis Report" describe the Company's objectives, projections, expectations, estimates or forecasts which may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied due to various risks and uncertainties. Important factors that could influence the Company's operations include global and domestic demand-supply conditions, input costs, and changes in Government regulations, tax laws, economic developments, geopolitical conditions, project execution challenges, industrial relations, and other factors beyond the control of the Company.

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, 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, 2026, 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, the Directors' Report includes the Report on "Management Discussion and Analysis" as **Annexure 'A'** to the 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, 2025 to March 31, 2026 are given below:

Information on Board of Directors

Name of Director	Category / Designation	No. of Board Meetings held	Attendance (01.04.25 to 31.03.26)		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	8.00	-	-	8.00
Dr. Prabhat Kumar	I – NED	6	6	Yes	0	0	0	0	5.00	-	-	5.00
Mrs. Rupal Vora	I - NED	6	6	Yes	8	3	4	0	8.00	-	-	8.00
Mr. Jayesh Dadia	I-NED	6	6	Yes	2	0	0	0	6.00	-	-	6.00
Mr. Chirag C. Doshi §	MD & CEO	6	6	Yes	1	0	2	17,290	-	127.56	-	127.56
Mr. G. S. Agrawal	WTD	6	6	Yes	0	0	0	24,500	-	58.26	-	58.26

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, 2025 to March 31, 2026, Six Board Meetings were held on May 22, 2025; August 14, 2025; September 29, 2025; November 13, 2025; January 29, 2026 and March 26, 2026 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 meeting held on May 22, 2025, which was held physically.

   There were no other pecuniary relationships or transactions of Non-Executive Directors with the Company.

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	a) Financial / Taxation Skills	Non-Executive – Independent Director
		Saraswati Commercial (INDIA) Limited	b) Legal / Regulatory Skills	Non-Executive – Independent Director
		Winro Commercial (INDIA) Limited	c) Board Service and Governance	Non-Executive – Independent Director
		Aarti Pharmalabs Limited	d) Strategic Planning / Risk Management	Non-Executive – Independent Director
		Sanatan Textiles Limited		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/2026/06/FAMILIARIZATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS_for%20the%20FY%202025-2026.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, 2026.

(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, 2026, 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
Mrs. Rupal Vora	4	4
Mr. Chakor L. Doshi	4	4

Four Audit Committee Meetings were held during the Financial Year 2025-26 on May 22, 2025; August 14, 2025; November 13, 2025 and January 29, 2026.

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, 2025 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 and act 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, 2026, 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. Prabhat Kumar	3	3
Mr. Chakor L Doshi	3	3
Mrs. Rupal Vora	3	3

Three Nomination & Remuneration Committee Meetings were held during the Financial Year 2025-26 on May 22, 2025; August 14, 2025 and January 29, 2026. The necessary quorum was present at the meetings.

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 ₹ 27 Lakhs.

Details of remuneration paid to Executive Directors:

The details of remuneration paid / provided for Mr. Chirag C. Doshi for the Financial Year 2025-26 is as follows:

Amount paid / payable (₹ in lakhs)

Details	Mr. Chirag C. Doshi Managing Director & CEO
Salary	109.20
Perquisites	8.28
Contribution to P.F. and Superannuation	7.20
Gratuity	2.88
Commission	-
Total	**127.56**

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 2025-26 is as follows:

Amount paid / payable (₹ in lakhs)

Details	Mr. G. S. Agrawal Whole Time Director & Company Secretary
Salary	51.51
Perquisites	4.28
Contribution to P.F. and Superannuation	-
Gratuity	2.47
Commission	-
Total	**58.26**

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, 2026 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 attended and acts as the Secretary of the Committee Meeting.

Mrs. Rupal Vora, Chairperson of the Stakeholders Relationship Committee was present at the Annual General Meeting held on August 14, 2025, through Video Conferencing.

During the Financial Year 2025-26, 3 complaints were received from the shareholders. The details are given hereunder:

Sr No	Nature of Complaint	Pending as on 01.04.2025	Received during the Financial Year	Redressed during the Financial Year	Pending as on 31.03.2026
1	Stock Exchanges	0	0	0	0
2	SEBI – Scores	0	3	3	0
	TOTAL	**0**	**3**	**3**	**0**

Attendance of Directors at the Stakeholders Relationship Committee Meeting held during the Financial Year 2025-26 is as under:

Name of Director	No. of Meetings held	No. of Meetings attended
Mrs. Rupal Vora	1	1
Mr. Jayesh Dadia	1	1
Mr. Chakor L. Doshi	1	1

During the Financial Year 2025-26 under review, one Stakeholders Relationship Committee Meeting was held on May 22, 2025 physically. The necessary quorum was present at the meeting.

Mr. G. S. Agrawal, Whole Time Director & Company Secretary attended and acts 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 MUFG 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, 2026, Risk Management Committee of the Board comprises of Mr. Chirag C. Doshi, Managing Director & CEO (Member), Mr. Jayesh Dadia Independent Director as the Chairman of the Committee and Mr. Nishant Saigal, CFO (Member). The composition of the Committee meets the requirement of Regulation 21 of SEBI Listing Regulations. Mr. G. S. Agrawal, Whole Time Director & Company Secretary attended and 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 the Company to constitute Risk Management Committee. However, the Company has voluntarily constituted the Committee.

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 2025-26 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, 2026, 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 2025-26 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

(a) 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;

(b) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

(c) To monitor the Corporate Social Responsibility Policy of the company from time to time.

Composition and Attendance at meetings:

As on March 31, 2026 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. Chakor L. Doshi	1	1
Mr. Chirag C. Doshi	1	1

During the Financial Year 2025-26 under review, one meeting of Corporate Social Responsibility was held on May 22, 2025 physically. 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) Independent Directors Meeting:

During the Financial Year 2025-26, the Independent Directors Meeting of the Company was held on May 22, 2025 physically.

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 Director and Non-Executive Director 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 Meeting held during the Financial Year 2025-26 is as under :-		
Name of Director	**No. of Meetings held**	**No. of Meetings attended**
Mrs. Rupal A. Vora	1	1
Mr. Jayesh Dadia	1	1
Dr. Prabhat Kumar	1	1

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

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

Name of Senior Management Personnel	**Function**
Mr. Nishant Saigal	CFO - Joined w.e.f.14.04.2025
Mr. Rajan V. V.	President -Manufacturing- Joined w.e.f. 04.04.2025
Mr. Kaustubh S. Gandhalikar	Chief Internal Auditor-Joined w.e.f. 01.10.2025
Mr. Anil Vasant Gabhe	Chief Internal Auditor-Expired on 17.04.2025
Mr. Ghananeel Kelkar	CHRO (Chief Human Resources Officer)
Mr. Jagat Parikh	President – Strategy & Growth

(12) General Body meetings:

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

Year	**Venue**	**Date**	**Time**
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.
April 2024 – March 2025	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	14.08.2025	05.00 p.m.

ii. Location and time, where Extra Ordinary General Meetings were held in last three years - One extra ordinary General Meeting was held during the last 3 Years as per details given below:

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 2022 – March 2023 - Nil.
- April 2023 – March 2024
  - a) Resolution no. 4, Resolution under Section 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 Section 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
- April 2024 – March 2025
  - a) Resolution no. 5, 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.

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. 2025-2026, the person who conducted the postal ballot exercise and details of the Voting Pattern:

Sr. No.	Resolution	Type of Resolution	Date of Approval	Votes in favour Percentage	Votes against Percentage	Status of the Resolution
1.	To consider and approve to shift the Registered Office of the Company from Flat No. 3, Walchand Terraces, Tardeo Road, Mumbai – 400 034 to Siddharth Towers, S. No. 12/3-B, Office 908 to 910, Kothrud, Pune - 411 038 including amendment in MoA of the Company, if required incidental thereto.	Special Resolution	March 08, 2026	99.9884	0.0116	Passed with requisite majority
2.	To consider and approve sale of Dharwad Land bearing survey nos. 71B, 72B and 83 (Part).	Special Resolution	March 08, 2026	99.6165	0.3835	Passed with requisite majority
3.	To consider and approve the Re-appointment of Mr. Chirag C. Doshi, as Managing Director & Chief Executive Officer of the Company for a period of 3 years w.e.f. April 01, 2026 and to approve his remuneration.	Special Resolution	March 08, 2026	99.9893	0.0107	Passed with requisite majority

Mr. V. N. Deodhar, Proprietor of M/s. V. N. Deodhar & Co., Company Secretaries (Membership Number: FCS 898) acted as the Scrutiniser to scrutinise the conduct of the postal ballot process through 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 Resolution shall be passed by Postal Ballot during the year 2026-27 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, Integrated Governance Report and other compliances are also posted on the website of the Company www.walchand.com. The Shareholding Pattern, 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 2025-26, if any, 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 11, 2026 4.00 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 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025. 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**	:	1. BSE Ltd. P. J. Towers, Dalal Street, Mumbai – 400 001. 2. National Stock Exchange of India Ltd. Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. The Listing fees for the financial year 2026-2027 has been paid to both the Stock Exchanges.

vi) Registrar and 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
E-mail id: rnt.helpdesk@in.mpms.mufg.com

vii) Share Transfer System:

In terms of Regulation 40 (1) of SEBI Listing Regulations, as amended from time to time, transfer (including transfer of shares under special window of lodgement open upto February 4, 2027), transmission and transposition of securities shall be effected only in dematerialized form. SEBI w.e.f. April 2, 2026, has dispensed with the requirement of Letter of Confirmation (LOC) and enabled direct credit of verified securities to investors' demat accounts.

Apart from the necessary mandated documents, the following additional documents are to be submitted by the Shareholders/ Claimants:

a. Form ISR-4

b. Demat Conversion Request Form ("DCRF") - NSDL or Demat Request Form ("DRF") - CDSL, as provided by the Depositories.

c. Latest Client Master List ("CML") of the demat account in the same order of names, not older than two months and duly attested by the Depository Participant ("DP") where the demat account is held.

d. Signature of Beneficiary owner(s) of the demat account required to be attested by the DP on DCRF/DRF as applicable and CML.

The Directors and certain Company officials (including Chief Financial Officer and Company Secretary) are authorized by the Board severally to approve transactions, which are noted at subsequent Board Meetings.

Special Window for lodgment of share transfer requests:

Pursuant to the SEBI Circular dated January 30, 2026, the Company has enabled a special window to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible Shareholders are encouraged to submit the requisite documents to the Company/RTA before February 4, 2027. Securities transferred through this mechanism shall be credited only in demat form and will remain under a one year lock in, during which they cannot be transferred, lien marked or pledged.

viii) (a) Shareholding Pattern as on March 31, 2026 :

Category	**No. of Shares**	**%**
Promoters & Directors, Directors Relatives/ HUF & Group Companies/ Group Trusts	2,14,30,945	31.59
Banks, Financial Institutions, State Government, Alternate Investment Funds (AIF)	5,43,023	0.8
Bodies Corporate, LLP & Clearing Members	83,90,218	12.37
NRI/ OCB/ FN/ NBFCs	8,75,029	1.29
Foreign portfolio Investors (Corporate)	3,16,843	0.47
Public (Resident Indians/ Trusts/ HUF/ Office Bearers/ Escrow Account)	3,56,02,139	52.47
Investor Education & Protection Fund	6,83,863	1.01
Total	**6,78,42,060**	**100.00**

(b) Distribution of shareholding as on March 31, 2026:

Shareholding of nominal value of Rs.	**Number of Shareholders**	**% to Total**	**Total no. of shares**	**% to Total**
1 to 5000	88012	98.9355	20897824	30.8036
5001 to 10000	492	0.5531	3603184	5.3111
10001 to 20000	260	0.2923	3733565	5.5033
20001 to 30000	66	0.0742	1672297	2.4650
30001 to 40000	29	0.0326	1004992	1.4814
40001 to 50000	23	0.0259	1068516	1.5750
50001 to 100000	40	0.045	2709155	3.9933
100001 to onwards	37	0.0416	33152527	48.8672
TOTAL	**88959**	**100.00**	**67842060**	**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, 2026, 6,74,88,635 equity shares representing 99.48% of the total shares have been dematerialised. 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 B group.

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

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 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.
Siddharth Towers, S. No. 12/3-B, Office 908 to 910,
Ph. No.: 020-25438585
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)	220.94	Acuite BB| Negative|Reaffirmed| Stable to negative	-
Bank Loan Ratings (Non-Fund Based)	414.06	-	Acuite A4+| Reaffirmed
Total Outstanding	635.00	-	-

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:**

The 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 for the Current Year.

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 other offices etc. The website contains comprehensive database of Quarterly Results, Annual Reports, Shareholding Patterns, Integrated Governance 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.

The Company had raised ₹ 247.59/- crores in total against allotment of 2,17,18,023 warrants in the F.Y. 2023-24 which were converted in to Equity Shares in the F.Y. 2023-24, F.Y. 2024-25 and F.Y. 2025-26, out of which ₹ 31.59/- crores has been adjusted towards conversion/appropriation of outstanding loan amounting to ₹ 31.59/- crores as per offer documents.

The amount of ₹ 13.29/- crores is still un-utilised as on March 31, 2026.

