SANDHAR
Growth. Motivation. Better Life

The architect of sustainable mobility

SANDHAR TECHNOLOGIES LIMITED
ANNUAL REPORT **2023-24**

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MAKING
THE WORLD MOVE

Embark on a journey with Sandhar Technologies Limited, a trailblazing force in the automotive industry, redefining the way the world moves. With a legacy spanning over three decades, we have cemented our position as a beacon of innovation and excellence on a global scale.

Discover a myriad of cutting-edge solutions meticulously crafted to elevate safety and performance standards. From intricately designed lock assemblies to sleek mirror assemblies, from robust operator cabins for off-highway vehicles to precision-engineered aluminum spools, spindles, and hubs, our diverse product portfolio reflects our unwavering commitment to pushing the boundaries of automotive engineering.

Join us as we drive forward, shaping the future of transportation one breakthrough at a time.

The Art of Integration

Innovating Mobility

As you pursue this issue of Sandhar's annual report adorned with tangram motifs, envision the artistry of integration and the power of collective effort. Here, each page unfolds like a puzzle piece, revealing our story of unity in pursuit of automotive excellence.

In selecting tangram art as the visual cornerstone of our annual report, we embrace a profound metaphor: the art of coming together. Just as these pieces ingeniously interlock to form myriad shapes, our components unite seamlessly to drive the machinery of modern mobility.

Each tangram piece, with its geometric simplicity, represents not just a component but a vital thread in the intricate fabric of automotive innovation. From the smallest bolt to the most complex system, each element harmonizes in purpose and precision—a testament to our commitment to excellence.

Tangram's allure lies not only in its aesthetic appeal but in its narrative of convergence and collaboration. It mirrors our journey at Sandhar, where diverse talents and ideas come together to propel us forward. It signifies our ability to assemble innovation from myriad disciplines, crafting solutions that redefine automotive engineering.

Business Opportunities for

SANDHAR

Demography

Increase in consumers and capital goods consumption

Globalization

Increasing resources and energy consumption

Digitization

Increase in consumers and capital goods consumption

Electric Vehicles

Increasing demand for electric consumption goods

Sandhar is strategically positioned amidst compelling business opportunities shaped by shifting demographics, digitalization trends, globalization dynamics, and the rising demand for electric vehicles. The increasing consumer spending and capital goods consumption trends underscore a fertile market landscape for expansion. Concurrently, the acceleration of digital transformation drives demand for advanced automotive solutions, while globalization intensifies resource and energy consumption globally, necessitating sustainable practices that align with Sandhar's commitment to environmental responsibility.

Moreover, the growing adoption of electric vehicles reflects a significant shift towards eco-friendly mobility solutions, presenting substantial growth prospects for Sandhar Technologies in the automotive industry.

From
Vision to Victory

Charting Sandhar's Evolution

Explore the forefront of automotive innovation with Sandhar Technologies, a frontrunner in sustainable mobility solutions.

Since our inception in 1987, we've established a global reputation for unparalleled quality, innovation, and commitment to sustainability. At Sandhar, it's over three decades of automotive excellence that has paved the way for a visionary leadership that's reshaping the future of mobility worldwide.

Be it the array of automotive components meticulously crafted to excellence or the precision of work that redefines safety and performance standards; Sandhar stands tall as a beacon of innovation, setting new benchmarks on a global stage. From precision lock assemblies to sleek mirror systems, robust operator cabins for off-highway vehicles, and precision-engineered aluminum spools, spindles, and hubs—our diverse portfolio reflects our relentless pursuit of automotive engineering excellence.

Join us as we propel the future of transportation forward while Redefining Mobility and Inspiring Innovation.

Vision

To be the Most Preferred Choice of Global Stakeholders.

Mission

To be the leading player in Global Markets with fully satisfied Stakeholders, maintaining cost effectiveness through innovative technology and optimum utilisation of talent and resources.

What moves us?

Growth.
Motivation.
Better Life.

A Core of Convergence

S — Spirit of Accomplishment

A — Appropriate Attitude

N — Never Dying Passion for Excellence

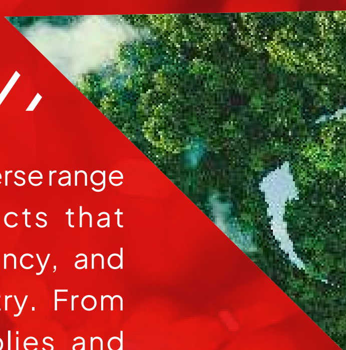
D — Dynamic

H — Honest

A — Accountable

R — Reliable

A Mosaic of Mobility



At Sandhar Technologies, we offer a diverse range of high-quality automotive products that redefine standards of safety, efficiency, and innovation in the automotive industry. From precision-engineered lock assemblies and advanced mirror systems to robust operator cabins for off-highway vehicles, each product exemplifies our unwavering commitment to excellence and reliability. With a legacy built on decades of engineering expertise and customer-focused innovation, our products not only meet but exceed the dynamic demands of today's automotive landscape.

PRODUCT RANGE

AUTOMOTIVE DIVISION

Through our technological competencies, we manufacture and supply various high-quality and reliable auto component parts for our customers across globe.

COMPONENTS DIVISION

As a part of strategy of being self dependent, through this division we meet the internal requirement of key materials and processes required for products manufactured at our automotive division.

AUTOMACH DIVISION

One of the top companies in the two-wheeler steel wheels market of India, with our state-of-the-art manufacturing technologies and process for wheel forming, tri-nickel chrome plating, and assembly machines.

CABINS AND FABRICATION DIVISION

For off-highway vehicle segment, we offer a diverse range of products that are high quality and cost effective consisting of precision steel metal components used in wheel loaders, cranes, tractors, hoe loaders, and excavators.

Empowering the Nation. Embracing the World.

From a humble beginning in 1987, Sandhar Technologies Limited has become a powerhouse in the automotive industry now. Over the last thirty years, we have grown into a renowned global manufacturer of advanced products and solutions. Operating state-of-the-art facilities in Romania, Poland, Mexico, and Spain, and engaging in strategic collaborations in Japan, South Korea, and Taiwan, our international presence enables us to provide cutting-edge automotive solutions worldwide. Committed to sustainability and in line with India's 'Atmanirbhar Bharat' vision, Sandhar continues to lead innovation and deliver value across the automotive sector.

41
Manufacturing facilities across the globe

14%
Revenue from overseas market

11400+
Employees across the globe

86%
Revenue from domestic market

Technical Collaborations & JVs

Japan

South Korea

Taiwan

Manufacturing Facilities

Overseas

Romania

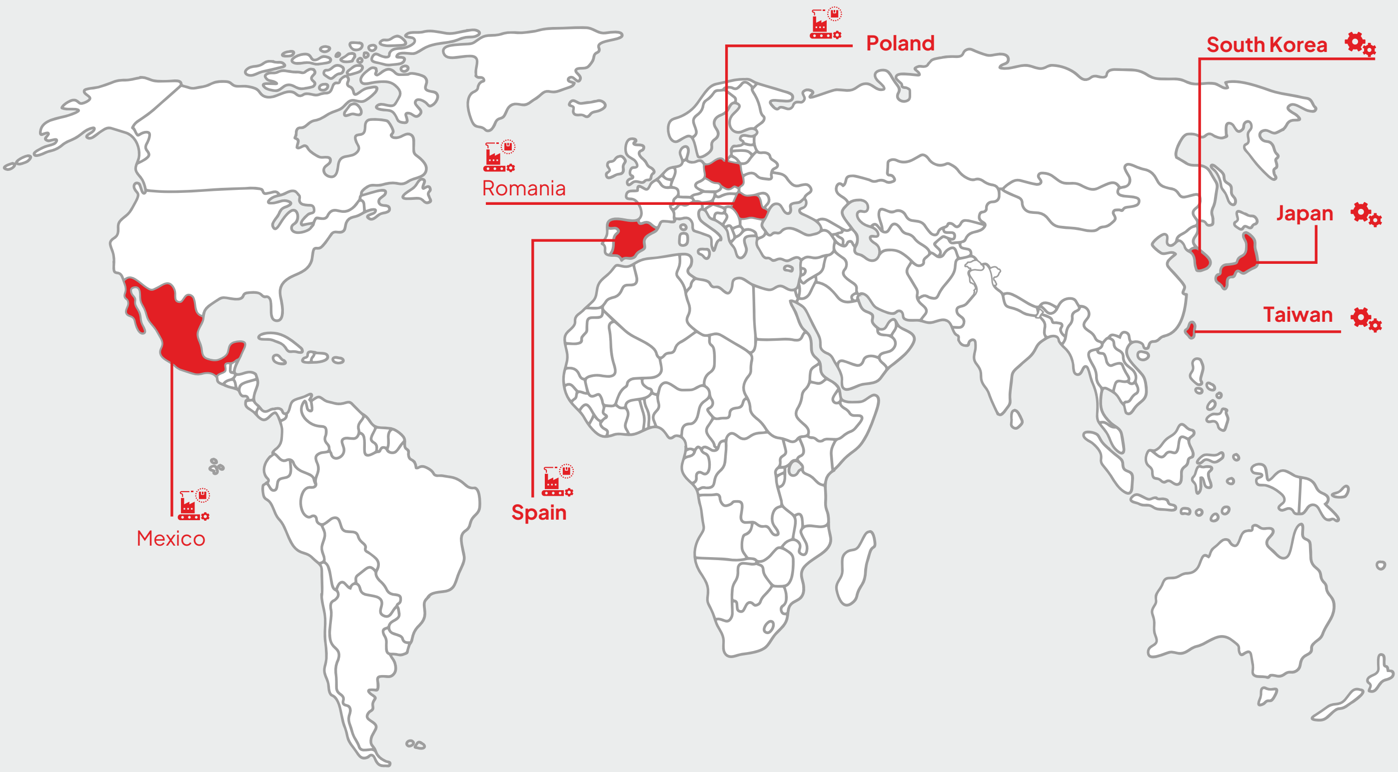
Poland

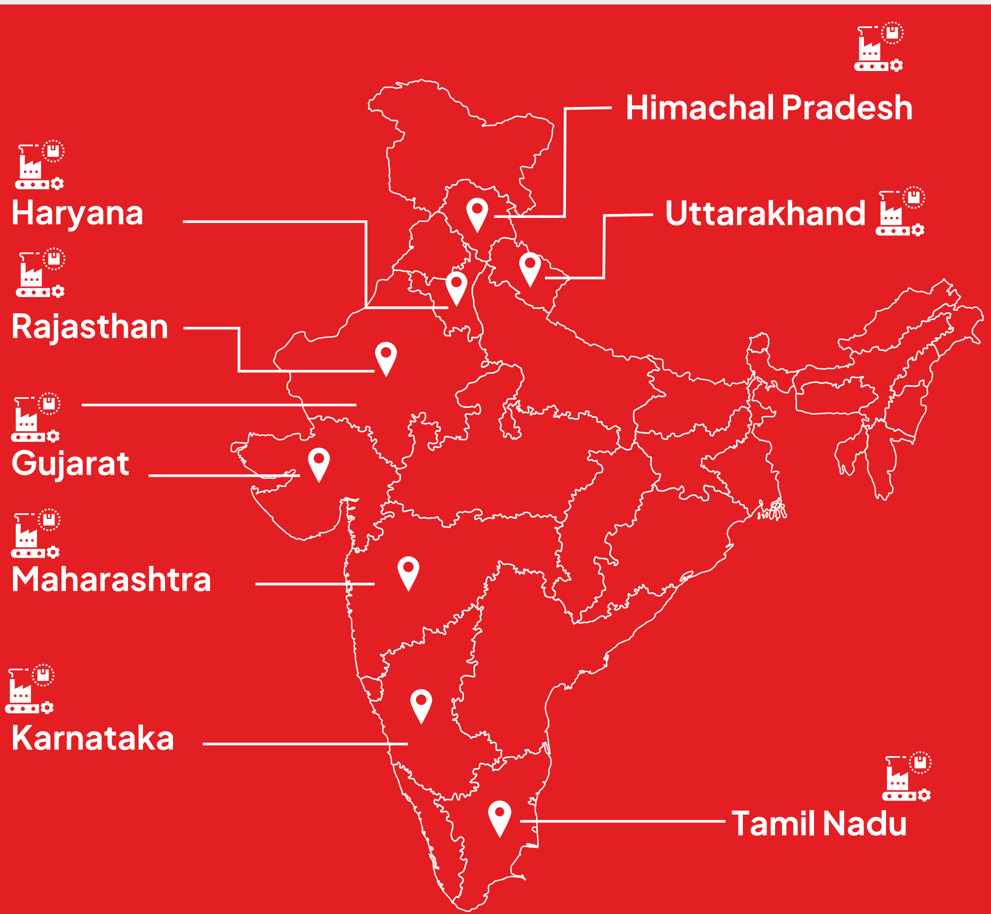
Mexico

Spain

India

Uttarakhand	Tamil Nadu
Haryana	Himachal Pradesh
Maharashtra	Rajasthan
Gujarat	Karnataka


Poland
South Korea
Romania
Japan
Spain
Taiwan
Mexico


Himachal Pradesh
Haryana
Uttarakhand
Rajasthan
Gujarat
Maharashtra
Karnataka
Tamil Nadu

Charting a Greener Future

Ingrained in our core, Innovation and Sustainability are what propels us to spearhead automotive advancements with a deep commitment to environmental stewardship. Our dedication to eco-friendly and efficient product solutions empowers us to shape the industry's future and transform mobility. By staying at the forefront of automotive innovation, we continuously develop revolutionary products and solutions that redefine the driving experience.

...IN A RESPONSIBLE MANNER.

Climate Change

Reduced CO_2 emission, use of renewable energies

Regulatory Compliance

Compliant product and services meeting quality standards

Finite Resources

Efficient resource utilization and energy consumption

Strategies Adopted

Invest in emerging trends

Through our joint ventures and collaborations we invest in research and development activities to know the emerging market demands and new technologies to gain an edge over peers.

Build scale

On the basis of customer demand, we scale up our operations either by opening a new manufacturing facility or increasing the capacity of the existing one.

Product portfolio

Our primary focus has been on safety and security systems for automobiles across segments. Hence, we keep adding new and improved products in the category to cater the diverse needs of our customers.

Consumers

Along with expanding our product pipeline, we strive to increase our customer base by adding new customers as well as strengthen our relationship with existing ones in order to increase our revenue.

Value created

We create value through proactive price management, innovation, and economies of scale. This enables us sustain our business and invest in future expansion projects.

Increasing connectivity

Intelligent products and holistic solutions

Our Partners in Success

At Sandhar Technologies Limited, our business philosophy revolves around understanding and meeting our customers' needs and expectations, Through a deeply customer-centric approach, we actively engage with our clients to gain valuable insights and deliver tailored solutions.

Putting customer satisfaction first, Sandhar proudly nurtures enduring partnerships with diverse OEMs in both automotive and non-automotive sectors. Our customer-centric approach ensures we meet varied needs, delivering high-quality products and timely services while fostering relationships built on trust and commitment. Leveraging our strengths, we take pride in serving customers across India, Europe, and NAFTA regions.

2/3 Wheeler

Hero | TVS | Royal Enfield | Honda | Ather | Suzuki

4-Wheeler

Honda | Tata Motors | SML Isuzu | TRW | BOSCH | Autoliv

CV & OHV

JCB | KOBELCO | TATA HITACHI | Ashok Leyland | KOMATSU | VOLVO Construction Equipment

2 Wheelers EVs

Revolt | Lectrix | Matter | Hero Cycles | Ather | TVS | BGAUSS | Kinetic Green

EVs Commercial Vehicles

Mahindra Rise.

सर्वे भवन्तु सुखिनः, सर्वे सन्तु निरामयाः।
सर्वे भद्राणि पश्यन्तु, मा कश्चिद् दुःखभाग् भवेत।
सर्वेषां पूर्णं भवतु, सर्वेषां मंगलं भवतु।

May all be happy, may all be free from illness.
May all see auspicious things, may no one suffer.
May there be fullness for everyone, may there be auspiciousness for everyone.

Dear Stakeholders,

It gives me great pleasure to reach you through this message.

I am pleased to share our strategic vision and future plans, which are poised to drive our continued success and innovation in the industry. The fiscal year 2023-24 has been a landmark period for India, the Automotive industry, and Sandhar. India's economy has shown robust growth, driven by a surge in consumer demand, favourable government policies, and significant investments in infrastructure. The automotive sector, in particular, has experienced remarkable expansion, with increasing vehicle sales and advancements in technology and manufacturing capabilities.

India's vision for 2047 "Amrit Kaal"

India's growth story in recent decade has been one of resilience. India's strength has always been its institutions, and, many a time, the institutional strength has enabled the country to wade through multiple challenges, indubitably taking it a step closer to being a developed country. India is performing better than various developed and emerging economies in relation to its inflation target. Core services inflation eased to a nine-year low in FY24; at the same time, core goods inflation also declined to a four-year low.

India is a country with immense potential, driven by a young and growing population, urbanization trends, and changing consumer preferences. With a population of approximately 1.4 billion, having a median age of 28.4 years, we can be assured of the adaptability of this workforce, to keep pace with the continuous and dramatic technological changes.

India's strong governance, political stability, and growing middle class are all factors that contribute to its potential to become a consumption powerhouse. These signify a state of tranquillity, organization, and sustained continuity, marked by consistent institutions and policies, thereby minimising investor risk and increase return on investment.

The government's focus on increasing CAPEX, has grown exponentially, and is expected to drive growth and job creation in the country. The focus now being on infrastructure development, particularly on the roads and highways sector, this would, without a question drive growth in the coming year. In tandem the Indian construction and infrastructure industry is expected to be the third-largest construction market globally, creating a huge demand for additional mid-end and affordable housing units. To fuel this magnitude of growth, there is a strong need to diversify our energy sources, as the energy demand is expected to increase bounteous by 2047.

Setting the same trend, is the start up space, where a huge portion is working in the fields of AI, IoT, robotics, and nanotechnology. Unquestionably artificial intelligence (AI) is the biggest future work disruptor, presenting both risks and opportunities for India's young population. Given the Indian population's affinity for working with technology, as seen with the digital public infrastructure, proactive interventions by the government and industry can position the country as a key player in AI.

India is on track to become the third-largest economy in the world by 2027. This seismic shift is a testament to our nation's resilience, adaptability, and innovative spirit. It is a true reflection of our ability to evolve and thrive in an ever-changing world.

The automobile industry – true indicator of the health of the economy

The automobile industry has historically been a good indicator of how well the economy is doing, as this sector plays a key role in both macroeconomic expansion and technological advancement. There is a shift in preferences of the customers as they have started to move towards larger/more powerful vehicles across all segments.

The two-wheelers segment dominates the market in terms of volume, owing to a growing middle class and a huge percentage of India's population being young. India's trucking market is expected to quadruple, moreover, the growing interest of companies in exploring the rural markets further aided not only the growth of the sector but also providing meaningful employment

The auto-component industry in India is today entering a new phase in terms of global exposure and adoption of technology. The priorities for the future would be to put much greater focus on R&D, to help generate intellectual property in India where world class production quality will be a given. It is important to acknowledge that a transformation is round the corner and we will have to gear up to it.

Needless to say, this calls for a more collaborative approach between the various stakeholders of the value chain i.e. component manufacturers, OEMs, Machine Tool Suppliers, the Raw Material industry and the Government.

Sandhar – Being on the right side of opportunity

As we reflect on the past year, I am proud to say that Sandhar Technologies Limited has made significant strides in its journey towards a more sustainable and responsible future. Our "Going Green" initiatives have been a key focus area, with efforts to reduce water consumption and waste generation, recycling and reuse of materials, and further implementing sustainable manufacturing practices.

Our commitment to quality has been unwavering, the state-of-the-art manufacturing facilities and stringent quality control processes ensure that every component and system meets the highest international standards. This dedication to excellence has earned us numerous accolades and certifications, further enhancing our reputation as a reliable supplier of automotive components.

We have also been at the forefront of embracing Industry 4.0, leveraging technology to drive innovation and efficiency across our operations. Our focus on emerging automotive electronics, including but not limited to, parking assistance sensors, auto parking and cameras, driver monitoring systems, and smart locking, is a testament to our commitment to staying ahead of the curve.

We have made our debut in the EV sector, with our wholly owned dedicated subsidiary, Sandhar Auto Electric Solutions Private Limited has gone live. As of now we are progressing with three product lines here: DC-DC converters, EV chargers, and motor controllers with larger plans in the third quarter of FY25.

This year, as in the previous one, we made several major strategic investments, added new capabilities, and grew our talent to support future growth. An all time high revenue of ₹3,532 Crores was clocked, led by an increase in SOB with customers, high content per vehicle and ramp up of recently added capacities.

At the front of international operations, the Romania plant has started production and should be stable in the near offing.

Our ESG (Environmental, Social, and Governance) focus has been recognized by India Ratings and Research (Ind-Ra), reflecting our commitment to managing ESG risks and opportunities in a responsible manner. Some key initiatives taken this year; Solar Panel Installation for Clean energy & Emission control, Retrofit Emission Control Device Installation for All DG Sets and Zero Liquid Discharge . Apart from these one that is really close to my heart is a vocational training programme "SWABHIMAAN" , which we have started to help women acquire skill sets, to earn a livelihood of respect and growth. The work in education, healthcare, and urban ecology is further augmented by the Sandhar foundation. Our employees are our greatest asset and we will continue to invest in their growth and development, fostering a culture of innovation, inclusivity, and collaboration.

We have outlined a comprehensive strategy focussed on innovation / smart connectivity/ industry 4.0 and sustainability to propel our company to new heights. The work on strengthening the groundwork for autonomous vehicles (AVs) has already started, with advancements in sensor technology, artificial intelligence, and connectivity, which would propel the demand to navigate complex environments with minimal human intervention.

Along with emerging technology, AI will impact our professional, personal, and social life significantly. We are putting in strong guardrails and governance models for its usage both internally and externally. To us, this position of responsibility is an extension of Sandhar's strong moral center and sense of purpose.

As we look to the future, we are excited about the growth prospects in India, driven by a young and growing population, urbanization trends, and changing consumer preferences. The country's strong governance, political stability, and growing middle class are all factors that contribute to its potential to become a consumption powerhouse. Moving forward, we will continue to focus on innovation, quality, and sustainability, while also contributing to the growth and development of our country. I am confident that with our collective efforts, we will achieve great things and create a brighter future for all our stakeholders.

Future – prepare to propel

Going forward, we envision being a significant part of India's mobility story, capitalising on our inherent strengths of frugal engineering, cost advantages and quality benefits that we can provide to the rest of the world. With this vision in place Sandhar is all set to be the engine for economic growth.

I am confident that, with your continued support, we can achieve these ambitious goals and drive our company towards a prosperous and sustainable future. Together, we will shape the future of mobility and redefine the automotive industry. Our company is well-positioned to capitalize on this growth, with a strong management team and a commitment to transparency and accountability.

I would like to extend my heartfelt gratitude to the pillars of our success: our valued customers, trusted suppliers, dedicated dealers, investors, shareholders, and the entire Sandhar family, whose unwavering support and commitment has been instrumental in driving our collective growth and achievements.

Sd/-
Jayant Davar
Chairman, Managing Director
and Chief Executive Officer

Profile of
Board of Directors

1

Shri Dharmendar Nath Davar is the Chairman Emeritus of our Company. A distinguished professional Development Banker with innate expertise in Corporate Management, has obtained the degree of B. Com (Hons.), M.A. (Economics), Certified Associate of the Indian Institute of Bankers and is a Fellow of the Economic Development Institute of the World Bank. After serving the Punjab National Bank (PNB) in senior management position(s) up to 1968, he joined Industrial Financial Corporation of India (IFCI), a well-known national level premier financial institution and retired on completion of two terms spreading over eight years as an Executive Chairman in 1992. He had also been on the Boards and Executive Committees of IDBI and RBI for nearly 9 years and also on the Board of LIC Housing Finance Co. He had been, for several years, a part time Consultant to the World Bank, UNIDO and KFW.

Presently, he is on the Boards of several reputed companies, training institutions and Non-Governmental (social) Organizations.

2

Shri Jayant Davar is the Founder, Chairman, Managing Director, and Chief Executive Officer of the Company.

Shri Jayant Davar holds a bachelor's degree in Mechanical Engineering from Thapar Institute of Engineering & Technology, Patiala and has been conferred with the distinguished Alumnus Award by his Engineering College, Thapar Institute of Engineering and Technology (TIET)-Patiala. Shri Davar is also an alumni of Harvard Business School, Boston and the Springdales School. He has a rich experience of over four decades in the auto component sector and is actively involved with several professional bodies. He is on the Board of several leading Companies and Educational Institutions and is presently Member of Advisory Committee of Fraunhofer Gesellschaft, Germany and Advisor to Automotive Component Manufacturers Association (ACMA). He is also a Member of Executive Committee in National Council, Confederation of Indian Industry (CII). He is also a Member of Sectoral Committee on Auto & Auto Components of Haryana Government. He is also a Co-Chairman of the Hero Motocorp Suppliers Council.

As founder, he has played a pivotal role in shaping the company's trajectory to success. His visionary leadership and strategic acumen have been instrumental in steering the organization towards achieving its goals and surpassing milestones.

Under his stewardship, the company has witnessed remarkable growth and expansion, cementing its position as a market leader in the industry.

In addition to his role as Chairman, Managing Director and Chief Executive Officer, he is actively involved in various industry forums and associations, contributing his expertise towards driving positive change and fostering industry-wide collaboration both as an investor and a strategic advisor, in the start-up eco system.

3

Smt. Monica Davar is a Non-Independent, Non-Executive Director of our Company. Smt. Davar was appointed as a Director in 1987. She completed her pre-university studies in the Commerce stream. She has over 25 years of experience in the auto components sector.

4

Shri Arvind Kapur is an Independent Director of our Company. He is the promoter of Rico Auto Industries Limited and is presently serving as the Chairman, CEO and MD. He has rich experience of over four decades in the automotive industry. He is a Director on the board of several leading companies. He is actively involved in professional bodies. He held the office of the President of ACMA (Automotive Component Manufacturers Association of India) for the year 2011-12. He is also on the Executive Body of CII. He is a graduate from St. Stephen's College, Delhi and Alumni of the Harvard Business School, USA."

5

Smt. Archana Capoor is an Independent Director of our Company from November, 2018. Smt. Capoor holds a Masters' degree in Business Administration with specialization in Finance and Market Research, University of Allahabad, UP (India). She has a versatile profile in different sectors such as Tourism, Banking & Finance and Social. She is an Independent Director of 5 listed Companies, 2 Public Company and since 2014 also a Member Secretary and Project Director of an NGO i.e. Indian Trust for Rural Heritage and Development (ITRHD). She has over 38 years of work experience in Finance and International Business.

6

Shri Vikrampati Singhania is an Independent Director of the Company. He is Vice President of Automotive Component Manufacturers Association of India (ACMA). In addition, he is member of the Managing Committee of the Associated Chambers of Commerce & Industry of India (ASSOCHAM). He is also member of the Fuqua Indian Advisory Board of Duke University, USA.

Shri Singhania is a fourth-generation industrialist belonging to one of the largest industrial groups in India – J.K. Organisation. J.K. Organisation is 140 years old business house with leadership across multiple sectors. The Group is present in over 100 countries apart from all India presence with annual sales revenue of over US$ 5 billion. The Group manufactures and markets a wide range of products from Paper, Automobile Tyres, Cement, Auto Components, Textiles, Agri Products etc.

Shri Singhania did his Master's Degree in Commerce from Kanpur University and MBA from Fuqua School of Business, Duke University, USA.

Shri Singhania is a Director of J.K. Organisation, Managing Director of J.K. Fenner (India) Ltd, one of the leading automotive parts manufacturing companies in the country. He is also Managing Director of JK Agri Genetics Ltd, which produces and markets hybrid seeds.

7

Shri Vimal Mahendru is an Independent Director of our Company. He is also the Vice President and Chair of the IEC Standardization Management Board. In addition, he is a member of the ISO Technical Management Board and IEC Special Envoy for UN SDGs. Shri Mahendru Chairs the IEC Committee for global standards on Direct Current and Direct Current for electricity access and member of the World Standards Cooperation. He has been a member of the IEC Standardization Management Board (IEC SMB) since 2015.

Shri Mahendru is passionate about building a sustainable future for all through the effective proliferation of technologies. He is very well recognized worldwide for his work on sustainability and the UN SDGs and is a recipient of the prestigious Lord Kelvin Medal for his service to the global technological industry.

Besides, he is also member of Advisory Group on digitalization and sustainability through Standards, Ministry of Consumer Affairs, Bureau of Indian Standards, Government of India. He has over 34 years of diverse experience in various functions in the manufacturing industry and has gained a high level of expertise in Cross-cultural management, consensus building, and strategy. His proven strengths include excellent communication skills, a wide network of people across the global technology community and deep insights into emerging technologies and harnessing these for global good.

8

Shri Bharat Anand is an Independent Director of our Company. Shri Anand is a Partner in the Corporate and Commercial practice group and leads the Firm's NCR Delhi office. He is also a member of the Firm's National Executive Committee. Prior to joining Khaitan & Co, he had a successful career at the London offices of Freshfields from 2001 until 2009. Shri Anand's practice spans a range of areas including Mergers and Acquisitions, Joint Ventures, Private Equity Transactions as well as being a Strategic Advisor on particularly complex or sensitive situations in India. He has a wide range of industry experience including Financial Services, Insurance, Renewable Energy, Telecom, Information Technology, Manufacturing and Consumer goods. He represents Financial Sponsors, Founders and family offices on Control Deals, Growth Capital Investments, Joint Ventures and Exits. He has also advised Indian and foreign clients on disputes in India.

9

Shri Arjun Sharma is an Independent Director of the Company. A commerce graduate from the University of Delhi, currently he is a Non-executive Non-independent Nominee Director of the Nexus Select Mall Management Private Limited (Manager of Nexus Select Trust). During his career of 40 years, he incubated and successfully led businesses in tourism and hospitality which includes two resorts i.e., Heritage Village Resort & Spa Manesar, Gurgaon and Heritage Village Resort & Spa, Goa as Chairman & Managing Director, Sita Travels (now owned by Thomas Cook), Le Passage to India (now owned by TUI). He was also the Chairman and Director of Select Infrastructure Pvt. Ltd. which built Select Citywalk Mall. He is also a partner in Vardan Agrotech LLP which is engaged in Hydroponics. He has been a council member of the World Travel & Tourism Council, India Initiative ("WTTCII") since its inception in the year 2000 and served as the chairman of WTTCII for the year 2010.

10

Shri Sandeep Dinodia is a Non-Independent, Non-Executive Director of our Company. He was appointed as a Director in February 2022. Shri Dinodia graduated in Commerce from Shriram College of Commerce and completed his L.L.B from Delhi University in 1986. He is the Fellow Member of the Institute of Chartered Accountants of India, since 1984. He is also empanelled as a Peer Reviewer with ICAI. As a Senior Partner of S. R Dinodia & Co LLP, Chartered Accountants since 1984, he has rich experience of over thirty-six years in the fields of Assurance/Auditing, Financial Consulting and Taxation.

Shri Dinodia serves on the Board of Directors of many renowned public listed Companies as an Independent Director, offering invaluable guidance to them on good Corporate Governance, helping them strengthen their compliance issues with the myriad of applicable laws and he also provides them valuable guidance to enable them to grow, diversify, and prosper.

11

Shri Neel Jay Davar is a Non-Independent, Non-Executive Director of our Company. He was appointed as a Director in August 2021. Shri Neel Jay Davar graduated in Science with Major in Industrial Engineering & Operations Research from the University of California, Berkeley. He has worked with Monument Bank, UK, in the field of Software Development and Prototyping. He has previously worked at Morgan Stanley, New York as a Member of Wealth Management Team. Shri Neel Jay Davar is son of Shri Jayant Davar, Chairman, Managing Director & CEO of the Company and Smt. Monica Davar, Non-Executive & Non Independent Director and grandson of Shri Dharmendar Nath Davar, Chairman Emeritus of the Company."

Sustainability in motion

Sandhar is deeply committed to community development, showcasing its dedication to social responsibility. By embracing sustainability and corporate citizenship, Sandhar positions itself as a conscientious and ethical leader, making meaningful contributions to both the environment and society.

CSR Activities

Additionally, Sandhar actively engages in various community development initiatives, demonstrating its commitment to social responsibility. By prioritising sustainability and corporate citizenship, Sandhar establishes itself as a responsible and ethical player, contributing positively to the environment and society at large.

Health Care	Sandhar Healthcare Centre -Village Begumpur Khatola, Gurugram	Sandhar Foundation
Education	Sandhar ke Beti Sandhar Centre of Learning – Devli Sangam Vihar	Spring Dales Education Society Khushi NGO
Skilling & Vocational	Swabhimaan	Spring Dales Education Society
Senior Care	Adopt a Gran	Spring Dales Education Society
Environment- Go Green	Peenya Industrial Park, Bangalore	Self Implemented





Life @Sandhar


SpiceLens.com
FREE EYE
CHECK-UP CAMP
SANDHAR


JCB
ANNUAL SUPPLIER CONFERENCE
2023 | INDIA
LOCALIZATION PERFORMANCE


KCEI


ETascent
Presents

CORPORATE INFORMATION FOR THE FINANCIAL YEAR 2023-24.