(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 2025-26, 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 2025-26, 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:

a. The Company had inadvertently failed to comply with the provisions of Regulation 162 of SEBI ICDR Regulations (Issue of Capital and Disclosure Requirements, 2018) in May 2025 for allotment of equity shares pursuant to conversion of warrants due to which National Stock Exchange of India Limited and BSE Limited had imposed a fine on the Company amounting to ₹ 2,12,400/- and ₹ 1,88,800/- respectively. The fines were paid by the Company subsequently.

b. The following matter is still pending for disposal:

   1. In the year 2015, the Adjudicating Officer of SEBI has passed an order imposing penalties of ₹ 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.

c. Apart from these, no other fines have been imposed in the last three years.

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 2025-26, 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)	1,54,000	27,720	1,81,720
Reimbursement of out of pocket expenses	-	-	-
Total	**34,04,000**	**6,12,720**	**40,16,720**

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 L74999PN1908PLC255621 (Old CIN is L74999MH1908PLC000291).)

xii) Compliance Certificate from Auditors on Corporate Governance:

Certificate from Secretarial auditors M/s. V. N. Deodhar & Co, Practicing Company Secretaries 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, 2025 - 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, 2026 - 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,
Siddharth Towers, S. No. 12/3-B,
Office 908 to 910, Kothrud,
Pune- 411 038.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Walchandnagar Industries Limited having CIN: L74999PN1908PLC255621 (Old CIN is L74999MH1908PLC000291) and having Registered Office at Siddharth Towers, S. No. 12/3-B, Office 908 to 910, Kothrud, Pune- 411 038 (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, 2026 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
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

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: F001880H000416382

Place: Mumbai
Date: May 20, 2026

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 from time to time. 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, 2026.

Sd/-
Chirag C. Doshi
Date: May 20, 2026 **Managing Director & CEO**

SECRETARIAL AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF
Walchandnagar Industries Limited
Siddharth Towers, S. No. 12/3-B,
Office 908 to 910, Kothrud,
Pune- 411038, Maharashtra, India

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, 2026.

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 V. N. DEODHAR & CO.,
COMPANY SECRETARIES

Sd/-
V. N. DEODHAR
PROP.
FCS NO. 1880
C.P. NO. 898
Place: Mumbai **Membership No.: 144424**
Dated: May 20, 2026 **UDIN: F001880H000416426**

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 Westerwork furnace (500 kW)to improve efficiency & quality with WELMECH Bogie Furnace(180kW). Power Saving due to reduction in Heat Loss and improved efficiency amounts to min 60% savings in operation cost.

2 Replacement of 02 Nos., 65 Years 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.

3 UPS 200kVA provided for Hofler gear grinding machine which resulted in reduction of frequent break down time, improved throughout in the machine.

4 Arrested Compressed air leakages in the plant. It is On going process, and resulting in saving due to reduction in power consumption of compressors.

5 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 Divison, Walchandnagar for energy conservation.

3 Implementation of Total Productive Maintenance (TPM) for critical machines (47 Nos. of Machines) to improve the efficiency and reduce the down time.

4 Water conservation project to recirculate using a cooling tower installment for the Bogie Furnace.

5 Auto Control of Shop Floor lighting will be provided (750 nos x 100 w)

6 Energy meter will be provided for major power consumption equipments like furnaces and machines.

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

During the Year Capital Investment of Rs.2,206 Lakh have made. Gear Hobbing Machine Rs.1,380/- Lakh, Rapid -1250 Hofler CNC Gear Grinding Machine Rs. 826 Lakh,

(B) TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT

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

a) To increase the cutting speed, reduce the cost and cycle time on Hoffler gear grinding machine new wheel was sourced and implemented in production.

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

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

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

Cycle time reduced by 25% and cost benefit achieved compared to imported wheel.

(3) Future Plan of Action:

Introduction of seam tracker for auto welding systems to improve efficiency and quality in Aerospace production. New welding processes like plasma arc welding and laser welding to be introduced for Aerospace and defence production.

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:**

Use of AI in compliance monitoring in the shop floor like helmet wearing by workmen using CCTV, online welding monitoring for defects reduction, snag analysis and provision of proper root cause analysis report to customers, Digital Radiography introduction and interpretation of films using AI to reduce the human involvement, digital QC automation for defect free QC reports submission to customers, IoT implementation for machine monitoring and OEE improvement are planned for this year.

(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	₹ 5564 Lakh
Foreign Exchange Outgo	₹ 2475 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, 2025 to March 31, 2026, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year from April 01, 2025 to March 31, 2026, 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 2025-26	Remuneration of Director / KMP for the Financial Year 2025-2026	% decrease in Remuneration	Ratio of Remuneration of each Director to the median remuneration of employees $
(i)	(ii)	(iii)	(iv)	(v)
1.	Mr. Chirag C. Doshi Managing Director & CEO	1,27,56,217	-0.00462	34.99:1
2.	Mr. Nishant Saigal, Chief Financial Officer	55,17,454	-0.40309	15.23:1
3.	Mr. G. S. Agrawal Whole Time Director & Company Secretary	58,25,890	-0.03828	16.09:1

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

There is 14.33% decrease in the remuneration of Directors/KMP during the year under review.

In the Financial Year, there was (-51597) 12.03% decrease in the median remuneration of employees.

There were 1270, permanent employees on the rolls of Company as on March 31, 2026;

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.

Annexure 'E' to Directors' Report

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Walchandnagar Industries Limited,
Siddharth Towers (Tower No. 1), S. No. 12/3-B,
Office 908 to 910, Kothrud, Pune- 411 038.

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Walchandnagar Industries Limited ("the Company") for the financial year ended on March 31, 2026 according to the provisions of:

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

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

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

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

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

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014,
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, **(Not applicable to the Company during the period under review)**,
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the period under review)** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review)**.
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.

(vi) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **except that in case of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 the Company failed to allot shares within 18 months on conversion of convertible securities. As per Regulation 162 of SEBI (ICDR) Regulations, 2018 the Company paid a fine of ₹ 1,88,800/- to BSE Limited and ₹1,94,400/- to NSE Limited as per SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.**

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following Acts applicable specifically to the Company.

a) The Indian Boiler Act,1923

b) The Explosives Act,1884

c) The Environment (Protection) Act,1986

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

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

We have been informed that the compliance of the above laws is monitored on monthly basis by the Compliance officer/ Chief Internal Auditor and necessary action is initiated for non- compliance, if any. Additionally, we have been informed that a status report signed by the Managing Director & CEO, Chief Financial Officer and the Compliance Officer/ Chief Internal Auditor on compliance of various statues is submitted to the Board at its every meeting.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India,

(ii) Auditing Standards issued by The Institute of Company Secretaries of India and

(iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except price sensitive information was sent two days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

For V. N. DEODHAR & CO.,
COMPANY SECRETARIES

Sd/-
V. N. DEODHAR
PROP.
FCS NO. 1880
C.P. NO. 898
PR No: 6464/2025
FRN No: S1986MH002900

Place: Mumbai **Membership No.: 144424**
Dated: 20th May,2026 **UDIN: F001880H000416131**

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

Annexure A

To,
The members,
Walchandnagar Industries Limited,

Our Secretarial Audit Report of even date for the Financial Year ended March 31, 2026 is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
3. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial Records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. We have obtained reasonable assurance that the statements prepared, documents or Records maintained by the Company are free from misstatement.
5. Wherever required, we have obtained the Management Representation about the Compliance of Laws, Rules & Regulations and happening of events, etc.
6. The Compliance of provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The examination / audit of financial laws such as direct and indirect tax laws, labour laws has not been carried out by us as part of this Secretarial Audit.
8. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For V. N. DEODHAR & CO.,
COMPANY SECRETARIES

Sd/-
V. N. DEODHAR
PROP.
FCS NO. 1880
C.P. NO. 898
PR No: 6464/2025
FRN No: S1986MH002900

Place: Mumbai
Dated: 20th May,2026

Membership No.: 144424
UDIN: F001880H000416131

Independent Auditor's Report

To,
The Members of
Walchandnagar Industries Limited

Report on the Audit of the 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, 2026, the Statement of Profit and Loss, including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the Financial Statements, including a summary of material accounting policy information 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") read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") , and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its loss, and other comprehensive loss, 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.

Key Audit Matters

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

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

Key audit matters	How our audit addressed the key audit matter
Recoverability of Trade Receivables: Trade receivables amounting to ₹ 15,351 Lakhs represents approximately 17.42% of the total assets of the Company as at March 31, 2026. 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. We consider this as key audit matter due to materiality of the amounts and significant estimates and judgements as stated above.	Our audit procedures amongst others included the following: • 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.
Revenue Recognition: 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. We consider this as key audit matter due to materiality of the amounts and significant estimates and judgements as stated above.	The audit procedures included but were not limited to: • Read contract documents for each selection, change orders, and other documents that were part of the agreement. • 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. • 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.

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 financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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 and board of directors.

- Conclude on the appropriateness of management and board of director'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 ₹ 89.59 Lakhs as at March 31, 2026, and the total revenue of ₹ Nil, total expenses of ₹ 0.92 Lakhs for the year ended as at March 31, 2026. 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.

2. 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 of accounts.

   d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

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

   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. Refer Note 44 to the Financial Statements

      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, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, during the course of our audit we did not come across any instance of the audit trail feature being 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 No. 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No. 144424
UDIN: 26144424PLLVIJ9152

Place: Mumbai
Date: May 20, 2026

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) Based on our examination of the documents provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee, and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its property, plant and equipment and Intangible assets during the year ended March 31, 2026.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026, 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, 2026, 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, 2026, 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	64.5	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
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) During the year, the Company has made preferential allotment of convertible warrants and issued shares under the Employee Stock Option Scheme (ESOP). In respect of the aforesaid transactions, the Company has complied with the requirements of Sections 42 and 62 of the Companies Act, 2013, wherever applicable, and the funds raised have been utilized for the purposes for which they 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 ₹ 743 Lakhs during the current financial year and ₹ 2,927 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 No. 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No. 144424
UDIN: 26144424PLLVIJ9152

Place: Mumbai
Date: May 20, 2026

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, 2026, in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

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

The Company's Management and Board of Director 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, 2026, 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, 2026. 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, 2026.

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 104184W/W100075

Pritesh Bhagat
Designated Partner
Membership No. 144424
UDIN: 26144424PLLVIJ9152

Place: Mumbai
Date: May 20, 2026

WALCHANDNAGAR
1908-2008

Balance Sheet as at March 31, 2026

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non - Current Assets			
(a) Property, Plant and Equipment	3	**26,238**	24,269
(b) Capital Work-in-Progress	4	**1,711**	811
(c) Intangible Assets in Progress	5	**2**	-
(c) Investment Property	6	**153**	153
(d) Intangible Assets	7	**42**	57
(e) Financial Assets			
(i) Investments	8	**20**	19
(ii) Trade Receivables	9	**6,731**	8,019
(iii) Other Financial Assets	10	**376**	446
(f) Deferred Tax Assets (Net)		**-**	-
(g) Other Non-Current Assets	11	**2,543**	3,931
Total Non - Current Assets		**37,816**	37,705
Current Assets			
(a) Inventories	12	**13,772**	12,364
(b) Financial Assets			
(i) Trade Receivables	13	**8,621**	6,995
(ii) Cash and Cash Equivalents	14	**2,009**	5,496
(iii) Other Balances with Banks	15	**5,501**	5,396
(iv) Other Financial Assets	16	**12,050**	11,424
c) Current Tax Asset (Net)		**153**	129
d) Other Current Assets	17	**5,572**	5,213
Total Current Assets		**47,678**	47,017
Non Current Asset held for sale	18	**2,648**	2,488
Total Assets		**88,142**	**87,210**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	19	**1,357**	1,349
(b) Other Equity	20	**34,522**	35,942
		35,879	37,291
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	**3,338**	5,144
(b) Provisions	22	**1,920**	1,256
(c) Other Non-Current Liabilities	23	**2,896**	4,863
Total Non - Current Liabilities		**8,154**	11,264
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	**18,552**	14,206
(ii) Trade Payables			
(A)Total outstanding dues of micro enterprises and small enterprises	25	**1,858**	1,224
(B)Total outstanding dues of creditors other than micro enterprises and small enterprises.	25	**4,857**	5,126
(iii) Other Financial Liabilities	26	**9,780**	10,567
(b) Provisions	27	**353**	291
(c) Other Current Liabilities	28	**8,709**	7,241
Total Current Liabilities		**44,109**	38,655
Total Equity and Liabilities		**88,142**	**87,210**

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 20, 2026
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 20, 2026
Place: Mumbai

Statement of Profit and Loss for the year ended on March 31, 2026

₹ in Lakhs except Earnings Per Share

	Particulars	Note No.	Year Ended March 31, 2026	Year Ended March 31, 2025
I	Revenue from Operations	29	**27,519**	25,918
			27,519	25,918
II	Other Income	30	**2,107**	3,566
III	**Total Revenue (I +II)**		**29,626**	**29,484**
IV	**EXPENSES**			
	Cost of Materials consumed	31	**11,495**	12,807
	Sub-contracting expenses, Processing charges and Other Direct Costs	32	**1,661**	2,148
	Changes in inventories of finished goods and work-in-progress	33	**1,126**	1,017
	Employee Benefits Expense	34	**8,256**	8,479
	Finance Costs	35	**3,845**	4,389
	Depreciation and Amortisation Expense	36	**1,103**	1,064
	Other Expenses	37	3,539	8,595
	Total Expenses		**31,025**	38,499
V	**Profit/(Loss) before Tax and Exceptional Items (III-IV)**		**(1,399)**	**(9,015)**
VI	**Exceptional Items**			
	Exceptional Items	38	**69**	412
	Profit/(Loss) before Tax after Exceptional Items (V-VI)		**(1,468)**	**(8,603)**
VII	**Tax Expense**			
	Current Tax		**-**	-
	Deferred Tax		-	-
	Total Tax Expense		**-**	-
VIII	**Profit/(Loss) after tax (VI-VII)**		**(1,468)**	**(8,603)**
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)		**(500)**	638
	(b) Equity Instruments through Other Comprehensive Income - gain / (loss)		**1**	2
	II. Income Tax relating to items that will not be reclassified to Profit or Loss		**-**	-
B	I. Items that will be reclassified to Profit or Loss		-	-
	Total Other Comprehensive Income		**(499)**	640
X	**Total Comprehensive Income (VIII + IX)**		**(1,967)**	**(7,963)**
	Earnings per Equity Share (Face Value ₹ 2) in ₹			
	Basic		**(2.17)**	(14.73)
	Diluted		**(2.17)**	(14.73)

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 20, 2026
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 20, 2026
Place: Mumbai

WALCHANDNAGAR

1908-2008

Statement of Cash Flows for the year ended March 31, 2026

₹ in Lakhs

	Particulars	Year Ended	
		March 31, 2026	March 31, 2025
A	**Cash Flows from Operating Activities**		
	Profit/(Loss) before tax	**(1,468)**	(8,603)
	Adjustments for :		
	Depreciation and Amortization Expense	**1,103**	1,064
	Provision for doubtful debts	**(83)**	(667)
	Provision made as per the Ind AS	**-**	5,431
	Loss on discard of Property, Plant & Equipment	**15**	-
	Profit on Sale of Asset held for sale	**-**	(1,802)
	Profit on Sale of Investment Property	**-**	(253)
	Profit on Sale of Assets	**(93)**	(5)
	Finance Costs	**3,845**	4,389
	Unrealized Exchange (Gain) / Loss(net)	**(472)**	(125)
	Sundry Balances Written back	**(708)**	(464)
	Interest Income	**(582)**	(595)
	Rental Income	**(9)**	(12)
	Bad Debts Written off	**-**	1,323
	Dividend Income on Current Investments	**(0)**	-
	Employee Stock Option	**307**	113
	Exceptional Item	**(69)**	(412)
		3,254	7,985
	Operating Profit/(Loss) before working capital changes	**1,786**	**(618)**
	Change in operating assets and liabilities		
	(Increase)/ decrease in trade receivables	**268**	1,831
	(Increase)/ decrease in other financial assets	**(555)**	(2,444)
	(Increase)/ decrease in other assets	**(404)**	32
	(Increase)/ decrease in inventories	**(1,408)**	1,520
	Increase/ (decrease) in trade payable	**315**	(998)
	Increase/ (decrease) in other financial liabilities	**(1,375)**	1,311
	Increase/ (decrease) in provisions	**225**	253
	Increase/ (decrease) in other liabilities	**(172)**	108
		(3,106)	**1,613**
	Cash Generated/(utilised) from / in from Operations	**(1,320)**	995
	Income Tax Refund / (Paid) (net)	**212**	568
	Net cash Inflow / (Outflow) from operating activities (A)	**(1,108)**	**1,562**
B	**Cash Flows from Investing Activities**		
	Purchase of tangible/intangible assets including capital work in progress	**(2,511)**	(3,465)
	Proceeds from Sale of Property, Plant and Equipment	**173**	5
	Proceeds from Sale of Investment Property	**-**	(33)
	Rent received from Investment Property	**9**	12

Statement of Cash Flows for the year ended March 31, 2026

₹ in Lakhs

Particulars		Year Ended	
		March 31, 2026	March 31, 2025
	Advance Received / Repaid pertaining to Investment Property / Asset held for sale	**451**	(530)
	Proceed from sale of assets held for sale	**-**	1,724
	Fixed Deposit / Margin Money Realized/(Paid)	**(105)**	101
	Interest Received	**580**	638
	Net cash Inflow/(Outflow) from investing activities (B)	**(1,403)**	**(1,547)**
C	**Cash Flows from Financing Activities**		
	Proceeds from issue of Equity shares and Warrants (Net off warrant issue expenses)	**247**	9,010
	Proceeds from Long-Term Borrowings	**-**	7,155
	Repayment of Long- Term Borrowings	**(338)**	(2,662)
	Proceeds/(Repayments) of Short-Term Borrowings (Net)	**2,785**	(9,223)
	Interest paid	**(3,669)**	(4,373)
	Net cash Inflow/(Outflow) from financing activities (C)	**(975)**	**(93)**
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	**(3,487)**	(78)
	Cash and Cash Equivalents at the beginning of the year	**5,496**	5,574
	Cash and Cash Equivalents at the end of the year	**2,009**	**5,496**

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 20, 2026
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 20, 2026
Place: Mumbai

Statement of changes in equity for the year ended March 31, 2026

A. Equity Share Capital

` in Lakhs

Particulars	Balance as of April 1, 2025	Changes in equity share capital during the year	Balance as at March 31, 2026
No. of Shares	6,74,59,595	3,82,465	**6,78,42,060**
Amount (₹ in Lakhs)	1,349	8	**1,357**

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	**1,349**

B. Other Equity

₹ 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 (FVOCI)	Money Received against Share Warrants	Total
Balance as at April 1, 2025	**33,581**	**50**	**5,606**	**(4,943)**	**737**	**169**	**600**	**19**	**123**	**35,942**
Changes due to prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2025	**33,581**	**50**	**5,606**	**(4,943)**	**737**	**169**	**600**	**19**	**123**	**35,942**
Addition to reserve during the year	413	-	-	-	-	307	-	-	-	720
"Preferential Convertible Warrant (Subscription Money Received)"	-	-	-		-	-	-	-	246	246
Deduction in Preferential Convertible Warrant (Subscription Money Received)	-	-	-		-	-	-	-	(369)	(369)
Deduction of Warrant issue Expenses	-	-	-	-	-	-	-	-	-	-
Deduction in reserve during the year	-	-	-		-	(51)	-		-	(51)
Profit/Loss for the year	-	-	-	(1,468)	-	-	-	-	-	(1,468)
Other Comprehensive Income (net)	-	-	-	-	(500)	-	-	1	-	(499)
Changes during the year	413	-	-	(1,468)	(500)	256	-	1	(123)	(1,421)
Balance as at March 31, 2026	**33,995**	**50**	**5,606**	**(6,411)**	**237**	**425**	**600**	**20**	**-**	**34,522**

₹ in Lakhs

Particulars	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	Remeasurements of the Defined Benefit	Employee Stock Option Reserve	Equity Component-Unsecured Liability	Equity Instruments through Other Comprehensive Income	Money Received against Share Warrants	Total
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)	-	-	-		-	-	-	-	9,120	9,120
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**

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 20, 2026
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 20, 2026
Place: Mumbai

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

1. Corporate Information :

Walchandnagar Industries Limited (the Company) having CIN : L74999PN1908PLC255621 is a listed public Company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at Regd Office: 3, Siddharth Towers (Tower No. 1), S. No. 12/3-B, Office 908 to 910, Kothrud, Pune- 411 038, Maharashtra.

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, 2026 were approved by the Board of Directors on May 20, 2026.

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, 2026

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 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.

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 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.

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

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.

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.

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

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.

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.

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

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.

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 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:

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

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 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.

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

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.

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.

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

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.

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 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.

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

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 plocies

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 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.

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

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, 2026

Note 3 : Property, Plant and Equipment

Particulars	Property, Plant and Equipment							
	Freehold land	Building	Plant and Equipment	Furniture and Fixtures	Computers & Peripherals	Vehicles	Office equipment	Total
Gross Block								
As at April 1, 2025	8,380	14,975	20,178	110	113	145	337	44,239
Addition during the year	-	63	3,193	-	19	9	25	3,309
Deduction/ Adjustment During the year	-	-	2,259	-	3	-	-	2,262
Assets classified as held for sale (Refer Note 18)*	-	229	-	-	-	-	-	229
As at March 31, 2026	**8,380**	**14,809**	**21,112**	**110**	**129**	**154**	**362**	**45,057**
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 18)*	2,214	377	-	-	-		-	2,591
As at March 31, 2025	**8,380**	**14,975**	**20,178**	**110**	**113**	**145**	**337**	**44,239**
Accumulated Depreciation								
As at April 1, 2025	-	5,248	14,150	101	72	104	294	19,970
Depreciation expense for the year		430	612	1	16	12	14	1,086
Deduction/ Adjustment During the year	-	-	2,163	-	3	-	-	2,166
Assets classified as held for sale (Refer Note 18)*	-	69	-	-	-	-	-	69
As at March 31, 2026	**-**	**5,609**	**12,599**	**102**	**85**	**116**	**308**	**18,821**
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 18)*		136						136
As at March 31, 2025	**-**	**5,248**	**14,150**	**101**	**72**	**104**	**294**	**19,970**
Net Book Value								
As at March 31, 2026	**8,380**	**9,200**	**8,513**	**9**	**44**	**38**	**54**	**26,238**
As at March 31, 2025	**8,380**	**9,727**	**6,028**	**9**	**41**	**41**	**43**	**24,269**

Note:

1) * Management has reclassified Building ₹ 160 lakhs (Net off Depreciation) as assets held for sale, signifying their intention to sell these properties within 12 months from the date of classification.

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

4. Capital-Work-in Progress

₹ in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**811**	86
Additions during the year	**4,209**	1,471
Capitalised during the year	**(3,309)**	(746)
Total	**1,711**	811

A Work in Progress -Ageing schedule as at March 31, 2026

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,663	48	-	-	1,711
Projects temporarily suspended	-	-	-	-	-
Total	**1,663**	**48**	**-**	**-**	**1,711**

B Capital-work-in progress-completion schedule

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Dust Free Hall -Nuclear Division	28	-	-	-
Road	0	-	-	-
Gear Hobbing Machine	1,622	-	-	-
Rapid -1250 Hofler CNC Gear Grinding Machine	27	-	-	-
Segment Drilling Z Axis CNC System	33	-	-	-
Total	**1,711**	**-**	**-**	**-**

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

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**

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

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**	**-**	**-**	**-**

5. Intangible Assets in Progress

₹ in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	-	-
Additions during the year	**2**	-
Capitalised during the year	-	-
Total	**2**	-

The Company has incurred expenditure towards acquisition/development of Transfer of Technology for Embossed Canister Assembly, which is classified under "Intangible Assets under Development" pending completion and readiness for intended use. The expenditure comprises directly attributable costs incurred for acquisition and development of such technology rights. Management has assessed that the recognition criteria prescribed under Indian Accounting Standards 38 – Intangible Assets are met. The asset is not yet available for its intended use as at the reporting date and accordingly, no amortisation has been recognised during the year. Upon completion and commencement of commercial use, the same shall be reclassified under the appropriate category of intangible assets and amortised over its estimated useful life.

6. Investment Property

₹ in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Land		
Opening Balance	**153**	153
Additions during the year	**-**	-
Deletion during the year	**-**	0
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 ₹3,157 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. Based on the valuer's assessment, there was no change in the prevailing market rates for agricultural and non-agricultural land. The valuer also reviewed recent land transaction records in the respective locations and noted that no significant comparable land transactions had occurred during the period. Accordingly, the fair value of the investment properties remains unchanged from the previous year.

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.

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.