Board of Directors

Shri Dharmendar Nath Davar
Chairman, Non-Executive & Non Independent Director*

Shri Jayant Davar
Co-Chairman & Managing Director**

Shri Arvind Kapur***
Non-Executive, Independent Director

Smt. Archana Capoor
Non-Executive, Independent Director

Shri Vikrampati Singhania
Non-Executive, Independent Director

Shri Vimal Mahendru
Non-Executive, Independent Director

Shri Bharat Anand
Non-Executive, Independent Director

Shri Arjun Sharma
Non-Executive, Independent Director

Shri Sandeep Dinodia
Non-Executive & Non-Independent Director

Smt. Monica Davar
Non-Executive & Non Independent Director

Shri Neel Jay Davar
Non-Executive & Non-Independent Director

Chief Financial Officer and Company Secretary

Shri Yashpal Jain

Audit Committee

Smt. Archana Capoor
Chairman

Shri Arvind Kapur
Member

Shri Sandeep Dinodia
Member

Nomination & Remuneration Committee

Shri Vimal Mahendru
Chairman

Smt. Archana Capoor
Member

Shri Arjun Sharma
Member

Stakeholders' Relationship Committee

Shri Arjun Sharma
Chairman

Shri Jayant Davar
Member

Shri Arvind Kapur
Member

Risk Management Committee

Shri Dharmendar Nath Davar
Chairman

Shri Arvind Kapur
Member

Shri Sandeep Dinodia
Member

Smt. Monica Davar
Member

Corporate Social Responsibility Committee

Shri Jayant Davar
Chairman

Shri Arvind Kapur
Member

Smt. Monica Davar
Member

Finance and Strategy Committee

Shri Dharmendar Nath Davar
Chairman

Shri Jayant Davar
Member

Shri Arvind Kapur
Member

Shri Vimal Mahendru
Member

Smt. Monica Davar
Member

Share Transfer & Allotment Committee

Shri Jayant Davar
Chairman

Smt. Archana Capoor
Member

Shri Vimal Mahendru
Member

Compliance Officer

Shri Gulshan Ahuja
Plot No. 13, Sector 44, Gurugram, Haryana-122002
Tel No: 0124-4518900
Fax No: 0124-4518912
Email: investors@sandhar.in

Corporate Identity Number

L74999DL1987PLC029553

Bankers/Financial Institutions

Citi Bank N.A;
The Federal Bank Limited;
Yes Bank Limited;
HDFC Bank Limited;
Kotak Mahindra Bank Limited;
Bajaj Finance Limited;
ICICI Bank Limited.

Registered Office

B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029

Corporate Office

Plot No 13, Sector 44, Gurugram, Haryana-122002
E-mail : investors@sandhar.in

Registrar & Share Transfer Agent

M/s Link Intime India Private Limited
C-101, 1st floor 247 Park L B S Marg,
Vikhroli (West) Mumbai 400 083
Tel: +91 22 4918 6270;
Fax: +91 22 4918 6060
Investor Grievance e-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

*Shri Dharmendar Nath Davar, resigned from the Chairman and Director of the Company w.e.f. 23rd May, 2024 vide resignation letter dated 15th May, 2024 and the Board has honored him with the distinguished title "Chairman Emeritus".

** Shri Jayant Davar, has been appointed as Chairman, Managing Director and Chief Executive Officer of the Company w.e.f. 23rd May, 2024.

***Shri Arvind Kapur ceases to be director of the Company w.e.f 03rd July, 2024, due to completion of second and final term of five consecutive years as Independent Director of the Company.

DIRECTOR'S REPORTS

DEAR SHAREHOLDERS,

The Directors of the Company take pleasure in presenting its 32nd (Thirty Second) Annual Report on the business and operations of the Company along with Audited Financial Statements for the Financial Year ended the 31st March, 2024.

OPERATIONS – FINANCIALS

The summarized standalone and consolidated financial performance of the Company for the Financial Year ended the 31st March, 2024 as compared to the previous year is as under:

(INR. in Lacs)

Corresponding figures for the previous year have been regrouped / recast wherever necessary to correspond to current year / year Classification	Standalone		Consolidated	
	Financial Year		Financial Year	
	2023-2024	2022-2023	2023-2024	2022-2023
Revenue and other Income (Net of GST)	2,72,733.74	2,40,976.20	3,53,189.78	2,92,140.02
EBITDA as per financial statement	26,343.82	21,694.56	35,139.90	26,157.94
Less: Financial Expenses	(1,378.65)	(1,550.96)	(5,151.77)	(3,577.90)
Profit before Exceptional Items, Depreciation & Tax	24,965.17	20,143.60	29,988.13	22,580.03
Less: Depreciation	(8,977.19)	(8,444.27)	(15,362.07)	(12,152.35)
Profit Before Exceptional Items and Tax Provisions	15,987.98	11,699.33	14,626.06	10,427.68
Less: Share in Profit/ (Loss) in jointly controlled entities	-	-	394.56	(280.81)
Less: Exceptional items	(555.95)	(304.33)	-	(110.47)
Less: Tax Provisions	(4,206.91)	(3,017.08)	(3,994.52)	(2,680.74)
Net Profit After Tax Provisions	**11,225.12**	**8,377.92**	**11,026.10**	**7,355.66**
Add: Other Comprehensive Income/(Expense)	159.24	(133.73)	143.40	210.88
Total Comprehensive Income	**11,384.36**	**8,244.19**	**11,169.50**	**7,566.54**
Less: Profit attributable to Non-controlling interest	-	-	(48.34)	(59.19)
Less: Appropriations:				
Dividend	(1,504.77)	(1,354.29)	(1,507.78)	(1,357.30)
Adjustment on account of acquisition of interest in subsidiary	-	-	0.62	-
Adjustment on account of conversion of Joint Venture into Subsidiary	-	-	_	1.00
Balance carried forward in Balance Sheet	**9,879.59**	**6,889.90**	**9,614.00**	**6151.05**

INDUSTRY UPDATE

In the dynamic landscape of the automobile sector, innovation remains the driving force propelling the industry forward. Throughout the past year, significant strides have been made in electric vehicle technology, with leading companies redoubling their efforts to diminish carbon footprints and adhere to stringent emission standards. Despite facing global supply chain hurdles, manufacturers have demonstrated resilience by harnessing digital solutions to streamline production processes and mitigate disruptions effectively. As the industry navigates through unprecedented challenges, collaboration, adaptation and innovation remain essential for fostering sustained growth and resilience.

The Indian automobile industry is also embarking on a journey with hopes for sustained growth momentum in 2024. The Passenger Vehicles (PV) segment is set for record domestic sales of 4.2 million units in 2024 despite the lingering effects of supply chain constraints and semiconductor shortages. The two-wheeler segment continued its recovery path with a handsome growth of over 13% in domestic sales, reaching almost 18 million units, although still lower than the peak of 21 million units in Financial Year 2019.

The Domestic Commercial Vehicle industry experienced marginal growth to 0.97 million units, with some drop experienced in Light Commercial Vehicles (LCVs) and Small Commercial Vehicles (SCVs) due to de-growth in the CNG segment. Overall exports remained under stress during the last financial year, with a sizeable drop in Commercial Vehicles, Two-Wheelers and Three-Wheelers, though Passenger Vehicles grew marginally. However, a good recovery was seen in the last quarter, especially for two-wheelers, indicating better potential for the current year.

According to industry observers, 2024-2025 will also see an acceleration in the adoption of electric vehicles, which has already started taking root in 2022.

Furthermore, rising interest rates and the not-so-bright global economic situation and its potential impact on India in the coming days are some of the factors keeping the industry in a cautious mode.

MAJOR HIGHLIGHTS

i. On Consolidated basis, the revenue from operations and other incomes in FY 2023-24 was INR. 3,531.90 Crores, higher by 21% over the previous years' revenue of INR. 2,921.40 Crores. The total comprehensive income attributable to shareholders in FY 2023-24 was INR. 111.70 Crores registering a growth of 48% over the previous years of INR. 75.67 Crores in FY 2022-23.

ii. On Standalone basis, the revenue from operations and other incomes in FY 2023-24 was INR. 2,727.34 Crores, higher by 13% over the previous years' revenue of INR. 2,409.76 Crores. The total comprehensive income attributable to shareholders in FY 2023-24 was INR. 113.84 Crores registering a growth of 38% over the previous years of INR. 82.44 Crores in FY 2022-23.

iii. During the FY 2023-24, 6 Patents were granted to your company by the Controller of Patent, The Patent Office, Government of India.

iv. Your company has consolidated its manufacturing facilities for Assembly Business and Sheet Metal Business into a single state-of-the-art manufacturing facility located in Mysuru.

v. Your company has acquired factory premises spanning an area of 34 bigha, 06 Bishwa, situated at Village Mouza Bhatian, Pragna Plassi, Tehsil Nalagarh, Distt, Solan, Himachal Pradesh. This acquisition is aimed at consolidating the existing two units of the company, one of which is currently situated on leased premises. The acquired land will also serve as a foundation for the company's future expansion plans.

STATE OF COMPANY'S AFFAIRS

A comprehensive analysis of the state of affairs of the Company has been addressed within the Management Discussion and Analysis (MDA) section. The MDA for the relevant year, as mandated by Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is annexed as "**Annexure-A**" forming part of the Annual Report.

Further, during the year under review, there was no change in the nature of business of the Company.

AMOUNT TRANSFERRED TO RESERVE

The Board of Directors has decided to retain the entire amount of profit for FY 2023-24 appearing in the Statement of profit and loss.

DIVIDEND

The Board of Directors at their meeting held on 23rd May, 2024, recommended a dividend of INR. 3.25 (Indian Rupees Three and Twenty-Five Paisa) per fully paid Equity Share on 6,01,90,708 Equity Shares of face value INR. 10 (Indian Rupees Ten) each as final dividend for the year ended 31st March, 2024. This recommendation, compared to the previous year dividend of INR. 2.50 (Indian Rupees Two and Fifty Paisa) per fully paid Equity Share) is in accordance with the criteria/parameters laid down under the Dividend Distribution Policy.

The dividend on Equity Shares is subject to the approval of the Shareholders at the ensuing Annual General Meeting (AGM) scheduled to be held on Tuesday, 24th September, 2024.

The dividend on Equity Shares if approved by the Members, would involve a cash outflow of INR. 19.56 Crores (Indian Rupees Nineteen Crore Fifty-Six Lacs) resulting in a dividend pay-out of 32.50% for the financial year ended 31st March, 2024.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is available on the Company's website at https://sandhargroup.com/uploads/Investor/dividend-distribution-policy_new.pdf.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its subsidiaries for the Financial Year 2023-24 have been prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and as stipulated under Regulation 33 of SEBI Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015.

Further, pursuant to the provisions of Section 136 and other applicable provisions of the Companies Act, 2013, the Audited Financial Statements and related information of the Company and the separate Financial Statements of each of the Subsidiary Companies, are available on the Company's website at https://sandhargroup.com/

The Board of Directors reviewed the affairs of the subsidiaries in accordance with Section 129(3) of the Act. Consolidated Financial Statements together with the Auditor's Report thereon form part of the Annual Report.

SHARE CAPITAL

The Authorised Share Capital of the Company is INR. 7000.00 Lacs divided into 680.00 Lacs Equity Shares of INR. 10/- (Indian Rupees Ten only) each and 2.00 Lacs Preference Shares of INR. 100/- (Indian Rupees Hundred only) each.

The Paid up Share Capital of the Company is INR. 6019.07 Lacs divided into 601.91 Lacs Equity Shares of INR. 10/- (Indian Rupees Ten only) each.

During the year, there were no instances of public issues, rights issues, bonus issues, or preferential issues. The company did not issue shares with differential voting rights, sweat equity shares, nor did it grant any stock options.

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

SUBSIDIARIES AND JOINT VENTURES

During the year under review, no new Subsidiary or Joint Venture Company has been incorporated.

The Group consist of following Subsidiaries and Joint Ventures:

Subsidiaries:

i. Sandhar Technologies Barcelona S.L (overseas Subsidiary)
ii. Sandhar Engineering Private Limited
iii. Sandhar Tooling Private Limited
iv. Sandhar Automotive Systems Private Limited
v. Sandhar Auto Castings Private Limited
vi. Sandhar Auto Electric Solutions Private Limited

Step down subsidiaries: overseas

i. Sandhar Technologies de Mexico, S de RL de CV[1]
ii. Sandhar Technologies, Poland, Sp. Zoo[1]
iii. Sandhar Technologies Ro SRL (Romania)[1]

Joint Ventures:

i. Sandhar Han Sung Technologies Private Limited
ii. Jinyoung Sandhar Mechatronics Private Limited
iii. Sandhar Amkin Industries Private Limited[2]
iv. Kwangsung Sandhar Technologies Private Limited
v. Kwangsung Sandhar Automotive Systems Private Limited (Subsidiary of Kwangsung Sandhar Technologies Private Limited)
vi. Sandhar Whetron Electronics Private Limited
vii. Winnercom Sandhar Technologies Private Limited
viii. Sandhar Han Shin Auto Technologies Private Limited

Notes:

1. Sandhar Technologies, Poland, SP. Zoo, Sandhar Technologies de Mexico S de RL de CV and Sandhar Technologies Ro SRL(Romania) are the subsidiaries of Sandhar Technologies Barcelona S.L.

2. Sandhar Amkin Industries Private Limited is treated as Joint Venture Company for the purpose of preparation of financial statements as required under Ind-AS. However, the Shareholding of Sandhar Technologies Limited in this Company exceeds 50% therefore, as per the provisions of Companies Act, 2013 it is treated as Subsidiary.

3. During the year under review:

   I. Application made to Registrar of Companies, Delhi and Haryana for striking off of Sandhar Auto Electric Technologies Private Limited (Step down Subsidiary of Sandhar Technologies Limited) was approved w.e.f. 08th November, 2023. As per sub-section (5) of Section 248 of the Companies Act, 2013, the company has been officially struck off from the Register of Companies.

   II. Sandhar Engineering Private Limited (SEPL), a wholly-owned subsidiary of Sandhar Technologies Limited, has entered into Power Purchase Agreement (PPA) utilizing the Solar-OPEX Model (Zero Capex Investment) with M/s Clean Max Enviro Solutions Private Limited. This agreement is for its unit located at Plot No. 191, 192, 193, 194, 202, 203, 204, 205, Thandya 2nd Phase Industrial Area, Nanjangud, Mysuru, Karnataka. This initiative aligns with SEPL's objectives of sustainability and cost reduction.

   III. Sandhar Engineering Private Limited (SEPL), a wholly-owned subsidiary of Sandhar Technologies Limited has executed lease deed with Gujarat Industrial Development Corporation (GIDC) for the period of 99 (Ninety-Nine) Years for the premises located at Plot No. 101/1+2/A at Halol-2 & Halol (Masawad) Industrial Estate, Taluka – Halol, Dist. Panchmahal, Gujarat, for the future expansion planes of the SEPL.

   IV. Sandhar Engineering Private Limited (SEPL), a wholly-owned subsidiary of Sandhar Technologies Limited, has successfully inaugurated its state-of-the-art manufacturing plant in Mysuru, Karnataka. Commercial production commenced in early October 2023. This establishment not only reinforces but also endeavors to broaden the company's footprint in the Automotive Sector, serving OEMs and other customers, particularly in the Sheet Metal Components. The inauguration of this plant is anticipated to substantially boost SEPL's growth prospects in the near future.

   V. The Company has acquired 12,05,000 equity shares of "Sandhar Tooling Private Limited" (STPL) from its existing shareholders. Consequently, STPL has become a wholly owned subsidiary of Sandhar Technologies Limited w.e.f. 31st January, 2024.

Pursuant to Section 129(3) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules issued thereunder, a statement containing the salient features of the financial statements of the subsidiaries and Joint Venture Companies is attached to the financial statements in Form AOC-1 as **"Annexure-B"**.

There has been no material change in the nature of the business of the Company's subsidiaries.

Details of the performance of subsidiaries are covered in Management Discussion and Analysis Report forming part of the Annual Report.

CAPEX AND LIQUIDITY

During the Financial Year, Company has spent INR. 16,507.11 Lacs towards Capex and Investments in Subsidiaries. Despite this significant spent, the Company was able to keep the gross debt level stable during the year.

Cash and Cash Equivalents at the Consolidated level as at the 31st March, 2024 was INR 3,314.42 Lacs vis-à-vis INR. 651.23 Lacs in the previous fiscal.

DEPOSITS

The Company has not accepted any deposits from public during the year under review and as such, no amount of principal or interest on deposits from public was outstanding as on the date of the balance sheet. Further, the company had not accepted any deposits during the previous financial year.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

As per Section 134(3)(g) of the Act, particulars of Loans, Guarantees and Investments made during the Financial Year 2023-2024, under the provisions of Section 186 of the Act, along with the details of purpose for which the loan or guarantee or security was proposed to be utilized by the recipient of the loan or guarantee or security are provided in Note no. 33 of the Financial Statements.

The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

RELATED PARTY TRANSACTION

In line with the provisions of Section 188(1) of the Act and Listing Regulations, all the contracts/ arrangements/ transactions etc. entered into by the Company with related parties were in the ordinary course of business and on arm's length basis in terms of provisions of the Companies Act, 2013 and Listing regulations.

Further, during the year under review, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Prior omnibus approval of the Audit Committee was obtained for the transactions, which were of foreseen and repetitive nature. All related party transactions that were approved by the Audit Committee were periodically reported to Audit Committee. Also all transactions with related parties were entered in accordance with the Policy for determination of materiality of and dealing with related party transactions, formulated by the Company. None of the Contracts, Arrangements and transactions with related parties required approval of the Board/Shareholders under Section 188(1) of the Act and Regulation 23(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Accordingly, the disclosure of Related Party Transactions as required under Section 134 (3) (h) of the Act in Form AOC-2 is not applicable for the Financial Year 2023-24 and hence does not form part of the report.

The Company's Policy on dealing with and materiality of Related Party Transactions is available on the website of the Company at https://sandhargroup.com/uploads/Governance/sandahr_policy-for-determination-of-materiality-of-and-dealing-with-related-party-transaction-1.pdf

Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the standalone/consolidated financial statements forming part of this Annual Report.

MATERIAL CHANGES AND COMMITMENT

As per Section 134(3)(l) of the Act, no significant or material changes impacting the financial position of the Company occurred from the conclusion of the Financial Year 2023-2024 until the date of this report.

IN-HOUSE R & D DIVISION

The Research & Development Division titled as Sandhar Centre for Innovation & Development (SCID) at Sandhar is dedicated to fostering ongoing product innovation. Through close collaboration with internal stakeholders, they strive to enhance the value proposition for the entire organization, emphasizing the delivery of distinctive solutions to customers and the advancement of cutting-edge technologies.

INFORMATION TECHNOLOGY

The Company continues to take full advantage of Information Technology, leveraging it as a source of competitive advantage. As in earlier years, the enterprise wide Oracle ERP platform forms the backbone of IT and encompasses all core business processes in the Company and also provides a comprehensive data warehouse with analytics capability that helps in better and speedier decisions.

Multiple new initiatives have been taken, to ensure that the investments in creation, maintenance and upgradation of IT Infrastructure is kept at optimal level and relevant new technologies are adopted to facilitate risk mitigation, ensuring business continuity, achieve scalability in operations and ensuring that data security and privacy are not compromised.

Company has already upgraded its ERP platform from On premise Oracle EBS to Cloud based Oracle Fusion Technology Platform, which covers all core business processes including end-to-end solution for digital expense management giving employees easy data entry options and financial managers detailed spend information and policy-driven control.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Sandhar is committed to Serving society in the best way possible through various social initiatives/programmes to increase positive social impact. Over the period of time, the group has been strategically involved in social initiatives and started various community-centric projects. We implement our CSR initiatives through Sandhar Foundation, which serves as the CSR and philanthropic arm of the Sandhar Group. In addition, we collaborate with various other implementing agencies and undertake initiatives independently as well. Further, the Company has integrated its business operations and objectives to create a more profound impact on sustainable societal development.

In compliance with Section 135 of the Act, the Company has formed a CSR Committee. Details regarding the composition of the CSR Committee are outlined in the CSR Activities Report and Corporate Governance Report, both included in this document.

The Company's CSR policy provides comprehensive guidelines for conducting CSR activities, which are accessible on the company's website at https://sandhargroup.com/uploads/Investor/csr-policy_08022023new.pdf

Some of the key CSR initiatives during the year under review include the following:

1) Quality Education

a) Sandhar Centres of Learning: The educational landscape in India is a complex mosaic that mirrors the nation's rich cultural, linguistic and socio-economic diversity. It encompasses a continuum from primary schooling to higher education, comprising a diverse range of institutions, from government-operated schools to private universities.

Nevertheless, students encounter challenges in accessing quality academic engagement, which includes issues such as teaching methodologies, cultivating a conducive learning environment, capacity building for educators, fostering foundational skills in students and progressing towards critical thinking and problem-solving abilities across all academic levels.

Sandhar Technologies Limited has partnered with **KHUSHII** to address these challenges through various programs:

- Remedial and Support Education
- Teaching Learning Materials
- Mental Health and Well-being Programme (Manoshakti)

Through this efforts Sandhar Foundation and KHUSHII have resulted in the benefit of over 900 students.

b) **Sandhar Ki Beti:** Sandhar has initiated a project titled "Sandhar Ki Beti," a distinctive initiative where Sandhar sponsors one girl child from each class, spanning from 1st to 12th grade at Springdales School, Dhaula Kuan, New Delhi. Over the past decade, this project has achieved significant milestones, documented through annual progress reports. In the academic year 2023-24, sponsorship was extended to 24 students across Nursery to Class XII, thereby expanding the project's influence and outreach.

c) **Sansthanam Abhay Daanam:** Sandhar, in collaboration with Sansthanam Abhay Daanam, has launched an education and vocational training program dedicated to empowering individuals through skill development in diverse handicrafts. This initiative aims to offer training in areas such as handloom weaving (Hathkargha), sewing, stitching, pottery and other handicrafts, thereby enhancing employability and fostering self-sufficiency.

The project also strives to provide free education and organic vegan meals to over 300 underprivileged rural children, utilizing Gurukul-based learning techniques.

2) Skill Development

a) **Swabhimaan:** This program reflects our steadfast commitment to nurturing skill development and advancing livelihood opportunities within the community, with a special emphasis on empowering women. Over the past year, we have achieved significant progress in equipping participants with practical skills essential for their personal growth and economic independence.

Through dedicated efforts and meticulous planning, we have successfully conducted various training sessions and workshops tailored to meet the needs of participants. These initiatives have not only imparted essential vocational skills but have also instilled confidence and a sense of empowerment among our beneficiaries. Our community initiatives have cumulatively impacted over 300 women and their families in our adopted community SHRIRAM JJ CLUSTER.

3) HEALTH & HYGIENE SUPPORT TO COMMUNITY

a) Sandhar Healthcare Centre: Sandhar Foundation is dedicated to fortifying the healthcare system and improving access to quality care to enhance health outcomes for all citizens. Understanding healthcare's crucial role in promoting well-being and socio-economic development, the foundation undertakes various initiatives to address healthcare challenges and bridge existing gaps in the system. Through a recent project, the Foundation achieved a significant milestone in the healthcare field.

Key Project Highlights:

- Averaging 1,000 OPD visits monthly
- Introducing consultant gynecologist services in FY 2023-24
- Providing essential primary healthcare services including vaccinations, blood pressure checkups, health consultations, OPD visits and gynecologist consultations
- Offering free health checkups and medicines to beneficiaries

The CSR Policy lays emphasis on transparent monitoring mechanism for ensuring implementation of the projects undertaken/ proposed to be undertaken by the Company in accordance with the overall objective of the CSR policy.

The annual report on CSR activities is attached as **"Annexure-C"** to the Directors' Report.

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

The information pertaining to conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo by the Company pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as "**Annexure-D"**.

CORPORATE GOVERNANCE

Sandhar's Corporate Governance philosophy is grounded in strong business ethics, fairness and trust in its interactions with all stakeholders.

The Company conducts its affairs with fairness and transparency, recognizing the importance of earning and maintaining the trust of its stakeholders. Corporate Governance is regarded as fundamental to nurturing a forward-thinking organization capable of delivering sustainable growth.

In its engagements with external stakeholders, the Company prioritizes transparency, ensuring timely sharing of information. Leadership sets the tone through their actions, ensuring the organization remains aligned with its culture and values in both principle and practice.

The Company has complied with the Corporate Governance requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, a report on the same as stipulated in Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as "**Annexure-E**" to the Directors' Report.

The Certificate issued by M/s. K.K. Sachdeva & Associates, Practising Company Secretaries confirming the Compliance of conditions of Corporate Governance as stipulated in Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as "**Annexure-F**" to the Directors' Report.

DIRECTORS & KEY MANAGERIAL PERSONNEL

The Company follows a policy of ensuring a harmonious blend of Executive and Non-Executive Directors on the Board.

As of 31st March, 2024 the composition of the Board and Key Managerial Personnel is as follows:

Category of the Director(s)/ KMP	Name of the Director(s)
Non-Executive & Non Independent Directors	Shri Dharmendar Nath Davar (Chairman) Shri Sandeep Dinodia Smt. Monica Davar Shri Neel Jay Davar
Executive Director	Shri Jayant Davar (Co-Chairman & Managing Director)
Non-Executive Independent Directors	Shri Arvind Kapur Smt. Archana Capoor Shri Vikrampati Singhania Shri Vimal Mahendru Shri Bharat Anand Shri Arjun Sharma
Key Managerial Personnel (KMP)	Shri Yashpal Jain (Chief Financial Officer and Company Secretary)
Deputy Company Secretary & Compliance Officer	Shri Gulshan Ahuja
Business Heads Designated as Key Managerial Personnel's	Shri Gurvinder Jeet Singh (Sr. Advisor & COO- Proprietary Business) Shri S Venkataraman (COO- Cabins & Fabrication Business) Shri Ajay Kumar Raghav (COO- Castings, Machining & Tooling Business) Shri Niraj Hans (COO- Sheet Metal & Allied Business)

CHANGE IN DIRECTORS & KMP

i) Shri Vikrampati Singhania (DIN: 00040659), was appointed as Additional Director and Non-Executive Independent Director on the Board of the Company w.e.f., 09th August, 2023. At the 31st AGM held on 21st September, 2023, the members approved his appointment as an Independent Director of the Company for a term of 5 years i.e., from 09th August, 2023 to 08th August, 2028.

ii) Smt. Archana Capoor (DIN: 01204170), was re-appointed as Non-Executive Independent Director on the Board of the Company w.e.f., 05th November, 2023. At the 31st AGM held on 21st September, 2023, the members approved her re-appointment as an Independent Director of the Company for a second term of 5 years i.e., from 05th November, 2023 to 04th November, 2028.

iii) Shri Bharat Anand (DIN: 02806475), was re-appointed as Non-Executive Independent Director on the Board of the Company w.e.f, 12th August, 2024. At the 31st AGM held on 21st September, 2023, the members approved his re-appointment as an Independent Director of the Company for a second term of 5 years i.e., from 12th August, 2024 to 11th August, 2029.

iv) Smt. Komal Malik, Company Secretary and Compliance Officer of the Company has resigned from the Company w.e.f, 15th January, 2024, vide resignation letter dated 28th December, 2023.

v) Shri Yashpal Jain, Chief Financial Officer of the Company was appointed as Company Secretary (ICSI Membership No. A13981) of the Company w.e.f., 09th February, 2024. Consequently, the new designation of Shri Yashpal Jain is Chief Financial Officer and Company Secretary.

vi) Shri Gulshan Ahuja (ICSI Membership No. A58924) was appointed as Deputy Company Secretary & Compliance Officer of the Company w.e.f., 09th February, 2024.

vii) The Board of Directors has designated the following individuals being Business Heads/ Chief Operating Officer(s) for all Four Business Verticals of the Company, in the capacity as Key Managerial Personnel w.e.f. 20th March, 2024:

   a) Shri Gurvinder Jeet Singh Senior Advisor & Business Head/ Chief Operating Officer of Proprietary Business vertical.

   b) Shri S Venkataraman Business Head/ Chief Operating Officer of Cabins & Fabrication Business vertical.

   c) Shri Ajay Kumar Raghav Business Head/ Chief Operating Officer of Castings, Machining & Tooling Business vertical.

   d) Shri Niraj Hans Business Head/ Chief Operating Officer of Sheet Metal & Allied Business vertical.

All the Non-Executive Independent Directors are qualified to be appointed/continued as such under the relevant provisions of the Act read with the rules made thereunder and Listing Regulations and shall not be subject to determination for retirement by rotation. In the opinion of the Board, all the Independent Directors possess requisite integrity, expertise and experience and are independent of the Management.

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Act. The Directors of the Company have made necessary disclosures under Section 184 and other relevant provisions of the Act.

CHANGES OCCURRED AFTER THE END OF FINANCIAL YEAR AND TO THE DATE OF THE REPORT

Following changes occurred in the Board of Directors of the Company after the end of the financial year and to the date of the report.

i) Shri Dharmendar Nath Davar, resigned from the position of Chairman and Director of the Company w.e.f. 23rd May, 2024, due to health conditions. The resignation letter is available on the website of the Company and can be accessed via. following link: https://sandhargroup.com/uploads/Investor/resignation-of-shri-dharmendar-nath-davar.pdf . The Board in their meeting held on 23rd May, 2024 has taken on record the resignation of Shri Dharmendar Nath Davar and honored him with the distinguished title "Chairman – Emeritus".

ii) Shri Jayant Davar was appointed and designated as Chairman and Chief Executive Officer (CEO) of the Company effective from 23rd May, 2024. From that date onwards, his designation in the Company is Chairman, Managing Director and CEO.

iii) Shri Arvind Kapur, Non-Executive Independent Director of the Company, completed his second and final term as Independent Director on 3rd July, 2024, and ceased to hold the position of Director from that date.

iv) Smt. Aabha Bakaya (DIN: 05131734) appointed as Additional Director (Non-Executive Independent Director) of the Company w.e.f. 08th August, 2024 for the first (1) term of five (5) consecutive years, subject to approval of members of the Company in the ensuing 32nd Annual General Meeting.

RETIREMENT OF DIRECTORS BY ROTATION

In accordance with the provision of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Shri Sandeep Dinodia (DIN: 00005395), Non-Executive & Non Independent Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment. Information as required under Regulation 36(3) of the Listing Regulations is provided in the Notice of 32nd Annual General Meeting.

MEETINGS OF THE BOARD

Regular meetings of the Board were held to discuss and decide on various business policies, strategies, financial matters and other businesses. The schedule of the Board/ Committee meetings proposed to be held in the upcoming quarter(s) was circulated to the Directors in advance to enable them to plan their schedule for effective participation in the meetings. Due to business exigencies, the Board also passed some resolutions by circulation as required from time to time.

The Board/Committee meetings of the Company were conducted as per the provisions of the Act, the Listing Regulations and applicable Secretarial Standards. Information as mentioned in the Act, Schedule II to the Listing Regulations and all other material information, as decided by the management were placed for consideration of the Board. Details on the matters to be discussed along with relevant supporting documents, data and other information were furnished in the form of detailed agenda to the Board and the Committees concerned, to enable the directors to take critical decisions and to advise the management accordingly.

Information regarding the Board and its committees, including the meetings conducted throughout the year and the attendance records of individual directors/members, is provided in the Corporate Governance Report of the Company.

During the year under review, 5 (five) Board Meetings were held and the gap between the meetings were as per the period prescribed under the Act and Listing Regulations.

S. No.	Date of Board Meeting	Board Strength	No. of Directors Present
1	25th May, 2023	10	10
2	09th August, 2023	10	10
3	09th November, 2023	11	11
4	08th February, 2024	11	10
5	20th March, 2024	11	8

Additionally, several Committee meetings were held during the Financial Year.

All recommendations made by the Audit Committee during the financial year 2023-24 were accepted by the Board.

COMMITTEES OF THE BOARD

The Board has constituted 7 (seven) committees in order to comply with the statutory guidelines and for the purpose of operational feasibility so as to assist the Board in discharging its duties and responsibilities. The committees report to the Board on their activities on periodic basis and the minutes of the committee meetings are provided to all Board members.

These committees are:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Corporate Social Responsibility Committee;
4. Stakeholders Relationship Committee;
5. Share Transfer & Allotment Committee;
6. Finance & Strategy Committee; and
7. Risk Management Committee.

Details of composition, terms of reference and number of meetings held in Financial Year 2023-24 for the aforementioned Committees are given in the Report on Corporate Governance, which forms a part of this Annual Report. Further, during the year under review, all recommendations made by the various Committees have been accepted by the Board.