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

Information regarding income and expenditure of investment property	March 31, 2026	March 31, 2025
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	-	-

7. Intangible Assets

₹ in Lakhs

Particulars	Intellectual property rights	Software	Total
Gross Block			
As at April 1, 2025	**185**	**209**	**394**
Additions during the year	-	2	2
Disposals or classified as held for sale	-	-	-
As at March 31, 2026	**185**	**211**	**396**
As at April 1, 2024	185	200	385
Addition During Year		9	9
Disposals or classified as held for sale	-	-	-
As at March 31, 2025	**185**	**209**	**394**
Accumulated Amortization			
As at April 1, 2025	153	184	337
Amortisation expense for the year	11	6	17
Disposals / Adjustments	-	-	0
As at March 31, 2026	**164**	**190**	**354**
As at April 1, 2024	141	176	318
Amortisation expense for the year	12	8	20
Disposals / Adjustments	-	-	-
As at March 31, 2025	**153**	**184**	**338**
Net Block as at March 31, 2026	**21**	**22**	**42**
Net Block as at March 31, 2025	**32**	**25**	**57**

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

8. Investments : Non Current

₹ in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
- Quoted		
Bombay Cycle & Motor Agency Limited	**20**	19
1200 (March 31, 2025: 1200) equity shares of ₹10 each fully paid		
- Unquoted		
Maharashtra State Co-operative Bank Limited	**0**	0
2 (March 31, 2025: 2) equity shares of ₹50 each fully paid		
Shushrusha Citizens Co-operative Hospital Limited	**0**	0
100 (March 31, 2025: 100) equity shares of ₹100 each fully paid		
Walchand Terraces Co-operative Housing Society Limited	**0**	0
10 (March 31, 2025: 10) equity shares of ₹50 each fully paid		
Cooper Employees' Consumers Co-operative Society Limited	**0**	0
100(March 31, 2025 : 100) equity shares of ₹ 25 each fully paid		
Walchandnagar Industries Limited (Foundry Division) Employees Consumers Co-operative Society Limited	**0**	0
10 (March 31, 2025: 10) equity shares of ₹25 each fully paid		
Actis Biologics Private Limited	**103**	103
104,250 (March 31, 2025: 1,04,250) equity shares of ₹10 each fully paid		
Less: Impairment Loss	**(103)**	(103)
Total	**20**	19

i) Details of Investments

Particulars	As at March 31, 2026	As at March 31, 2025
Investments carried at cost	**-**	-
Investments carried at fair value through Other Comprehensive Income	**20**	19
Investments carried at fair value through profit and loss	**-**	-

ii) Bifurcation of investments

Particulars	As at March 31, 2026	As at March 31, 2025
Aggregate amount of Market value of Quoted Investments	**20**	19
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, 2026

9. Trade Receivables : Non Current

₹ in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables	**6,731**	8,019
Receivables from related Parties	-	-
Total	**6,731**	8,019
Trade receivables		
Considered Good – Secured	-	-
Considered Good – Unsecured	**6,731**	8,019
Significant increase in Credit Risk	-	-
Credit Impaired	**3,913**	3,903
	10,644	11,922
Less: Impairment Allowance (allowance for doubtful debts)		
Trade Receivables - credit impaired	**(3,913)**	(3,903)
Total	**6,731**	8,019

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

Particulars	As at March, 31 2026					
	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	1,805	52	338	108	6,092	8,395
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	367	514	881
(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	-	-	-	-	-	3,913
Total	1,805	52	338	475	7,973	6,731

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

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**

10. Other Financial Assets : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2026	March 31, 2025
(Unsecured, considered good unless otherwise stated)		
Security Deposits		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**376**	446
Significant increase in Credit Risk	**-**	-
Credit Impaired	**-**	-
Less: Provision for Doubtful Debts	**-**	-
Total	**376**	446

11. Other Non-Current Assets

Particulars	As at	
	March 31, 2026	March 31, 2025
(Unsecured, considered good unless otherwise stated)		
Capital Advances		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**968**	2,167
Significant increase in Credit Risk	**-**	-
Credit Impaired	**-**	-
Less: Provision on advances to suppliers	**-**	-
	968	2,167
Prepaid Expenses	**89**	224
Balance with Government Authorities	**1,466**	1,520
Other Assets	**20**	20
	1,575	1,764
Total	**2,543**	3,931

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

12. Inventories

₹ in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
- Goods in Transit, at cost	**2,154**	45
- Raw Materials and Components	**4,240**	3,775
- Stores and Spares	**990**	1,018
- Dies, Jigs, Tools, Moulds & Patterns	**605**	618
- Work in progress	**4,709**	5,895
- Finished Products	**1,074**	1,014
Total	**13,772**	12,364

13. Trade Receivables : Current

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Receivables	**8,621**	6,995
Receivables from Related Parties	**-**	-
Total	**8,621**	6,995
Trade receivables		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**8,621**	6,995
Significant increase in Credit Risk	**-**	-
Credit Impaired	**832**	925
	9,453	7,920
Less: Impairment Allowance (allowance for doubtful debts)		
Trade Receivables - credit impaired	**(832)**	(925)
Total	**8,621**	6,995

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

Particulars	As at March 31, 2026					
	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	**5,751**	**241**	**85**	**49**	**3,327**	**9,453**
(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	-	-	-	-	-	**832**
Total	**5,751**	**241**	**85**	**49**	**3,327**	**8,621**

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

₹ 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**

14. Cash and Cash Equivalents

Particulars	As at	
	March 31, 2026	March 31, 2025
Cash in hand	3	1
Cheques on Hand	-	-
Balances with banks		
In Current Account	331	487
In Deposit Account *	1,675	5,009
Total	2,009	5,496

*As at the Balance Sheet date, the unutilised money received against share warrants is 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.

15. Other Balances with Banks

Particulars	As at	
	March 31, 2026	March 31, 2025
In Deposit Accounts	227	45
Earmarked Balances with Banks		
-Unclaimed Dividend	-	-
-Balances held as Margin Money/Security towards obtaining Bank Guarantees *	5,020	5,110
-Balance held under Escrow Account**	254	241
Total	5,501	5,396

*It includes Accrued Interest

**Money held under escrow account as per the escrow agreement between Walchandnagar Industries Limited and Trimax Sands Private Limited.

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

16. Other Financial Assets : Current

₹ in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Contract Assets		
Unbilled Revenue (Contract Assets Ind AS 115)	**12,050**	11,424
Total	**12,050**	11,424

17. Other Current Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Balance with Government Authorities	**2,737**	2,296
Advances to employees		
Considered Good – Unsecured	**143**	101
	143	101
Advances to suppliers		
Considered Good – Unsecured	**2,148**	2,425
Credit Impaired	**406**	186
Less: Provision for doubtful Advances to suppliers	**(406)**	(186)
	2,148	2,425
Prepaid Expenses	**444**	391
Others Loans and Advances		
Considered Good – Secured	**-**	-
Considered Good – Unsecured*	**100**	-
Significant increase in Credit Risk	**-**	-
Credit Impaired	**-**	-
Less: Provision on other loans and advances	-	-
	100	-
Total	**5,572**	5,213

*Refer Note No. 38(2)

18. Non Current Assets held for sale

Particulars	As at March 31, 2026	As at March 31, 2025
Land & Building		
Opening Balance	**2,488**	704
Addition	**160**	2,455
Deletion	**-**	(671)
Total	**2,648**	**2,488**

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

The Company intends to dispose some of its freehold land and Property in Maharashtra and Karnatka 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 ₹ 2,648 Lakhs.

During the financial years, Flat located at Mumbai has classified as Assets held for sale, with a carrying amount of ₹ 160 Lakhs. The company has received advance from customers towards sale of Flat. The asset continues to be measured at the lower of its carrying amount and fair value less costs to sell, estimated at ₹ 160 Lakhs as of March, 31,2026.

During the preceding financial years, 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.

Land located at Bhigwan 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, 31,2026.

Land and Building located at Dharwad, Karnatka was initially classified as held for sale, with a carrying amount of ₹ 2455 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 and Building. The asset continues to be measured at the lower of its carrying amount and fair value less costs to sell, estimated at ₹ 2455 Lakhs as of March, 31,2026.

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

₹ in Lakhs

Particulars	**As at**	
	March 31, 2026	March 31, 2025
Trade receivables (refer note 8 & 12)	**15,351**	15,014
Other financial assets (refer note 9 & 15)	**12,426**	11,870
Cash and bank balances (refer note 13 & 14)	**7,510**	10,892
Total financial assets carried at amortised cost	**35,287**	37,777

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

19. Equity Share Capital

Particulars	**As at**			
	March 31, 2026		March 31, 2025	
	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
		2,500		2,500
Issued, Subscribed and Paid up				
Equity shares of ₹ 2/- each fully paid up	**6,78,42,060**	**1,357**	6,74,59,595	1,349
Total	**6,78,42,060**	**1,357**	6,74,59,595	1,349

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

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, 2026		March 31, 2025	
	Number of Shares	**₹ in Lakhs**	Number of Shares	₹ in Lakhs
Shares outstanding at the beginning of the year	**6,74,59,595**	**1,349**	5,54,07,180	1,108
Shares issued on exercise of employee stock options during the year*	**58,784**	**1**	51,935	1
Share issued on conversion of loan during the year	**-**	**-**	-	-
Shares issued on conversion of share warrants during the year**	**3,23,681**	**6**	1,20,00,480	240
Total	**6,78,42,060**	**1,357**	6,74,59,595	1,349

* For 58,784 Equity Shares under ESOP scheme (Refer Note Number 20).

** 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; 1,20,00,480 warrants were converted into equity shares and allotted on January 01, 2025 and the Balance Oustanding 3,23,681 warrants were converted into equity shares and allotted on May 24, 2025.

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 if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of 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.

Number of shares held by each shareholder holding more than 5 percent of the Equity Shares of the Company are as follows:

Name of Shareholder	As at			
	March 31, 2026		March 31, 2025	
	No. of Shares held	**% of Holding**	No. of Shares held	% of Holding
Walchand Kamdhenu Commercials Pvt. Ltd.	**98,25,330**	**14.48**	98,25,330	14.56
Walchand Great Achievers Pvt. Ltd.	**57,79,595**	**8.52**	57,79,595	8.57

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.

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

Equity Shares held by promoters at the end of the year

Promoter Name	As at				% Change during the year
	March 31, 2026		March 31, 2025		
	No. of Shares held	**% of total shares**	No. of Shares held	% of total shares	
Walchand Kamdhenu Commercials Pvt. Ltd.	**98,25,330**	**14.48**	98,25,330	14.56	(0.08)
Walchand Great Achievers Pvt. Ltd.	**57,79,595**	**8.52**	57,79,595	8.57	(0.05)
Rodin Holdings Inc	**30,00,000**	**4.42**	30,00,000	4.45	(0.03)
Olsson Holdings Inc	**20,00,000**	**2.95**	20,00,000	2.96	(0.02)
Smt. Lalitabai Lalchand Charity Trust	**3,79,210**	**0.56**	3,79,210	0.56	(0.00)
Walchand Chiranika Trading Pvt. Ltd.	**3,42,090**	**0.50**	3,42,090	0.51	(0.00)
Chakor L. Doshi	**60,800**	**0.09**	60,800	0.09	(0.00)
Chirag C. Doshi	**17,290**	**0.03**	17,290	0.03	(0.00)
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**	**31.59**	2,14,30,945	31.77	(0.18)

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.

20. Other Equity

₹ in Lakhs

Particulars	**As at**	
	March 31, 2026	March 31, 2025
Capital Redemption Reserve		
Opening balance	**50**	50
Additions	**-**	-
Deductions	**-**	-
Closing Balance	**50**	50
Securities Premium Account		
Opening balance	**33,581**	20,121
Additions		
__Warrants/Prefrential Allotment	**363**	13,441
__ESOP	**51**	19
Deductions	**-**	-
Closing Balance	**33,995**	33,581
Employee Stock Option Reserve*		
Opening balance	**169**	75
Additions	**307**	113
Deductions	**(51)**	(19)
Closing Balance	**425**	169

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

Particulars	As at	
	March 31, 2026	March 31, 2025
General Reserve		
Opening balance	**5,606**	5,606
Additions	**-**	-
Deductions	**-**	-
Closing Balance	**5,606**	5,606
Retained Earnings		
Opening balance	**(4,943)**	3,771
Add/Less : Profit/ (Loss) for the year	**(1,468)**	(8,603)
Less : Share warrant issue expenses	**-**	(111)
Closing Balance	**(6,411)**	(4,943)
Equity Component-Unsecured Loan		
Opening balance	**600**	600
Addition to Other Equity component	**-**	-
Less:Transfer or Used or On modification of terms of Inter-corporate depositec(ICD)	**-**	-
Closing Balance	**600**	600
- Equity Share Warrant Application Money		
(Refer note 18)		
Opening Balance	**123**	4,683
Additions	**246**	9,120
Deductions	**(369)**	(13,681)
Closing Balance	**-**	123
- Remeasurements of the Defined Benefit		
Opening Balance	**737**	99
Add : Other Comprehensive Income	**(500)**	638
Closing Balance	**237**	737
- Equity Instruments through Other Comprehensive Income		
Opening Balance	**19**	17
Add : Other Comprehensive Income	**1**	2
Closing Balance	**20**	19
Total	**34,522**	35,942

Note:

***Employee Stock Option Plan**

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

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	10,00,000
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) Tranche -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	35,863
Number of options granted during the year	-
Number of options forfeited / lapsed during the year	20,254
Number of options vested during the year	-
Number of options exercised during the year	15,609
Number of shares arising as a result of exercise of options	15,609
Money realized by exercise of options (₹), if scheme is implemented directly by the Company	31,218
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	-
Exercise prices of Number of options outstanding at the end of the year (₹)	2
Remaining contractual life :	
For Category I	0 Month
For Category II	0 Month
Number of options exercisable at the end of the year	-
The total expense recognised for the period (₹ in Lakhs)	1

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.

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

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 1)	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**

iv) Tranche -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	1,80,596
Number of options granted during the year	-
Number of options forfeited / lapsed during the year	41,192
Number of options vested during the year	35,328
Number of options exercised during the year	35,328
Number of shares arising as a result of exercise of options	35,328
Money realized by exercise of options (₹), if scheme is implemented directly by the Company	70,656
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	1,04,076

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

Particulars	Employee Stock Option Scheme-2020
Exercise prices of Number of options outstanding at the end of the year (₹)	2
Remaining contractual life :	
For Category I	26 Month
Number of options exercisable at the end of the year	-
The total expense recognised for the period (₹ in Lakhs)	26

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.**

Fair Value per Option of Grant dated February 7, 2024

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**

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**

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

vi) Tranche -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, Third 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	178470
Number of options forfeited / lapsed during the year	8,811
Number of options vested during the year	7,847
Number of options exercised during the year	7,847
Number of shares arising as a result of exercise of options	7,847
Money realized by exercise of options (₹), if scheme is implemented directly by the Company	15,694
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	1,61,812
Exercise prices of Number of options outstanding at the end of the year (₹)	2
Remaining contractual life :	
For Category I	38 Month
Number of options exercisable at the end of the year	-
The total expense recognised for the period (₹ in Lakhs)	66

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**

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**

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

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**

viii) Tranche -4 : Option Movement during the year (For each ESOP Scheme - 2020):

During the year Company grant 1,20,000 number of Stock options convertible in to equity shares of face value of ₹ 2/- each of the Company, Forth 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	1,20,000
Number of options forfeited / lapsed during the year	-
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.	-
Loan repaid by the Trust during the year from exercise price received	-
Number of options granted and outstanding at the end of the year	1,20,000
Exercise prices of Number of options outstanding at the end of the year (₹)	2
Remaining contractual life :	
For Category I	50 Month
For Category II	38 Month
For Category III	26 Month
Number of options exercisable at the end of the year	-
The total expense recognised for the period (₹ in Lakhs)	94

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

ix) 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 22, 2025

Particulars	Vest Date				
	May 22, 2026	May 22, 2027	May 22, 2028	May 22, 2029	May 22, 2030
Stock Price (₹)	211.88	211.88	211.88	211.88	211.88
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 (%)	6.210%	6.210%	6.210%	6.210%	6.210%
Implied Volatility factor (%)	62.82%	62.82%	62.82%	62.82%	62.82%
Fair value per Option at year end (₹)	**210.06**	**210.17**	**210.27**	**210.37**	**210.46**

Weighted Average of Fair Values of Options (Grant 1)	Quantity (in nos.)	Option Price (in ₹)	Product(in ₹)
Vesting 1	8,000	210.06	16,80,480
Vesting 2	15,000	210.17	31,52,550
Vesting 3	16,000	210.27	33,64,320
Vesting 4	17,000	210.37	35,76,290
Vesting 5	24,000	210.46	50,51,040
Total/weighted average	**80,000**		**1,68,24,680**

Weighted Average of Fair Values of Options (Grant 2)	Quantity (in nos.)	Option Price (in ₹)	Product (in ₹)
Vesting 1	1,000	210.06	2,10,060
Vesting 2	2,000	210.17	4,20,340
Vesting 3	3,000	210.27	6,30,810
Vesting 4	4,000	210.37	8,41,480
Total/weighted average	**10,000**		**21,02,690**

Weighted Average of Fair Values of Options (Grant 3)	Quantity (in nos.)	Option Price (in ₹)	Product(in ₹)
Vesting 1	10,000	210.06	21,00,600
Vesting 2	10,000	210.17	21,01,700
Vesting 3	10,000	210.27	21,02,700
Total/weighted average	**30,000**		**63,05,000**

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

x) Tranche -5 : 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, Fifth 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	1,12,500
Number of options forfeited / lapsed during the year	-
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.	-
Loan repaid by the Trust during the year from exercise price received	-
Number of options granted and outstanding at the end of the year	1,12,500
Exercise prices of Number of options outstanding at the end of the year (₹)	2
Remaining contractual life :	
For Category I	53 Months
For Category II	5 Months
Number of options exercisable at the end of the year	-
The total expense recognised for the period (₹in Lakhs)	125

xi) 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 August 14, 2025

Particulars	**Vest Date**				
	August 14, 2026	**August 14, 2027**	**August 14, 2028**	**August 14, 2029**	**August 14, 2030**
Stock Price (₹)	189.89	189.89	189.89	189.89	189.89
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 (%)	6.40%	6.40%	6.40%	6.40%	6.40%
Implied Volatility factor (%)	58.51%	58.51%	58.51%	58.51%	58.51%
Fair value per Option at year end (₹)	**188.07**	**188.19**	**188.29**	**188.39**	**188.48**

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

Weighted Average of Fair Values of Options (Grant 1)	Quantity (in nos.)	Option Price (in ₹)	Product(in ₹)
Vesting 1	2,000	188.07	3,76,140
Vesting 2	2,500	188.19	4,70,475
Vesting 3	2,500	188.29	4,70,725
Vesting 4	2,500	188.39	4,70,975
Vesting 5	3,000	188.48	5,65,440
Total/weighted average	**12,500**		**23,53,755**

Weighted Average of Fair Values of Options (Grant 2)	Quantity (in nos.)	Option Price (in ₹)	Product(in ₹)
Vesting 1	1,00,000	188.07	1,88,07,000
Total/weighted average	**1,00,000**		**1,88,07,000**

21. Borrowings : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2026	March 31, 2025
Measured at amortised cost		
Secured Borrowings:		
Debentures		
17.5% Non-Convertible Debentures *	**2,407**	4,241
	2,407	4,241
Unsecured Borrowings		
From related party **	**931**	903
	931	903
Total	**3,338**	5,144

1) *During the previous 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) 2) Balance for working capital requirements and general corporate purpose.	10,00,000	30 June 2028	To be repaid as per repayment schedule	17.50%

During the previous year, 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

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

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.

The Company has repaid ₹ 338 Lakhs in Dec 2025 as per the schedule. The liability has been classified as follows:

Non-Current Borrowings: Representing the outstanding NCD amount repayable beyond 12 months from the reporting date.

Current Borrowings (Refer Note 24(b)(i)): Include an instalment of ₹ 1900 Lakhs pertaining to the modified NCDs, which is scheduled for repayment within 12 months from the reporting date as narrated in below table.

Repayment schedule of Non-Convertible Debentures (Neo Special Credit Opportunities Fund) is as under:

Date of Repayment	**Total Instalment Amount (In Lakhs)**
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	**4,400**

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.

Due to the effect of effective rate of interest method, loan amount has been reduced by ₹93 Lakhs

2) **During the previous year, 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.

Accordingly, the Company did not derecognise the original financial liability but instead:

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

1. Adjusted the carrying amount of the liability to the present value of the modified cash flows;
2. 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;

22. Provisions : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2026	March 31, 2025
Provision for employee benefits*		
- Gratuity	**1,750**	1,116
- Compensated absences	**169**	140
Total	**1,920**	1,256

* (Refer Note No. 52)

23. Other Non Current Liabilities : Non current

Particulars	As at	
	March 31, 2026	March 31, 2025
Labor Cess Payable*	**254**	241
Advance from Customer	**2,642**	4,622
Total	**2,896**	4,863

* (Refer Note No. 15)

24. Borrowings : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2026	March 31, 2025
(a) From Banks (Secured)		
(i) Working Capital Loan*	**12,799**	12,340
(ii) Letter of Credit**	**3,853**	1,528
(b) Current maturities of long-term loans (secured)		
(i) Corporate Loan/NCD	**1,900**	338
Total	**18,552**	14,206

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 12.00% from Bank of India and 11.70 % 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 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 descripancies between quarterly returns filed by the Company with such banks and Unaudited Books of Account of the Company.

25. Trade Payables

₹ in Lakhs

Particulars	**As at**	
	March 31, 2026	March 31, 2025
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises*	**1,858**	1,224
- Total outstanding dues of creditors other than micro and small enterprises	**4,857**	5,126
Total	**6,715**	6,350

*(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 2026**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	**1,509**	**111**	**238**	**-**	**1,858**
(iii) Others	**2,502**	**1,400**	**197**	**758**	**4,857**
(iv) Disputed dues – MSME	**-**	**-**	**-**	**-**	**-**
(iv) Disputed dues - Others	**-**	**-**	**-**	**-**	**-**
Total	**4,010**	**1,511**	**435**	**758**	**6,715**

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

₹ 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**

26. Other Financial Liabilities : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2026	March 31, 2025
Creditors for Capital Goods	**686**	182
Interest payable on borrowings	**89**	6
Unclaimed dividends	**-**	-
Accrued Salaries and Benefits	**3,152**	3,313
Contract Liability	**-**	170
Others*	**5,853**	6,896
Total	**9,780**	10,567

* During the Previous Financial Year 2024-25 , 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. 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 ₹ 5,431 Lakhs (it includes ₹ 1069 Lakhs for Procurement and Erection Expenses and ₹4362 Lakhs for Expected Contract Losses) on balance TNEB projects on prudent basis. ₹ 1545 Lakhs has been utilised/ incurred during the current financial year and balance provision as on 31.03.2026 is ₹ 3886 Lakhs.

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.

27. Provisions : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2026	March 31, 2025
Provision for employee benefits*		
- Gratuity	**240**	223
- Compensated absences	**113**	68
Total	**353**	291

* (Refer Note No. 52)

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

Note 28 : Other Current Liabilities

₹ in Lakhs

Particulars	As at	
	March 31, 2026	March 31, 2025
Advances received from customers *	**8,033**	6,680
Statutory Remittances	**676**	561
Total	**8,709**	7,241

*Advance from Customer includes ₹ 3175 Lakhs (Previous Year - ₹ 2724 Lakhs) towards sales of partial Land situated at Maharashtra

29. Revenue From Operations

Particulars	Year ended	
	March 31, 2026	March 31, 2025
Sales of Product	**26,368**	24,925
Sales of Services	**859**	699
Other Operating Revenues	**292**	295
Total	**27,519**	25,918

Disaggregated revenue information

Set out below is the disaggregation revenue from customers:

₹ in Lakhs

Particulars	Year ended	
	March 31, 2026	March 31, 2025
Type of goods or service		
Heavy Engineering		
Goods	**22,764**	18,984
Service	**783**	672
Other	**254**	255
Foundry and Machine Shop		
Goods	**1,342**	3,632
Service	**-**	5
Other	**25**	25
Others		
Goods	**2,262**	2,309
Service	**76**	21
Other	**13**	14
Total revenue from contracts with customers	**27,519**	25,918

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

₹ in Lakhs

Particulars	Year ended	
	March 31, 2026	March 31, 2025
India	**21,582**	24,945
Outside India	**5,936**	973
Total revenue from contracts with customers	**27,519**	**25,918**
Timing of revenue recognition		
Goods & Services transferred at a point in time	**26,893**	23,919
Goods & Services transferred over time	**626**	1,999
Total revenue from contracts with customers	**27,519**	**25,918**
Total revenue from Operation	**27,519**	**25,918**

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 immediately when it is probable that total contract costs will exceed total contract revenue.

₹ in Lakhs

Revenue	For the years ended					
	March 31, 2026			March 31, 2025		
	Heavy Engineering	**Foundry and Machine Shop**	**Others**	Heavy Engineering	Foundry and Machine Shop	Others
External customer	**23,801**	**1,367**	**2,351**	19,911	3,663	2,344
Inter-segment	**-**	**0**	**4**	59	35	5
	23,801	**1,367**	**2,355**	19,970	3,698	2,349
Inter-segment adjustment and elimination	**-**	**0**	**4**	59	35	
Total revenue from contracts with customers	**23,801**	**1,367**	**2,351**	19,911	3,663	2,344

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

Note 30 : Other Income

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
Interest Income		
- On Bank deposits	**582**	595
- On Others	**26**	35
Bad Debts Recovered	**6**	-
Dividend Income on Investment	**0**	0
Rental income	**9**	12
Occupation Fees	**1**	5
Profit on Sale of Asset held for sale	**-**	1,802
Profit on Sale of Investment Property	**-**	253
Profit on Sale of Assets	**93**	5
Sundry Balances Written Back	**708**	464
Foreign Exchange Gain (net)	**390**	105
Packaged Scheme of Incentive - Maharashtra	**-**	2
Miscellaneous Income	**292**	289
Total	**2,107**	3,566

* During the year, the Company has received sanction from the Government of Maharashtra, of "Industrial Promotion Subsidy" for the investment made during the F.Y. 2013-14 to F.Y. 2016-17, amounting to ₹ 549 Lakhs accordingly the same has been recognised under Other Income.