ANNUAL GENERAL MEETING

All the members of the Board, except Shri Dharmendar Nath Davar and Shri Vikrampati Singhania, attended the last Annual General Meeting ("AGM") of the Company held on Thursday, 21st September, 2023 through Video Conference (VC)/Other Audio Visual Means (OAVM).

NOMINATION AND REMUNERATION POLICY

As per the Listing Regulations and the Act, the Company has established a Nomination & Remuneration Policy covering Directors' Key Managerial Personnel and other employees appointment, remuneration and other matters outlined in Section 178(3) of the Act (highlighted features). These are succinctly disclosed here and in the Corporate Governance Report, which forms a part of this Annual report.

The remuneration policy for directors, key managerial personnel and other employees is also available on the Company's website at https://sandhargroup.com/uploads/Investor/nomination-and-remuneration-policy_09082023.pdf

SELECTION AND PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS

The Nomination and Remuneration Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of the Company and persons in the Senior Management. The Policy also lays down broad guidelines for performance evaluation of the Board as a whole and its Committees, individual Directors including the Chairperson and the Independent Directors. The Policy encourages the appointment of women at senior executive levels and thereby promoting diversity. The Policy is designed to attract, recruit, retain and motivate best available talent.

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

In terms of the provisions of Section 178(3) of the Act and Regulation 19 of the SEBI Listing Regulations, the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

- **Qualifications** – The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.
- **Positive Attributes** – Apart from the duties of Directors as prescribed in the Act, the Directors are expected to demonstrate high standards of ethical behavior, communication skills and independent judgment. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.

The Board affirm that the remuneration paid to Directors, KMPs and employees is as per the Remuneration Policy of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as an Independent Director.

The Independent Directors have also given declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board all the Independent Director are person of integrity and possess requisite qualification/ skills/ expertise required for their roles and they are independent of the Management.

SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

In terms of requirement of Regulation 25 of Listing Regulations and Schedule IV of the Act, the Independent Directors of the Company met separately on the 16th February, 2024, without the presence of any Non-Independent Director and members of management, to carry out the evaluation of performance of the Non-Independent Directors (including the Chairman), the entire Board, the quality, quantity and timelines of the flow of Information between the Management and Board.

PERFORMANCE EVALUATION OF THE BOARD

In terms of the requirements of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken, where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees.

The Company has established a structured assessment process to evaluate the performance of the Board, its Committees and each Director, including the Chairperson. These evaluations are conducted confidentially, with Directors providing feedback through ratings based on various metrics.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 05th January, 2017. The Independent Directors at their separate meeting reviewed the performance of Non-Independent Directors and the Board as a whole, the Chairman of the Company after taking into account the views of other Non-Executive Directors, the quality, quantity and timeliness of flow of information between the Company's management and the Board, that is necessary for the Board to effectively and reasonably perform their duties.

The overall performance evaluation exercise was completed to the satisfaction of the Board. The outcome of the evaluation was presented to the Board of Directors of the Company.

FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS

The Board members are provided with necessary documents and presentations to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board Meetings on business and performance updates of the Company.

FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

With a view to familiarize the Independent Directors with the Company's operations, as required under Regulation 25(7) of the SEBI Listing Regulations, 2015, the Company held familiarization programmes for the Independent Directors on an ongoing and continuous basis. Some of the familiarisation programme imparted to Independent Director are as follows:

1) Detailed presentation provided by Shri Yashpal Jain, Chief Financial Officer on overseas step down subsidiary and update on new project at Khed City, Pune, Maharashtra.

2) Update provided by Mazars India LLP on the Business Responsibility and Sustainability Reporting (BRSR).

3) Shri Gurvinder Jeet Singh, Senior Advisor and Business Head-Proprietary Business, delivered a brief presentation on mass production, new technology implementations, awarded projects and future product potential for Sandhar Pathredi plant.

Further the complete details of the familiarization programmes held for the Independent Directors is also placed on the website of the Company at

https://sandhargroup.com/uploads/Investor/familarization-program-for-2023-24-2.pdf

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations), the Company has adopted a "Code of Conduct for Prohibition of Insider Trading", which consist of 4 (four) parts mentioned below:

a. Code of Conduct for prohibition of Insider Trading;

b. Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information;

c. Policy for determination of Legitimate purpose; and

d. Policy on procedure of enquiry in case of leak of Unpublished Price Sensitive Information.

The management undertake various measures, inter-alia, trainings, regular communications to create awareness on Prevention of Insider Trading as per Code of Conduct for Prohibition of Insider Trading and the SEBI Insider Trading Regulations.

The Code of Conduct for Prohibition of Insider Trading and the Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information are formulated based on the principle that the Company's directors and employees have a fiduciary duty, among other obligations, to prioritize the interests of shareholders over their own. This includes conducting personal securities transactions in a manner that avoids conflicts of interest. These codes establish mechanisms to ensure timely and comprehensive disclosure of Unpublished Price Sensitive Information (UPSI) to the investor community, enabling them to make well-informed investment decisions regarding the Company's securities.

The Code of Conduct for Prohibition of Insider Trading prescribes the procedure for trading in securities of the Company and the disclosures to be made by the persons covered under the Insider Trading Policy with respect to their shareholding in the Company, both direct and indirect.

The Code of Conduct for prohibition of Insider Trading and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information have been uploaded on the Company's website at https://sandhargroup.com/uploads/Investor/5a-draft-code-of-conduct-for-pit.pdf.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) the Directors state that:

1. In the preparation of annual accounts for the year ended the 31st March, 2024, the applicable Accounting Standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures;
2. 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 as at the 31st March, 2024 and of the Profit of the Company for the year ended on that date;
3. 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;
4. The Directors have prepared the Annual Accounts on a going concern basis;
5. The Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Control are adequate and operating effectively; and
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

POLICIES OF THE COMPANY

The Company is committed to high ethical standards in its business transactions guided by its value systems. The Listing Regulations mandate formulation of certain policies for listed companies. Accordingly, the Board of Directors has from time to time framed and approved policies as required by the Listing Regulations as well as under the Act. These policies are reviewed by the Board at periodic intervals.

Some of the key policies and their respective web links till date are as follows:

S. No.	Name of Policy	Web Link
1	Code of Conduct for Directors and Senior Management	https://sandhargroup.com/uploads/Investor/policy-on-code-of-conduct-for-bod-senior-mgt_new.pdf
2	Nomination and Remuneration Policy	https://sandhargroup.com/uploads/Investor/nomination-and-remuneration-policy_09082023.pdf
3	Determination of Materiality and Dealing with Related Party Transactions	https://sandhargroup.com/uploads/Governance/sandahr_policy-for-determination-of-materiality-of-and-dealing-with-related-party-transaction-1.pdf
4	Whistle Blower Policy	https://sandhargroup.com/uploads/Investor/whistle-blower-policy_new.pdf
5	Independent Directors Policy	https://sandhargroup.com/assets/img/investors/Independent-Director-Policy.pdf
6	Policy on determining Material Subsidiaries	https://sandhargroup.com/uploads/Investor/policy-for-determining-material-subsidiaries_new.pdf
7	Code of Conduct for Prohibition of Insider Trading	https://sandhargroup.com/uploads/Investor/5a-draft-code-of-conduct-for-pit.pdf
8	Corporate Social Responsibility Policy	https://sandhargroup.com/uploads/Investor/csr-policy_08022023new.pdf
9	Policy for preservation of Documents and Archival of Documents	https://sandhargroup.com/uploads/Investor/policy-on-preservation-archival-of-doc_new.pdf
10	Policy on familiarisation of Independent Directors	https://sandhargroup.com/uploads/Investor/familiarization-for-independent-directors_08022023new.pdf
11	Policy for Determination of Materiality of Events	https://sandhargroup.com/uploads/Investor/policy-on-determination-of-matriality-of-events-or-information.pdf
12	Dividend Distribution Policy	https://sandhargroup.com/uploads/Investor/dividend-distribution-policy_new.pdf
13	Policy on Risk Management	https://sandhargroup.com/uploads/Investor/risk-management-policy-.pdf
14	Board Diversity Policy	https://sandhargroup.com/uploads/Investor/board-diversity-policy_03022023_new.pdf

Other Policies/Criteria/Announcements are available on the Company's website on the link https://sandhargroup.com/investors/investors

RISK MANAGEMENT

Risk management is integral to the Company's strategy and for the achievement of the long-term goals.

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Risk Management Committee of the Company has been entrusted by the Board with the responsibility to formulate and monitor the Risk Management Policy and Framework. The Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to enterprise risk management. The Company also has in place a duly approved Risk Management Policy.

The Company emphasizes on the risks that threaten the achievement of business objectives. The Company has adopted the mechanism for periodic assessment to identify, analyze and mitigate the risks.

The Risk Management Policy of the Company is available on the website of the Company at https://sandhargroup.com/uploads/Investor/risk-management-policy-.pdf

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has implemented Vigil Mechanism / Whistle Blower policy and the oversight of the same is with Audit committee of the Company. The policy inter-alia provides that any Directors, Employees, Stakeholders who observe any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics, policies, improper practices or alleged wrongful conduct in the Company may report the same to Chairman of the Audit Committee or directly to the Managing Director of the Company, as the case may be.

The detailed procedure is provided in the policy and the same is available on official website of the Company at following link: https://sandhargroup.com/uploads/Investor/whistle-blower-policy_new.pdf.

HUMAN RESOURCE DEVELOPMENT

Employees are our most valuable resource driving the Company to unparalleled excellence in the automobile business. As a strategic business partner, your Company's HR practices are in alignment with its vision to be a global leader in the integrated automobile business. Our HR vision is to build and nurture a world class human capital for leadership in automobile business, by continuously innovating and adopting best-in-class HR practices to support business leaders through engaged, empowered and enthused employees.

As of 31st March, 2024, SANDHAR employed 1662 individuals on roll. The Company empowers these dedicated individuals through its HR strategies, which prioritize workforce planning, talent acquisition, performance management, learning and development, career advancement, succession planning, leadership development and the enhancement of employee experience and engagement. This is accomplished by offering top-tier employee facilities, welfare benefits and fostering a conducive work environment.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

A Statement containing Particulars of Employees as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed as "**Annexure-G**" of this Annual Report.

Further, a statement containing particulars of top 10 employee as required under section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate Annexure forming part of this Report. However, in terms of second proviso of Section 136(1) of the Act, the Annual Report and Accounts are being sent to the members and others entitled thereto, excluding the aforesaid information. The said information is available for inspection by the members at the Corporate Office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary, whereupon a copy would be sent.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

In compliance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has laid down a Prevention of Sexual Harassment (POSH) Policy and has constituted Internal Complaint Committees (ICC), to consider and resolve the complaints related to sexual harassment. All employees (permanent, contractual, temporary, trainees, etc.) and visitors are covered under the said Policy. The ICC includes external members with relevant experience. The ICC work extensively on creating awareness on relevance of sexual harassment issues. The employees are required to undergo a training on POSH to sensitize themselves and strengthen their awareness.

During the Financial Year under review, the Internal Complaint Committee received no complaint of sexual harassment.

AUDITORS & AUDITORS' REPORT

STATUTORY AUDITORS

M/s. BSR & Co. LLP, Chartered Accountants (Firm's Registration No. 101248W/W-100022), were re-appointed as the Statutory Auditor of the company for the tenure of five years commencing from the conclusion of the 30th Annual General Meeting of the company until the conclusion of the 35th Annual General Meeting to be held in year 2027.

The Auditors' Report for the Financial Year 2023-2024 including report on Internal Financial Controls, are self-explanatory and does not carry any observation/qualification/ adverse remarks etc. or infirmity in the Company's affairs.

SECRETARIAL AUDITORS

Pursuant to provision of section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors re-appointed M/s K.K. Sachdeva & Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the year ended 31st March, 2024.

The Report of the Secretarial Audit is annexed herewith as **"Annexure-H"**. The said Secretarial Audit Report does not contain any qualification, reservations, adverse remarks and disclaimer.

Further, Board of Directors upon recommendation of the Audit Committee has approved the re-appointment of M/s. K.K. Sachdeva & Associates, as the Secretarial Auditor of the Company for the financial year 2024-25.

INTERNAL AUDITORS

The Board on the recommendation of Audit Committee approved the re-appointment of M/S GSA & Associates, LLP, Chartered Accountants, Internal Auditors (Firm's Registration No. 000257N/N500339), for conducting the Internal Audit of the Company for the Financial Year 2024-2025.

COST AUDITORS

The cost records as required to be maintained under Section 148 (1) of the Companies Act, 2013 are duly made and maintained by the Company.

M/s. Satija & Co., Cost Accountants (Firm Registration No. 004907) was the Cost Auditors of the Company for the FY 2023-24 & 2022-23. The cost audit report for the FY 2022-23 submitted by the said Cost Auditors during the FY 2023-24 does not contain any qualification, reservation or adverse remark. Also the Cost Auditors of the Company have not reported any matter under Section 143(12) of the Companies Act, 2013 in their report for FY 2022-23.

The Board of Directors upon recommendation of the Audit Committee has re-appointed M/s. Satija & Co., Cost Accountants (Firm Registration No. 004907), as the Cost Auditors for FY 2024-25.

A resolution seeking approval of the members for ratification of the remuneration payable to the Cost Auditors for FY 2024-25 is provided in the Notice of the ensuing Annual General Meeting.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditor of your Company have not reported any instances of fraud committed in your Company by Company's officers or employees, to the Audit Committee, as required under Section 143(12) of the Act.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY THEREOF

The Board has established comprehensive policies and procedures to govern the orderly and efficient conduct of its business ensuring adherence to Company's policies, 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 and its disclosures.

The Company's internal control systems as laid down are adequate and commensurate with the nature of its business, the size and the complexity of its operations. To further strengthen the internal control system, the Company has a well-established internal audit mechanism. The internal audit is carried out by external independent auditors. The Internal Auditors periodically reviews operational compliances in accordance with documented policies and procedures and evaluates their effectiveness and efficacy in ensuring robust internal control.

The statutory auditors of the Company have audited the financial statements included in this Annual Report and have issued an attestation report on the Company's internal control over financial reporting (as defined in section 143 of the Companies Act, 2013).

INVESTOR EDUCATION & PROTECTION FUND

During the financial year under review, the Company was not required to transfer any funds and equity shares to the investor education and protection fund as per the provisions of Section 125 of the Act.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Business Responsibility and Sustainability Report for the Financial Year ended 31st March, 2024, describing the initiatives taken by the Company from an Environment, Social and Governance perspective in prescribed format as stipulated under Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as **"Annexure-I"**.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS DISCLOSURES IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant and material order passed by the regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

During the year under review, Company has complied with all the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India on Board of Directors / Committee Meetings and General Meetings.

ANNUAL RETURN

Pursuant to Section 92(3) and 134(3)(a) of the Act read with the rules made thereunder, the copy of the Annual Return (MGT-7) is available on the website of the Company at https://sandhargroup.com/investors/annual-return.

LISTING ON STOCK EXCHANGE

The Company's shares are listed on BSE Limited and the National Stock Exchange of India Limited.

CAUTIONARY STATEMENT

Statements in the Annual Report, including those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

PERSONNEL & INDUSTRIAL RELATIONS

Cordial atmosphere across functional verticals / units contributed, to the overall satisfactory performance of the Company. The Directors place on record their deep appreciation of the inspiring and motivating leadership provided by the Chairman, Managing Director & CEO, ably supported by Chief Financial Officer and Company Secretary and the commendable team work done by the executives, staff and workers at all levels in various units at different locations.

PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the Financial Year 2023-24, no proceedings were initiated/pending against the Company under the Insolvency and Bankruptcy Code, 2016.

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

During the Financial Year 2023-24, Company has not made any one-time settlement with the banks or financial institutions and there was no difference between the valuation of loan taken from the Bank or Financial Institution, therefore, the same is not applicable to the company.

OTHER DISCLOSURES

The Managing Director & CEO of the Company has not received any remuneration or commission from any of the subsidiary companies. Further the Company doesn't have any holding Company;

APPRECIATION

Your Directors extend their gratitude to the various statutory authorities, departments, organizations and agencies for their continued assistance and cooperation. They also gratefully acknowledge all stakeholders of the Company, including shareholders, customers, dealers, vendors, banks and other business partners, for their excellent support throughout the year. The Directors sincerely appreciate and commend all employees of the Company for their unwavering commitment and ongoing contributions to its success.

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Chairman, Managing Director and CEO
DIN: 00100801

Place: Gurugram, Haryana
Date: 08th August, 2024

Annexure-A

Management Discussion & Analysis-Financial Performance FY 2024

Industry Snapshot:

Commenting on sales data of 2023-24, Mr. Vinod Aggarwal, President, SIAM said, "On the backdrop of a robust economic growth of 7.6% based on conducive policies of Government of India, the Indian Automobile Industry has posted a satisfactory performance with domestic industry growing by 12.5% during the last Financial Year.

Passenger Vehicle segment led the growth with overall sales touching almost 5-million units including 4.2 million domestic (growth of 8.4%) and 0.7 million exports. Two-wheeler segment continued the recovery path with a handsome growth of over 13% in domestic sales to almost 18 million units, even though still lower than the earlier peak of 21 million units in FY19. Domestic Commercial Vehicle industry had a marginal growth to 0.97 million units and within that, some drop was experienced in LCVs and SCVs due to de-growth in CNG segment. The growth in Commercial vehicles was also impacted due to migration to higher tonnage trucks which created higher payload capacity. Three-Wheeler industry is almost close to the earlier peak of 0.7 million units in FY 19.

The year also demonstrated the sustainability commitments of the Auto Industry as it commenced producing vehicles which are material compliant to 20% Ethanol and witnessed growth of 90% in Electric Passenger Vehicles and 30% in Electric Two-Wheelers.

Production

The industry produced a total of 2,84,34,742 vehicles including Passenger Vehicles, Commercial Vehicles, Three Wheelers, Two Wheelers, and Quadricycles in April 2023 to March 2024, as against 2,59,31,867 units in April 2022 to March 2023 with an increase of 9.65%.

Domestic Sales

The sale of Passenger Vehicle has been 41,18,746 units in April-March 2024, compared to 38,90,114 units in April-March 2023, grown by 8.45%.

The overall Commercial Vehicles sales has been 9,67,878 units in April-March 2024 compared to 9,62,468 units in April- March 2023, increased by 0.56%.

Three-wheeler sales have been 6,91,749 units in April-March 2024 compared to 4,88,768 units in April-March 2023, increased by 41.53%.

Two-wheeler sales have been 1,79,74,365 units in April-March 2024, compared to 1,58,62,087 units in April-March 2023, increased by 13.32%.

Exports

The overall exports have been 45,00,492 units in April-March 2024 compared to 47,61,487 units in April-March 2023, decreased by 5.48%.

Passenger Vehicles exports increased by 1.39%. Commercial Vehicles, Three Wheelers and Two Wheelers decreased by 16.31%, 17.94% and 5.30% respectively in April-March 2024 over the same period last year.

The table below, gives the segment wise sales volumes of the industry:

Segment	FY'24	FY'23	Gr %
	Volume (Nos.)	Volume (Nos.)	
Passenger Vehicles	19,78,620	21,61,163	(8.45%)
Utility Vehicles	27,55,411	22,51,211	22.40%
Vans	1,56,820	1,40,631	11.51%
Total : PVs + UVs	**48,90,851**	**45,53,005**	7.42%
Total: CVs	**10,33,694**	**10,41,113**	(0.71%)
Motorcycles	1,45,96,578	1,34,61,483	8.43%
Scooters	63,51,672	56,06,953	13.28%
Mopeds	4,84,531	4,45,773	8.69%
Total: 2 Wheelers	**2,14,32,781**	**1,95,14,209**	9.83%
Three Wheelers	9,91,726	8,54,317	16.08%
Total	**2,83,49,052**	**2,59,62,644**	9.19%

The table below, gives the year to date sales volumes of the Company's major OEMs:

OEM Growth Rates		FY'24	FY'23	YoY
Hero Motocorp	Lacs (Vol.)	56.21	53.29	5.48%
TVS Motors	Lacs (Vol.)	35.60	30.67	16.07%
Honda Motorcycles	Lacs (Vol.)	48.94	43.51	12.48%
Bajaj Auto	Lacs (Vol.)	37.14	34.38	8.03%
Royal Enfield	Lacs (Vol.)	9.13	8.35	9.34%
Honda Cars	Lacs (Vol.)	1.24	1.14	8.77%
Tata Motors- CVs	Lacs (Vol.)	3.96	4.14	(4.35%)

FINANCIAL PERFORMANCE FY'24

The performance of the Company for the year ended the 31st March, 2024 is as per the summary given below:

STL Consolidated:

Total Revenue: Total Revenue (including inter-unit/inter-Company stock transfers) for the year ended the 31 March 2024 at Rs. 3,832.53 Crs as against Rs. 3,212.06 Crs in year ended the 31 March 2023, thereby representing a growth of 19%. After elimination of the inter-unit and inter-Company transactions, the Total Revenue at Consolidated level stood at Rs. 3,531.90 Crs for the year ended 31 March 2024 as against Rs. 2,921.40 Crs in the last year, thereby registering a growth of 21%.

The individual Company's Total Revenue (including Other Income), net of Inter-Unit, stood as below:

Company Name	FY'24	FY'23	Act Gr Vs LY
	(Rs. In Crs)	(Rs. In Crs)	%
STL	2,726.25	2,409.70	13.14%
STB (WOS) including its subsidiaries	489.97	433.06	13.14%
STPL (WOS)	20.10	19.33	3.98%
SEPL (WOS)	231.00	46.71	394.54%
SASPL (WOS)	70.43	60.43	16.55%
SACPL (WOS)	56.81	0.60	
SAESPL (WOS)	0.01	-	
Inter Companies elimination/adjustments	(62.67)	(48.43)	
Total	**3,531.90**	**2,921.40**	**20.90%**

The total contribution of the Subsidiaries to the consolidated Revenue has been Rs. 805.65 Crs in the year ended March 2024 as compared to Rs. 511.70 Crs in the previous fiscal year, constituting 22.81% and 17.52% of the Total Revenue, respectively.

EBITDA: At the Consolidated level, the Company registered an EBITDA of Rs. 351.40 Crs in the year ended March 2024 as compared to Rs. 261.58 Crs in the previous year, thereby registering a growth of 34.34%. The individual Company's performance stands as below:

Company Name	FY'24	FY'23	Act Gr Vs LY
	(Rs. In Crs)	(Rs. In Crs)	%
STL	263.44	216.95	21.43%
STB (WOS) including its subsidiaries	57.14	41.65	37.19%
STPL (WOS)	6.65	5.34	24.53%
SEPL (WOS)	6.51	(4.61)	241.21%
SASPL (WOS)	5.54	2.94	88.44%
SACPL (WOS)	19.26	(0.24)	
SAESPL (WOS)	(2.92)	(0.05)	
Inter Companies elimination/adjustments	(4.22)	(0.40)	
Total EBITDA	351.40	261.58	34.34%

The total contribution of the subsidiaries in the Consolidated EBITDA increases to Rs. 87.96 Crs for the year ended March 2024 from Rs. 44.63 Crs for the year ended March 2023 thereby contributing 25.03% to the total Consolidated EBITDA as against 17.06% in the in same period in the last year.

Total Manufacturing Cost

At **Consolidated** level, the manufacturing cost as a % to Total Net Revenue from Operations (net of GST) stood at 82.89% in the FY'24 as compared to 84.06% in the FY'23.

At **Standalone** level, the manufacturing cost as a % to Total Net Revenue from Operations (net of GST) stood at 85.22% in the FY'24 as compared to 85.70% in the FY'23.

Personnel, Selling and Admin & General Costs:

At **Consolidated** level, Personnel, Selling, Admin & General Cost are lower at 9.00% in the FY'24 as compared to 8.98% in the FY'23.

At **Standalone** level, Personnel, Selling, Admin & General Cost are lower at 7.23% in the FY'24 as compared to 7.49% in the FY'23.

Foreign exchange gain arising out of trade operations amounted to Rs. 0.13 Cr. in the year FY'24 as compared to loss of Rs. 0.91 Cr. in the previous year.

Finance Costs:

At **Consolidated level**, the Finance Costs increased to Rs. 51.52 Crs (1.46% of Net Revenue) for FY'24 versus Rs. 35.78 Crs (1.23% of Net Revenue) in the FY'23.

At **Standalone** basis, the Finance Costs reduced to Rs. 13.79 Crs (0.51% of Net Revenue) for the FY'24 versus Rs. 15.51 Crs (0.65% of Net Revenue) in the FY'23. The interest cost on working capital loans and bill discounting charges stood at Rs. 2.73 Crs for the FY'24 as compared to Rs. 7.01 Crs in the FY'23.

The average working capital borrowing at Standalone level, increased by Rs. 48.10 Crs (from Rs. 9.81 Crs in March 23 to Rs. 57.92 Crs in March 24).

Loans (Borrowings):

At Consolidated level, the Term Loans as at the 31 March 2024 stood at Rs. 392.20 Crs versus Rs. 391.96 Crs as at 31 March 2023. Outstanding working capital loans at the Consolidated level stood at Rs. 232.48 Crs as against Rs. 155.47 Crs as at the 31 March 2023.

Outstanding Term Loans on **Standalone** basis, stood at Rs. 119.06 Cr as at the 31 March 2024 vs Rs. 110.31 Cr. as at the 31 March 2023.

Outstanding working capital loans on **Standalone** basis have been Rs. 57.92 Crs as at 31 March 2024 versus Rs. 9.81 Crs as at the 31 March 2023.

Capital Expenditure/Addition in Gross Block:

At STL Standalone level, Company increased asset base by Rs. 115.55 Crs as at 31 March 2024.

Capital Expenditure		
Addition in Property, Plant & Equipment (a to f)		98.11
a)	Buildings	12.06
b)	Plant and Equipment	70.28
c)	Office equipment	2.17
d)	Vehicles	1.27
e)	Freehold land	12.09
f)	Furniture and Fixtures	0.24
Addition in Intangible assets		2.26
Addition in Right of use assets		15.18
Total additions in Gross Block		115.55
Capital creditors		(18.74)
Increase in CWIP		40.88
Increase in capital advance		3.12
Less:- Addition in right of use assets		(15.18)
Less:- Assets held for sale		(0.83)
Total Capex as per cash flow		124.80

Investments:

The Total Investments made during the period in various subsidiaries aggregated Rs. 40.27 Crs. The Total Investments in such subsidiaries and joint ventures stood at Rs. 229.30 Crs.

S. No.	Name of Subsidiary/ Joint Venture	Total Investment as at 31st March, 2024 (Rs. In Crs)	Addition during the year (Rs. In Crs)
1	Sandhar Engineering Private Limited	85.00	20.50
2	Sandhar Auto Electric Solutions Private Limited	8.34	8.33
3	Sandhar Auto Castings Private Limited	12.75	6.50
4	Sandhar Tooling Pvt. Ltd.	8.81	4.94
5	Sandhar Technologies Barcelona S.L.	20.29	-
6	Sandhar Automotive Systems Pvt. Ltd.	16.66	-
7	Sandhar Amkin Industries Pvt. Ltd.	26.62	-
8	Sandhar Han Sung Technologies Pvt. Ltd.	19.56	-
9	Kwangsung Sandhar Technologies Private Limited	10.08	-
10	Winnercom Sandhar Technologies Private Limited	4.00	-
11	Sandhar Han Shin Auto Technologies Private Limited	2.75	-
12	Kwangsung Sandhar Automotive Systems Private Limited	0.99	-
13	Jinyoung Sandhar Mechatronics Pvt Ltd.	6.71*	-
14	Sandhar Whetron Electronics Pvt. Ltd.	6.74**	-
	Total	229.30	40.27

* The original cost of investment in Jinyoung Sandhar Mechatronics Pvt Ltd is Rs. 13.37 Crs, company noted an impairment loss of Rs 5.56 Crs in FY 2023-24 and Rs 1.10 Crs in FY 2022-23, fair valued at Rs. 6.71Crs.

** The Original cost of investment in Sandhar Whetron Electronics Private Limited is Rs. 9.78 Crs, company noted an impairment loss of Rs 3.04 Crs in FY 2022-23, fair valued at Rs. 6.74 Crs.

Sundry Debtors:

At **Consolidated** level, the Receivables as at the 31 March 2024 stood at Rs. 457.53 Crs versus Rs. 355.36 Crs as at the 31 March 2023.

The Receivables for the Company on **Standalone** basis, stood at Rs. 402.43 Crs as at the 31 March 2024 as against Rs. 293.01 Crs as at 31 March 2023. This represented 40 days of average collection period as against 45 days as at the 31 March 2023. No provision is required to be made, as the receivables are all good and recoverable.

Inventories:

At **Consolidated** level, the inventories as at the 31 March 2024 stood at Rs. 336.90 Crs versus Rs. 300.45 Crs as at the 31 March 2023.

The inventories for the Company on **Standalone** basis as at the 31 March 2024 stood at Rs. 178.38 Crs as against Rs. 164.97 Crs as at the 31 March 2023. This represented 33 days of inventory holding period as against 34 days as at the 31 March 2023. No provision is required in the inventory against any slow moving inventory as their dispatch is in accordance with the customer offtake plan.

Current Liabilities:

At **Consolidated** level, the Current Liabilities & Provisions as at the 31 March 2024 stood at Rs. 628.92 Crs versus Rs. 540.84 Crs as at the 31 March 2023.

The current liabilities & provisions for the Company on **Standalone** basis, stood at, the Rs. 410.67 Crs as at 31 March 2024 as against Rs. 305.36 Crs as at 31 March 2023. This includes Rs. 334.16 Crs trade payables as at 31 March 2024 and represented 48 days of average payable as against 49 days as at 31 March 2023.

Cash flow from Operations:

The Company's Cash Flow (**Consolidated & Standalone level**) as at 31 March 2024 stood as under:

(Amount in Rs. Crs.)

Particulars	Consolidated		Standalone	
	FY'24	FY'23	FY'24	FY'23
Cash Flows from Operating Activities				
Profit before tax	150.21	100.36	154.32	113.95
Depreciation and amortization expense	153.62	121.52	89.77	84.44
Other adjustments	42.63	34.33	14.48	13.20
Operating profit before working capital changes	346.45	256.22	258.57	211.59
Movements in working capital:	(34.70)	78.76	(84.86)	61.34

Particulars	Consolidated		Standalone	
	FY'24	FY'23	FY'24	FY'23
Cash generated from operations	311.76	334.98	173.71	272.93
Taxes Paid	36.94	27.08	35.03	26.32
Net cash inflow from operating activities (A)	274.82	307.90	138.68	246.61
Cash Flows from Investing Activities				
Capital Expenditure	(237.22)	(256.65)	(124.80)	(60.19)
Investments in joint ventures & subsidiaries	(4.95)	(0.0009)	(40.27)	(35.75)
Purchase of investments	(1.40)	(0.21)	-	-
Other Receipts	4.60	9.32	6.30	8.92
Net cash used in investing activities (B)	(238.97)	(247.54)	(158.77)	(87.02)
Cash Flows from Financing Activities				
Borrowings/Repayment	77.25	26.94	56.85	(123.43)
Payment of lease liabilities	(24.39)	(19.66)	(9.97)	(9.38)
Dividend Paid	(15.08)	(13.57)	(15.05)	(13.54)
Interest paid	(44.92)	(30.60)	(11.58)	(13.34)
Net cash flow generated from / (used in) financing activities (C)	(7.13)	(36.89)	20.26	(159.70)
Foreign currency translation gain	(2.07)	(21.06)	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	28.71	23.47	0.17	(0.11)
Opening Cash Balance	6.51	4.10	0.13	0.24
Cash and equivalents at the end of the year	33.14	6.51	0.30	0.13

Contingent Liabilities:

The Company's Contingent Liabilities as at the 31 March 2024 stood as under (all Fig. in Rs. Crs):

Particulars	31 March 2024	31 March 2023
a. Claims against the Company not acknowledged as debts		
Service tax matters	0.56	3.17
Goods and services tax	0.66	-
Income tax matters	0.55	2.60
Matters related to land	10.16	8.38
Matters related to labour, employees/ ex-employees	0.47	0.54
Other matters related to accident claim, environmental compensation, and supplier's matters etc.	8.11	-
b. Guarantees given by the Company	273.58	237.98
Total (a + b)	294.09	252.66

Outlok:

The industry remains optimistic as the macroeconomic outlook remains positive. Coupled with good monsoon outlook, we are expecting continued growth for the industry this year as well."

India is now one of the fastest-growing major economies in the world and it is expected to become the world's third-largest economy in the next few years. With the rising middle class, consumption will get a boost. In addition, the overall GDP growth forecast of over 7%, continued policy support for infrastructure investments and electrification, and focus on logistics efficiency are likely to drive the auto sector.

The polices like PLI, investment in R&D, focus on alternative fuels with FAME policy and enhanced focus on developing charging infrastructure will be pivotal to the growth of the automotive sector.