Note 31 : Cost of Materials consumed

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
A-Materials consumed comprise:		
(a) Plates, Sheets, Beams & Steel Materials	**1,593**	2,773
(b) Steel Scrap	**140**	1,243
(c) Castings	**1,448**	1,059
(d) Ferro Alloys	**23**	196
(e) Bought and Components etc.	**6,804**	5,610
(f) Materials Consumed at Sites	**-**	546
	10,008	11,426
B- Stores and Spares consumed	**1,487**	1,381
Total	**11,495**	12,807

32. Sub-Contracting Expenses, Processing Charges and Other Direct Costs

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
Sub-contracting Expenses and Processing Charge	**1,661**	2,148
Total	**1,661**	2,148

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

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	**1,014**	988
(b) Work-in-Progress	**5,895**	6,938
	6,909	**7,926**
Inventories at the end of the year:		
(a) Finished Products	**1,074**	1,014
(b) Work-in-Progress	**4,709**	5,895
	5,783	6,909
Total	**1,126**	**1,017**

Note 34 : Employee Benefits Expense

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
Salaries and wages, including bonus*	**7,372**	7,666
Contribution to provident and other funds	**369**	419
Gratuity	**291**	237
Share Based Payments to Employees	**307**	113
Staff welfare expenses	**54**	44
Total	**8,392**	8,479

*(includes Director's Remuneration ₹ 185 Lakhs /- Previous year ₹188 Lakhs)

On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the basis of the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, non-recurring nature of this impact, the Company has presented such incremental impact as "Statutory impact of new Labour Codes" under "Exceptional Items" in the statement of profit and loss for the year ended March 31, 2026. The incremental impact consisting of gratuity of ₹ 115 Lakhs and compensated absences of ₹ 21 Lakhs primarily arises due to change in wage definition (Please refer Note 38). The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

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

Note 35 : Finance Costs

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
Interest on Debentures and Fixed Loans	**979**	1,129
Interest on Short term Loan and Cash Credits	**1,628**	2,228
Notional Interest on unsecured loans from related parties	**28**	-59
Bank guarantee charges	**531**	719
Others	**679**	372
Total	**3,845**	4,389

Note 36 : Depreciation and Amortisation Expense

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
Depreciation on Property, Plant and Equipment	**1,086**	1,045
Amortisation on Intangible assets	**17**	19
Total	**1,103**	1,064

Note 37 : Other Expenses

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
Power and Fuel Expenses	**936**	1,205
Rent	**14**	9
Rates and Taxes	**76**	60
Communication Expenses	**31**	26
Travelling Expenses	**281**	229
Bank Charges	**55**	19
Electricity Charges	**107**	117
Site Office Expenses	**14**	74
Legal and Other Professional Costs	**655**	759
Repair and Maintenance Expenses		
- Buildings (including leased premises)	**38**	16
- Machinery	**97**	40
- Others	**104**	74
	239	130
Audit Fees		
- Audit Fees	**30**	30
- Tax Audit Fees	**3**	3
- In Other Capacity	2	3
	35	36

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

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
Insurance Charges	**167**	158
Advertisement, Promotion & Selling Expenses	**1**	33
Interest (Others)	**99**	0
Miscellaneous Expenses	**462**	603
Loss on discard of Property, Plant & Equipment	**15**	-
Forwarding Expenses	**215**	119
Expected Contract Losses (Refer Note. 26)	**-**	4,362
Provision Against Supplier Advances	**220**	0
Allowances for Doubtful Receivables and Bad Debts written off		
-Provided during the year (net)	**(83)**	(667)
-Bad Debts written off	**-**	1,323
	(83)	656
Foreign Exchange Loss (net)	**-**	-
Total	**3,539**	**8,595**

Note 38 : Exceptional Item

1) On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the basis of the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, non-recurring nature of this impact, the Company has presented such incremental impact as "Statutory impact of new Labour Codes" under "Exceptional Items" in the statement of profit and loss for the year ended March 31, 2026. The incremental impact consisting of gratuity of ₹ 115 Lakhs and compensated absences of ₹ 21 Lakhs primarily arises due to change in wage definition. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

2) During the previous year, the Company had approved a proposed investment of up to ₹ 1,600 Lakhs in Aicitta Intelligent Technology Private Limited ("Aicitta") and had initiated legal proceedings before the Hon'ble High Court in relation to the proposed investment The Company has entered into an amicable settlement with Aicitta Intelligent Technology Private Limited ("Aicitta") in relation to the petition filed before the Hon'ble High Court. Consequently, an amount of ₹ 100 Lakh receivable from Aicitta, ₹ 68 Lakh (net of related expenses incurred), has been recognised as an exceptional item.

39. Wherever there is '0' in any note, It denotes amount less than ₹ 1,00,000

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

40. Disclosure of Ratios

Particulars	Numerator	Denominator	As at		Variance %	Remarks
			March 31, 2026	March 31, 2025		
(a) Current Ratio	Current Asset	Current Liability	1.13	1.22	-7%	-
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.61	0.52	18%	-
(c) Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	1.16	0.03	-3733%	Due to increase in EBIT
(d) Return on Equity Ratio	NPAT-Preference Dividend	Average Shareholder's Equity	(0.04)	(0.23)	83%	Due to reduction in loss
(e) Inventory turnover ratio	COGS	Average Inventory	1.09	1.22	-11%	-
(f) Trade Receivables turnover ratio	Net Credit Sales	Avg. Accounts Receivables	1.81	1.60	13%	-
(g) Trade payables turnover ratio	Net Credit Purchase	Avg. Trade Payables	1.83	1.83	0%	-
(h) Net working capital turnover ratio	Net Sales	Avg. Working Capital	3.98	2.66	50%	Due to increase in NFWCL utilisation
(i) Net profit ratio	Net Profit / (Loss)	Net Sales	(0.05)	(0.33)	84%	Due to reduction in net loss and increase in revenue
(j) Return on Capital employed	EBIT	Capital Employed	0.04	(0.08)	152%	Due to increase in EBIT

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 ₹ NIL (Previous Year ₹ 169.69 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, 2026 have been arrived ₹3,157 Lakhs (Previous year ₹3,157 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.
- 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.

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

Description	As at March 31, 2026	As at March 31, 2025
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:

₹ in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Equity share capital (refer note 19)	1,357	1,349
Other equity (refer note 20)	34,522	35,942
Total Capital	**35,878**	37,291

44. Financial Instruments and Risk Review

Financial Risk Management Framework

Walchandnagar Industries Limited is exposed primarily to fluctuations in foreign currency exchange rates, credit, Interest Risk, liquidity Risk, 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 ₹ 27,777 Lakhs (March 31, 2025 ₹ 26,884 Lakhs) being the total of the carrying amount of balances with banks, bank deposits, trade receivables, unbilled revenue and other financial assets.

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.

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

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, 2026		
INR	+1%	166.52
INR	-1%	(166.52)
March 31, 2025		
INR	+1%	138.68
INR	-1%	(138.68)

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, 2026. 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:

₹ in lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	**4,829**	5,497
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	**(83)**	(668)
Balance at the end of the year	**4,746**	**4,829**

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

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, EUR against the respective functional currencies of Walchandnagar Industries Limited.

Hedged Exposure: The Company uses forward exchange contracts to hedge its exposure to foreign currency risk. Forward contracts entered for the purpose of hedging, which were outstanding as mentioned below:

Particulars	**Currency**	**As at March 31, 2026**	**As at March 31, 2026**	As at March 31, 2025
Forward Contracts - Payables	EUR	**€ 28,34,584**	**28.35**	Nil

Unhedged Exposure: The carrying amounts of the Company's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

Particulars	**Currency**	**As at March 31, 2026**	As at March 31, 2025
Financial Assets	USD	**6,050**	5,172
	EUR	**2,232**	3,129
	Others	**102**	137
Financial Liabilities	USD	**2,853**	3,793
	EUR	**647**	74
	Others	**182**	109

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, 2026**	As at March 31, 2025
Impact on Profit or Loss for the year	**64**	28

EUR Impact

Particulars	**As at March 31, 2026**	As at March 31, 2025
Impact on Profit or Loss for the year	**32**	61

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

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 2% against the respective functional currencies of Walchandnagar Industries Limited.

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 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.

Particlulars	**1 to 12 months**	**1 to 5 years**	**> 5 years**	**Total**
Year ended March 31, 2026				
Borrowings	18,552.31	931.29	-	19,483.60
Total	**18,552.31**	**931.29**	**-**	**19,483.60**
Year ended March 31, 2025				
Borrowings	14,205.77	903.39	-	15,109.16
Total	**14,205.77**	**903.39**	**-**	**15,109.16**

45. Current Tax and Deferred Tax

Income Tax Expense

₹ in lakhs

Particulars	**As at March 31, 2026**	As at March 31, 2025
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 lakhs

Particulars	**As at March 31, 2026**	As at March 31, 2025
Profit before income taxes	**(1,468)**	(8,603)
Enacted tax rates in India	**25.168%**	25.168%
Income tax expense calculated at enacted rate	**(370)**	(2,165)
Short/(excess) provision for earlier years	**-**	-
Effect of unrecognized deferred tax assets	**370**	2,165
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.

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

Deferred Tax:

The following is the analysis of Deferred Tax Assets presented in the Balance Sheet:

₹ in lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax assets	3,005	3,099
Deferred tax liabilities	(3,005)	(3,099)
Deferred tax assets (net)	-	-

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, 2026			
	Opening balance	**Recognised in Profit and loss**	**Recognised in OCI**	**Closing balance**
Employee Benefits	390	183	-	572
Accrued Interest	0	-	-	0
Unpaid SME Creditors disallowed u/s 43B(h)	282	186		468
Property, Plant and Equipment	(3,099)	94	-	(3,005)
Provisions	1,262	34	-	1,296
Provisionfor Expected Contract Losses	1,367	(388)	-	979
Unabsorbed Losses	2,613	(118)	-	2,495
Unabsorbed Depreciation	2,486	152	-	2,638
Net Deferred Tax Assets	**5,300**	**143**	**-**	**5,443**
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
Provisionfor 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**

46 Earnings in Foreign Currency

₹ in lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Export of goods calculated on FOB basis	**5,564**	933
Total	**5,564**	933

47 Value of Imports on CIF basis in respect of

₹ in lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Raw Materials	535	1,326
Components & Spare parts	20	319
Capital goods	1,864	
Total	**2,419**	1,645

48. Expenditure in Foreign currency

Particulars	As at March 31, 2026	As at March 31, 2025
Travelling expenses	56	7
Overseas Site - Ethiopia	-	5
Total	**56**	12

49 Earnings per Share (Basic and Diluted)

₹ in lakhs

	Particulars	As at March 31, 2026	As at March 31, 2025
i)	Net Profit/ (Loss) after Tax as per Statement of Profit and loss attributable to Equity Shareholders (₹ In Lakhs)	(1,468)	(8,603)
ii)	Weighted average no of equity shares of ₹ 2 Each outstanding during the year	5,83,88,207	5,83,88,207
iii)	Effect of diluted equity shares	60,71,388	60,71,388
iv)	Weighted average no of equity shares adjusted for the effect of dilution (No of Shares)	6,44,59,595	6,44,59,595
v)	Basic and Diluted Earning per Share of face value of ₹ 2 each	(2.17)	(14.73)

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

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

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)
Mr. Nishant Saigal	Chief Financial Officer (From 14.04.2025)

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.
Chakor Doshi HUF	Seth Hirachand Nemchand Digamber Jain Dharmshala & Arogya Bhuvan Trust
Chirag Doshi HUF	
Chiranika Enterprises	Seth Hirachand Nemchand Smarak Trust
Chiranika Corporation	Walchand Advanced Composites Private Limited
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**
	8	-	-	-	8
M/s. Walchand Advanced Composites Private Limited	**-**	**-**	**-**	**129**	**129**
	-	-	-	-	-
M/s. Bombay Cycle & Motors Agency Ltd.	**-**	**-**	**-**	**30**	**30**
	-	-	-	38	38
Sub-Total	8	-	-	159	167
	8	-	-	38	45

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

₹ 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
Interest on Un-secured Loan					
Mr. Chakor L Doshi	-	-	-	-	-
	-	-	-	-	-
Mr. Chirag C Doshi	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
Mrs. Champa C Doshi	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
M/s. Walchand Kamdhenu Commercial Pvt. Ltd.	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
M/s. Walchand Great Achivers Pvt. Ltd	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
Janta Travels Pvt. Ltd.	**-**	**-**	**-**	**128**	**128**
	-	-	-	41	41
Seth Hirachand Nemchand Smarak Trust	**-**	**-**	**-**	**3**	**3**
	-	-	-	16	16
Sub-Total	**-**	**-**	**-**	**131**	**131**
	-	-	-	57	57
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	**-**	**128**	**-**	**-**	**128**
	-	127	-	-	127
Mr. G. S. Agrawal	**-**	**58**	**-**	**-**	**58**
	-	61	-	-	61
Mr. Nishant Saigal	**-**	**55**			**55**
	-	-			-
Mr. Sandeep Jain	**-**	**-**	**-**	**-**	**-**
	-	92	-	-	92
Sub-Total	**-**	**241**	**-**	**-**	**241**
	-	280	-	-	280

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

₹ 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
Amortised cost for Share Based Payments					
Mr. Chirag C. Doshi	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
Mr. G. S. Agrawal	**-**	**34**	**-**	**-**	**34**
	-	1	-	-	1
Mr. Nishant Saigal	**-**	**13**	**-**	**-**	**13**
	-	-	-	-	-
Mr. Sandeep Jain	**-**	**-**	**-**	**-**	**-**
	-	1	-	-	1
Sub-Total	**-**	**47**	**-**	**-**	**47**
	-	2	-	-	2
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	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
Outstanding Payable					
Receiving of Services					
M/s. Bombay Cycle & Motors Agency Ltd.	**-**	**-**	**-**	**44**	**44**
	-	-	-	26	26
Sub-Total	**-**	**-**	**-**	**44**	**44**
	-	-	-	26	26

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

₹ 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
Unsecured Loan					
M/s. Walchand Great Achivers Pvt. Ltd	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
Mr. Chakor L Doshi	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
Mr. Chirag C Doshi	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
Janta Travels Private Limited	**-**	**-**	**-**	**931**	**931**
	-	-	-	903	903
Seth Hirachand Nemchand Digamber Jain Dharmshala & Arogya Bhuvan Trust	**-**	**-**	**-**	**400**	**400**
	-	-	-	400	400
Seth Hirachand Nemchand Smarak Trust	**-**	**-**	**-**	**650**	**650**
				650	650
Sub-Total	**-**	**-**	**-**	**1,981**	**1,981**
	-	-	-	1,953	1,953
Managerial Remuneration #					
Mr. Chirag C. Doshi	**-**	**39**	**-**	**-**	**39**
	-	45	-	-	45
Mr. G. S. Agrawal	**-**	**18**	**-**	**-**	**18**
	-	20	-	-	20
Mr. Nishant Saigal	**-**	**3**			**3**
	-	-			-
Mr. Sandeep Jain	**-**	**-**	**-**	**-**	**-**
	-	21	-	-	21
Sub-Total	**-**	**60**	**-**	**-**	**60**
	-	87	-	-	87
Advances Receivable					
M/s. Walchand Advanced Composites Private Limited	-	-	-	**48**	**48**
	-	-	-	-	-
Sub-Total	-	-	-	**48**	**48**
	-	-	-	-	-

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

 # The breakup of compensation of key management personnel is as follows:

₹ in lakhs

Compensation of KMP's/ relative of KMP	Chirag Doshi	G. S. Agrawal	Nishant Saigal	Sandeep Jain
Short Term Benefits	**128**	**58**	**55**	**-**
	127	61	-	92
Amortised cost for Share Based Payments	**-**	**34**	**13**	**-**
	-	1	-	1
Total	**128**	**92**	**68**	**-**
	127	62	-	93

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, 2026			As at March 31, 2025		
	FVTPL	**FVOCI**	**Amortised cost**	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments:						
- equity instruments	**-**	**20**	**-**	-	19	-
- mutual funds	**-**	**-**	**-**	-	-	-
Trade receivables	**-**	**-**	**15,351**	-	-	15,014
Cash and cash equivalents	**-**	**-**	**2,009**	-	-	5,496
Other bank balances	**-**	**-**	**5,501**	-	-	5,396
Others	**-**	**-**	**12,426**	-	-	11,870
Total financial assets	**-**	**20**	**35,287**	-	19	37,777
Financial liabilities						
Borrowings	**-**	**-**	**21,891**	-	-	19,350
Trade payables	**-**	**-**	**6,715**	-	-	6,349
Other financial liabilities	**-**	**-**	**9,780**	-	-	10,567
Total financial liabilities	**-**	**-**	**38,386**	-	-	36,267

(i) Fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

(a) recognised and measured at fair value, and

(b) 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, 2026		**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVOCI					-
Equity instruments	7	20	-	-	20
Total financial assets		**20**	**-**	**-**	**20**

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2025		**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVOCI					-
Equity instruments	7	19	-	-	19
Total financial assets		**19**	**-**	**-**	**19**

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:

- ₹ 348 Lakhs (March 31, 2025: ₹ 385 Lakhs) 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:

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

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2026	March 31,2025	**March 31,2026**	March 31,2025
I	**Changes in present value of obligations**				
(a)	PVO at beginning of period	**1,385**	1,700	**209**	253
(b)	Interest cost	**85**	110	**12**	15
(c)	Current Service Cost	**95**	129	**107**	148
(d)	Past Service Cost- (non vested benefits)	**115**	-	**-**	-
(e)	Past Service Cost -(vested benefits)	**-**	-	**21**	-
(f)	Transfer in Liability	**-**	-	**-**	-
(g)	Transfer out Liability	**-**	-	**-**	-
(h)	Benefits Paid	**(135)**	(108)	**(7)**	(12)
(i)	Benefits Paid By The Company	**(13)**	(3)	**-**	-
(j)	Contributions by plan participants	**-**	-	**-**	-
(k)	Business Combinations	**-**	-	**-**	-
(l)	Curtailments	**-**	-	**-**	-
(m)	Settlements	**-**	-	**-**	-
(n)	Actuarial (Gain)/Loss on obligation	**557**	(443)	**(59)**	(196)
(o)	PVO at end of period *	**2,090**	1,385	**282**	209
II	**Interest Expenses**				
(a)	Interest cost	**85**	110	**12**	15
		85	110	**12**	15
III	**Fair Value of Plan Assets**				
(a)	Fair Value of Plan Assets at the beginning	**46**	19	**-**	-
(b)	Interest Income	**5**	2	**-**	-
IV	**Net Liability**				
(a)	PVO at beginning of period	**1,385**	1,700	**209**	253
(b)	Fair Value of the Assets at beginning report	**46**	19	**-**	-
	Net Liability	**1,339**	1,680	**209**	253
V	**Net Interest**				
(a)	Interest Expenses	**85**	110	**12**	15
(b)	Interest Income	**5**	2	**-**	-
	Net Interest	**80**	108	**12**	15
VI	**Actual return on plan assets**				
(a)	Less Interest income included above	**3**	2	**-**	-
(b)	Return on plan assets excluding interest income	**(1)**	(1)	**-**	-

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

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2026	March 31,2025	**March 31,2026**	March 31,2025
VII	**Actuarial (Gain)/loss on obligation**				
(a)	Due to Demographic Assumption*	**-**	-	**-**	-
(b)	Due to Financial Assumption	**(138)**	32	**(12)**	4
(C)	Due to Experience	**695**	(475)	**(46)**	(200)
	Total Actuarial (Gain)/Loss	**557**	(443)	**(59)**	(196)
	(*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)				
VIII	**Fair Value of Plan Assets**				
(a)	Opening Fair Value of Plan Asset	**46**	19	**-**	-
(b)	Adjustment to Opening Fair Value of Plan Asset	**-**	-	**-**	-
(C)	Return on Plan Assets excl. interest income	**(1)**	(1)	**-**	-
(d)	Interest Income	**5**	2	**-**	-
(e)	Transfer in Fund	**-**	-	**-**	-
(f)	Transfer out Fund	**-**	-	**-**	-
(g)	Contributions by Employer	**185**	133	**7**	12
(h)	Contributions by Employee	**-**	-	**-**	-
(i)	Benefits Paid	**(135)**	(108)	**(7)**	(12)
	Fair Value of Plan Assets at end	**99**	46	**-**	-
IX	**Past Service Cost Recognised**				
(a)	Past Service Cost- (non vested benefits)	**-**	-	**-**	-
(b)	Past Service Cost -(vested benefits)	**115**	-	**20.88**	-
(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	**115**	-	**20.88**	-
(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	**2,090**	1,386	**282**	209
(b)	Fair Value of Plan Assets at end of year	**99**	46	**-**	-
(C)	Funded Status	**1,991**	1,339	**282**	(209)
(d)	Net Asset/(Liability) recognized in the balance sheet	**(1,991)**	(1,339)	**(282)**	(209)

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

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2026	March 31,2025	**March 31,2026**	March 31,2025
XI	**Expense recognized in the statement of P & L A/C**				
(a)	Current Service Cost	**95**	129	**107**	148
(b)	Net Interest	**80**	108	**12**	15
(C)	Adjustment to opening balance	**-**	-	**-**	-
(d)	Past Service Cost- (non vested benefits)	**-**	-	**-**	-
(e)	Past Service Cost -(vested benefits)	**115**	-	**21**	-
(f)	Curtailment Effect	**-**	-	**-**	-
(g)	Settlement Effect	**-**	-	**-**	-
(h)	Unrecognised Past Service Cost- non vested benefits	**-**	-	**-**	-
	Expense recognized in the statement of P & L A/C	**291**	237	**140**	163
XII	**Other Comprehensive Income (OCI)**				
(a)	Actuarial (Gain)/Loss recognized for the year	**557**	(443)	**59**	(196)
(b)	Asset limit effect	**-**	-	**-**	-
(C)	Return on Plan Assets excluding net interest	**1**	1	**-**	-
(d)	Unrecognized Actuarial (Gain)/Loss from previous year	**-**	-	**-**	-
	Total Actuarial (Gain)/Loss recognized in (OCI)	**559**	(442)	**59**	(196)
XIII	**Movements in the Liability recognized in Balance Sheet**				
(a)	Opening Net Liability	**1,339**	1,680	**209**	253
(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	**291**	237	**140**	163
(h)	Benefits Paid By The Company	**(13)**	(3)	**-**	-
(i)	Contribution paid	**(185)**	(133)	**(7)**	(12)
(j)	Other Comprenehsive Income(OCI)	**559**	(442)	**(59)**	(196)
	Closing Net Liability	**1,991**	1,339	**282**	209
XIV	**Schedule III of The Companies Act 2013**				
(a)	Current Liability	**240**	223	**113**	68
(b)	Non-Current Liability	**1,850**	1,162	**169**	140

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

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2026	March 31,2025	**March 31,2026**	March 31,2025
XV	**Actuarial Assumptions**				
(a)	Discount Rate (per annum)	**7.43%**	6.67%	**7.43%**	6.67%
(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

Weighted Average duration of defined benefit obligation:

Sensitivity analysis:

A quantitative sensitivity analysis for significant assumption as at March 31, 2026 is as shown below:

Gratuity

A.	**Effect of 1 % change in the assumed discount rate**	**1% Increase**		**1% Decrease**	
		March 31,2026	March 31,2025	**March 31,2026**	March 31,2025
1.	Effect on DBO	1,929	1,285	2,276	1,501

B.	**Effect of 1 % change in the assumed Salary Escalation Rate**	**1% Increase**		**1% Decrease**	
		March 31,2026	March 31, 2025	**March 31,2026**	March 31,2025
1.	Effect on DBO	2,273	1,502	1,927	1,283

Compensated Absence

A.	**Effect of 1 % change in the assumed discount rate**	**1% Increase**		**1% Decrease**	
		March 31,2026	March 31,2025	**March 31, 2026**	March 31, 2025
1.	Effect on PVO	267	196	299	223

B.	**Effect of 1 % change in the assumed Salary Escalation Rate**	**1% Increase**		**1% Decrease**	
		March 31, 2026	March 31,2025	**March 31,2026**	March 31,2025
1.	Effect on PVO	299	223	267	196

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.

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

53 Segment Reporting

I Primary Segments

₹ In lakhs

Particulars	Heavy Engineering		Foundry and Machine Shop		Others		Total	
	2025-26	2024-25	**2025-26**	2024-25	**2025-26**	2024-25	**2025-26**	2024-25
Revenue								
Net Revenue	23,801	19,970	1,367	3,698	2,355	2,350	27,523	26,017
Less: Inter-segment Revenue	-	59	0	35	4	5	4	100
	23,801	19,911	**1,366**	3,662	**2,351**	2,344	**27,519**	25,918
Segment Result	**2,584**	(6,067)	**(313)**	(872)	**528**	578	**2,800**	(6,361)
Unallowable Expenses net of Unallowable Income							354	323
Operating Profit							2,446	(6,684)
Profit On Sale of Asset							-	2,060
Finance Cost							**3,845**	4,390
Add: Exceptional Items							**(69)**	412
Profit Before Tax							**(1,468)**	(8,603)
Taxes on Income							**-**	-
Profit from ordinary activities							(1,468)	(8,603)
Other information								
Segment Assets	**78,908**	77,947	**5,010**	4,685	**4,051**	4,407	**87,969**	87,040
(including revaluation)							173	170
Unallocated Corporate Assets								
Total Assets							**88,142**	87,210
Segment Liabilities	**45,884**	45,403	**3,047**	2,657	**1,061**	310	**49,992**	48,370
Unallocated Corporate Liabilities							**2,271**	1,548
Total Liabilities							**52,263**	49,919
Capital Expenditure	**3,306**	702	**24**	24	**6**	30	**3,336**	755
Unallocated Capital Expenditure							-	-
Depreciation	**1,012**	959	**75**	76	**15**	29	**1,103**	1,064
Unallocated Depreciation							-	-
Total Depreciation							**1,103**	1,064
Interest Income	**543**	545	**27**	27	**12**	24	**582**	595
Unallocated Interest Income							-	-
Total Interest Income	**543**	545	**27**	27	**12**	24	**582**	595

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

II Secondary Segments

₹ In lakhs

Particulars	Domestic		Export		Total	
	2025-26	2024-25	2025-26	2024-25	**2025-26**	2024-25
Segment Revenue	**21,739**	24,992	5,780	925	**27,519**	25,918
Segment Results	**2,796**	(6,365)	4	4	**2,800**	(6,361)
Segment Assets	**79,585**	78,602	8,384	8,438	**87,969**	87,040
Unallocated Corporate Assets	**173**	170	-	-	**173**	170
Total Assets	**79,758**	78,772	8,384	8,438	**88,142**	87,210
Segment Liabilities	**46,311**	44,393	3,681	3,977	**49,992**	48,370
Unallocated Corporate Liabilities	**2,271**	1,549	-	-	**2,271**	1,549
Total Liabilities	**48,582**	**45,942**	**3,681**	**3,977**	**52,263**	**49,919**

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 Rs 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 Appelate 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

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

(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 Appelate 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 Appelate 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 ₹ 6.96 Lakhs) from Tamil Nadu Commercial Tax Department received on 29 August 2024. The Company has disputed the demand and has filed an appeal before The Appelate 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

(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.

(b)

Guarantees	**As at March 31,2026**	As at March 31,2025
Counter Guarantees by the company in respect of guarantees given by banks.	**18,235**	21,625

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 31,2026**	As at March 31,2025
Open LC issued by Company but acceptance pending	**1,301**	4,050

₹ in lakhs

(d)

Commitments	**As at March 31,2026**	As at March 31,2025
Estimated amount of Contracts remaining to be executed on Capital Accounts not provided for (Net of advance)	**478**	2,396

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.