"Annexure-B"

STATEMENT PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT, 2013, READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014 IN THE PRESCRIBED FORM AOC-1 RELATING TO SUBSIDIARY COMPANIES

PART –"A":-SUBSIDIARIES

(Rupee in Lacs)

S. No.	Name of Subsidiary	Reporting Currency	Exchange Rate as on Last Day of Relevant Financial Year	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investment	Turnover	Profit before taxation	Provisions for taxation	Profit After taxation	Proposed Dividend	% of Shareholding
1.	Sandhar Tooling Private Limited	INR	-	600	1663.95	2632.33	368.38	600	1738.03	531.60	129.22	402.38	-	100
2.	Sandhar Auto Casting Private Limited	INR	-	1275	137.88	9431.08	8018.20	1275	5671.26	353.48	87.20	266.28	-	100
3.	Sandhar Engi-neering Private Limited	INR	-	8500	(3287.59)	22765.24	17552.83	8500	23087.42	(2064.48)	(500.86)	(1563.62)	-	100
4.	Sandhar Auto-motive Systems Private Limited	INR	-	3099.63	(888.03)	3386.64	1175.04	3099.63	7027.40	240.34	49.16	191.18	-	100
5.	Sandhar Auto Electric Solution Private Limited	INR	-	833.50	(259.86)	712.70	139.06	833.50	0.75	(298.38)	48.87	(249.51)	-	100
6.	Sandhar Technologies Barcelona S.L	INR	-	2143.37	3457.71	65219.23	59618.15	2143.37	48793.33	(268.82)	71.75	(340.57)	-	100

STATEMENT PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 RELATED TO ASSOCIATE COMPANIES AND JOINT VENTURES

PART "B" JOINT VENTURES

(Rupees in Lacs)

		Shares of Associate/ Joint Venture held by the company on the year end					Profit For the Year			
S. No.	Name of Associate/ Joint Venture	Latest Audited Balance Sheet Dates	No.	Amount of Investment in Associate/ Joint Venture	Extent of Holding %	Net worth attributable to Shareholding as per latest Audited Balance Sheet (In Lakhs)	Considered in Consolidation	Not Considered in Consolidation	Description of how there is significant influence	Reason why the Associate/ Joint Venture is not consolidated
1.	Sandhar Han Sung Technologies Private Limited	31st March, 2024	1,72,20,587	1722.05	50%	1355.31	68.98	68.98	Note (a)	N.A.
2.	Sandhar Han Shin Auto Technologies Private Limited	31st March, 2024	27,50,000	275	50%	271.26	60.91	60.91	Note (a)	N.A.
3.	Winnercom Sandhar Technologies Private Limited	31st March, 2024	4,00,000	400	50%	527.52	49.91	49.91	Note (a)	N.A.
4.	Sandhar Whetron Electronics Private Limited	31st March, 2024	97,84,492	978.44	50%	893.10	130.46	130.46	Note (a)	N.A.
5.	Jinyoung Sandhar Mechatronics Private Limited	31st March, 2024	68,64,988	686.49	50%	(697.30)	(558.66)	(558.66)	Note (a)	N.A.
6.	Kwangsung Sandhar Technologies Private Limited	31st March, 2024	1,00,84,556	1008.45	50%	315.05	(67.18)	(67.18)	Note (a)	N.A.
7.	Sandhar Amkin Industries Private Limited	31st March, 2024	2,66,20,000	2662	69.12%	691.66	151.46	151.46	Note (a)	N.A.

Note:

(a) There is a significant influence by virtue of joint control

For and on behalf of Board of Directors of Sandhar Technologies Limited

Jayant Davar
Chairman, Managing Director & CEO
DIN: 00100801

Yashpal Jain
Chief Financial Officer
Company Secretary
ICSI M. No. A13981

Arjun Sharma
Director
DIN: 00003306

Archana Capoor
Director
DIN: 01204170

Place: Gurugram, Haryana
Date: 08th August, 2024

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014

1. **A brief outline of the Company's Corporate Social Responsibility (CSR) Policy.**

   Sandhar Technologies Limited (the "Company") upholds the ethos of "Growth, Motivation and a Better Life" as its guiding philosophy for all operations. The Company channels its CSR efforts through the Sandhar Foundation, serving as the CSR and philanthropic arm of the Sandhar Group. Additionally, we engage with various implementing agencies and undertake independent initiatives. Moreover, the Company has aligned its business operations and goals to foster a deeper impact on sustainable societal development.

   The Company's CSR policy is focused on comprehensive development of the underserved societies in India, preferably in the communities located in proximity to our offices and manufacturing units of the Company. The company believes in contributing to the society that it draws upon, by making contribution to the social needs such as education and health care.

   Sandhar Technologies Limited is making efforts towards building economic, social and environmental capital and enhancing social sustainability by contributing in the following areas:

   - Education and Skill Development;
   - Health Care;
   - Environment protection;
   - Promoting gender equality and empowerment of women;
   - Skilling
   - Community Development and
   - Others

   The detailed description is given in the CSR Policy of the Company.

2. **Composition of the CSR Committee as on 31st March, 2024**

S. No	Name of the Director	Designation	Nature of Directorship	No. of meetings held during the year	No. of meeting attended during the Year
1.	Shri Jayant Davar	Chairman	Co-Chairman and Managing Director	4	4
2.	Shri Arvind Kapur	Member	Non-Executive Independent Director	4	4
3.	Smt. Monica Davar	Member	Non-Executive & Non-Independent Director	4	4

3. **Web-links of Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company at.**

   Composition of CSR Committee as on 31st March, 2024- https://sandhargroup.com/uploads/Investor/list-of-committee_website-3.pdf

   CSR Policy- https://sandhargroup.com/uploads/Investor/csr-policy_08022023new.pdf

   CSR Projects- https://sandhargroup.com/about/sandhar-foundation

4. **Provide the executive summary along with web link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable -** Not Applicable.

5. **(a) Average net profit of the company as per sub-section (5) of section 135 for the financial year 2023-24:** INR. 9390.16 Lacs

   (b) 2% of average net profit of the company as per section 135(5): INR. 187.80 Lacs

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

   (d) Amount required to be set off for the financial year if any: NIL

   (e) Total CSR obligation for the financial year (5b+5c-5d): INR. 187.80 Lacs.

6. (a) **Amount spend on CSR Projects (both Ongoing Project and other than Ongoing Project):** INR. 198.70 Lacs ***Note1**

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
S. No.	Name of the Project	Items from the list of activities in Schedule VII of the Act	Local Area (Yes/ No)	Location of the Project		Project duration	Amount Allocated for the Project (INR in Lacs)	Amount spent in the current Financial Year (INR in Lacs)	Amount Transferred to Unspent CSR Account for the project as per Section 135(6) (INR in Lacs)	Mode of Imple-men-tation-Direct (Yes/No)	Mode of implementation-Through Implementing Agency	
				State	District						Name	CSR Registration Number
1.	Health Centre	Healthcare	Yes	Haryana	Gurugram	Within 3 Years	45	0	45 *	No	Sandhar Foun-dation	CSR00002262
Total							45	0	45			

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No	Name of the Project	Items from the list of activities in Schedule VII of the Act	Local Area (Yes/ No)	Location of the Project		Amount spent for the project (INR in Lacs)	Mode of Implementa-tion-Direct (Yes/No)	Mode of implementation-Through Implementing Agency	
				State	District			Name	CSR Registration Number
1.	Remedial & Support Education	Promoting Education	Yes	Delhi	Sangam Vlhar	33.86	No	Kinship for Humanitarian Social & Holistic Intervention	CSR00001135
2.	Sandhar ki Beti	Promoting Education	Yes	Delhi	New Delhi	14.00	No	The Springdales Education Society	CSR00011584
3.	Project Swabhiman	Vocational Skills	Yes	Delhi	New Delhi	2.50	No	The Springdales Education Society	CSR00011584
4.	Health Centre	Healthcare	Yes	Haryana	Gurgaon	41.14	No	Sandhar Foundation	CSR00002262
5.	Peenya Community Park	Environment	Yes			3.81	No	Sandhar Foundation	CSR00002262
6.	Mannat Kitchen	Eradicating Hunger	Yes	Delhi	New Delhi	3.00	No	Mannat Charitable Trust	CSR00009678
7.	Protection of National Heritage, Art & Culture	Protection of National Heritage-Art & Culture	Yes			1.00	No	Foundation for Indian Con-temporary Art	CSR00029292
8.	Gurukul Education and Vocational Training	Gurukul Education and Vocational Training	Yes			45	No	Sansthanam Abhay Daanam	CSR00001492
TOTAL						144.31			

(b) **Amount spent in Administrative Overheads:** INR 9.39 Lacs

(c) **Amount spend on Impact Assessment:** NIL

(d) **Total amount spent for the financial year (6a+6b+6c):** INR. 198.70 Lacs

(e) CSR amount spent or unspent for the financial year:

Total amount spent for the Financial Year (INR in lacs)	Amount Unspent (INR in Lacs)				
	Total amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second provision to section 135(5)		
153.70	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
	45	30th April, 2024	NIL	NIL	NIL

(f) Excess amount for set off, if any:

S. No.	Particulars	Amount (INR in lacs)
i)	Two percent of average net profit of the company as per section 135(5)	187.80
ii)	Total amount spent for the Financial Year	198.70
iii)	Excess amount spent for the financial year [(ii)-(i)]	10.89
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	10.89

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

1.	2.	3.	4.	5.	6			7.	8.
S. No.	Preceding Financial year	Amount transferred to Unspent CSR Account under section 135(6) (INR in Lakhs)	Balance Amount in unspent CSR Account under section 135(6)	Amount spent in the Financial Year (INR in Lakhs)	Amount transferred to a fund as specified under Schedule VII as per section 135(5), if any			Amount remaining to be spent in succeeding financial years (INR in Lacs)	Deficiency, If any
					Name of fund	Amount (in INR)	Date of transfer		
1	2022-23	NIL	NIL	NIL	NIL	NIL	NIL	NIL	-
2	2021-22	NIL	NIL	NIL	NIL	NIL	NIL	NIL	-
3	2020-21	NIL	NIL	NIL	NIL	NIL	NIL	NIL	-

8. **Whether any Capital Assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** Not Applicable

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

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

*Note1: During the year under review that company has made total CSR Contribution of INR 198.70 Lacs (actual transfer of INR 189.31 Lacs to above mentioned implementing agencies and incurred Administrative Overheads of INR 9.39 Lacs). However, as per the reports/certificates received from implementing agency an amount of INR 45 Lacs allocated & transferred for the healthcare project (ongoing project) has remained unspent as on 31st March, 2024 and the said implementing agency has transferred the said unspent amount to the Unspent CSR Account.

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Chairman, Managing Director and CEO
Chairman of CSR Committee
DIN: 00100801

Date:08th August, 2024
Place: Gurugram, Haryana

Annexure-D

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

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

(i) **Steps taken or impact on conservation of energy:**

The Company has constantly been emphasizing on optimization of energy conservation in every possible area in its plants. Various avenues are being explored at periodic intervals and after careful analysis and planning, measures are being initiated to minimize the consumption of energy by optimum utilization of energy consuming equipment's. During the year under review, following measures were initiated/ adopted for conservation and optimum utilization of energy.

Following energy saving measures were undertaken during F.Y. 2023-24 in identified plants.

a) Hybrid type APFCR cum Harmonic mitigation system installed.

b) Servo-stabilizer installed to get stable voltage for machinery & to reduce machinery failure & energy loss.

c) VFD's installation on process motors.

d) Servo system (Motor & Drive) in Hydraulic Power Packs of Injection Molding Machines.

e) Electronically controlled Fume Exhaust System installed in place of conventional Exhaust system.

IMPACT: 10,08,235 Kwh overall saved

(ii) **Steps Taken for utilizing alternate renewal sources of energy:**

a) Solar plants total installed capacity of 2832 KWp.

b) Signed PPA for Rooftop Solar Installation of 1849 KWp Capacity.

c) Under finalization for Roof Top Solar with Capacity of 1704KWp.

IMPACT: 27,52,061 Kwh generated by Solar plants.

(iii) **Capital investment on energy conservation equipment:**

Total Investment: INR. 1.38 Cr.

(iv) **Green Initiatives**

a) 100% installation of (RECD) Retrofitted Emission Control Device on all STL DGs Set to reduce Nox-Nitrogen Oxide, CO-Carbon Monoxide, PM-Particulate Matters & HC- Hydro Carbon as per Regulatory Guidelines.

b) LPG used as a clean fuel in our new plants.

c) Implementing rain water harvesting (RWH) systems to recharge ground water and planning water-positive initiatives across all plants.

d) Dedicated feeder installed in various plants to enhance power quality for Machineries & to reduce usage of diesel.

B. TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT (R&D):

(i) Efforts made towards technology absorption:

a) Added robotic technology for 3D model sheet & pipe cutting process through laser to reduce wastages, improve quality and productivity.

b) 2K Pro-mixing system installation in liquid paint shop to reduce paint wastages & to enhance the quality and quantity.

c) IOT implementation under process for plant capacity utilization, energy analysis & process improvement.

d) Implementing a plan for detecting compressed air leaks using ultrasonic tools to reduce air wastage, as generating compressed air is costly.

e) Air leakage machines installed to check the leakage of FOB and ECU to ensure the quality of product.

f) Anti-theft technology has been introduced in the Smart Lock Assembly Steering for 2-wheelers. If force is applied to rotate the lock, the key knob automatically returns to its original position.

(ii) Research & Development activities carried out / new products developed in F.Y. 2023-24

a) Sandhar Centre for Innovation & Development (SCID) is the centralized in-house R&D centre of Sandhar group. It is engaged in enriching the existing product portfolio, designing & developing futuristic products with anticipated business potential.

b) The activities of SCID can be broadly classified as follows:

i. Development of futuristic products with anticipated business potential capturing the voice of customers and upcoming government regulations.

ii. Sandhar has joined the PLI (Production Linked Incentive) Scheme launched by the Government of India and is committed to meet all the requirements to avail advantages of the PLI Scheme.

iii. Engaged in the research, design, and development of electric vehicle components as specified in the PLI Scheme, such as hub motors, motor controllers, off-board chargers, and DC-DC converters.

iv. Upgradation of existing products to meet customers' expectations from time to time.

v. To support the engineering team at various plants in product design & development.

vi. IPR (Intellectual Property Rights) related activities, including patent filing, design registration, and vigilance against possible infringement and litigation.

vii. PLM activities, i.e. Centralised Engineering Document & Data Control, ensuring data safety, prevention of data duplicity, and digitalization of data storage across the group.

viii. Providing services to group companies related to prototyping, inspection, and benchmarking.

c) We are equipped with adequate R&D infrastructure, with a team of more than 25 well qualified and experienced mechanical and electronics engineers playing a significant role in conducting R&D with tested and validated innovative products for our valued customers.

NEW PRODUCTS DEVELOPED

1. Electronic Handle Lock for motorcycles
2. Regulator rectifier for motorcycles
3. DC-DC converter (Isolated type)
4. Type-C USB Charger
5. Throttle assembly with limit control
6. Traction motor controller
7. Off-board charger/ Portable charger

PATENTS GRANTED [06 PATENTS]

1. A fuel tank cap with inbuilt carbon canister for two-wheelers.
2. Simultaneous braking (front/rear) system for only hand brake operated two-wheelers.
3. Smart lock anti-theft knob for two-wheelers.
4. Auto-dimming rear view mirror.
5. Two-wheeler key with indication of handle lock position.
6. System for controlled actuation of electronic handle lock of a vehicle and method thereof.

New TA/TC

TA-TC done with Aimvek Corporation, Taiwan for Prismatic Inside Rear-View Mirror.

New Product Developed with TA/TC

a. Lock Assembly Steering – Shutter Type for 2–Wheeler

b. Lock Assembly Steering – Smart (Push Start) for 2–Wheeler.

c. Remote Control Assembly (FOB) for 2–Wheeler

- 433.92 MHz frequency (with buzzer and without buzzer) – India Market
- 313.85 MHz frequency (with buzzer and without buzzer) – Japan Market

d. Electric Control Unit (ECU) for 2–Wheeler.

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

Details of Technology imported	Year of Import	Whether the technology has been fully absorbed	If not fully absorbed, areas where absorption has not taken place and the reasons thereof
Electro Chromatic Mirror Assy (Dimming Mirror)	FY24	Under process	For localization of EC Mirror Plate, certain volume is required. Since the product is not being commonly used in all the PV segment therefore the volume is less and it is applicable for higher version PV model car.
Smart Lock Assy for EV and IC scooters segment. Switch Assy Handle Lock, ECU & FOB Key is a set of Smart Lock.	FY24	Yes	N.A.

(iv) The expenditure incurred on Research and Development:

S. No.	Particular	Amount
1	Capex	394
2	Opex	581
Total		975

C. FOREIGN EXCHANGE EARNINGS AND OUTGO DURING THE YEAR

(in Lakhs)

Particulars	Amount
Inflow:	
Sales (FOB)	1,989.65
Total	1,989.65
Outflow:	
On Capital Equipment	995.59
On Know-how	N.A.
Others	339.06
Raw Materials	7256.76
Consumables & Spares	1,110.63
Tour and Travel	61.57
Royalty	1114.61

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Chairman, Managing Director and CEO
DIN:00100801

Place: Gurugram, Haryana
Date: 08th August, 2024

REPORT ON CORPORATE GOVERNANCE

The Board of Directors (“the Board” / “the Directors”) of Sandhar Technologies Limited (“STL” / “the Company”) present the Company’s Report on Corporate Governance for the year ended the 31st March, 2024. The said report is in compliance with the terms of Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time.

The Company ensures that its governance framework incorporates all the amendments introduced in the Listing Regulations and the same are duly complied.

I. PHILOSOPHY:

The Company is committed to good Corporate Governance practices aimed at increasing value for all stakeholders, comprising regulators, employees, customers, vendors, investors and the society at large, through ethically driven business practices. The Company’s corporate governance philosophy is based on the tenets of integrity, accountability, transparency, value and ethics, demonstrating the Company’s commitment to adopting the highest standards of professionalism, honesty, integrity and ethical behavior. Strong leadership and effective corporate governance practices have long defined our company, a legacy inherited from its culture and ethos.

We prioritize Corporate Excellence with a dedicated focus on governance, regulatory and ethical compliance, corporate social responsibility, environmental stewardship and sustainability. As a values-driven organization, building trust among shareholders, employees, customers, suppliers and other stakeholders is paramount.

Our corporate governance philosophy has been further strengthened by adopting policy on the Code of Conduct and Business Ethics, Anti-Bribery Policy, Data Protection and Privacy, Confidentiality of Information, Training on Prohibition of Insider Trading, Prevention of Sexual Harassment, promotion of Human Rights, Fair Labour Practices etc. We maintain a robust Whistle Blower Mechanism, monitored and reported periodically.

In dealing with external stakeholders, the Company believes in maintaining transparency with timely notification of information. The leadership in the Company sets the tone through their actions and this ensures that the organisation remains true to its culture and values in letter and spirit. The Company fosters a culture in which high standards of ethical behaviour, individual accountability and transparent disclosure are ingrained in all its business dealings. The Company has established systems and procedures to ensure that its Board of Directors are well-informed and well-equipped to discharge its overall responsibilities and to provide the management with the strategic direction needed to create long-term stakeholder’s value.

We are committed to evolving and adhering not only to established corporate governance guidelines but also to global best practices. We consider it our inherent responsibility to protect the rights of our stakeholders and disclose timely, adequate and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as applicable, with regard to corporate governance.

Sandhar upholds a robust legacy of fair, transparent and ethical governance practices. We have implemented a Code of Conduct for Directors and Senior Management, which is publicly accessible on our company's website at https://sandhargroup.com/uploads/Investor/policy-on-code-of-conduct-for-bod-senior-mgt_new.pdf.

II. BOARD OF DIRECTORS:

Composition:

The composition of Board of Directors of the Company is governed by the relevant provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder and Regulation 17 of Listing Regulations and all other applicable laws in accordance with the best practices in Corporate Governance.

The Corporate Governance philosophy of your Company establishes that the Board’s Independence is essential to bring objectivity and transparency in the Management and in dealing with the Company.

As of 31st March, 2024, the Board of Directors comprises of 11 (Eleven) Directors. Out of 11 (Eleven) Directors, 6 (Six) are Non-Executive Independent Directors, 4 (four) are Non-Executive Non-Independent Directors and 1 (one) Executive Non-Independent Director. The composition of Board of Directors represents optimal mix of professionalism, qualification, knowledge, skill sets, track record, integrity, expertise and diversity of experience as required in the automotive components business. The Board reviews its strength and combination from time to time to ensure that it remains aligned with the statutory as well as business requirements.

Further, as on the 31st March, 2024:

(i) None of the Directors on the Board held Directorships in more than ten Public Companies;

(ii) None of the Directors on the Board, was a member of more than ten committees, across all public limited Companies in which he/she is a Director;

(iii) None of the Directors of the Company was a Chairman of more than five committees across all public limited Companies in which he/she is a director; and

(iv) None of the Directors of the Company was a Director in more than seven listed entities.

For the purpose of sub-paragraphs (ii) and (iii) above, Chairmanship/ Membership of only the Audit Committee and/or the Stakeholders’ Relationship Committee have been considered.

Composition of Board of Directors as on the 31st March, 2024

Name of Director	Designation	Category
Shri Dharmendar Nath Davar (DIN : 00002008)	Chairman, Non-Executive & Non-Independent Director	Promoter
Shri Jayant Davar (DIN: 00100801)	Co-Chairman & Managing Director	Promoter
Shri Arvind Kapur (DIN: 00096308)	Non-Executive Independent Director	Non-Promoter
Smt. Archana Capoor (DIN: 01204170)	Non-Executive Independent Director	Non-Promoter
Shri Vikrampati Singhania (DIN: 00040659)	Non-Executive Independent Director	Non-Promoter
Shri Vimal Mahendru (DIN: 00006016)	Non-Executive Independent Director	Non-Promoter
Shri. Bharat Anand (DIN: 02806475)	Non-Executive Independent Director	Non-Promoter
Shri Arjun Sharma (DIN: 00003306)	Non-Executive Independent Director	Non-Promoter
Shri Sandeep Dinodia (DIN: 00005395)	Non-Executive & Non-Independent Director	Non-Promoter
Smt. Monica Davar (DIN : 00100875)	Non-Executive & Non-Independent Director	Promoter
Shri Neel Jay Davar (DIN: 09201336)	Non-Executive & Non-Independent Director	Promoter

Notes:

(i) Shri Dharmendar Nath Davar, Chairman is the father of Shri Jayant Davar, Co-Chairman and Managing Director of the Company.

(ii) Smt. Monica Davar, Non-Executive and Non Independent Director of the company is the spouse of Shri Jayant Davar, Co-Chairman and Managing Director of the Company.

(iii) Shri Neel Jay Davar is the son of Shri Jayant Davar, Co-Chairman and Managing Director of the Company.

(iv) Except as above, none of the other Directors is related to any other Director on the Board.

Independent Directors

As on 31st March, 2024, the Board of Sandhar Technologies Limited comprised of Six (6) Independent Directors, who in the opinion of the Board, fulfil the requirements as stipulated under Section 149 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the Management. The necessary declarations from Independent Directors affirming that they meet the criteria of independence as required under Section 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are obtained. The Independent Directors abide by the code of conduct adopted by the Company and as laid out under Schedule IV of the Companies Act, 2013.

Meeting of Independent Directors

A separate meeting of Independent Directors for the financial year 2023-24 as per Clause VII (1) of Schedule IV under Section 149(8) of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations was held on 16th February, 2024, without the participation of the Non-Independent Directors and management members, wherein the Independent Directors reviewed:

- the performance of the Managing Director, Non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company based on the views received from Directors of the Company; and
- the flow of information between Company management and the Board in terms of quality, timeliness and quantity, in order to ensure that the Board discharges its duty effectively.

Familiarisation for Independent Directors

In compliance with Regulation 25(7) of the Listing Regulations, the Company has a structured programme for orientation and training of directors at the time of their joining and thereafter, to enable them to understand the nature of the industry in which the Company operates, business model of the Company, their rights and responsibilities as Independent Directors.

The exhaustive induction for Independent Directors enables them to be familiarized with the Company, its history, values and purpose. The Managing Director and other Officials also makes presentation in respect of the new plants setup, technological advancement or regulatory updates as and when required in order to ensure a clear understanding of the Company's operations and its operating environment.

The details of the familiarisation programmes for Independent Directors are available on the website of the Company and can be accessed at https://sandhargroup.com/uploads/Investor/familarization-program-for-2023-24-2.pdf

Resignation of Independent Directors

During the year under review, none of the Independent Director of the Company has resigned.

Meetings of the Board

During the Financial Year under review, the Board of Directors met 5 (five) times to discuss and deliberate on various matters. The Board have met quarterly and the gap intervening between two meetings was within the time prescribed under the Act and Listing Regulations.

For the convenience of all directors and the management team, the annual schedule of Board of Directors meetings, committee meetings and the Annual General Meeting is tentatively fixed at the beginning of the year and shared with the Board members.

As on 31st March, 2024, the composition of the Board, category of director, attendance at the Board Meetings during the year under review and the Annual General Meeting, are given herein below:

S. No	Quarter		I	II	III	IV		No. of Total Meetings Attended	Attendance at Last Annual General Meeting
	Date of Meeting		25.05.2023	09.08.2023	09.11.2023	08.02.2024	20.03.2024		
	Director Name	Designation	(Through VC)	(Through VC/Hybrid)	(Through VC/Hybrid)	(Through VC/Hybrid)	(Through VC/ Hybrid)		
1.	Shri Dharmendar Nath Davar [i]	Chairman, Non-Executive & Non-Independent Director	√	√	√	√	LOA	4	LOA
2.	Shri Jayant Davar [ii]	Executive cum Managing Director	√	√	√	√	√	5	√
3.	Shri Arvind Kapur [iii]	Non-Executive Independent Director	√	√	√	√	√	5	√
4.	Smt. Archana Capoor [iv]	Non-Executive Independent Director	√	√	√	√	LOA	4	√
5.	Shri Vikrampati Singhania [v]	Non-Executive Independent Director	NA	NA	√	√	√	3	LOA
6.	Shri Vimal Mehendru	Non-Executive Independent Director	√	√	√	√	√	5	√
7.	Shri Bharat Anand [vi]	Non-Executive Independent Director	√	√	√	LOA	√	4	√
8.	Shri Arjun Sharma	Non-Executive Independent Director	√	√	√	√	LOA	4	√
9.	Shri Sandeep Dinodia	Non-Executive & Non-Independent Director	√	√	√	√	√	5	√
10.	Smt. Monica Davar	Non-Executive & Non-Independent Director	√	√	√	√	√	5	√
11.	Shri Neel Jay Davar	Non-Executive & Non-Independent Director	√	√	√	√	√	5	√
	Board Strength		**10**	**10**	**11**	**11**	**11**		
	Total Present		**10**	**10**	**11**	**10**	**8**		
	Absent/ Leave of Absence		**0**	**0**	**0**	**1**	**3**		

Notes:

(i) Shri Dharmendar Nath Davar, resigned from the position of Chairman and director of the Company w.e.f. 23rd May, 2024, due to health conditions. The resignation letter is available on the website of the Company and can be accessed via. following link: https://sandhargroup.com/uploads/Investor/resignation-of-shri-dharmendar-nath-davar.pdf The Board in their meeting held on 23rd May, 2024 has taken on record the resignation of Shri Dharmendar Nath Davar and honoured him with the distinguished title "Chairman – Emeritus"

(ii) Shri Jayant Davar was appointed and designated as Chairman and Chief Executive Officer (CEO) of the Company effective from 23rd May, 2024. From that date onward, his designation in the Company is Chairman, Managing Director and CEO.

(iii) Shri Arvind Kapur, Non-Executive Independent Director on the Company's Board, completed his second term as Independent Director on 03rd July, 2024 and ceased to hold the position of Director from that date.

(iv) Smt. Archana Capoor, Non-Executive Independent Director, completed her first term as Independent Director of the Company on 04th November, 2023. She was re-appointed for another term of 5 consecutive years (2nd term) effective from 05th November, 2023, and her re-appointment was approved by the members of the Company at 31st AGM held on 21st September, 2023.

(v) Shri Vikrampati Singhania was appointed as an Additional Director (Non-Executive Independent) effective from 09th August, 2023, for a term of 5 consecutive years. His appointment was subsequently approved by the members of the Company at the 31st AGM held on 21st September, 2023.

(vi) Shri Bharat Anand, Non-Executive Independent Director, will conclude his initial term as Independent Director of the Company on 11th August, 2024 and his re-appointment for a second consecutive term of 5 years was approved by the members of the Company at the 31st AGM held on 21st September, 2023, effective from 12th August, 2024.

Shri Dharmendar Nath Davar, Chairman, Non-Executive Non Independent Director, Shri Jayant Davar, Co-Chairman & Managing Director, Smt. Monica Davar, Non- Executive Non Independent Director and Shri Neel Jay Davar, Non-Executive Non Independent Director of the company are relatives in terms of the Act.

Other Directorships, Chairmanships and Memberships of the Board members:

(a) Table indicating details of Directors serving directorships in other listed entities as on the 31st March, 2024

S. No	Name of the Director	Name of listed entity	Category of Directorship
1.	Shri Dharmendar Nath Davar	Landmark Property Development Company Limited	Independent Director
2.	Shri Jayant Davar	Jagran Prakashan Limited	Independent Director
		HEG Limited	
3	Shri Arvind Kapur	Rico Auto Industries Limited	Managing Director
		Subros Limited	Independent Director
4	Smt. Archana Capoor	RSWM Limited	Independent Director
		Maral Overseas Limited	
		S Chand and Company Limited	
		Samhi Hotels Limited	
		Birla Cable Limited	
5.	Shri Vikrampati Singhania	JK Agri Genetics Limited	Managing Director
		Lumax Industries Limited	Independent Director
		Transport Corporation of India Limited.	
6	Shri Bharat Anand	Mankind Pharma Limited	Independent Director
		Syrma SGS Technology Limited	
		JK Paper Limited	
7	Shri Sandeep Dinodia	Ester Industries Limited	Independent Director
		The Hi-Tech Gears Limited	

(b) Table indicating details of number of Directorships and Committee Chairmanship/Memberships held by the Directors of the Company in other public limited Companies as on the 31st March, 2024.

S. No.	Name of the Director	Designation	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Shri. Dharmendar Nath Davar	Chairman, Non- Executive & Non-Independent Director	2	2	2
2	Shri Jayant Davar	Co-Chairman & Managing Director	3	2	-
3	Shri. Arvind Kapur	Non-Executive Independent Director	3	3	-
4	Smt. Archana Capoor	Non-Executive Independent Director	6	6	2
5	Shri Vikrampati Singhania	Non-Executive Independent Director	4	1	-
6	Shri Vimal Mehendru	Non-Executive Independent Director	1	-	-
7	Shri Bharat Anand	Non-Executive Independent Director	4	4	-
8	Shri Arjun Sharma	Non-Executive Independent Director	1	1	1
9	Shri Sandeep Dinodia	Non-Executive & Non- Independent Director	3	4	2
10	Smt. Monica Davar	Non-Executive & Non- Independent Director	1	-	-
11.	Shri Neel Jay Davar	Non-Executive & Non- Independent Director	1	-	-

Notes: In terms of Regulation 26(1)(b) of the SEBI Listing Regulations, the disclosure includes chairperson/membership of the Audit Committee and Stakeholders' Relationship Committee in other Indian public companies (listed and unlisted) including Sandhar Technologies Limited.

(c) Board qualifications, expertise and attributes

The eligibility of a person to be appointed as a Director of the Company is dependents on whether the person possesses the requisite skill sets identified by the Board and whether the person is a proven leader in a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Board has adequate mix of skills, expertise and competencies for running the business of the Company as detailed below:

S. No.	Name of Director	Designation	Strategy & Planning	Administration and Management	Governance	Sales and Marketing	Finance and Law	Operations
1	Shri Dharmendar Nath Davar	Non-Executive Non-Independent Director & Chairman	√	√	√	-	√	-
2	Shri Jayant Davar	Co-Chairman & Managing Director	√	√	√	√	√	√
3	Shri. Arvind Kapur	Non-Executive Independent Director	√	√	√	√	√	√
4	Smt. Archana Capoor	Non-Executive Independent Director	√	√	√	-	√	-
5	Shri. Vikrampati Singhania	Non-Executive Independent Director	√	√	√	√	√	-
6	Shri. Vimal Mahendru	Non-Executive Independent Director	√	√	√	√	√	√
7	Shri. Bharat Anand	Non-Executive Independent Director	√	√	√	-	√	-
8	Shri. Arjun Sharma	Non-Executive Independent Director	√	√	√	√	√	√
9	Shri. Sandeep Dinodia	Non-Executive & Non - Independent Director	√	√	√	√	√	-
10	Smt. Monica Davar	Non-Executive & Non- Independent Director	-	√	√	√	-	-
11.	Shri. Neel Jay Davar	Non-Executive & Non- Independent Director	√	√	-	√	√	√

During Financial Year 2023-24, information mentioned in Part A of Schedule II of the Listing Regulations and compliance report of all applicable laws was duly placed before the Board for its consideration. Further, the Directors were provided the facility of Video-conferencing to participate in the meetings.