(e) Derivative Instruments and Unhedged Foreign Currency Exposure

(a) Derivative Instruments: The Company uses forward exchange contracts to hedge its exposure to foreign currency risk. Forward contracts entered for the purpose of hedging, which were outstanding as mentioned below:

Particulars	**Currency**	As at 31-Mar-2026 (FC)	**As at 31-Mar-2026 (₹ in Lakhs)**	As at 31-Mar-2025
Hedged Exposure:	**EUR**			Nil
Forward Contracts - Payables	**EUR**	€ 28,34,584	**₹ 3,089.03**	Nil
Unhedged Exposure:	**EUR**	Nil	**Nil**	Nil

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

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.

Current Status: The matter has been amicably settled. AICITTA has agreed to pay WIL a sum of ₹ 100 Lakhs in 5 instalments of ₹ 20 Lakhs each starting from April 2026 to Aug 2026.

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. (Refer Note Number-38)

56. Disclosure as per amendment to clause 32 of the Listing Agreement

Particulars	Outstanding Balance		Maximum Balance during the year	
	As at March 31,2026	As at March 31,2025	**As at March 31,2026**	As at March 31,2025
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:

Particulars	**As at March 31,2026**	As at March 31,2025
Principal Amount due and remaining unpaid	**1,858**	1,224
Interest due and the unpaid interest	**221**	202
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	**221**	202
Amount of further interest remaining due and payable in succeeding years	**221**	202

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

58. 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. The matter has been settled amicably with employees and the operation has been resumed on 17th Nov 2025. The plant is now put to operation in normal course.

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.
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.

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

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

Date: May 20, 2026
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 20, 2026
Place: Mumbai

Important Statistical Data from 1908-09 to 2025-2026

₹ 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**				
1908-1909	2.5	2.83	-	-	3.5	3.5	10.14	0.28	0.93	4%
1909-1910	2.5	3.48	-	-	3.81	3.7	2.06	0.53	0.37	5%
1910-1911	2.5	3.5	-	-	4.08	3.95	2.11	0.71	0.39	6%
1911-1912	2.5	3.5	-	-	4.45	4.28	1.6	0.25	0.39	6%
1912-1913	2.5	3.5	-	-	4.34	4.18	1.58	0.34	0.24	-
1913-1914	2.5	3.5	-	-	4.88	3.9	2.71	1.1	0.39	6%
1914-1915	2.5	3.5	0.25	6	5.29	3.82	1.98	0.46	0.34	4%
1915-1916	2.5	3.5	0.25	5.75	5.17	3.6	2.35	0.82	0.34	4%
1916-1917	2.5	3.5	0.39	5.5	5.16	3.41	2.62	1.1	0.39	6%
1917-1918	2.5	3.5	0.64	5.25	5.33	3.34	1.97	0.4	0.24	-
1918-1919	2.5	3.5	0.64	4.75	5.31	2.88	2.03	0.44	0.12	-
1919-1920	2.5	3.5	0.64	4.75	5.31	2.88	2.03	0.44	0.12	-
1920-1921	2.5	3.5	0.91	4.5	5.61	3.27	3.53	1.56	0.64	6%
1921-1922	2.5	3.5	1.21	4.25	5.97	3.17	5.56	3.12	0.92	20%
1922-1923	2.5	3.5	2.16	4	6.11	3.01	3.32	1.32	0.42	7%
1923-1924	2.5	3.5	2.95	3.75	6.33	3.03	3.14	1.11	0.42	7%
1924-1925	2.5	3.5	3.27	3.5	5.98	2.19	3.42	1.17	0.48	8%
1925-1926	2.5	3.5	3.42	3.25	6.12	1.76	2.68	1.04	0.48	8%
1926-1927	2.5	3.5	3.41	-	6.6	1.96	1.85	0.47	0.24	-
1927-1928	2.5	3.5	3.76	-	6.75	1.94	1.27	0.23	0.24	-
1928-1929	2.5	3.5	3.75	-	6.89	2.08	0.55	0.02	-	-
1929-1930	2.5	3.5	3.38	-	6.16	1.61	0.14	-1.11	0.49	-
1930-1931	2.5	3.5	1.92	-	6.21	1.72	0.25	-0.01	0.24	-
1931-1932	2.5	3.5	1.97	-	5.86	1.37	0.32	-0.24	0.24	-
1932-1933	2.5	3.5	1.83	-	5.8	1.31	0.26	-0.01	0.24	-
1933-1934	2.5	3.5	2.01	4	13.37	8.88	0.07	-0.08	0.24	-
1934-1935	2.5	3.5	1.86	4	16.68	11.19	0.7	-0.12	0.24	-
1935-1936	2.5	3.5	1.06	4	17.19	17.19	1.38	0.01	0.24	-
1936-1937	2.5	3.5	1.09	3.67	19.16	19.16	15.66	0.26	-	-
1937-1938	2.5	3.5	1.57	3.2	19.74	19.49	19.67	0.73	0.53	-
1938-1939	10	3.5	3.99	3.03	22.89	15.19	20.55	3.14	2.24	20%
1939-1940	10	3.5	8.46	2.82	44.51	33.81	31.15	8.24	2.42	20%
1940-1941	10	3.5	12.56	23.22	51.11	36.66	54.61	6.52	2.82	24%

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

₹ 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				
1941-1942	10	3.5	13.33	30.02	64.79	45.89	39.88	3.58	2.82	24%
1942-1943	10	3.5	25.87	30.02	71.09	47.94	54.89	15.38	4.02	36%
1943-1944	10	3.5	44.3	30	77.01	49.36	83.32	22.42	4.02	36%
1944-1945	23.5	3.5	51.72	48.26	83.19	51.54	78.12	14.13	6.45	36%
1945-1946	23.5	3.5	80.06	50	92.2	56.55	85.98	5.72	5.36	21%
1946-1947	50.5	3.5	51.68	50	107.09	66.94	75.5	0.7	0.24	-
1947-1948	101	3.5	28.27	50	128.27	78.12	151.55	40.07	10.47	10%
1948-1949	101	3.5	36.6	50	135.46	75.37	133.24	10.44	17.92	17.5%
1949-1950	101	3.5	33.62	50	157.64	89.23	147.72	14.72	12.36	12%
1950-1951	101	3.5	45.5	45	165.03	86.81	185.38	23.48	14.38	14%
1951-1952	101	3.5	59.2	45	177.67	91.12	216.26	25.52	14.38	14%
1952-1953	101	3.5	68.09	45	185.81	89.24	190.5	23.03	14.38	14%
1953-1954	101	3.5	79.4	45	190.33	85.9	196.24	25.47	16.40	16%
1954-1955	101	3.5	91.72	45	204.7	89.38	189.72	27.95	18.42	18%
1955-1956	101	3.5	110.22	25.76	228.81	129.62	214.63	33	21.46	21%
1956-1957	101	3.5	128	25	271.48	165.02	246.9	38.98	21.46	21%
1957-1958	101	3.5	122.12	25	295.28	177.6	354.05	27.96	21.46	21%
1958-1959	101	50	125.94	25	347.35	218.28	403.17	19.01	23.97	20%
1959-1960	101	50	135.33	100	426.9	280.79	390.72	19.92	20.15	15%
1960-1961	150.94	50	135.11	100	460.83	277.21	402.82	16.34	22.04	15%
1961-1962	151.49	50	128.43	100	498.28	288.76	538.39	14.38	23.12	12%
1962-1963	151.5	50	162.44	100	510.73	274.82	575.63	25.34	23.18	12%
1963-1964	151.5	50	72.36	100	520.54	268.37	550.69	30.21	26.21	14%
1964-1965	151.5	50	188.12	75	535.57	270.25	463.39	19.72	26.21	14%
1965-1966	151.5	50	226.65	75	592.61	354.43	510.47	16.76	23.18	12%
1966-1967	181.8	50	203.15	75	624.84	357.01	559.21	10.33	23.18	10%
1967-1968	181.8	50	238.75	75	850.16	357.03	788.52	50.72	26.82	12%
1968-1969	181.8	50	231.56	75	667.18	342.72	1041.56	16.38	23.18	10%
1969-1970	181.8	50	110.85	75	714.09	392.12	1074.8	-95.32	-	-
1970-1971	181.8	50	182.61	75	729.2	379.12	997.74	7.17*	-	-
1971-1972	181.8	50	208.36	75	762.77	335.97	1300.06	64.47	10.00	-
1972-1973	181.8	50	306.46	75	801.21	333.03	1649.72	86.62	31.62	12%
1973-1974	181.8	50	331.7	75	873.04	357.31	2184.57	48.71	19.00	7.70%
1974-1975	181.8	50	393.41	75	959.6	395.57	2453	58.15	26.82	12%

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

₹ 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				
1975-1976	181.8	50	423.49	75	1058.21	423.44	2421.71	96.07	32.27	15%
1976-1977	182.98	50	423.04	73.82	1081.47	379.54	1970.06	40.83	32.33	15%
1977-1978	200.3	50	572.12	98.79	1772.72	1017.81	3615.05	195.77	33.75	15%
1978-1979	200.3	50	808.57	98.79	1920.74	1087.31	5031.11	263.06	37.05	16%
1979-1980	200.3	50	898.16	94.13	2131.56	1189.78	5572.98	121.3	37.05	16%
1980-1981	200.3	50	1104.94	69.46	2307.98	1248.17	5958.51	203.11	37.05	16%
1981-1982	200.3	50	1175.52	54.75	2441.32	1260.11	5754.26	111.63	41.05	18%
1982-1984 (18 Months)	300.45	50	**5401.27	40.14	11118.29	@5446.17	12715.01	230.15	79.61	24%
1984-1985	300.45	50	4735.39	20	11233.15	5169.87	10763.79	125.64	53.07	16%
1985-1986	300.45	50	**4833.16	20	$12388.57	$$6322.02	9132.83	797.64*	-	-
1986-1987 (18 Months)	300.45	50	3538.79	20	10104.1	4915.55	10720.82	288.05*	-	-
1987-1988	300.45	50	3425.37	20	10074.99	4874.42	6140.79	0.94*	-	-
1988-1989	300.45	50	2819.95	20	9319.14	4306.41	7595.22	16.14*	-	-
1989-1990	300.45	50	**5647.33	20	(i)12893.64	(ii)6995.49	7129.48	35.57*	-	-
1990-1991	300.45	50	5132.3	20	13003.87	6094.85	8892.12	202.29	***68.55	12%
1991-1992	300.45	50	**11174.24	8	(iii)20403.10	(iv)11308.30	8871.05	849.6	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	-	18822.3	-	(v)30470.60	(vi)15925.70	16600.58	979.22	82.62	27.5%
1997-1998	300.45	-	18291.16	-	30730.43	14650.54	17466.3	795.01	82.62	27.5%
1998-1999	300.45	-	17504.5	-	30983.72	13221.69	21006.7	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	22883.7	-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	349.8	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	760.9	-	41424.52	-	(viii)57879.57	31956.79	69604.31	3976.93	380.45	50%
2008-2009	761.4	-	41960.83	-	62639.64	34311.67	51261.53	2340.13	380.70	50%

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

₹ 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				
2009-2010	761.4	-	40340.96	-	64902.96	33996.72	67237.11	2228.91	380.70	50%
2010-2011	761.4	-	39934.99	-	67521.53	33823.03	95767.35	1279.78	380.70	50%
2011-2012	761.4	-	39346.16	-	69030.04	32416.23	88147.09	1212.64	380.70	50%
2012-2013	761.4	-	69881.57	-	(ix)104975.85	65866.93	72651.35	-3828.17	152.28	20%
2013-2014	761.4	-	66273.5	-	105190.97	62142.72	63823.1	-1236.63	152.28	20%
2014-2016	761.4	-	55433.3	-	105699.36	56101.51	80212.36	-7168.45	-	-
2016-2017	761.4	-	46931.18	-	105998.44	52548.56	39791.05	-6425.63	-	-
2017-2018	761	5700	43129	-	36385	-	39841	-2540	-	-
2018-2019	761	5700	43325	-	34215	-	36405	-214	-	-
2019-2020	761	-	26147	4431	44491	33120	29805	-6546	-	-
2020-2021	761	-	20409	4431	45462	31874	32564	-5724	-	-
2021-2022	761	-	16938	3800	45635	29871	29919	-3807	-	-
2022-2023	919	-	28266	-	45882	32209	-	1958	-	-
2023-2024	1108	-	35022	-	46089	27022	30235	-4183	-	-
2024-2025	1349	-	35942	4738	44239	24269	25918	-8603	-	-
2025-2026	1357	-	34522	4400	45057	26238	27519	-1468	-	-

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 30-09-92. (iii) Gross amount written up ₹ 7526.25 Lakhs. (iv) Accumulated Depreciation written up ₹ 1618.56 Lakhs.
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.

End Shield Assembly for 700 MWe fleet mode reactor on the new CNC Skoda Horizontal Boring Machine

World Largest HF Kiln manufactured by WIL

Hydel Gear Box Indigenously designed and manufactured by WIL

First of its kind design and Developement of fixture for testing of ship based antenna system

:

1908-2008 WALCHANDNAGAR

Registered Office: Siddharth Towers (Tower No. 1), S. No. 12/3-B,
Office 908 to 910, Kothrud, Pune- 411 038.
Website: www.walchand.com
CIN: L74999PN1908PLC255621