Details of Equity Shares of the Company held by the Directors as on the 31st March, 2024:

S. No	Name	Designation	Number of equity shares
1	Shri Dharmendar Nath Davar	Non-Executive Non Independent Director & Chairman	Nil
2	Shri Jayant Davar	Co-Chairman & Managing Director	3,22,70,978
3	Shri Arvind Kapur	Non-Executive Independent Director	Nil
4	Smt. Archana Capoor	Non-Executive Independent Director	Nil
5	Shri Vikrampati Singhania	Non-Executive Independent Director	Nil
6	Shri Vimal Mahendru	Non-Executive Independent Director	Nil
7	Shri Bharat Anand	Non-Executive Independent Director	Nil
8	Shri Arjun Sharma	Non-Executive Independent Director	Nil
9	Shri Sandeep Dinodia	Non-Executive & Non - Independent Director	5,200
10	Smt. Monica Davar	Non-Executive & Non- Independent Director	26,22,930
11	Shri Neel Jay Davar	Non-Executive & Non- Independent Director	15,55,995

CONVERTIBLE INSTRUMENT

The Company has not issued any convertible instruments during the year under review. Further, none of the Directors holds any convertible instruments.

III. BOARD COMMITTEES

The Board has constituted various Committees which play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities delegated by the Board in accordance with applicable laws and terms of reference. Each Committee concentrates on specific areas, making well-informed decisions that benefit the Company's overall interests.

The Board has constituted the following seven committees' viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee, Finance & Strategy Committee and Share Transfer & Allotment Committee to carry out clearly defined roles as set out in the terms of reference.

The agenda for each committee meetings are finalized in consultation with the respective Chairperson of the Committee. The Committees also make specific recommendations to the Board on various matters whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. During the financial year 2023-24, the Board has accepted all the recommendations of the Committees.

The Company Secretary adheres to the same laws and regulations for conducting the meeting of the Committees as applicable for the Board Meetings. Some of the Committees of the Board were reconstituted to align with the provisions of the Act, Listing Regulations and to meet the business requirements during the year under review. The terms of reference of the Board Committees are reviewed from time to time to align the same with the regulatory/business requirements.

A. AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting; adequacy & reliability of the Internal Control Systems. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor, the cost auditor and notes the processes and safeguards employed by each of them. The Committee further reviews the processes and controls including compliance with legal & regulatory requirements, Sandhar Code of Conduct for Insider Trading, Whistle Blower Policies and related cases thereto.

a) Terms of Reference:

The Audit Committee was constituted at a meeting of the Board of Directors held on 31st May, 2010, and was subsequently reconstituted, on the 21st February, 2018, 26th May, 2018, 19th December, 2018, 26th February 2021, 04th May, 2021 and 18th May, 2022. The Committee adopted new terms of reference in the Board Meeting held on the 06th August, 2021. The scope and function of the Audit Committee is in accordance with Section 177 of the Act and Regulation 18 of the Listing Regulations and inter-alia, includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to;
    a. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. Disclosure of any related party transactions;
    g. Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

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

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the whistle blower mechanism;

19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the audit committee;

21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

22. Review management discussion and analysis of financial condition and results of operations;

23. Review statement of significant related party transactions (as defined by the audit committee), submitted by management;

24. Review management letters / letters of internal control weaknesses issued by the statutory auditors;

25. Review internal audit reports relating to internal control weaknesses;

26. Review the appointment, removal and terms of remuneration of the chief internal auditor;

27. Review statement of deviations:

28. Review quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015;

29. Review annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015;

30. To review compliance with the provisions of Insider Trading Regulations at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively; and

31. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee is required to meet at least four times in a year as per Regulation 18 of the Listing Regulations.

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

b) Composition, Meetings & Attendance during the year

As on the 31st March, 2024, the Audit Committee comprised of 3 member's in compliance with the provisions of Section 149 of the Act and Regulation 18 of the Listing Regulations. During the year under review, 4 (Four) Audit Committee meetings were held and the time gap between any two meetings was less than 120 days.

The details of its composition and of the meetings held during the Financial Year 2023-2024 are as under :

S. No	Quarter			I	II	III	IV	No. of total meetings attended
	Date of Meeting			25.05.2023	09.08.2023	09.11.2023	08.02.2024	
	Member Name	Designation on Committee	Designation on Board	(Through VC)	(Through VC)	(Through VC)	(Through VC)	
1	Smt. Archana Capoor	Chairperson	Non-Executive Independent Director	√	√	√	√	4
2	Shri Arvind Kapur[i]	Member	Non-Executive Independent Director	√	√	√	√	4
3	Shri. Sandeep Dinodia	Member	Non-Executive Non Independent Director	√	√	√	√	4
	Total Committee Strength			3	3	3	3	
	Total Present			3	3	3	3	
	Absent			0	0	0	0	

Notes:

(i) The Board vide Circular resolution passed on 31st May, 2024, has reconstituted Audit Committee with incorporating following changes:

a) Shri Arvind Kapur (Non-Executive Independent Director) ceased to be member of the Committee.

b) Shri Vimal Mahendru (Non-Executive Independent Director) was appointed as member of the committee.

(ii) The necessary quorum was present for all the meetings.

(iii) In addition to the members of the Audit Committee, these meetings were attended by Managing Director, Chief Financial Officer, Company Secretary, Compliance Officer, Statutory Auditor, Internal Auditor and/or their representatives, wherever necessary and by such executives of the Company as were considered necessary for providing inputs to the Committee.

(iv) The Company Secretary acts as the Secretary to the Committee.

Smt. Archana Capoor, Chairman of Audit Committee was present at the Annual General Meeting of the Company held on Thursday, 21st September, 2023.

B. NOMINATION & REMUNERATION COMMITTEE

The constitution and the terms of reference of the Nomination & Remuneration Committee ("NRC") are in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

a) Terms of Reference:

The Nomination and Remuneration Committee was originally constituted as "Remuneration Committee" by a meeting of the Board of Directors held on 23rd July, 2005 and was subsequently reconstituted, on the 21st February, 2018, 04th May, 2021, the 16th September, 2021 and the 10th November, 2022. Initially, the terms of reference were changed on the 23rd May, 2014 and the Committee adopted new terms of reference in the Board Meeting held on the 13th August, 2019, inter-alia, includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of the performance of independent directors, board of directors, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

3. Devising a policy on diversity of Board of Directors;

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

5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

6. Recommend to the board, all remuneration, in whatever form, payable to senior management;

7. To develop a succession plan for the Board and to regularly review the plan;

8. Such other terms of references as prescribed / defined under Act and Listing Regulations from time to time.

b) **Composition, Meetings & Attendance during the year**

The details of its composition and of the meetings held during the Financial Year 2023-2024 are as under:

S. No.	Member Name	Designation on Committee	Designation on Board	Meeting held in the Financial Year 2023-24		No. of total meetings attended
				09.08.2023 (Through VC/ Hybrid Mode)	30.01.2024 (Through VC/ Hybrid Mode)	
1	Shri Vimal Mahendru [i]	Chairman	Non-Executive Independent Director	√	√	2
2	Shri Arjun Sharma	Member	Non-Executive Independent Director	√	√	2
3	Smt. Archana Capoor	Member	Non-Executive Independent Director	√	√	2
	Total Strength of Committee			3	3	
	Total Present			3	3	
	Absent/ Leave of Absence			0	0	

Notes:

(i) The Board vide Circular resolution passed on 31st May, 2024, has reconstituted Nomination & Remuneration Committee with incorporating following changes:

a) Shri Vimal Mahendru (Non-Executive Independent Director) ceased to be member of the Committee.

b) Shri Vikrampati Singhania (Non-Executive Independent Director) was appointed as Chairman and member of the committee.

(ii) The necessary quorum was present for all the meetings.

Shri Vimal Mahendru, Chairman of Nomination & Remuneration Committee was present at the Annual General Meeting of the Company held on Thursday, 21st September, 2023.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The Nomination and Remuneration Committee establishes the criteria for evaluating the performance of Independent Directors. The assessment covers various factors, such as the director's level of participation and contribution, commitment, effective utilisation of knowledge and expertise, integrity, maintenance of confidentiality, as well as independence in behavior and decision making.

As per Company's policy on performance evaluation, the Company Secretary circulated the questionnaire to all the Directors for performance evaluation of the Board, its committees and Individual Directors for the F.Y.2023-2024.

On the basis of feedback received, the Chairman briefed the Board about the performance evaluation of Board, its committees and Individual Directors for the F.Y.2023-24.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board constituted a Stakeholders' Relationship Committee pursuant to Section 178 of the Act and Regulation 20 of the Listing Regulations, to look into the redressal of grievances of shareholders and other security holders, if any.

a) **Terms of Reference**

The Stakeholders' Relationship Committee was constituted by the Board of Directors at their meeting held on 3rd September, 2015. The Committee was reconstituted by the Board at its meeting held on 29th March, 2018 and was subsequently reconstituted, on the 11th May, 2020. The terms of reference of the Stakeholders' Relationship Committee, inter-alia, includes the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the company;
5. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialization of shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time; and
6. Oversee the performance of the registrars and share transfer agents of the Company. Recommend measures for overall improvement in the quality of investor services and to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, and other related matters as assigned by the board of directors. To carry out any other function as prescribed under the Listing Regulations or as may be delegated by the Board of Directors.

b) Composition, Meetings & Attendance during the year

The details of its composition and of the meetings held during the Financial Year 2023-2024 are as under:

S. No.	Member Name	Designation on Committee	Designation on Board	Meeting held in the Financial Year 2023-2024 31.01.2024 (Through VC)	No. of total meetings attended
1.	Shri Arjun Sharma	Chairman	Non-Executive Independent Director	√	1
2.	Shri Jayant Davar	Member	Co Chairman and Managing Director	√	1
3.	Shri Arvind Kapur [i]	Member	Non-Executive Independent Director	√	1
	Total Strength of Committee			3	
	Total Present			3	
	Absent/Leave of Absence			0	

Notes:

(i) The Board vide Circular resolution passed on 31st May, 2024, has reconstituted Stakeholder's Relationship Committee with incorporating following changes:

a) Shri Arvind Kapur (Non-Executive Independent Director) ceased to be member of the Committee.

b) Shri Vimal Mahendru (Non-Executive Independent Director) was appointed as member of the committee.

(ii) The necessary quorum was present for the meeting.

Shri Arjun Sharma, Chairman of Stakeholders' Relationship Committee was present at the Annual General Meeting of the Company held on Thursday, 21st September, 2023.

c) Name and Designation of Compliance Officer

The Compliance Officer monitors the email address for grievance redressal division i.e. investors@sandhar.in designated for the purpose of registering complaints by investors.

Smt. Komal Malik (ICSI Membership No: F6430) Company Secretary & Compliance Officer of the Company has resigned from the company w.e.f, 15th January, 2024, vide resignation letter dated 28th December, 2023.

Shri Gulshan Ahuja (ICSI Membership No. A58924) was appointed as Deputy Company Secretary & Compliance Officer of the Company w.e.f., 09th February, 2024.

Shareholders may also contact the Registrar & Share Transfer Agent of the Company for matters relating to transfer of shares, payment of dividend, IEPF Query or any other query relating to Equity Shares of your Company.

Number of investor complaints received and redressed during the year 2023-24

No. of Investor/Shareholders complaints pending at the beginning of the Financial Year 2023-24	No. of Investor /Shareholders complaints received during the Financial Year 2023-24	No. of Investor complaints not solved to the satisfaction of shareholders during the Financial Year 2023-24	No. of Investor complaints pending at the end of the Financial Year 2023-24
NIL	NIL	NIL	NIL

D. RISK MANAGEMENT COMMITTEE

Risk Management Committee was constituted by the Board of Directors at its meeting held on the 6th August, 2021 and was subsequently reconstituted on the 17th June, 2022, 10th November, 2022 and the 09th February, 2023, pursuant to Regulation 21 Listing Regulations. The terms of reference of the Risk Management Committee, inter-alia, includes the following:

a) Term of Reference:

1. To formulate a detailed risk management policy which shall include the:
   - A framework for Identification of internal and external risks specifically faced by the Company, in particular including the financial, operational, technological, sectoral, sustainability, information technology, cyber security risks or any other risk as may be determined by the Committee;
   - Measures for Risk Mitigation including Systems and processes for internal control of identified Risk; and
   - Business Continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risk associated with the business of the Company;
3. To monitor and oversee implementation of Risk Management Policy including evaluating the adequacy of risk management systems;
4. To periodically review the Risk Management Policy at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. Such other aspects as the Board may consider appropriate and required from the Committee from time to time; and
7. The Risk Management Committee shall co-ordinate its activities with other Committee, as per the framework laid down by the Board of Directors.

b) Composition Meetings & Attendance during the year

The details of its composition and of the meetings held during the Financial Year 2023-2024 are as under:

S. No	Member Name	Designation on Committee	Designation on Board	Meeting held in the Financial Year 2023-2024		No. of total meetings attended
				24.05.2023 (Through VC)	09.11.2023 (Through VC)	
1	Shri Dharmendar Nath Davar[i]	Chairman	Chairman, Non-Executive & Non-Independent Director	LOA	LOA	0
2	Shri Sandeep Dinodia[ii]	Member	Non- Executive & Non Independent Director	√	√	2
3	Shri Arvind Kapur[ii]	Member	Non-Executive Independent Director	√	√	2
4	Smt. Monica Davar	Member	Non- Executive & Non-Independent Director	√	LOA	1
	Total Strength of the Committee			**4**	**4**	
	Total Present			**3**	**2**	
	Absent			**1**	**2**	

Notes:

(i) Shri. Dharmendar Nath Davar (Non-Executive & Non-Independent Director) ceased to be Chairman & member of the committee as he resigned from the Board w.e.f 23rd May, 2024 due to his health condition.

(ii) The Board vide Circular resolution passed on 31st May, 2024, has reconstituted Risk Management Committee with incorporating following changes:

a) Shri Arvind Kapur (Non-Executive Independent Director) ceased to be member of the Committee.
b) Shri Sandeep Dinodia (Non-Executive & Non-Independent Director) was appointed as Chairman of the committee.
c) Shri Arjun Sharma (Non-Executive Independent Director) was appointed as member of the committee.

(iii) Shri Arjun Sharma (Non-Executive Independent Director) resigned from the committee due to procedural changes and busy schedule. Subsequently, on 21st June, 2024, the Board reconstituted the Committee through a circular resolution, appointing Shri Vimal Mahendru (Non-Executive Independent Director), as a new member of the Committee.

(iv) The necessary quorum was present for the meeting.

E. OTHER COMMITTEES

(A) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

In accordance with the requirements of Section 135 of the Act, the Board has constituted a Corporate Social Responsibility Committee to assist the Board in setting the Company's Corporate Social Responsibility Policy and assessing its Corporate Social Responsibility performance.

(a) Terms of Reference

The Corporate Social Responsibility Committee was constituted by the Board on 14th March, 2013, the composition was altered by a circular resolution on 21st February, 2018 and again reconstituted on 11th December, 2018. The scope and functions of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Act. The terms and reference of the Corporate Social Responsibility Committee, inter-alia, includes the following:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company as per the Act;

2. Formulate and recommend to the Company's Board, an annual action plan in pursuance of its CSR policy, which shall include the following:

   i. The list of CSR projects or programmes that are approved to be undertaken;

   ii. The manner of execution of such projects or programmes;

   iii. The modalities of utilization of funds and implementation schedules for the projects or programmes;

   iv. Monitoring and reporting mechanism for the projects or programmes and

   v. Details of need and impact assessment, if any, for the projects undertaken by the Company.

3. Review and recommend the amount of expenditure to be incurred on activities to be undertaken by our Company;

4. Monitor the Corporate Social Responsibility Policy of our Company and its implementation from time to time; and

5. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as directed by the Board of Directors from time to time.

(b) Composition

The details of its composition and of the meetings held during the Financial Year 2023-2024 are as under:

S. No	Member Name	Designation	Designation on Board	Meeting held in the Financial Year 2023-2024				No. of total meetings attended
				24.05.2023	07.08.2023	09.11.2023	31.01.2024	
1	Shri Jayant Davar	Chairman	Executive Director, Co-Chairman & Managing Director	√	√	√	√	4
2	Smt. Monica Davar	Member	Non- Executive & Non-Independent Director	√	√	√	√	4
3	Shri Arvind Kapur[i]	Member	Non-Executive Independent Director	√	√	√	√	4
	Total Strength of Committee			**3**	**3**	**3**	**3**	
	Total Present			**3**	**3**	**3**	**3**	
	Absent			**0**	**0**	**0**	**0**	

Notes:

(i) The Board vide Circular resolution passed on 31st May, 2024, has reconstituted Corporate Social Responsibility Committee with incorporating following changes:

a) Shri Arvind Kapur (Non-Executive Independent Director) ceased to be member of the Committee.
b) Shri Vikrampati Singhania (Non-Executive Independent Director) was appointed as member of the committee.

(ii) The necessary quorum was present for the meeting.

(B) FINANCE & STRATEGY COMMITTEE:

The Finance & Strategy Committee was originally constituted by our Board on 02nd February, 2019, under the name and style "Finance Committee" and was subsequently reconstituted, on the 11th May, 2020, 06th November, 2020, 04th May, 2021, 10th November, 2022 and 25th May, 2023. The Board at its meeting held on 25th May, 2023 re-named the committee from its former name "Finance Committee" to its existing name "Finance & Strategy Committee". The terms of reference of the Finance Committee changed on the 25th May, 2023 and its terms of business include the following:

a) Term of Reference:

1. Review, no less than annually, the Company's strategic plans and financial strategies and make recommendations to the Board in respect thereof;

2. Review & undertake decisions regarding the Company's cash flow, capital expenditures and financing requirements;

3. Review and make recommendations to the Board regarding the Company's scope and mix of business, acquisition and merger opportunities, the purchase of business assets and financing thereof;

4. Review the Company's policies with respect to financial risk assessment and management including investment strategies and guidelines;

5. Annually review the scope, cost and basic terms of the Company's insured risk management programs including general liability, D&O and other Insurance Policies;

6. Review & undertake the Company's foreign exchange & commodities risk management and exposure;

7. Review periodically the scope of this Committee and make recommendations to the Board regarding any changes thereto;

8. Take such other actions as the Committee, from time to time, may determine are necessary to fulfill its duties or are otherwise required by applicable laws, the Company's charter or the Bylaws or the Board;

9. To borrow money for the purpose of the Company's business not exceeding the overall limit upto which the Board of Directors of the Company are authorized / to be authorized under Section 180 of the Act;

10. To review and accept the sanction of various funding facilities sanctioned by Banks/ Lenders and to open Current / Cash Credit / Overdraft / Fixed Deposit and other accounts with any Scheduled Bank and authorize its Officials to operate the same and vary, amend and modify the existing authorization to operate accounts of the Company with its Bankers and to issue instructions for closure of its operated accounts;

11. To authorize one or more Directors/Officers of the Company to execute and sign the documents with Banks in relation to any Loan or Credit Facility availed of or to be availed;

12. To authorize and appoint any Attorney(ies), Agent(s), Representative(s) of the Company to represent the interest of the Company in the manner and to the extent of the Powers/ Authorities as may be given, matter handled/ to be handled by him;

13. To approve making requests to other Associate Company(ies) to give Guarantee or provide Security in connection with a loan made or to be made to the Company by any Bank, Financial Institution, Company(ies) or any other person;

14. To give Guarantee or provide Security for loans sanctioned to other Company(ies) by Banks/Financial Institutions, provided the aggregate amount for which the Guarantee given or the Security provided does not exceed the limit prescribed by law and also sanctioned by the Shareholders in General Meeting, if any.

15. To make inter-corporate loans or deposits provided that the aggregate amount of loans shall not exceed the Limits laid down in Section 186 of the Act, also keeping in view the Provisions of Section 180 of the said Act;

16. To make investment in shares, debentures, bonds of Companies and fixed deposits with Banks, Companies and Corporate etc. subject to the Provisions of Section 186 of the Act provided that the aggregate of all such investments outstanding at any time shall not exceed the total limit laid down in the aforesaid Section;

17. To authorise one or more Directors/ Officers of the Company to (i) negotiate, execute and sign the necessary documents; and (ii) make necessary filings with regulatory/ governmental authorities (including registering of or filing of relevant documents with a quasi-regulatory / regulatory / governmental authority), in relation to any guarantee or security to be provided by the Company to secure a loan availed by other Company (ies);

18. To authorise one or more Directors/ Officers of the Company to sign, execute all Commercial Agreements, Technical Collaboration Agreements, Contracts, Memorandum of Understandings, Letter of Intents, Purchase Agreements, Undertakings, Applications, Forms and all other Agreements/Documents, by whatever name called, as and when required; and

19. To take up the matters of immediate importance in order to have operational and administrative convenience.

b) Composition

The details of its composition and of the meetings held during the Financial Year 2023-2024 are as under:

S. No	Member Name	Designation on Committee	Designation on Board	Meeting held in the Financial Year 2023-2024					No. of total meetings attended
				15.05.2023	21.09. 2023	09.11. 2023	11.12.2023	27.03.2024	
1	Shri Dharmendar Nath Davar[i]	Chairman	Chairman, Non- Executive & Non-Independent Director	√	LOA	LOA	LOA	LOA	1
2	Shri Jayant Davar[ii]	Member	Co-Chairman & Managing Director	√	√	√	√	√	5
3	Shri Vimal Mahendru	Member	Non-Executive Independent Director	LOA	LOA	LOA	√	√	2
4	Smt Monica Davar[iii]	Member	Non- Executive & Non-Independent Director	NA	√	√	√	√	4
5	Shri Arvind Kapur[ii]	Member	Non-Executive Independent Director	LOA	√	√	√	√	4
	Total Strength of the Committee			**4**	**5**	**5**	**5**	**5**	
	Total Present			**2**	**3**	**3**	**4**	**4**	
	Absent/ Leave of Absence			**2**	**2**	**2**	**1**	**1**	

Notes:

(i) Shri Dharmendar Nath Davar, Non-Executive & Non-Independent Director ceased to be Chairman & member of the committee as he resigned from the Board w.e.f 23rd May, 2024 due to his health condition.

(ii) The Board vide Circular resolution passed on 31st May, 2024, has reconstituted Finance & Strategy Committee with incorporating following changes:

a) Shri Jayant Davar (Chairman, Managing Director & CEO) was appointed as Chairman of the Committee.

b) Shri Vikrampati Singhania (Non-Executive Independent Director) was appointed as member of the committee.

c) Shri Arvind Kapur (Non-Executive Independent Director) ceased to be a member of the committee

(iii) Smt. Monica Davar was appointed as member of the Committee w.e.f., 25th May, 2023.

(iv) The necessary quorum was present for the meeting.

(C) SHARE TRANSFER & ALLOTMENT COMMITTEE:

As on the 31st March, 2024, the Committee comprised following directors as members:

S. No	Member Name	Designation on Committee	Designation on Board
1	Shri Jayant Davar	Chairman	Co-Chairman & Managing Director
2	Smt. Archana Capoor	Member	Non-Executive Independent Director
3	Shri Vimal Mahendru	Member	Non-Executive Independent Director

The Committee did not convene any meeting during the financial year 2023-2024.

IV. REMUNERATION POLICY OF DIRECTORS

The Company has a Board approved Nomination and Remuneration Policy for Directors including Managing Director and is being reviewed on an annual basis. The details of the said policy are as follows:

A. Remuneration of Executive Directors

The remuneration of the Managing Director is recommended by the Nomination and Remuneration Committee (the "NRC") to the Board for approval after considering the following factors, inter-alia:

a) Function, role and responsibilities assigned;

b) Benchmarking the same with the peers in the identical/ similar industry;

c) Industry benchmarking;

d) Performance in the past and contribution to the long term strategies.

The Board considers the recommendations of NRC and approves the remuneration, with or without modifications, subject to shareholders' and regulatory approvals. In the event of inadequacy of profit, the remuneration is regulated by Schedule V of the Act otherwise, to require the approval of the Central Government. The remuneration includes fixed and variable salary, performance bonus, contribution to provident fund, superannuation, gratuity, perquisites and allowances, reimbursement of expenses etc. as applicable to employees of the Company.

B. Remuneration of Non-Executive Directors/ Criteria for making payment to Non- Executive Directors

(i) Sitting Fees & Reimbursement of expenses

The sitting fees is paid to Non-Executive Directors of the Company for attending each meeting of the Board of Directors or any committee thereof as approved by the Board, within the permissible limit prescribed under the Act, Listing Regulations and other regulatory/statutory guidelines, as amended from time to time. Any change in sitting fees shall be recommended by the NRC and approved by the Board of Directors of the Company. The NRC considers the following factors while recommending the change in the sitting fees to the Board:

1. Contribution expected from Directors considering size and complexity of organization;

2. Comparison with the peers in the identical/ similar industry/benchmarking and

3. Regulatory guidelines as applicable, etc. the Non-Executive Directors are entitled to reimbursement of expenses for participation in the meeting of the Board and Committees thereof.

The Board while approving the revision in the sitting fees payable to Directors for attending the meeting of the Board and Committees thereof, considers the recommendation of the NRC.

(ii) Payment of Profit-based Commission to Non-Executive Directors

The Non- Executive Directors of the Company are paid profit based yearly commissions in accordance with the provisions of the Act, subject to a maximum of 1% of the Net profits, over and above any fees and reimbursements payable to the Non-Executive Directors, pursuant to the shareholders' resolution. The NRC recommends to the Board for such commission and the same is recommended by the Board subject to shareholders' approval for a period of five years and are renewed for a further period of five years.

(iii) Pecuniary transactions with Non-Executive Directors

During the year under review, there were no other pecuniary relationships or transactions between Non-Executive Directors vis-à-vis the Company except for payment of sitting fees/ commission. The register of contracts is maintained by the Company under Section 189 of the Act and the same is placed before the Board for approval from time to time.

(iv) Details of remuneration to directors

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any Executive and/or Non-Executive Director. During the year, the Company did not advance any loan to any of the executive and/or non-executive directors.

(v) Service Contracts, Notice Period and Severance Fees

As on 31st March 2024, the Board comprise eleven members, including one Executive Director and ten Non-Executive Directors, of which Six are Independent Directors. Shri Jayant Davar Co-Chairman and Managing Director being the employee of the Company, the provision for payment of severance fees shall be as per the Company's policy. However, other Directors are not subject to any notice period and severance fees.

(vi) Remuneration to Directors

The details of remuneration, sitting fees, performance bonus and/or commission paid to each of the Directors during the year ended on the 31st March 2024 are given below:-

(In Rs.)

S. No.	Name of the Director	Designation	Salary and Perquisites			Others		
			Fixed Pay & Bonus	Perquisite	Retirement Benefits	Sitting Fees	Commission	No. of Shares held
1	Shri Dharmendar Nath Davar	Chairman, Non-Executive &Non-Independent Director	-	-	-	2,00,000	2,00,000	-
2	Shri Jayant Davar	Co-Chairman and Managing Director	1,34,40,000	9,10,800	-	-	6,25,09,410	3,22,70,978
3	Smt. Monica Davar	Non-Executive and Non-Independent Director	-	-	-	2,50,000	2,00,000	26,22,930
4	Shri Neel Jay Davar	Non-Executive and Non-Independent Director	-	-	-	2,50,000	2,00,000	15,55,995
5	Shri Sandeep Dinodia	Non-Executive and Non-Independent Director	-	-	-	3,90,000	2,00,000	5,200
6	Shri Arjun Sharma	Non-Executive Independent Director	-	-	-	3,40,000	2,00,000	-
7	Shri Arvind Kapur	Non-Executive Independent Director	-	-	-	5,30,000	2,00,000	-
8	Shri Vikrampati Singhania	Non-Executive Independent Director	-	-	-	2,00,000	1,50,000	-
9	Smt. Archana Capoor	Non-Executive Independent Director	-	-	-	4,60,000	2,00,000	-
10	Shri Vimal Mahendru	Non-Executive Independent Director	-	-	-	3,70,000	2,00,000	-
11	Shri Bharat Anand	Non-Executive Independent Director	-	-	-	2,50,000	2,00,000	-

Notes:

(i) Perquisite valued as per Income Tax Act, 1961.

(ii) No options under the Company's ESOP plan were granted to Executive/Non-Executive Directors during the financial year ended 31st March, 2024.

(iii) During the financial year Shri Dharmendar Nath Davar, Non-Executive Non Independent Director has transferred 8,39,582 equity shares held by him to Shri Jayant Davar, Executive Non-Independent Director.

V. INFORMATION SUPPLIED/AVAILABLE TO THE BOARD

The Directors are presented with important/critical information on the operations of the Company as well as that which requires deliberations at the highest level. The Board has complete access to all the relevant information within the Company and also access to the senior management of the Company and any additional information, to make timely Informed decisions. All Board and Committee meetings are governed by structured agenda notes which are backed by comprehensive background along with relevant annexures.

The Board was presented with the information on various important matters of operations, risk management and business, new initiatives in business, budgets, financial results, update on Corporate Social Responsibility activities, minutes of Board and Committees of the Board, appointment and remuneration of the senior management, appointment/cessation of Key Managerial Personnel, details of joint ventures or collaborations, if any, information on subsidiaries, sale of investments, assets which are material in nature and not in the normal course of business, foreign exposure and non-compliance, if any with regulatory or statutory guidelines or in the Listing Regulations, etc., and other matters which are required to be placed before the Board in terms of the Act, Listing Regulations and other applicable statutes. The Board and other Committees also approve various business proposals and regulatory approvals through circulations as and when required.

VI. POST MEETING COMMUNICATION / FOLLOW UP SYSTEM

The Company has an effective post meeting follow up procedure. The Company has a mechanism to track important decisions taken at the Board/Committee meetings till the closure of such decisions and Action Taken Report on the decisions taken in a meeting is placed at the succeeding meeting(s) of the Board/ Board Level Committees.

VII. GENERAL BODY MEETINGS

(a) Location and time, where last three Annual General Meetings were held

AGM	Date and time of AGM	Details of special resolution(s) passed at the AGMs, if any	Venue
29th	23rd September, 2021 at 10:00 A.M.	None	Meeting were held through Video conferencing
30th	22nd September, 2022 at 11:30 A.M.	None	
31st	21st September, 2023 at 11:30 A.M.	1. Appointment of Shri Vikrampati Singhania as Independent Director 2. Re-appointment of Smt. Archana Capoor as Independent Director 3. Re-appointment of Shri Bharat Anand as Independent Director 4. To Approve the variation, if any, in the remuneration of Shri Jayant Davar (DIN: 00100801), Co-Chairman and Managing Director of the Company in compliance with the limits prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	

b) Extraordinary General Meetings ("EGM")

No EGM of the members was held during the Financial Year 2023-24.

c) Details of special resolution passed through Postal Ballot during 2023-24:

During the Financial Year 2023-24, no resolution was passed through postal ballot.

Further, as on the date of this report no special resolution is proposed to be conducted through postal ballot.

VIII. MEANS OF COMMUNICATION

The Company recognizes the importance of communication with Shareholders and promptly discloses information on material corporate developments and other events as required under the Listing Regulations. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of our Company's corporate governance framework. Further, Company uses several modes for communicating with its external stakeholders, such as announcements, press releases and other reports to the members, posting information on its website (https://sandhargroup.com/), intimation to the Stock Exchanges, responding to analyst's queries etc.

(a) **Quarterly Results:** The Company's quarterly results for the financial year 2023-24 were published in Business Standard.

S. No.	For the Quarter Ending	Date of Publication	Name of Newspaper Publication (English)	Name of Newspaper Publication (Hindi Vernacular)
1	31st March, 2023	26th May, 2023	Business Standard	Business Standard
2	30th June, 2023	10th August, 2023	Business Standard	Business Standard
3	30th September, 2023	10th November, 2023	Business Standard	Business Standard
4	31st December, 2023	09th February, 2024	Business Standard	Business Standard

The aforesaid results were also uploaded at Company's website at https://sandhargroup.com/investors/newspaper-publications .

(b) **News Release and Presentations:** Official news releases are sent to stock exchanges and simultaneously displayed on Company's website www.sandhargroup.com

(c) **Presentations to Investors / Analysts:** The presentations on the Company's unaudited quarterly as well as audited annual financial results are made to the investors and financial analysts and simultaneously uploaded on the Company's website www.sandhargroup.com

(d) **Website :** The Company's website www.sandhargroup.com contains separate dedicated section "Investor Relations" which enables stakeholders to be informed and allow them to access information at their convenience. Up-to-date financial results, annual reports, shareholding pattern, official press releases, the investor/ analysts presentations, details of investor calls and meets, shareholding pattern, important announcements.

(e) **Annual Report:** Annual Report containing inter alia Audited Financial Statements, Director's Report, Auditors Report, Corporate Governance Report, is circulated to the members and others entitled thereto and is also available on website of the Company.

(f) **Electronic filing with Stock Exchanges:** The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filled electronically on NEAPS/ Digital Exchange for NSE and on BSE Listing Centre for BSE.

IX. GENERAL SHAREHOLDERS INFOROMATION

(a) 32nd Annual General Meeting (AGM)

Day and Date	**Tuesday, 24th September, 2024**
Time	**11:30 AM**
Venue	**Video conferencing (VC) /Other Audio Visual Means(OAVM)**

(b) Financial Year: 01st April, 2023 to 31st March, 2024

(c) Dividend Payment Date

The Dividend if declared, shall be paid by the Company within 30 days from the date of declaration of dividend. Expected on or before 23rd October, 2024.

(d) Listing on Stock Exchanges:

The Company equity shares are at present listed at the following Stock Exchanges and Listing fees for the financial year 2024-25 has been duly paid to the Stock Exchanges:

S. No	Name	Address	Stock Code
1	BSE Limited	1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	541163
2	National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051	SANDHAR

Further, the securities of the Company have not been suspended from trading during the year.

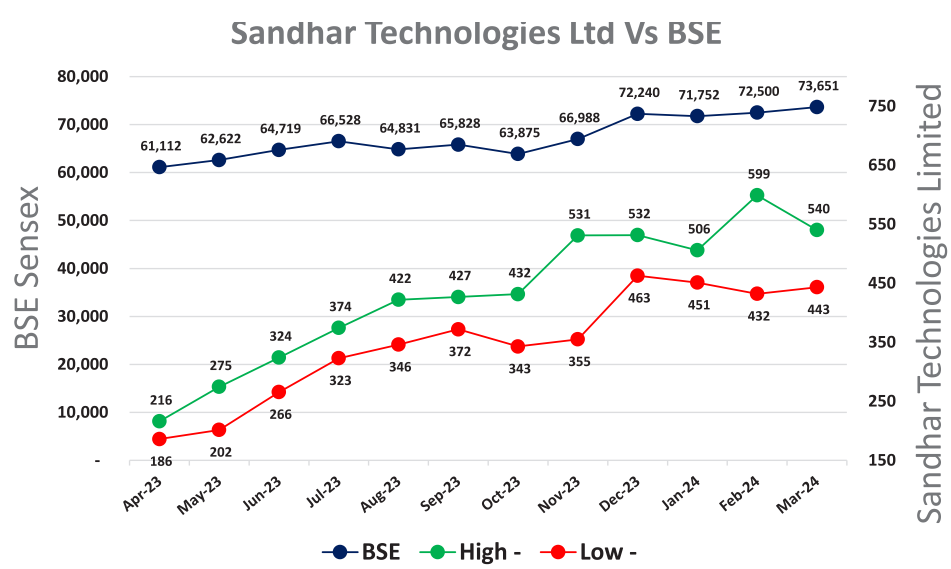
(e) Market Price Data:

Monthly highs and lows of Company's shares during 2023-2024 (` vis-à-vis CNX Nifty & BSE Sensex):

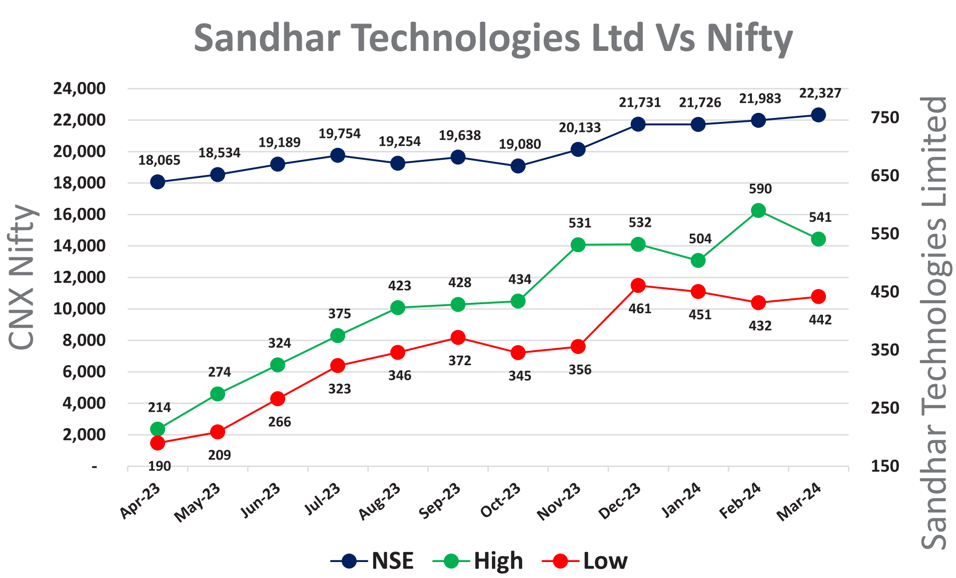
Month	BSE		NSE		Closing CNX Nifty	Closing BSE Sensex
	High	Low	High	Low		
Apr-23	215.95	186.10	213.60	190.00	18065.00	61112.44
May-23	274.50	201.60	274.45	208.80	18534.40	62622.24
Jun-23	324.10	265.60	324.35	266.15	19189.05	64718.56
Jul-23	374.35	322.95	374.90	322.95	19753.80	66527.67
Aug-23	422.00	346.00	423.00	346.00	19253.80	64831.41
Sep-23	426.75	372.00	428.45	371.55	19638.30	65828.41
Oct-23	431.55	342.90	434.00	345.30	19079.60	63874.93
Nov-23	530.95	355.05	531.15	355.95	20133.15	66988.44
Dec-23	531.60	462.75	532.00	461.00	21731.40	72240.26
Jan-24	505.85	451.00	504.00	450.55	21725.70	71752.11
Feb-24	598.95	432.05	590.00	431.50	21982.80	72500.30
Mar-24	540.05	443.20	540.95	441.80	22326.90	73651.35

The charts below show the comparison of the Company's share price (monthly high) movement vis-à-vis the movement of the BSE Sensex and CNX Nifty for the financial year 2023-24 (based on month end closing).

Sandhar Technologies Limited Vs BSE Sensex, on the 31st March, 2024



Sandhar Technologies Limited Vs Nifty, on the 31st March, 2024



(f) Dematerialization of shares and liquidity;

As on 31st March, 2024, 100% of the total equity shares were held in dematerialization form. The Company's shares are actively traded on the stock exchange.

(g) Share Transfer Agent;

The Company vide Agreement dated 02nd April, 2018 has appointed the following agency to act as its Registrar and Share Transfer Agent ("RTA"). The RTA is, inter alia, responsible for processing of requests pertaining to share transmission/ dematerialization/ rematerialization and other activities related thereto for both electronic and physical shareholdings. Further, RTA also handles corporate actions such as data requirements for conduct of AGMs, dividends etc. The RTA corresponds with the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in this regard.

Link Intime India Private Limited

C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai 400 083

Tel No: +91 22 49186000

Fax: +91 22 49186060

(h) Name and Designation of Compliance Officer:

Shri Gulshan Ahuja,
Deputy Company Secretary & Compliance Officer
Plot No. 13, Sector 44, Gurugram – 122001
Haryana - India
Tel No: 0124–4518900; Fax No: 0124–4518912
Email: cs@sandhar.in

(i) Dispute Resolution Mechanism (SMART ODR)

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/ investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal.

Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company https://sandhargroup.com/uploads/Investor/link-to-smart-odr-portal-signed_file.pdf

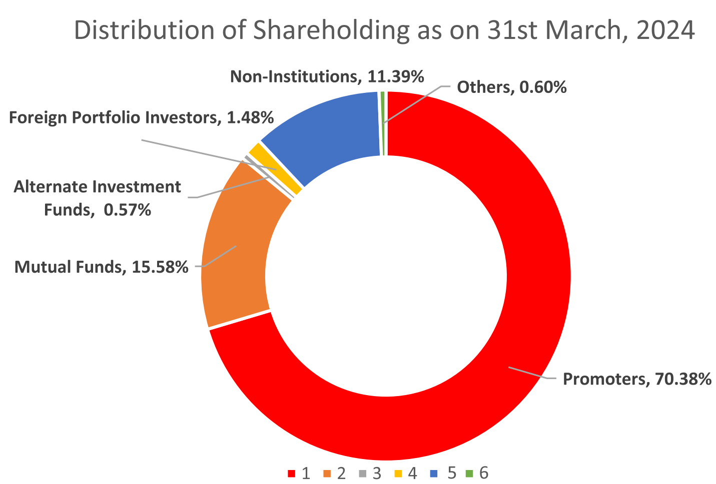
(j) Distribution of Shareholding

The below two tables provide details about the pattern of shareholding among various categories and number of shares held, as on the 31st March, 2024:

Category Distribution:

Categories	31st March, 2024	
	No. of Shares	Percentage
Promoter & Promoter Group	42362245	70.38%
Mutual Funds	9378977	15.58%
Alternate Investment Funds	343182	0.57%
Foreign Portfolio Investors	889794	1.48%
Non-Institutions	6854642	11.39%
Others	361868	0.60%

Distribution of Shareholding as on the 31st March, 2024:



Distribution Of Shareholding (Shares)							
S. No	Shareholding of Shares			Shareholder	Percentage (%) of Total	Share	Percentage (%) of Total
1	1	To	500	35646	94.424	2431016	4.0389
2	501	To	1000	1103	2.9218	841153	1.3975
3	1001	To	2000	557	1.4755	828535	1.3765
4	2001	To	3000	164	0.4344	417229	0.6932
5	3001	To	4000	47	0.1245	166621	0.2768
6	4001	To	5000	51	0.1351	239328	0.3976
7	5001	To	10000	93	0.2464	693646	1.1524
8	10001	To	ABOVE	90	0.2384	54573180	90.6671
			Total	37751	100	60190708	100

(k) Share Transfer System:

As on the 31st March, 2024, 100% of the equity shares of the Company were in dematerialised form. Transfer of the equity shares held in dematerialised form are done through the depositories with no involvement of the Company.

During the year, the Company had obtained, on yearly basis, a certificate, from a Company Secretary in Practice, certifying that the Company has not received any request relating to transfer, transmission or transposition of share(s) during FY 2023-24. The Company has also not received request for consolidation, sub-division, renewal, exchange or endorsement as required under Regulation 40(9) of the Listing Regulations and filed a copy of the said certificate with the Stock Exchanges.

(l) Outstanding Convertible Instruments/ADRs/GDRs/ Warrants:

The Company has not issued any convertible instruments/ ADRs/ GDRs/ Warrants.

(m) Reconciliation Of Share Capital Audit Report

In terms of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat requests were confirmed within stipulated time etc. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

(n) Plant locations:

In view of the nature of the Company's business, the Company operates from various plants/units of the Company, its Subsidiaries and Joint Ventures located in India and abroad.

A. Plants of the Company

S. No.	Name of Unit	Location
1	Sandhar Technologies Limited (HR) - Unit-I	Plot No. 3 & 4 Sector-18, HSIDC Indl. Area, Gurgaon, Haryana-122015
2	Sandhar Technologies Limited (HR) - Unit-II	Village Dhumaspur, PO Badshahpur, Distt. Gurgaon, Haryana-122102
3	Sandhar Technologies Limited (HR) - Unit-III	Village & P O Khandsa, Behrampur Road, Gurgaon, Haryana - 122004
4	Sandhar Technologies Limited (HR) - Unit-IV	Plot No 24 & 25, Sector 3, IMT Manesar, Gurgaon, Haryana - 122052
5	Sandhar Technologies Limited (HR) - Unit-V	Plot No-14, Sector-5, Industrial Estate, Growth Centre, Phase-II Bawal, Rewari, Haryana -123501
6	Sandhar Technologies Limited (HR) - Unit-VI	Plot No-13, Sector-5, Industrial Estate, Growth Centre, Phase-II Bawal, Rewari, Haryana -123501
7	Sandhar Technologies Limited (KA) - Unit-I	Plot No. 8, Bommasandra, Jigani Link Road, Bommasandra, Anekal Taluk, Bangalore, Karnataka -562106.
8	Sandhar Technologies Limited (KA) - Unit-II	Plot No 7A, KIADB Industrial Area, Attibele, Anekal Taluk, Bangalore, Karnataka - 562107
9	Sandhar Technologies Limited (KA) - Unit-III	Plot No. 12–C & 13A, KIADB Industrial Area, Attibele, Anekal Taluk, Bangalore, Karnataka – 562107
10	Sandhar Technologies Limited (KA) - Unit-IV	Survey No. 240/2, 242/1 & 242/2 Dasanapura Village, Ballur, Anekal Taluk, Bangalore, Urban Karnataka-562107
11	Sandhar Technologies Limited (KA) - Unit-V	46A, 3rd Main 2nd Phase, Peenya Industrial Area, Bangalore Urban, Karnataka-560058
12	Sandhar Technologies Limited (TN) - Unit-I	Plot No. 758/B2, Old Anekal Road, Poonapalli Village, Hosur Taluk, Krishnagiri, Tamil Nadu- 635114
13	Sandhar Technologies Limited (TN) - Unit-II	Plot No.B-2, SIPCOT Industrial Growth Centre, Mattur Post Oragadam, Sriperumpudur (TK), Kanchipuram Tamil Nadu – 620105
14	Sandhar Technologies Limited (MH) - Unit-I	Gate No. 418, Village Ambethan Taluka Khed, Pune, Maharashtra – 410501
15	Sandhar Technologies Limited (MH) - Unit-II	Gate No.3420–3421, Taluka- Shirur Village, Talegaon Dhamdhere, Pune, Maharashtra, 412208
16	Sandhar Technologies Limited (MH) - Unit-IV	Plot No.E-10, MIDC, Chakan Industrial Area, Phase-III, Village Kuruli, Taluka Khed, Pune, Maharashtra- 410501
17	Sandhar Technologies Limited (UK) - Unit-I	Plot No.-16, Industrial Park -4, Village – Begumpur, Haridwar (Uttarakhand) -249403
18	Sandhar Technologies Limited- Nalagarh Unit-I	Village Bhatian, Tehsil Nalagarh, District Solan, Himachal Pradesh-174101
19	Sandhar Himachal (A unit of Sandhar Technologies Limited)	Village Dabhota, Nalagarh-Bharatgarh Road, Tehsil Nalagarh, District Solan, Himachal Pradesh -174101
20	Sandhar Technologies Limited (RJ) - Unit-I	Plot. No.SPI-889, RIICO Industrial Area, Pathredi, Bhiwadi, Rajasthan - 301019
21	Sandhar Technologies Limited (RJ) - Unit-II	004–003 and 004–004, Ajmer Road-Mahindra World City, Village Narsinghpura Dadiya, Tehsil-Sanganer, Jaipur, Rajasthan – 302037

B. Plants of the Subsidiaries

S. No.	Name of Subsidiary	Name of Unit	Location
1	Sandhar Technologies Barcelona S.L (overseas Subsidiary)	Sandhar Technologies Barcelona S.L (overseas Subsidiary)	Avda Col Rubio,46 Pol, Indl, Casa Nova 08730 Sta. Margarida, I Els Manjos, Barcelona, Spain
2	Sandhar Technologies de Mexico, S de RL de CV (Subsidiary of Sandhar Technologies Barcelona S.L)	Sandhar Technologies de Mexico, S de RL de CV (Subsidiary of Sandhar Technologies Barcelona S.L)	Av. Torre Centro Insurgentes, 3 Parque Opcion San Jose Iturbide 37980 (Guanajuato), Maxico
3	Sandhar Technologies, Poland, Sp. Zoo (Subsidiary of Sandhar Technologies Barcelona S.L)	Sandhar Technologies, Poland, Sp. Zoo (Subsidiary of Sandhar Technologies Barcelona S.L)	Ul Legionow 59, 42–200 Czestochowa, Poland
4	Sandhar Technologies Ro SRL (Romania) (Subsidiary of Sandhar Technologies Barcelona S.L)	Sandhar Technologies Ro SRL (Romania) (Subsidiary of Sandhar Technologies Barcelona S.L)	Romania
5	Sandhar Engineering Private Limited	Sandhar Engineering Private Limited (GJ) - Unit-I	Plot No. 107/1, Halol Masawad GIDC, Halol-II, Panchmahals, Gujarat-389350
		Sandhar Engineering Private Limited (KA) - Unit-I	Building No. 244 and 242/1, Ballur Panchayat, Dasanapura Village, Attibele Hubli, Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka-562107
		Sandhar Engineering Private Limited (KA) - Unit-II	Building No. 191 to 194 and 202 to 205, 2nd Phase Industrial Area, Thandya Industrial Estate, Mysuru, Karnataka-571302
6	Sandhar Tooling Private Limited	Sandhar Tooling Private Limited	Plot No-92, Sector-3, IMT Manesar, Gurgaon, Haryana – 122052
7	Sandhar Automotive Systems Private Limited	Sandhar Automotive Systems Private Limited	Plot No.- 44, Sector-3, IMT Manesar, Gurgaon, Haryana – 122052
8	Sandhar Auto Castings Private Limited	Sandhar Auto Castings Private Limited (KA) - Unit-I	Sy.No.129 & 132/3, Nanjanagudu Taluk, Chikkayyanachatra Hobli, Thandavapura, Mysuru, Karnataka – 571302
		Sandhar Auto Castings Private Limited (TN) - Unit-I	Sy.No.620/1A & 620/2A, SH 17A, Nagondapalli, Krishnagiri, Tamil Nadu-635110
9	Sandhar Auto Electric Solutions Private Limited	Sandhar Auto Electric Solutions Private Limited	Village and PO Khandsa, Behrampur Road, Gurugram Haryana – 122004

Plants of Joint Venture Companies(JVs)

S. No.	Name of JV Company	Name of Unit	Location
1	Sandhar Han Sung Technologies Private Limited	Sandhar Han Sung Technologies Private Limited	Plot No-G-67 SIPCOT Industrial Park, Vallam Vadagal, Sriperumbudur Oragadam, Kancheepuram Chennai Tamil Nadu -602105
		Sandhar Han Sung Technologies Private Limited	Village and PO Khandsa, Behrampur Road, Gurugram Haryana – 122004
2	Jinyoung Sandhar Mechatronics Private Limited	Jinyoung Sandhar Mechatronics Private Limited	Plot No-G-80/1 Industrial Park, Vallam Vadagal, Oragadam, Sriperumbudur TK, Kancheepuram, Tamil Nadu - 602105
3	Sandhar Amkin Industries Private Limited	Sandhar Amkin Industries Private Limited	Plot No-26, Sector-5, IMT Manesar, Gurgaon, Haryana-122050
4	Kwangsung Sandhar Automotive Systems Private Limited	Kwangsung Sandhar Automotive Systems Private Limited	No. 31A/9 and 31A/10 SIDCO Industrial Estate, Ambattur, Chennai, Tamil Nadu -600098
5	Sandhar Whetron Electronics Private Limited	Sandhar Whetron Electronics Private Limited	Village Dhumaspur, PO Badshahpur, Distt. Gurgaon Haryana-122102
6	Winnercom Sandhar Technologies Private Limited	Winnercom Sandhar Technologies Private Limited	Plot No. 8, Bommasandra, Jigani Link Road, Bommasandra, Anekal Taluk, Bangalore, Rural Karnataka-562106
7	Sandhar Han Shin Auto Technologies Private Limited	Sandhar Han Shin Auto Technologies Private Limited	27/4, A4 Yarandahalli Jigani Link Road, 4th Phase, KIADB Industrial Area Bommasandra, Bangalore Rural Karnataka-560105

(o) Address for correspondence:

Investors and shareholders may correspond with the RTA or at corporate office of the Company at the following address:

Registrar and Transfer Agent – Link Intime India Private Limited	Company
C-101, 1st floor 247 Park L B S Marg, Vikhroli (West) Mumbai 400 083	Registered Office: B-6/20 L.S.C. Safdarjung Enclave, New Delhi-110029
Tel: +91 22 4918 6270 Fax: +91 22 4918 6060 E-mail: mumbai@linkintime.co.in Investor Grievance e-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in	Corporate Office: Plot No. 13, Sector 44, Gurgaon – 122002 Email: investor.relations@sandhar.in (for Institutional Investors) Email: investors@sandhar.in (for Others)

(P) COMMODITY PRICE RISK OF FOREIGN EXCHANGE RISK & HEDGING ACTIVITIES

The Company has managed the foreign exchange risk and the transactions have been debarred or disqualified hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Note No. 37 to the Standalone Financial Statements.

(Q) CREDIT RATING

The Company has not issued any debt instruments and did not have any fixed deposit programme or any scheme or proposal involving mobilisation of funds in India or abroad during the Financial Year ended 31st March, 2024.

During the year under review India Rating & Research, a credit rating agency registered with SEBI had reaffirmed the credit ratings as follows:

S. No.	Name of Facilities	Credit Rating
1.	Term loan	LongTerm Ratings: IND AA-/ Stable
2.	Fund-based working capital limits	Long/Short Term Rating: IND AA-/ Stable/ IND A1+
3.	Non-Fund-based working capital limits	Long/Short Term Rating: IND AA-/ Stable/ IND A1+
4.	Commercial Paper	Short Term Rating: IND A1+

X. Other Disclosures:

(a) Related Party Transaction:

All related party transactions undertaken by the Company were in compliance with the provisions set out in the Act read with the Rules made thereunder and Regulation 23 of the Listing Regulations. During the year under review, all related party transactions entered into by the Company, were prior approved by the Audit Committee and were in the ordinary course of business and on an arm's length basis. Also, the Company did not enter into any material related party transactions.

The Board has also formulated a Policy on dealing with Related Party Transactions pursuant to the provisions of the Act and the Listing Regulations. The Policy intends to ensure that proper approval, reporting and disclosure processes are in place for all transactions between the Company and related parties. The Policy also provides that concerned or interested Director shall not participate in any discussion or approval of any contracts or arrangements with related parties. This Policy is periodically reviewed and suitably revised to match with the updated legal requirements, as applicable.

The said Policy can be accessed on the Company's website at https://sandhargroup.com/uploads/Governance/sandahr_policy-for-determination-of-materiality-of-and-dealing-with-related-party-transaction-1.pdf.

The Audit Committee, during the financial year 2023-24, has approved related party transactions along with granting omnibus approval in line with the Policy on dealing with and materiality of related party transactions and the applicable provisions of the Act read with the Rules issued thereunder and the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force). The Audit Committee reviews at least on a quarterly basis, the details of related party transactions, if any, entered into by the Company pursuant to the omnibus approval granted.

During the year, no materially significant transaction was entered into by the Company with its related parties that may have a potential conflict with the interests of the Company.

None of the transactions with any of the related parties were in conflict with the interest of the Company, rather they synchronize and synergise with the Company's operations. Attention of members is drawn to the disclosure of transactions with the related parties set out in Note No. 32 of the Annual Financial Statements, forming part of the Annual Report.

In addition to the above and as required under the Listing Regulations, the Company is in compliance with the Accounting Standards on related party disclosures, has been submitting disclosures of related party transactions to the Stock Exchanges in the prescribed format from time to time.

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three Years:

During the last three years, there were no strictures or penalties imposed on the Company either by the Stock Exchanges or SEBI, or any other statutory authority for non-compliance of any matter related to capital markets.

(c) Details of establishment of Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company has established a Whistle Blower Policy to enable stakeholders (including but not limited to Directors, Employees, retainers) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy are to be appropriately and expeditiously investigated by the Audit Committee. Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy is available on the website of the Company at

https://sandhargroup.com/uploads/Investor/whistle-blower-policy_new.pdf

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

All the mandatory requirements of the Listing Regulations relating to Corporate Governance has been duly complied by the Company in letter and spirit.

Also, the Company has duly fulfilled the following discretionary requirements as prescribed in Part E of Schedule II of the Listing Regulations:

Modified Opinion(s) in Audit report

During the year under review, there was no audit qualification in your Company's consolidated and standalone financial statements.

Reporting of Internal Auditor

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

(e) **Material Subsidiaries:**

In terms of the requirement of the Policy on Material Subsidiaries, a subsidiary shall be considered as unlisted material subsidiary if its income or net worth exceeds ten (10) % of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

A copy of the said Policy on Material Subsidiaries is available on https://sandhargroup.com/uploads/Investor/policy-for-determining-material-subsidiaries.pdf

In terms of the Listing Regulations amendment dated the 9^{th} May, 2018, effective from 1st April, 2019, the Company's foreign subsidiary viz. Sandhar Technologies Barcelona S.L. together with its step-down subsidiaries shall be considered as a Material Subsidiary.

The Audit Committee of the Company reviews the Consolidated Financial Statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

Details of Subsidiaries of the Listed Entity

The Audit Committee reviews the financial statements of the subsidiaries. It also reviews the Investments made by such subsidiaries, the statement of all significant transactions and arrangements entered into by subsidiaries and the compliances of each materially significant subsidiary on a periodic basis. The Audit Committee also reviews the utilisation of loans/ advances/ investments given by the Company to its subsidiaries. The minutes of Board meetings of the subsidiary companies are placed before the Board for review.

Details of the subsidiary given below:

S. No	Name of subsidiary & its location	Date of Incorporation	Nature of subsidiary	Type of subsidiary pursuant to regulation 16(1)(c) of the Listing Regulations. i.e. [Material or otherwise]
1	Sandhar Tooling Private Limited Registered office at B-6/20, L.S.C, Safdarjung Enclave, New Delhi-110 029	26th February, 2002	Domestic company	Otherwise
2	Sandhar Engineering Private Limited Registered office at Plot No. 13, Sector-44 Gurugram HR-122002	14th October, 2021	Domestic company	Otherwise
3	Sandhar Auto Electric Solutions Private Limited Registered office at Plot No. 13, Sector-44 Gurugram HR-122002 IN	6th January, 2022	Domestic company	Otherwise
4	Sandhar Automotive Systems Private Limited Registered office at Plot No. 44, Sector-3, IMT Manesar, Gurugram, HR 122050 IN	20th June, 2017	Domestic company	Otherwise
5	Sandhar Technologies Barcelona S.L., Registered at Av. Cal Rubio, no 46, Santa Margarida I els Monjos, Barcelona, Spain	18th May, 2007	Foreign company (RBI UIN no. NDWAZ20090757)	Material
6	Sandhar Auto Castings Private Limited Registered office at Khasra No. 1747/1218, 11, Behrampur Road Village Khandsa, Gurgaon HR 122001 IN	29th July 2020	Domestic company	Otherwise

Company's wholly-owned foreign subsidiary, viz. Sandhar Technologies Barcelona S.L. has the following subsidiaries:

S. No	Name of subsidiary & its location	Date of Incorporation	Nature of subsidiary	Type of subsidiary pursuant to regulation 16(1)(c) of the Listing Regulations. i.e. [Material or otherwise] Otherwise
1	Sandhar Technologies Poland sp. z.o.o. Registered Office at Ul Legionow 59, 42-200, Czestochowa, Poland	20th June, 2011	Foreign company	Subsidiary of material subsidiary
2	Sandhar Technologies De Mexico S. de RL de CV Registered Office at Av. Torre Centro Insurgentes, 3 Parque Opcion, San Jose Iturbide 37980, Guanuato, Mexico	27th February, 2014	Foreign company	
3	Sandhar Technologies Ro SRL Registered Office 6-9 Corneliu Coposu Boulevard 8th floor, Office No. M09, 3rd District Bucharest, 030606, Romania	4th March 2021	Foreign Company	

(f) Details of material subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of statutory auditors of such subsidiaries:

Name of Material Subsidiary	Date of incorporation	Place of Incorporation	Name of Statutory Auditor	Date of Appointment
Sandhar Technologies Barcelona S.L.,	18th May, 2007	Registered at Av. Cal Rubio, no 46, Santa Margarida I els Monjos, Barcelona, Spain	SW Audit Control S.L.P.	06th June, 2022

(g) Disclosure by the company and its subsidiaries of 'loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount:

The company and its subsidiaries have not granted any loans and advances in the nature of loans to firms / companies in which company's directors are interested.

(h) Disclosure of accounting treatment in preparation of financial statements:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 read with Section 133 of the Act.

(i) Details of Utilisation of Funds of Preferential Allotment/QIP:

The Company has not raised funds through Preferential Allotment/QIP during the year under review.

(j) Certificate from Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors:

A certificate from M/s. K K. Sachdeva & Associates, Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority, is attached as **"Annexure- E1"** to this report.

(k) Acceptance of Recommendation of Board Committees

During the Financial Year 2023-24, there was no recommendation of any committee of the Board of the Company which is mandatorily required and not accepted by the Board of the Company.

(l) **Details of total fees paid to Statutory Auditors**

Type of Service	(INR. in Lacs)	
	March, 2024	March, 2023
As Auditor		
Audit Fees	99.73	74.45
Limited Review	12.00	12.00
In Other Capacity		
Other Services (Certification Fees)	5.33	12.25
Reimbursement of Expenses	6.74	3.79
TOTAL	123.80	102.49

(m) **Sexual Harassment of Women at Workplace:**

The Company has in place a policy on Prevention of Sexual Harassment at the workplace. For further details in this regard, please refer to the Board's Report forming part of this Annual Report.

Details of complaints received and redressed during the Financial Year 2023-24:

a. Number of complaints received during the Financial Year: None

b. Number of complaints disposed of during the Financial Year: None

c. Number of complaints pending as on end of the Financial Year: None.

(n) **Code of Conduct:**

The Board has formulated and adopted Code of Conduct and Ethics for the Board of Directors and Senior Management. The said code has been revised/ updated by the Board at its meeting held on 09th February, 2023, as updated from time to time and has been hosted on the website of the Company at https://sandhargroup.com/uploads/Investor/policy-on-code-of-conduct-for-bod-senior-mgt_new.pdf .All Board members and Senior Management Personnel affirmed the compliance with the Code of Conduct as on 31st March, 2024.

A Declaration to this effect signed by the CEO in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of the Board's Report is regarding the compliance is annexed as **"Annexure-E2"** with this report.

(o) **Code of Conduct for Prevention of Insider Trading**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Conduct for Prohibition of Insider Trading with Code of Practice and Procedure for fair Disclosure of Unpublished Price Sensitive Information was approved and adopted by the Company. The Code of Conduct for Prohibition of Insider Trading is displayed on the website of the Company https://sandhargroup.com/

XI. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT WITH REASONS THEREOF

All the requirements of Corporate Governance Report of sub paragraphs (2) to (10) Para C of Schedule V of Listing Regulations have been duly complied with.

XII. CONFIRMATION OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION 2 OF REGULATION 46:

The Company has complied with the requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations including disclosure requirements as enumerated under Schedule V thereto".

XIII. CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER CERTIFICATION

The Chief Executive Officer and the Chief Financial Officer have issued certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. They also certify that, to the best of their knowledge and belief, no transactions entered into during the year were fraudulent, illegal or in violation of the code of conduct of the Company, they are responsible for establishment and maintenance of the Internal Financial Controls for financial reporting and they have indicated to the auditors and the Audit Committee about any significant changes in internal control over financial reporting, significant changes in the accounting policies and instances of significant frauds, if any, which they were aware. The said certificate is annexed as **"Annexure-E3"** and forms part of this Annual Report.

XIV. COMPLIANCE CERTIFICATE FROM M/S. K.K. SACHDEVA & ASSOCIATES, PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE IS ANNEXED AS "ANNEXURE-F"

XV. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

The listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable:

a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: **Nil**

b) aggregate number of shareholders and their shares transferred in the suspense account during the year: **Nil**

c) number of shareholders who approached listed entity for transfer of shares from suspense account during the year: **Nil**

d) number of shareholders to whom shares were transferred from suspense account during the year: **Nil**

e) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: **Nil;**

f) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **Not Applicable**

For and on behalf of the Board of Directors
Sandhar Technologies Limited

Jayant Davar
Chairman, Managing Director & CEO
DIN: 00100801

Place: Gurugram, Haryana
Date: 08th August, 2024

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,
Sandhar Technologies Limited
B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sandhar Technologies Limited having CIN L74999DL1987PLC029553 and having Registered office at B-6/20 L.S.C. Safdarjung Enclave, New Delhi-110029 India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause 10(i) of the Securities 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 Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and based on declarations received from respective Directors. We hereby certify that as on Financial Year ended on 31st March, 2024 none of the Directors on the Board of the Company as stated below 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.

S. No.	Name of Director	DIN	Date of Appointment in Company*
1	Dharmendar Nath Davar**	00002008	02/07/1994
2	Jayant Davar	00100801	24/10/1987
3	Arvind Kapur***	00096308	01/10/2005
4	Archana Capoor	01204170	05/11/2018
5	Vikrampati Singhania	00040659	09/08/2023
6	Vimal Mahendru	00006016	05/11/2019
7	Bharat Anand	02806475	12/08/2019
8	Arjun Sharma	00003306	24/05/2016
9	Sandeep Dinodia	00005395	02/02/2022
10	Monica Davar	00100875	24/10/1987
11	Neel Jay Davar	09201336	06/08/2021

*Date of Appointment is as per the MCA Portal

** Shri Dharmendar Nath Davar ceases to be a Director on the Board of the Company w.e.f., 23rd May, 2024.

*** Shri Arvind Kapur ceases to be a Director on the Board of the Company w.e.f. 03rd July, 2024.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **K.K. Sachdeva & Associates**
Practicing Company Secretary

Sd/-
K.K. Sachdeva
(Proprietor)
FCS. 7153, CP No. 4721
UDIN: F007153F000927701

Place: New Delhi
Date: 08th August, 2024

Annexure-E2

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

To,

The Members,

Sandhar Technologies Limited

B-6/20 L.S.C. Safdarjung Enclave,

New Delhi-110029

Sub: Declaration regarding compliance with the Company's Code of Conduct for Directors and Senior Management.

Ref.: Regulation 34(3) read with Part D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Jayant Davar, Chairman, Managing Director and CEO of Sandhar Technologies Limited, hereby declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the Code of Conduct for the financial year 2023–24.

For SANDHAR TECHNOLOGIES LIMITED

Jayant Davar

Chairman, Managing Director & CEO

DIN: 00100801

Place: Gurugram, Haryana

Date: 08th August, 2024

Annexure-E3

CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To,
The Members,
Sandhar Technologies Limited
B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029

Sub.: Compliance Certificate under Regulation 17(8) read with Part B of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to certify that for the Financial Year ended 31st March, 2024:

1. We have reviewed the financial statements and the cash flow statement for the year as aforesaid and to the best of our knowledge and belief:

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

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

2. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2024 which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee of deficiencies, if any, of which we are aware, in the design or operation of the Internal Control Systems and that we have taken the required steps to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee:

   a) That there were no significant changes in internal control over financial reporting, during the year;
   b) All significant changes in the accounting policy during the year, if any, have been disclosed in the notes in respective place in the financial statements; and
   c) There were no instances of significant fraud, of which we have become aware of and involvement therein, if any, of the management or an employee having significant role in companies internal control system over financial reporting.

For **SANDHAR TECHNOLOGIES LIMITED**

Sd/-
Jayant Davar
Chairman, Managing Director & CEO
DIN: 00100801

Sd/-
Yashpal Jain
Chief Financial Officer & Company Secretary
M. No. A13981

Place: Gurugram, Haryana
Date: 08th August, 2024

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Sandhar Technologies Limited,
B-6/20, L.S.C. Safdarjung Enclave,
New Delhi-110029

We have examined the compliance of conditions of Corporate Governance by Sandhar Technologies Limited (hereinafter referred "the Company"), for year ended 31st March, 2024 as stipulated under Regulations 17 to 27, clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance with the conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of Regulations of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Regulations of the Corporate Governance as stipulated in the above mentioned Listing Agreement/ Listing Regulations, as applicable.

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

For **K.K. Sachdeva & Associates**
Practicing Company Secretary

Sd/-
K.K. Sachdeva
(Proprietor)
FCS. 7153, CP No. 4721
UDIN: F007153000927677

Place: New Delhi
Date: 08th August, 2024

Information pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The ratio of the remuneration of each director/ Key Managerial Personnel (KMP) to the median remuneration of the employee of the Company for the Financial Year 2023-24.

(INR. In Lacs)

S. No.	Name of Director/ KMPs and Designation	Remuneration of Director/KMP for Financial Year 2023-24	Ratio of Remuneration of each Directors to the Median Remuneration of employees	(%) increase in remuneration in Financial Year 2023-24
1.	Shri Jayant Davar (Co-Chairman and Managing Director)#	768.60*	170	53.81%
2.	Shri Yashpal Jain (Chief Financial Officer and Company Secretary)##	129.62	29	10%
3.	Smt. Komal Malik (Company Secretary)###	26.28	6	10%

Note: The Remuneration of Directors is disclosed in the Corporate Governance Report forming part of the Annual Report.
*Inclusive of Commission provided and payable for an amount of INR.625.09 Lacs

Shri Jayant Davar was appointed as Chairman and Chief Executive Officer of the Company w.e.f. 23rd May, 2024. From the said date his designation will be Chairman, Managing Director and Chief Executive Officer.

Shri Yashpal Jain was appointed as Company Secretary of the Company w.e.f., 09th February, 2024 in addition to his existing designation of Chief Financial Officer.

Smt. Komal Malik has resigned from her position of Company Secretary of the Company w.e.f. 15th January, 2024.

The median remuneration of the employees of the Company during the Financial Year 2023-2024 was INR. 4.53 Lacs.

Percentage increase in the median remuneration of employees in the last Financial Year 2023-2024 was 5.96 % as compared to the previous year.

No. of permanent employees as on the 31st March, 2024 are 1,662.

Average percentage increase in the salaries of employees other than managerial personnel in the Financial Year 2023-2024 was 4.12%; whereas the increase in the managerial remuneration in the Financial Year 2023-2024 was 53.81%.

The change in compensation of employees is guided by factors such as market trends, internal parity and is in line with the normal pay revisions which is linked to individual performance and the Company's performance.

It is hereby affirmed that the remuneration paid is as per the Remuneration policy for Directors/ Key Managerial Personnel & other employees.

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Sd/-
Jayant Davar
Chairman, Managing Director and CEO
DIN: 00100801

Place: Gurugram, Haryana
Date: 08th August, 2024

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[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,
Sandhar Technologies Limited
B-6/20, L.S.C, Safdarjung Enclave, New Delhi- 110029

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sandhar Technologies Limited (CIN: L74999DL1987PLC029553)** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on **31st March, 2024**, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on the **31st March, 2024** according to the applicable 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. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

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

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

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to the Company during the Audit period);

   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(Not Applicable to the Company during the audit period);

   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Company during the Audit period);

   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 (Not Applicable to the Company during the Audit period);

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable to the Company during the Audit period);

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the Audit period);

vi. We further report that having regard to 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 laws applicable specifically to the Company:

   i) The Factories Act, 1948;

   ii) The Competition Act, 2002;

   iii) The Industries (Development and Regulation) Act, 1951 and rules/ regulations framed thereunder;

   iv) The Petroleum Act, 1934 and the rules made thereunder;

   v) The Environment Protection Act, 1986 and the rules made thereunder;

   vi) The Water (Prevention and Control of Pollution) Act, 1974 and the rules made thereunder;

   vii) The Air (Prevention and Control of Pollution) Act, 1981 and the rules made thereunder;

   viii) Noise Pollution (Regulation and Control) Rules, 2000;

   ix) The Shop and Establishment Act, 1948;

   x) The Industrial Disputes Act, 1947;

   xi) The Workmen's Compensation Act, 1923;

   xii) The Payment of Wages Act, 1936

   xiii) The Minimum Wages Act, 1948;

   xiv) The Payment of Bonus Act, 1965; and

   xv) Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit, since the same have been subject to review by statutory financial audit and other designated laws.

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

i. Secretarial Standards (SS) with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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 Independent Women 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 for meetings 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 and Committee Meetings were carried out through unanimous consent as recorded in the minutes of the meetings of the Board of Directors or Committees 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 etc.

We further report that during the audit period following event occurred which had major bearing on the Company's affairs in pursuance of the above laws, rules, regulations, guidelines, standards, etc.,

Acquisition of 12,05,000 equity shares of M/s Sandhar Tooling Private Limited (STPL) from M/s. Stitch Overseas Private Limited, Mr. Parveen Satija and Mr. Jayant Davar as per share purchase agreement dated 23rd January, 2024, with the said acquisition STPL becomes a Wholly Owned Subsidiary of the Company.

For K K Sachdeva & Associates
Company Secretaries
Firm No. 12002DE298800
Peer Review: 1684/2022

K K Sachdeva
Proprietor
FCS No. 7153, CP No. 4721
UDIN: F007153F000432820

Place: New Delhi
Date: 23.05.2024

This report is to be read with our letter of even date which is annexed as **Annexure-H1** and forms an integral part of this report.

Annexure H1

To,
The Members,
Sandhar Technologies Limited
B-6/20, L.S.C, Safdarjung Enclave, New Delhi- 110029

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

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes 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 secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of the events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have tried to verify the physical records, to the extent possible, for the period under review in order to verify the compliances, however, reliance was also placed on electronic records for verification.

For **K K Sachdeva & Associates**
Company Secretaries
Firm No. 12002DE298800
Peer Review: 1684/2022

K K Sachdeva
Proprietor
FCS No. 7153, CP No. 4721
UDIN: F007153F000432820

Place: New Delhi
Date: 23.05.2024

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	:	L74999DL1987PLC029553
2.	Name of the Listed Entity	:	Sandhar Technologies Limited ("the Company" or STL)
3.	Year of incorporation	:	1987
4.	Registered office address	:	B-6/20, L.S.C. Safdarjung Enclave, New Delhi - 110029
5.	Corporate address	:	Plot-13, Sector – 44, Gurugram, Haryana – 122002
6.	E-mail	:	brsr@sandhar.in
7.	Telephone	:	0124–4518900
8.	Website	:	www.sandhargroup.com
9.	Financial year for which reporting is being done	:	2023–2024
10.	Name of the Stock Exchange(s) where shares are listed	:	National Stock Exchange of India Limited and BSE Limited
11.	Paid-up Capital	:	₹ 6019.07 Lakhs
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	:	Shri. Yashpal Jain Email: brsr@sandhar.in Telephone: 0124 4518900
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	:	The disclosures under this report are made on a standalone basis.
14	Name of Assurance Provider:		Since, STL is not falling in the list of the top 150 listed companies based on the market capitalization as at 31st March 2024, therefore, it is not required to obtain assurance on BRSR, accordingly, this requirement would not be applicable.
15	Type of Assurance obtained:		Not Applicable

II. Products/services

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

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Metal & Metal Products	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Locks	259, 282, 293, 309, 453 and 454	23.2%
2.	Other Products	282, 293, 309, 453 and 454	22.6%
3.	Sheet Metal Components	282, 293, 309, 453 and 454	22.3%
4.	Cabins	282	9.4%
5.	Wheel Assembly	293, 309, 453 and 454	9.2%
6.	Mirror Assembly	282, 293, 309, 453 and 454	8.2%
7.	Handle Bar Assembly	293, 309, 453 and 454	3.8%
8.	Plastic Parts	292, 293, 309, 453 and 454	1.30%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	21	2	23
International	0	0	0

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	28
International (No. of Countries)	7

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

c. The overall contribution of the exports to the total turnover is 0.96%.

d. A brief on types of customers

The Company is a market leader in the automotive components and system segment delivering a wide variety of innovative, superior quality and cost-effective products to customers all over the world. The sales are mainly through Business to Business (B2B) model to Original Equipment Manufacturers (OEMs).

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
		EMPLOYEES				
1.	Permanent (D)	1,055	1,000	95%	55	5%
2.	Other than Permanent (E)	45	36	80%	9	20%
3.	Total employees (D + E)	1,100	1,036	94%	64	6%
		WORKERS				
4.	Permanent (F)	510	481	94%	29	6%
5.	Other than Permanent (G)	52	52	100%	0	0%
6.	Total workers (F + G)	562	533	95%	29	5%

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent (D)	0	0	0%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	Total differently abled employees (D + E)	0	0	0%	0	0%
	DIFFERENTLY ABLED WORKERS					
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than permanent (G)	0	0	0%	0	0%
6.	Total differently abled workers (F + G)	0	0	0%	0	0%

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors*	11	2	18%
Key Management Personnel**	2	0	0%

* Board of Directors includes one member of Key Management Personnel i.e., Managing Director.
** Key Management Personnel includes one member who is acting as Chief Financial Officer as well as Company Secretary.

22. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2023-2024 (Turnover rate in current FY)			FY 2022-2023 (Turnover rate in previous FY)			FY 2021-2022 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	26.09%	32.20%	26.43%	30.52%	28.57%	30.41%	26.93%	34.67%	27.32%
Permanent Workers	2.07%	3.85%	2.16%	3.10%	4.35%	3.16%	1.03%	8.70%	1.38%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the Holding/ Subsidiary/ Associate Companies/ Joint Ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Sandhar Automotive Systems Private Limited	Subsidiary	100%	No
2	Sandhar Tooling Private Limited	Subsidiary	100%	No
3	Sandhar Auto Castings Private Limited	Subsidiary	100%	No
4	Sandhar Engineering Private Limited	Subsidiary	100%	No
5	Sandhar Technologies Barcelona S. L	Subsidiary	100%	No
6	Sandhar Auto Electric Solutions Private Limited	Subsidiary	100%	No
7	Winnercom Sandhar Technologies Private Limited	Joint Venture	50%	No
8	Sandhar Han Shin Auto Technologies Private Limited	Joint Venture	50%	No
9	Sandhar Whetron Electronics Private Limited	Joint Venture	50%	No
10	Sandhar Amkin Industries Private Limited	Joint Venture	69.12%	No
11	Sandhar Han Sung Technologies Private Limited	Joint Venture	50%	No
12	Kwangsung Sandhar Technologies Private Limited	Joint Venture	50%	No
13	Jinyoung Sandhar Mechatronics Private Limited	Joint Venture	50%	No

VI. CSR Details

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

    (ii) Turnover (in ₹) – 271,566.55 Lakhs

    (iii) Net worth (in ₹) – 102,763.87 Lakhs

VII. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2023-2024 Current Financial Year			FY 2022-2023 Previous Financial Year		
	(If Yes, then provide web-link for grievance redress policy)*	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	Nil	Nil	-	Nil	Nil	-
Investors (other than shareholders)	Yes	Nil	Nil	-	Nil	Nil	-
Shareholders	Yes	Nil	Nil	-	1	Nil	-
Employees and workers	Yes	Nil	Nil	-	Nil	Nil	-
Customers	Yes	Nil	Nil	-	Nil	Nil	-
Value Chain Partners	Yes	Nil	Nil	-	Nil	Nil	-
Other (please specify)	Yes	Nil	Nil	-	Nil	Nil	-

*The Vigil Mechanism/Whistle-Blower Policy of the Company provides a robust framework for dealing with concerns and grievances for employees and directors and the same is available at https://sandhargroup.com/investors/disclosures-under-regulation-46-of-the-lodr.

There is a specific email ID investors@sandhar.in for addressing queries by any Investors and Shareholders. The Legal and Secretarial Department is responsible to monitor and resolve the queries and concerns raised through this email ID, taking inputs and resolutions from the relevant departments within the Company.

Further with respect to suppliers, customized surveys are conducted to get the pulse of their satisfaction with regard to the business done with them.

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

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

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Pollution free environment	Risk	Failure to offer a safe working environment may expose the Company to compensation liabilities, decreased productivity, brand loss, and other consequences.	All relevant pollution control standards for air, water and soil are followed. The disposal of hazardous waste is regulated to ensure that it stays below permitted levels.	Negative
2	Waste Management	Risk and Opportunity	Waste handling and disposal pose a risk. Reduction of waste in conjunction with improved circular economy and performance, provides a chance for further environmental advantages.	Disposal of waste through authorised vendors.	Negative and Positive
3	Climate Change	Risk and Opportunity	Climate-related risks and opportunities have a substantial impact on the Company's long-term operations and financial viability. The effects of climate change are being seen in nearly every region and industry. It can lead to both physical risks as well as transitional risks being a market leader in the automotive components and systems segment, there are new opportunities in emerging EV markets. Lower greenhouse gas emissions have the power to limit climate change.	Climate change and industry transition are now embedded in the Company's risk management process Explore and identify ways to reduce carbon footprint as much as possible. Massive plantation drives.	Negative and Positive
4	Health & Safety	Risk and Opportunity	Managing health and safety is an integral part of running a business. Businesses need to do a risk assessment to identify hazards and risks in their workplace(s) and implement actions to successfully control them. The Company's commitment for continuous improvement in the areas of health and safety best practices around the world in accordance with our SHE policy for all of its employee and workers.	Several initiatives and programmes have been implemented to address all aspects of health and safety management and are being actively monitored for continuous improvement.	Negative and Positive
5	Training and Education	Opportunity	Skilled staff and workforce form an asset to the company. The highly trained workforce completes their tasks efficiently and effortlessly in less time and less chances of injury. Further, Company provides need-based and innovative range of trainings for development of their employees and workers. Furthermore, the Company is recruiting and developing suitable talent, as well as assuring professional development and personal well-being throughout their employment with the Company.	Not Applicable	Positive

6	Stakeholder engagement	Opportunity	Opportunity to communicate with and gather suggestions from stakeholders, contributes to enhanced decision-making by incorporating diverse perspectives and access to valuable insights and expertise. The Company has a well-defined continual stakeholder engagement process.	Not Applicable	Positive
7	Intellectual property	Risk	Leakage of confidential and private information. Risk of theft, infringement, loss, damage, or misuse of intellectual property. IP rights disputes might occur.	Implementing security measures or policies. Conducting Information Audits on a regular basis. Data exchange with vendors/customer in a secure manner. Entering into a Non-Disclosure Agreement (NDA) with parties for the purpose of exchanging information. Proper indemnity in documents to cover responsibility against third parties in the case of OEM patents.	Negative
8	Women Empower-ment and employ-ee engagement	Opportunity	Workforce that is motivated, devoted, and engaged; a significant number of female employees are employed.	Not Applicable	Positive
9	Disaster Recovery	Risk	Natural disasters including earthquakes, cyclones, floods, epidemics etc. can cause business intervention.	Adequate disaster preparedness, including proper insurance as covered under the Business Continuity Plan.	Negative
10	Innovation	Risk	Risk of better solutions failing to address current market trends, new requirements, or technology improvements.	New focus areas are developed in order to generate future capacity requirements. Structured technology development projects.	Negative
11	Operations environment	Opportunity	Opportunity to minimise costs and conserve resources while limiting the negative effects of non – compliance. Further, all environmental regulations are met, and operational improvements are implemented.	Not Applicable	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

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

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	The policies as per the SEBI Regulations are approved by the Board and the rest of the policies are approved by the CSR Committee as designated by the Board.								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
c. Web Link of the Policies, if available	The Policies of the Company are placed on the Company's website, which can be accessed at: https://sandhargroup.com/investors/corporate-governance. Additionally, the Company's intranet hosts a number of internal policies that are available to internal stakeholders only.								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	The STL's Supplier Code of Conduct, which is applicable to the Company's upstream value chain partners, includes various ethical and business requirements such as human rights, environment, health and safety, and working conditions which also extends to them.								
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	IATF: 16949:2016 ISO 14001:2015 ISO 45001:2018 ISO 9001:2015								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has set a goal to become Carbon Neutral by 2050.								
6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	During the FY 2023-24, the STL has reduced its carbon footprints by 9.1% through various mitigatory measures.								
Governance, leadership, and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	At STL, priority revolves around the adoption of the highest level of environmental, social and governance integrity enabling long-term sustainability. The Company is a market leader in the automotive components and systems segment, delivering a wide variety of innovative, superior quality and cost-effective products to customers all over the world. The Company prioritizes the highest standards of health, safety, and environmental integrity, enabling long-term stability. The Company focuses on innovations and moving forward enthusiastically to the upcoming new era of Electric Vehicles (EVs) and New Technologies overcoming the environmental targets. The Company is committed towards its Goal of becoming Carbon Neutral by 2050 and has been accepting, adopting, and moving forward in this direction. With this goal the Company is venturing into new sustainability technologies. There has been a gradual shift from grid-based energy to renewable source of energy i.e. reducing the thermal energy & introducing renewable energy. Reduction in Consumption of fossil fuels and usage of Biomass, PNG, LPG Gas operated DG sets. The Company is exploring modes of transportation for employees and for supply of goods through EV, PNG vehicles. STL is also making efforts towards building economic, social, and environmental capital and enhancing social sustainability. The Company has consciously put in efforts to develop sustainable products through its in-house R&D team. Further, the Sandhar Leadership Team (SLT) Team oversees the ESG / Sustainability initiatives of the Company. To meet our goal of net Zero by 2050, we have started taking initiatives to reduce the carbon foot prints and monitoring the progress thereon. This year, we have been able to reduce our carbon footprints by 9.1% through various mitigatory measures which includes installation of Retrofit Emission Control Devices in all the DG sets, adoption of Variable Frequency Drives (VFD) to enhance energy efficiency and reduce power consumption and change of conventional motors into IE3 standard etc. The Business Responsibility and Sustainability Report demonstrate the Company's efforts to responsibly create and sustain value for all the stakeholders.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	SLT is responsible for implementation of Business Responsibility policy (ies). Mr. Jayant Davar (DIN 00100801), Co-Chairman and Managing Director, is responsible for oversight of the Business Responsibility policy(ies),								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the Sandhar Leadership Team (SLT) is responsible for decision making on sustainability related issues, which comprises of the following members:								

Name	Designation
Shri Yashpal Jain	Chief Financial Officer and Company Secretary
Shri Niraj Hans	Chief Operating Officer –Sheet Metal & Allied Business
Shri Yatendra Singh Chauhan	Senior Advisor and Chief Technology Officer - SAESPL & JV's
Shri Gurvinder Jeet Singh	Senior Advisor and Chief Operating Officer - Proprietary Business, SCID
Shri Ajay Raghav	Chief Operating Officer – Casting Machining & Tooling Business
Shri Ashok Kumar Sharma	Chief of Quality and Head Best Practices
Shri Venkataraman Srinivasan	Chief Operating Officer - Cabins & Fabrications
Shri Shirin Sachdeva	Chief of Staff

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Yes, by the Sandhar Leadership Team (SLT) as designated by the Board of Directors.									Annual basis.								
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Yes. The SLT as designated by the Board of Directors review compliance with all relevant statutory requirement																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
	Currently, the Company is conducting the assessment/evaluation of the working of its policies internally. However, in due course, the Company might also get these reviewed in terms of efficient working of these by an external agency.								

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

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.

Essential Indicator

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

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	3	Familiarisation Programme for the Board of Directors of the Company are being organised on regular basis on various topics about the business segments, operations of the Company, regulatory requirements and other matters. Brief technical capacity building session on Business Responsibility and Sustainability Reporting (BRSR) and its reporting framework.	80%
Key Managerial Personnel	5	Training on various topics about the business segments, operations of the Company, regulatory requirements and other matters. Brief technical capacity building session on BRSR and its reporting framework.	80%
Employees other than BoDs and KMPs	40	Employees Code of Conduct, POSH, Anti Bribery, Whistle Blower, Insider Trading.	92%
Workers	28	Employees Code of Conduct, POSH, Anti Bribery, Whistle Blower.	71%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary				
	NGRBC Principle	**Name of the regulatory/ enforcement agencies/judicial institutions**	**Amount (in INR)**	**Has an appeal been preferred? (Yes/No)**
Penalty/Fine	No material fines / penalties /punishment/ award/ compounding fees/ settlement amount were paid in proceedings by the Company or by directors / KMPs during the current Financial Year.			
Settlement				
Compounding fee				

Non-Monetary				
	NGRBC Principle	**Name of the regulatory/ enforcement agencies/judicial institutions**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Imprisonment	NA	NA	NA	NA
Punishment	Nil	Nil	Nil	Nil

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

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

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

   Yes, the Company has an Anti-Bribery Policy, which is available on the Company's intranet. STL is committed to applying the highest standards of ethical conduct and integrity in its business activities. Every employee and individual acting on behalf of STL is responsible for conducting the Company's business honestly and professionally.

   STL does not tolerate any form of bribery by, or of, its employees or any persons or companies acting for it or on its behalf. Further, the Board and senior management of the Company are committed to implementing and enforcing effective systems to prevent, monitor and eliminate bribery.

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

	FY 2023-24 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Director's	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2023-24 (Current Financial Year)		FY 2022-23 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	NA	Nil	NA

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

   Not Applicable, as there were no cases of corruption and conflicts of interest which were reported during the year.

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

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payable	60	49

9. Open-ness of business

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

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	2.3%	3%
	b. Number of trading houses where purchases are made from	9	16
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	2.2%	2.90%
Concentration of Sales	a. Sales to dealers /distributors as % of total sales	3%	3%
	b. Number of dealers / distributors to whom sales are made	94	58
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers / distributors	67%	84%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	3.10%	3.32%
	b. Sales (Sales to related parties / Total Sales)	2.51%	2.30%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	78.31%	47%
	d. Investments (Investments in related parties / Total Investments made)	17.44%	18.26%

Leadership Indicator

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

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	Awareness sessions on BRSR	65% of buying value of top 150 suppliers

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

Yes, the Company has processes in place to avoid/manage conflict of interests involving members of the Board. The Company has a detailed 'Code of Conduct for its Directors and Senior Management', which includes extensive instructions and a reporting process for instances that can lead to a potential conflict of interest. The Policy is available on the website:

https://sandhargroup.com/uploads/Investor/policy-on-code-of-conduct-for-bod-senior-mgt_new.pdf

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

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

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	Nil	Nil	NA
Capex	1.38%	1.45%	STL is undertaking various initiatives to improve its environmental and social impacts, which includes: Installation of Retrofit Emissions Control Devices in all the DG sets; Installation of ETPs and STPs at various locations; For the electric power saving company invested 26.5 Lakhs in Variable Frequency Drive (VFD) and Hybrid Automatic Power Factor Correction Relay (APFCR)

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, the Company has procedures in place for sustainable sourcing, wherein, the Company assesses the sustainability parameters of its vendors at the time of their onboarding.

b. If yes, what percentage of inputs were sourced sustainably?

100% of inputs were sourced sustainably as assessed at the time of onboarding of suppliers.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

As a manufacturer of components and automobile parts, there is no scope for product reclamation for further processing. Our products are directly supplied to the OEM's as per their requirement; hence the Company has limited scope for reclaiming it at the end of its life cycle. However, the Company has processes in place to safely recycle hazardous waste, plastics (including packaging) and e-waste. We also reuse the crates (open boxes without final packaging) which are used to supply the final product manufactured by the Company as per specific OEM's requirements to be used in their final products.

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

EPR is not applicable on any of the units of the Company.

Leadership Indicator

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

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
The Company has not yet conducted the Life Cycle Perspective/ Assessments for any of its products. However, the Company is planning to carry out such assessments in the coming years.					

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

Name of Product/Service	Description of the risk/concern	Action Taken
Not Applicable, as currently, the Company is not conducting any Life Cycle Assessment for any of its products.		

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

Indicate input material*	Recycled or re-used input material to total material	
	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Plastics and Woods scrap	8.64%	0.03%
Other Scrap	5.04%	4%

Excludes packaging material

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

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Not applicable, as STL supplies its products directly to the OEMs, therefore, there is limited scope for reclaiming it at the end of its life cycle.					
E-waste						
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not Applicable, as STL supplies its products directly to the OEMs, therefore, there is limited scope for reclaiming it at the end of its life cycle.	

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

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

Category	% of employees covered by										
	Total (A)	Health insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B)/ (A)	Number (C)	% (C)/ (A)	Number (D)	% (D)/ (A)	Number (E)	% (E)/ (A)	Number (F)	% (F)/ (A)
	Permanent Employees										
Male	1,000	1,000	100%	1,000	100%	NA	NA	-	-	-	-
Female	55	55	100%	55	100%	55	100%	-	-	-	-
Total	1,055	1,055	100%	1,055	100%	55	100%*	-	-	-	-
	Other than Permanent Employees										
Male	36	36	100%	36	100%	NA	NA	-	-	-	-
Female	9	9	100%	9	100%	9	100%	-	-	-	-
Total	45	45	100%	45	100%	9	100%*	-	-	-	-

* Employees covered under maternity benefits is disclosed as % of only female Employees and not total Employees.

For Health insurance 100% coverage. Employees are covered under either Group Medical Claim Policy or Personal Health Policy or ESIC.

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

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B)/ (A)	Number (C)	% (C)/ (A)	Number (D)	% (D)/ (A)	Number (E)	% (E)/ (A)	Number (F)	% (F)/ (A)
	Permanent workers										
Male	481	481	100%	481	100%	NA	NA	-	-	-	-
Female	29	29	100%	29	100%	29	100%	-	-	-	-
Total	510	510	100%	510	100%	29	100%*	-	-	-	-
	Other than Permanent workers										
Male	52	52	100%	52	100%	NA	NA	-	-	-	-
Female	0	0	0	0	0	0	0	-	-	-	-
Total	52	52	100%	52	100%	0	0%	-	-	-	-

*Permanent Workers covered under maternity benefits is disclosed as % of only female workers and not total permanent workers.

For Health Insurance: 100% coverage. Workers are covered under either Group Medical Claim Policy or ESIC or Personal Health Insurance Policy.

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

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Cost incurred on well- being measures as a % of total revenue of the company*	0.0073%	0.0048%

*Expenditure incurred on Health Checkups and Personal Accident Insurance have been considered for the purpose of the aforesaid disclosure.

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

Benefits	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity*	100%	100%	Yes	97%	99%	Yes
ESI**	100%	100%	Yes	100%	100%	Yes
NPS	100%	100%	Yes	100%***	100%***	Yes

**Employees who have successfully completed 5 years of tenure are entitled for Gratuity benefits.*

** Applicable to employees as per the threshold limit prescribed under the Employees State Insurance Act, 1948.

*** The previous year's figures have been rectified and recalculated.

3. Accessibility of workplaces

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

The premises / offices of the Company are largely accessible to differently abled employees and workers, barring some of the locations, where it is practically not possible. However, the Company is attempting to make improvements to the current system.

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

Yes, the Company has an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016, which is available on the Company's Intranet.

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

	Permanent employees		Permanent workers	
Gender	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	0%	50%	0%	0%
Total	0%	50%	-	-

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

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes, there is Grievance Redressal Committee in place. All Employees, Union and its representative may raise their concerns to Grievance Redressal Committee.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

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

Category	FY 2023-2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	1,055	0	0%	1,064	0	0%
Male	1,000	0	0%	1,001	0	0%
Female	55	0	0%	63	0	0%
Total Permanent Workers	510	228	45%	507	233	46%
Male	481	224	47%	484	229	47%
Female	29	4	14%	23	4	17%

8. Details of training given to employees and workers:

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	1,036	953	92%	701	68%	1,066	956	90%	658	62%
Female	64	52	81%	46	72%	72	57	79%	45	63%
Total Employees	1,100	1,005	91%	747	68%	1,138	1,013	89%	703	62%
Workers										
Male	533	487	91%	430	81%	529	476	90%	423	80%
Female	29	27	93%	25	86%	33	30	91%	26	79%
Total Workers	562	514	91%	455	81%	562	506	90%	449	80%

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

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. (B)	% (B)/(A)	Total (C)	No.(D)	%(D)/ (C)
Employees						
Male	1,036	995	96%	1,066	1,028	96%
Female	64	58	91%	72	64	89%
Total	1,100	1,053	96%	1,138	1,092	96%
Workers						
Male	533	508	95%	529	503	95%
Female	29	27	93%	33	31	94%
Total	562	535	95%	562	534	95%

10. Health and safety management system:

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

Yes, the occupational health and safety management system has been implemented by the Company. The coverage of such occupational health and safety management system is as per EHS 45001: 2018, which covers Hazard identification and risk assessment, Emergency preparedness and response, Continual improvement, Performance monitoring and measurement, and Legal and regulatory compliances.

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

A well-defined process Hazard Identification & Risk Assessment (HIRA) as per EHS ISO 45001:2018 is there for manual monitoring of and to identify occupational health and safety hazards and their associated risk for the employees and workers though Internal and External Audits.

Hazard Identification Risk Assessment (HIRA) is the process of defining and describing risks by characterizing their probability, frequency and severity, as well as assessing undesirable outcomes, such as potential losses and injuries. It provides a factual basis for activities included in the business safety strategy to reduce losses from identified workplace hazards.

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

Yes, we have defined processes in place for workers to report the work-related hazards and to remove themselves from such risks at Unit level according to the nature of operations.

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

Yes, the employees/workers of the Company have access to non-occupational medical and healthcare services.

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

Safety Incident/Number	Category*	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	4
Total recordable work-related injuries	Employees	0	0
	Workers	0	2
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

*Including in the contract workforce

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

STL emphasizes the need to provide a safe and healthy working environment for all employees and workers. The following safety measures have been implemented by the Company to ensure a safe and healthy workplace:

- Regular safety trainings are being provided to employees and workers
- Regular Fire Mock Drills are being conducted
- First-Aiders Training
- Ten minutes awareness session on health and safety are being conducted during tea-breaks
- Safety Near Miss Incident capture, POKA Yoke (means it is Error Proofing solution to eliminate error in future), Root Cause Analysis (RCA) for Incident, Quality Circle (QC) Kaizen
- Safety Week is arranged

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

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	Nil	Nil	-	Nil	Nil	-
Health & Safety	Nil	Nil	-	Nil	Nil	-

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and Safety practices	28% of plants were assessed by third party.
Working Conditions	28% of plants were assessed by third party.

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

    Not Applicable, as there were no significant risks/concerns which have arisen from assessments of health and safety practices and working conditions.

Leadership Indicators

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

   Yes, the Company extends life insurance and compensatory package in the event of death of employees and workers.

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

   The Company takes due care to ensure that the statutory dues applicable are deducted and deposited by the value chain partners. The Company's Supplier Code of Conduct outlines the specifics. To support business responsibility principles and ideals of transparency and accountability, all supply chain partners are required to adhere to it in every way. Some of the measures undertaken by the Company to ensure that statutory dues have been deducted and deposited by these value chain partners includes:

   - Inspection of the GST portal as automated by the GST authorities to ensure GST payments.
   - Periodic examination of the relevant forms and returns for ensuring tax related compliances.
   - Additionally, a check on compliances is maintained through monthly MIS and quarterly internal HR Audits.

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

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

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

   Yes, the Company provides transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment on merits.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and Safety practices	65% of buying value of top 150 suppliers
Working conditions	90% buying value of addressable suppliers are being assessed through system audits.

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

   No such observations found.

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

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

   Key Stakeholders are identified as all the individuals, organizations and institutions who are connected with the Company and have material influence on the Company or how they are materially influenced by the Company's corporate decisions and the results of those decisions.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors and Shareholders	No	Emails; Analyst meets and conference calls; Annual General Meeting; Official communication channels such as Newspaper publications, website etc.; Investor meetings.	Quarterly	To inform about Company's current performance and future plans.
BOD and KMPs	No	Board Meetings; One-to-one meeting	Quarterly	Compliance of law Major decisions Day-to-day functioning
Employees and Workers	No	Emails, phone calls, conferences, workshops, training sessions, notice boards; One to one interaction; Grievance Redressal Mechanism.	Frequently	Day to day activities/ conduct of business.
Suppliers	No	Vendor assessments, Review and Upgradation Trainings; Supplier audits	As and when required	To upgrade suppliers. To get better services in terms of Quality, Cost, Delivery (QCD) parameters. To address the grievances of suppliers To have adjustment of Price revision
Customers	No	Emails, meetings, phone calls, feedback reports, surveys etc.	As and when required	Business discussion related to Quality, Cost, Delivery and Development Activities (QCCD).
Government and Regulatory Bodies	No	Official Communication channels; Regulatory Audits/Inspections Environmental Compliances Statutory Corporate Filings Good Governance	As and when required	Regulatory and legal requirements;
Communities	Yes	Community meetings, personal visits by project representatives.	As and when required	Promote activities to raise awareness on green, safe and sustainable living, education, empowering communities for economic progress and inclusive prosperity.

Leadership Indicators

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

   The Process for consultation between Stakeholders and Board Members on economic, environmental, and social topics commences with a comprehensive listing of all the possible stakeholders and ESG related matters applicable to the Company and mapping of these to relevant business divisions.

   The aforesaid process of consultation is delegated through the Senior Leadership Team (SLT) comprising of business heads and the Managing Director who meet at regular frequency. They in-turn keep the board informed.

   The Company's management regularly interacts with key stakeholders i.e., investors, customers, suppliers, employees etc. The Company has Risk Management, Stakeholder Relationship Committee and CSR Committees that updates the progress of actions in respect to economic, environmental, and social topics to the Board and takes inputs on a regular basis.

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

   Yes, the Company has always maintained a consistent and proactive contact with its key stakeholders, enabling it to effectively identify and handle environmental and social topics. Engagement with stakeholders, in our opinion, promotes more accountability, compliance, organizational learning, quality management, and sustainability. Based on the feedback received from the stakeholders, the Company has adopted major policy and procedural improvements and identified key environmental and social topics, which includes undertaking of the following programs:

   A. Details of Instances of Stakeholders feedbacks being incorporated into policies & activities

      - Human Capital Development
        - Based on the feedback from all employees and workers for a need for training and development, group devised a Training and Development (T&D) calendar to provide a minimum of 40 hours of T&D per year to all Company employees, contractual and Company Associates.
      - Access to Healthcare
        - Employees: Apart from Group accidental insurance policy that covers all employees, we initiated doctor visits and annual health check-ups at all locations as per the requirements stated by the business locations.

   B. Details of Instances from Environmental Domain

      - Carbon Emissions
        - Stakeholders: In line with consciousness reverberated by the Board of Directors, our OEMs and civil society, we have installed Solar Power Plants of the capacity of 2833 KW mitigating 1868.30 MT of CO_2e through green energy uses till March 2024.
      - Retrofit Emissions Control Devices

        The entity is installing the retrofit emission control devices to its DG sets, to reduce the air pollution.
      - Hazardous waste

        The limited hazardous waste which is generated through our processes are hydraulic oil ETP sludge and paint sludge. Being responsible business users, we dispense paint sludge for input consumption by cement industry. Hydraulic Oil is disposed through authorised vendors only.

        Multiple departments within the organisation are responsible for engaging with stakeholders on continuous basis. The domains of E, S & G are the most important issues and are reviewed on an annual basis for management process, risk assessment and strategic objectives.

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

   Details of Instances to act on concerns of Vulnerable/Marginalized groups.

   Human Capital Development

   Communities: Based on feedback from community parents our CSR team undertook to set up Sandhar Centres of Learning implementing Remedial Education Programs in communities to augment the learning levels of less privileged students by supporting them with pedagogy, improved infrastructure and sanitation (WASH), mental health counselling and capacity building for enhanced employability.

   Access to Healthcare

   Stakeholders – Communities: Recognising the needs from the village communities around village Begumpur Khatola (Haryana) and recommendation from the Village Panchayat, we set up Sandhar Healthcare Centre to provide preventive health care which has benefitted more than one lakh OPD since inception. Centre provides access to a general physician and gynaecologist doctors. Centre also organises free health check-up camps and active referral facilitations to Primary health centres, ESI & Government hospitals in case of tertiary treatment.

PRINCIPLE 5 BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

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

Category	FY 2023-2024 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
		Employees				
Permanent	1,055	870	82%	1,064	827	78%
Other than permanent	45	41	91%	74	69	93%
Total Employees	1,100	911	83%	1,138	896	79%
		Workers				
Permanent	510	495	97%	507	461	91%
Other than permanent	52	49	94%	55	47	85%
Total Workers	562	544	97%	562	508	90%

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

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
			Employees							
Permanent	**1,055**	**0**	**0%**	**1,055**	**100%**	**1,064**	**0**	**0%**	**1,064**	**100%**
Male	1,000	0	0%	1,000	100%	1,001	0	0%	1,001	100%
Female	55	0	0%	55	100%	63	0	0%	63	100%
Other than permanent	**45**	**0**	**0%**	**45**	**100%**	**74**	**0**	**0%**	**74**	**100%**
Male	36	0	0%	36	100%	65	0	0%	65	100%
Female	9	0	0%	9	100%	9	0	0%	9	100%
			Workers							
Permanent	**510**	**0**	**0%**	**510**	**100%**	**507**	**20**	**4%**	**487**	**96%**
Male	481	0	0%	481	100%	484	20	4%	464	96%
Female	29	0	0%	29	100%	23	0	0%	23	100%
Other than permanent	**52**	**0**	**0%**	**52**	**100%**	**55**	**0**	**0%**	**55**	**100%**
Male	52	0	0%	52	100%	45	0	0%	45	100%
Female	0	0	0%	0	100%	10	0	0%	10	100%

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

   a. Median remuneration / Wages*:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (in Rs.)	Number	Median remuneration/ salary/ wages of respective category (in Rs.)
Board of Directors (BoD)	8**	495,000	2	555,000
Key Managerial Personnel	2**	44,455,755	0***	0
Employees other than BoD and KMP	1034	876,960	64	784,638
Workers	533	371,647	29	253,941

** Annual Salary/Remuneration/Wages have been considered for the purpose of median calculation. Further, the median calculations have been provided on the basis of Cost to the Company which includes perquisites as well.*

***Includes Non-Executive Directors only (including Independent Directors) who are paid only sitting fee and commission. Hence the median is calculated considering the same.*

*** Managing Director's remuneration considered in calculation of median remuneration of KMP and not in Board of Directors*

**** Komal Malik resigned as Company Secretary & Compliance Officer w.e.f. 15th January, 2024.*

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

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Gross wages paid to females as % of total wages*	4.76%	3.70%

**The aforesaid calculations have been provided on the basis of Cost to the Company which includes perquisites as well.*

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

Yes, the Company has a team of senior leaders who meet periodically and discuss all the human rights impacts or issues related to business, and it is not just limited to legal, HR etc.

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

In order to ensure that honest and ethical business and employment practices are followed, the Company views respect for human rights as one of its essential and core values. Regardless of one's ethnicity, gender, race, caste, religion etc., the Company is dedicated to creating a secure work environment. To maintain this environment, the Company has following internal mechanisms in place to redress grievances related to human rights issues:

- Code of Conduct for Employees;
- POSH Policy;
- Grievance Redressal Policy.

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

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	-	Nil	Nil	-
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child Labour	Nil	Nil	-	Nil	Nil	-
Forced Labour/Involuntary Labour	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other human rights related issues	Nil	Nil	-	Nil	Nil	-

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

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/workers	0%	0%
Complaints on POSH upheld	-	-

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

The Company has a detailed Grievance Redressal Policy and Policy on Prevention of Sexual Harassment of Women at Workplace, to prevent adverse consequences to the complainant in discrimination and harassment cases, which contains specific clauses as to how such concerns would be handled in a confidential manner.

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

   Yes, the Company's Code of Conduct for Suppliers and Contractors contains facets for human rights requirement.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	28% of plants were assessed by third party, ensuring compliance with all the Statutory Laws/Regulatory Requirements including applicable Labour Laws.
Forced/ Involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others- please specify	-

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

    Not Applicable.

Leadership Indicators

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

   Not Applicable, as no grievances/complaints were received with respect to human rights during the reporting period.

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

   The scope and coverage of Human rights due diligence is covered through Human Rights Policy of STL. During the year, through internal audit process, the areas of applicable human rights were covered for all the plants of STL.

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

   The premises / offices of the Company are largely accessible to differently abled visitors, barring some of the locations, where it is practically not possible. However, the Company is attempting to make more improvements to the current system.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	Acknowledgment from supplier for "Supplier Code of Conduct" – 100% of the value chain partners are assessed at the time of on boarding.
Discrimination at workplace	
Child labour	
Forced/ Involuntary labour	
Wages	
Others- please specify	-

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

   No significant risks / concerns were observed arising from such assessments.

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT.

Essential Indicators

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

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From Renewable sources		
Total electricity consumption (A) (In Giga Joules)	8,303.57	6,809.13*
Total fuel consumption (B) (In Giga Joules)	-	-
Energy consumption through other sources (C) (In Giga Joules)	-	-

Total energy consumed from renewable sources (A+B+C)	8,303.57	6,809.13
From Non-Renewable sources		
Total electricity consumption (D) (In Giga Joules)	216,151.202	198,397.5**
Total fuel consumption (E) (In Giga Joules)	22,639	10,325.87
Energy consumption through other sources (F) (In Giga Joules)	-	-
Total energy consumed from non- renewable sources (D+E+F) (In Giga Joules)	238,790.202	208,723.37
Total energy consumed (A+B+C+D+E+F) (In Giga Joules)	247,093.77	215,532.50
Energy intensity per rupee of turnover (Total energy consumed Revenue from operations)	0.00001	0.00001
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP***)	0.00020	0.00020
Energy intensity in terms of physical Output# - Total energy consumption in Giga Joules/ production of finished goods in Metric Tonnes	1.62214	1.52410
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

** The previous year's figures have been regrouped.*

*** The previous year's figures have been rectified and recalculated.*

**** The source for Purchasing Power Parity (PPP) is International Monetary Fund (IMF). The PPP rates considered is 22.4 for the FY ended 31st March, 2024 as per the 2024 update and 22.17 for the FY ended 31st March, 2023 as per the 2023 update.*

For the purpose of this calculation, only the physical output with respect to material items have been considered.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

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

   Not Applicable, as the Company does not have any sites / facilities identified as DCs under the PAT Scheme of the Government of India.

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

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	100,443	158,187.20
(iii) Third party water	71,670	68,031
(iv) Seawater/Desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	172,113	226,218.20
Total volume of water consumption (in kilolitres)	124,702	222,661.40*
Water intensity per rupee of turnover (Water consumed / turnover)	0.000005	0.000009
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	0.000103	0.000206
Water intensity in terms of physical output** - Total water consumption in Kilolitres/ production of finished goods in Metric Tonnes	0.818655	1.574508
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

** The previous year's figures have been rectified and recalculated*

**For the purpose of this calculation, only the physical output with respect to material items have been considered.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

4. Provide the following details related to water discharged:

Parameter	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(i) To surface Water	47,411	3,556.80
No treatment		
With treatment (please specify level of treatment)	As per State Pollution Control Board (SPCB)/ Central Pollution Control Board (CPCB) Guidelines, wastewater generated is treated in Sewage Treatment Plant	As per State Pollution Control Board (SPCB)/ Central Pollution Control Board (CPCB) Guidelines, wastewater generated is treated in Sewage Treatment Plant.
(ii) To Ground Water	-	-
No treatment		
With treatment (please specify level of treatment)		
(iii) To Seawater	-	-
No treatment		
With treatment (please specify level of treatment)		
(iv) Sent to third parties	-	-
No treatment		
With treatment (please specify level of treatment)		
(v) Others	-	-
No treatment		
With treatment (please specify level of treatment)		
Total water discharge (in kilolitres)	47,411	3,556.8

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

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

Yes. The proper management of water resources both inside and outside of its functioning areas is recognized as being necessary by the Company. All stakeholders' access to water is ensured while efforts are made to increase its efficiency.

STL has a Zero Liquid Discharge system in the 6 major units, with Rotary Evaporator & Solar Evaporator. In other units Effluent Treatment Plants (ETPs) and Sewage Treatment Plants (STP) are installed. The treated water is re-used for gardening and other non-potable uses.

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

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	MT	0.05599	0.05999
Sox	MT	0.03071	0.03290
Particulate matter (PM)	MT	0.00033	0.00035
Persistent organic pollutants (POP)		NA	NA
Volatile organic compounds (VOC)		NA	NA
Hazardous air pollutants (HAP)		NA	NA
Others-please specify		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

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

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	4,506	6,592.02
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	48,634.02	44,639.44*
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	-	0.000002	0.000002
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		0.00004	0.00005
Total Scope 1 and Scope 2 emission intensity in terms of physical output** (Total Scope 1 and Scope 2 GHG emissions / production of finished goods in Metric Tonnes)		0.34886	0.36227
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

* *The previous year's figures have been rectified and recalculated.*

**For the purpose of this calculation, only the physical output with respect to material items have been considered.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

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

Yes, as a responsible business owner, STL strives to improve resource efficiency, wherein the Company has undertaken the following projects related to reduction of Green House Gas emission:

- The Company is changing all the conventional motors into the IE3 standard which will indirectly help in conservation of energy and reduction of carbon footprints of the Company.
- The Company has installed retrofit emission control devices in the DG sets.
- The Company has its existing solar power units which further helps to reduce the GHG emissions.

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

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	595.24	500.86
E-waste (B)	0.2	0.68
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G) (Hydraulic Oil, coolant, paint and ETP sludge)	340.36	450.58
Other Non-hazardous waste generated (H). Please specify, if any. (Waste paper, drum, board, wood, furniture etc.)	457.76	89.68
Total (A+B + C + D + E + F + G + H)	1,393.56	1,041.80
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.00000005	0.00000004
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.00000115	0.00000096
Waste intensity in terms of physical output* - Total waste generated in Metric Tonnes/ production of finished goods in Metric Tonnes	0.00914856	0.00736689
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	500.56
(ii) Re-used	37.59	0
(iii) Other recovery operations	0	0
Total	37.59	500.56
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	1355.77	541.24
Total	1355.77	541.24

*For the purpose of this calculation, only the physical output with respect to material items have been considered.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

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

The Company has implemented a waste management policy that supports the Company's operations by segregating waste at the source and carrying out the following practises:

- Waste prevention
- Reusing waste
- Recycling waste
- Responsible disposal of waste

Furthermore, at Company level, we use a hierarchy of waste reduction to implement the concepts of the circular economy, covering the aspects of Recover, Reduce, Reuse & Recycle including the following areas:

- Recovering resources as much as possible
- Reducing usage of natural resources and materials
- Reusing waste wherever practicable
- Recycling materials whenever possible

With respect to hazardous wastes, these are managed in accordance with the applicable Regulations *(State Pollution Control Board (SPCB)/Central Pollution Control Board (CPCB) Rules and Guidelines)*. As per these Regulations, all of these items are handled, delivered, recycled, stored and disposed of through licenced agencies. Further, proper records are being maintained for all types of hazardous waste and its movement.

With respect to non-hazardous wastes, over the period, the Company has devised specific solutions to handle and dispose of non-hazardous waste in the most efficient available mechanism. These solutions require either no or very low investment, to achieve advancement both commercially and environmentally. For example, to eliminate the need for wood pallets for delivering the products, we have started using the recycled cardboard boxes as a filler for packaging material. Use of reusable pallets and recycling programmes for paper and plastic are some of the other initiatives.

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

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
Not Applicable, as the Company does not have any operations/offices in/around ecologically sensitive areas.			

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

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes / No)	Relevant web link
No environmental impact assessment of projects was undertaken by the Company during the current Financial Year. Hence, this requirement is not applicable.					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, the Company is compliant with all the applicable environmental laws/ regulations/ guidelines in India.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken if any
Not Applicable since there is no non-compliance with the applicable environmental laws/ regulations/ guidelines in India.				

Leadership Indicators

1. Water withdrawal, consumption, and discharge in areas of water stress (in kiloliters):

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area: Gurugram, Bawal, Jaipur, Pathredi (Tijara), Bengaluru

(ii) Nature of operations: Manufacturing of Auto Components.

(iii) Water withdrawal, consumption, and discharge in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	60,390	-
(iii) Third party water	47,440	68,031
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres)	107,830	68,031
Total volume of water consumption (in kilolitres)	86,510	64,474*
Water intensity per rupee of turnover (Water consumed / turnover)	0.000003	0.000003
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	21,320	3,556.80
- No treatment		
- With treatment – please specify level of treatment	As per State Pollution Control Board (SPCB)/Central Pollution Control Board (CPCB) Guidelines, waste water generated is treated in Sewage Treatment Plant.	As per State Pollution Control Board (SPCB)/ Central Pollution Control Board (CPCB) Guidelines, waste water generated is treated in Sewage Treatment Plant.
(ii) Into Groundwater	-	-
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater	-	-
- No treatment		
- With treatment – please specify level of treatment		

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
(iv) Sent to third parties	-	-
- No treatment		
- With treatment – please specify level of treatment		
(v) Others	-	-
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	21,320	3,556.8

** The previous year's figures have been rectified and recalculated.*

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- No

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Scope-3 emissions are not considered by the Company presently. The Company is in the process of laying down the roadmap in the near future.	
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Not Applicable

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

   Not Applicable, as the Company does not have any operations/offices in/around ecologically sensitive areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1.	Solar Power Integration	20% of the electricity comes from solar systems installed across various units, contributing to renewable energy use.	Reduction in carbon footprint by 1868.30 MT of CO2e through solar energy utilization.
2.	Installation of Retrofit Emission Control Devices	The Company is installing Retrofit Emission Control Devices in all the DG sets which will help the Company in reducing its air emissions and in improving the overall environmental impact.	Reduction in air pollution by 70%.
3.	Adoption of Variable Frequency Drives (VFD)	Adoption of VFD for air compressors to enhance energy efficiency and reduce power consumption.	Saved 1,107,736 KWH of energy consumption annually with a corresponding reduction of 941.57 MT of CO2e.
4.	Installation of Effluent Treatment Plant (ETP) Recycling Units	Installation of ETP recycling units to conserve water resources and minimize wastewater discharge.	Reduced freshwater usage.
5.	Installation of LED Lighting	Installation of LED lights across all units to reduce energy consumption and enhance lighting efficiency	Saving in energy consumption.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

   We at STL have a Business Continuity Policy, which is available on the Company's Intranet. The purpose of having such Policy is to make sure that, in the event of an occurrence that might disrupt or endanger the Company, all business operations can be maintained at normal or nearly-normal performance levels.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

   There is no major environmental impact resulting from the Company's value chain (sourcing suppliers assessed for this purpose). Since we are mindful of the environmental consequences across the value chain, every supplier of ours is required to sign and abide by the Supplier's Code of Conduct. The Suppliers of the Company are expected to adhere to the compulsory Code of Conduct and further make attempt to inculcate the principles of the said Code of Conduct further in its supply chain.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

   STL has assessed 45% of the top 100 suppliers for environmental impacts.

PRINCIPLE 7 BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations: 9

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Automotive Component Manufacturers Association	National
2	Confederation of Indian Industry MSME National Council	National
3	Confederation of Indian Industry (CII)	National
4	Innovation Council, Govt. of Haryana	State
5	Quality Circle Forum of India (QCFI)	National
6	Employers Federation of India	National
7	National Safety Council	National
8	Gurgaon Industrial Association (GIA)	State
9	Indian Construction Equipment Manufacturers' Association	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Not Applicable, since the Company has not received any adverse order from any regulatory authorities on any issues relating to anti-competitive conduct.		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S.No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
The Company does not engage in influencing regulatory policy. However, the Company practices proactive advocacy not for securing certain benefits for industry, but for advocating certain best practices for the benefit of society at large. We believe in adopting best practices and using the common platforms like ACMA, CII and other business forums for the purpose. We continuously engage with all our stakeholders including customers and investors. Our endeavour is always to seek their opinion and share our views as a means of two-way communication, including accepting the best of the industry practices to make our Company better place to work.					

PRINCIPLE 8 BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable, as there were no projects that required SIA as per the law in the current year.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S.No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not applicable, as there were no projects requiring R&R.						

3. Describe the mechanisms to receive and redress grievances of the community.

   The Company has designated representatives who visit the communities at stated intervals/ as needed and their feedback/ suggestions are timely acknowledged & addressed.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs/ small producers	57.0%	56.36%
Directly from within India	83.6%	83.28%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Rural	4.37%	5.14%
Semi-Urban	22.19%	18.77%
Urban	42.32%	35.85%
Metropolitan	31.12%	40.24%

**The aforesaid calculations have been provided on the basis of Cost to the Company which includes perquisites as well.*

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable, as there were no projects that required SIA based on applicable laws in the current year.	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
The Company has not undertaken any CSR projects in designated aspirational districts as identified by government bodies during the current Financial Year.			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

   No, as of now, the Company does not have a preferential procurement policy, where it gives preference to purchase from suppliers comprising marginalised/vulnerable groups.

   (b) From which marginalized /vulnerable groups do you procure?

   Not Applicable.

   (c) What percentage of total procurement (by value) does it constitute?

   Not Applicable.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual property based on traditional knowledge	Owned/ Acquired (Yes/ No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Education	970	100%
2	Health Care	13,500	100%
3	Eradicating Hunger & Malnutrition	550	100%
4	Skilling & Vocational Training	360	100%

PRINCIPLE 9 BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

   The Company obtains customer assessment and feedback through specified platforms as per the Company's Policy on a regular basis to identify the areas of concern reported. In order to improve customer satisfaction, remedial measures are therefore devised and put into action. To access the overall business objectives, top management compiles, monitors and reviews the success of the actions at predetermined intervals.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	The Company is in the B2B business, and the products do not reach the customers directly. Hence, the clause is not applicable.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2023-24 (Current Financial Year)		Remarks	FY 2022-23 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy Advertising Cyber-security Delivery of essential services Restrictive Trade Practices Unfair Trade Practices Other	The Company has not received any consumer complaints with respect to data privacy, advertising, cybersecurity, delivery of essential services, restrictive trade practices, unfair trade practices. The complaints in relation to defects relating to the quality of manufactured components/parts are insignificant as compared with the total annual volume.		-	The Company has not received any consumer complaints with respect to data privacy, advertising, cybersecurity, delivery of essential services, restrictive trade practices, unfair trade practices. The complaints in relation to defects relating to the quality of manufactured components/parts are insignificant as compared with the total annual volume.		-

4. Details of instances of product recalls on account of safety issues

	Number	Reasons for recall
Voluntary recalls	Nil	Not Applicable
Forced recalls	Nil	

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

   Yes, STL has a Policy on Cyber Security and risks related to data privacy, which can be accessed at Company's Intranet

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

   Not Applicable, as neither any complaints with respect to advertising, delivery of essential services, cyber security and data privacy of customers, re-occurrence of instances of product recalls were received during the reporting period nor any penalties were paid to, or actions were taken by regulatory authorities on account of safety of products/services.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches	No instances of data breaches were identified during the year.
b. Percentage of data breaches involving personally identifiable information of customers	Not Applicable, as no instances of data breaches were identified.
c. Impact, if any, of the data breaches	Not Applicable, as no instances of data breaches were identified.

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

   Information on products and services of the Company can be accessed at the Company's website:

   https://sandhargroup.com/products

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

   The Company is supplying child parts/components on B2B basis to OEMs hence, the Company has limited scope for informing and educating the consumers (end-users) about safe and responsible usage of products and/or services.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

   Not Applicable, since the Company is not providing any essential services.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

   Not applicable, as the Company sells its products to OEMs who in turn use them as raw material for their finished products.

   Further, as such the Company did not carry out any survey with regard to consumer satisfaction relating to the major products of the Company, significant locations of operation of the Company or the Company as a whole. However, the Company keeps on taking the feedback through various mechanisms on regular intervals from its customers and keeps on implementing those suggestions for improving its services.

Independent Auditor's Report

To the Members of Sandhar Technologies Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Sandhar Technologies Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2024, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition	
See Note 17 to standalone financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Company's revenue is derived primarily from sale of goods which comprises automotive components. Revenue from sale of goods is recognised at a point in time when performance obligation is satisfied and is based on the transfer of control to the customer as per terms of the contract with them which may vary for each customer. The Company and its external stakeholders focus on revenue as a key performance metric. Revenue recognition has been identified as a key audit matter as there could be incentives or external pressures to meet expectations resulting in revenue being overstated or recognised before the control has been transferred.	In view of the significance of the matter we applied the following audit procedures in this area, to obtain sufficient and appropriate audit evidence: a. We assessed the appropriateness of the Company's accounting policies for revenue recognition by comparing with applicable accounting standard. b. We evaluated the design, implementation and operating effectiveness of key internal controls over recognition of revenue. c. Using statistical sampling basis, we tested the revenue transactions recorded during the year by verifying the underlying documents to assess whether revenue is recognised appropriately when control is transferred. d. We tested on a sample basis specific revenue transactions recorded before and after the financial year-end date to assess whether revenue is recognised in the correct financial period in which control is transferred. e. We scrutinized journal entries related to revenue recognised during the year based upon specified risk-based criteria, to identify unusual or irregular items. f. We assessed the adequacy of the disclosures in accordance with the relevant accountingstandard.

Impairment assessment of investments in subsidiaries and joint ventures	
See Note 6A to standalone financial statements	
The key audit matter	**How the matter was addressed in our audit**
As at 31 March 2024, the Company has non- current investments in subsidiaries and joint ventures (collectively "the investments") aggregating to INR 22,930.15 lacs (net of impairment allowance of INR 970.64 lacs).	In view of the significance of the matter we applied the following audit procedures in this area, to obtain sufficient and appropriate audit evidence:
The investments are assessed for impairment periodically in accordance with the requirements of Ind AS 36 "Impairment of Assets". The impairment assessment involves significant judgements and estimates in assessing the recoverable value. The recoverable value is considered to be Company's assessment of the value in use. In view of the significance of these investments and involvement of judgements and estimates, we consider impairment assessment of investments in subsidiaries and joint ventures as a key audit matter.	a. We evaluated the design, implementation and operating effectiveness of key internal controls over impairment of investments. b. We have assessed the indicators of impairment in these investments based on consideration of external and internal factors affecting the value and performance of the investments. c. We obtained management assessment of recoverable amount for investments where impairment risk is identified and performed following: • Assessed the method of determining value in use and key assumptions used therein through historical information, budgets / projections, and other relevant information. • Challenged the key assumptions within the build-up and methodologies used by the Company. • Assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions. • Involved our internal specialists to assist us in performing above mentioned procedures relating to value in use calculation for specific investments. d. We assessed the adequacy of disclosures made in the standalone financial statements, as required by relevant accountin g standard.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and 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 standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in the paragraph 2B (f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 and that the back-up of one accounting software which form part of the 'the books of account and other relevant books and papers in electronic mode has not been kept on servers physically located in India on a daily basis during 01 April 2023 till 05 May 2023.

   c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

   f. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A (b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B (f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. 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".

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

a. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its standalone financial statements - Refer Note 31 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 43 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 43 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 9 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

(a) In the absence of reporting on compliance with the audit trail requirements in the independent auditor's report of service organisation, we are unable to comment whether audit trail feature of accounting software [operated by third-party service provider] was enabled and operated throughout the year for all relevant transactions recorded in the accounting software used for maintaining general ledger at the database level.

(b) The feature of recording audit trail (edit log) facility was not enabled at the application level for the accounting software used for maintaining general ledger for part of the year as such trail was enabled with effect from 21 July 2023.

(c) The Company has used accounting software for maintaining payroll records which is operated by a third-party service provider and based on the independent auditor's report of service organisation, we are unable to comment whether the audit trail facility has operated throughout the year for all relevant transactions recorded in the said software.

Further, for the periods where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its director during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to such director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095019
ICAI UDIN:24095109BKFROX1452

Place: Gurugram
Date: 23 May 2024

Annexure A to the Independent Auditor's Report
on the Standalone Financial Statements of Sandhar Technologies Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) 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 a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified once in a period of two years. In accordance with this programme, all property, plant and equipment were verified during the year ended 31 March 2024. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (Rs. in lacs)	Held in the name of	Whether promote r, director or their relative or employee	Period held- held- indicate range, where Appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Freehold land: Plot no 44- Sector-3, IMT Manesar, Gurgaon	317.77	Adeep Roloforms Limited	No	28.12.2005	Refer Note 3B to the standalone Financial statements.
Freehold land: Plot no 24- Sector-3, IMT Manesar, Gurgaon	192.69	Sandhar Auto Components Limited	No	28.12.2005	Refer Note 3B to the standalone Financial statements.
Building: Plot no 44-Sector- 3, IMT Manesar, Gurgaon	411.08	Adeep Roloforms Limited	No	28.12.2005	Refer Note 3B to the standalone Financial statements.
Building: Plot no 24-Sector- 3, IMT Manesar, Gurgaon	132.55	Sandhar Auto Components Limited	No	28.12.2005	Refer Note 3B to the standalone financial statements.

(d) 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 revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 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 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) 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from bank on the basis of security of current assets. In our opinion, the quarterly statements filed by the Company with such bank are in agreement with the books of account of the Company.

(iii.) 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 made investments, provided guarantees and granted unsecured loans to companies and other parties in respect of which the requisite information is as below. The Company has not provided any guarantee or security, granted any loans or advances in the nature of loans, secured or unsecured, to firm or limited liability partnership during the year.

a. Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans and guarantees to entities as below:

Particulars	Guarantees (Rs. in lacs)	Loans (Rs. in lacs)
Aggregate amount during the year ended 31 March 2024		
a) Subsidiaries and joint ventures*	3,560	6,815
b) Others (employees)	-	38
Balance outstanding as at balance sheet date		
a) Subsidiaries and joint ventures*	27,358	5,288
b) Others (employees)	-	45

*As per the Companies Act, 2013

b. According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and guarantees provided during the year ended 31 March 2024 and the terms and conditions of the grant of loans and guarantees provided during the year ended 31 March 2024 are, prima facie, not prejudicial to the interest of the Company.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year ended 31 March 2024.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year ended 31 March 2024.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

f. 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 advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv.) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans and guarantees given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

(v.) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi.) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii.) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year ended 31 March 2024 since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Financial year to which the amount relates	Forum where dispute is pending	Amount (Rs. in Lacs)	Amounts paid under dispute
Income Tax Act, 1961	Income Tax - Expenses disallowed u/s 35 (2AB)	AY 2015-16 to AY 2016-17	Income Tax Appellate Tribunal (ITAT)	14.29	-
Income Tax Act, 1961	Income Tax - Penalty	AY 2015-16, AY 2016-17, AY 2018-2019 & AY 2020-21	Commissioner of Income tax (A)- LTU	27.62	-
Income Tax Act, 1961	Income Tax - Expenses disallowed	AY 2017-18	Commissioner of Income tax (A)- LTU	12.92	-
Finance Act, 1994 Service tax	Service tax on freight	FY 2005-06	Assistant Commissioner, Central Excise	1.18	-
Finance Act, 1994 Service tax	Service tax on freight	FY 2016-17	Commissioner (Appeal) Central Goods And Service Tax Gurugram	6.92	-
Finance Act, 1994 Service tax	Service tax on freight	FY 2017-18	Supdt. Central Goods and Service Tax, Gurugram	3.62	-
Finance Act, 1994 Service tax	Service tax on Commercial & industrial construction	FY 2006-07	Assistant Commissioner, Central Excise	2.11	-
Finance Act, 1994 Service tax	Service tax on various outward freight, & Telephone Service	FY 2016-17-	Assistant Commissioner, Central Excise	1.30	-
Finance Act, 1994 Service tax	Service tax on taking credit on levy o f service tax on Outdoor catering services	FY 2009-10	Deputy Commissioner Central Excise LTU Delhi	0.50	-
Finance Act, 1994 Service tax	Service tax on Civil construction, CHA, maintenance or repair, outward freight, Travel agent. catering Pandal, Shamiana, Authorised Service station & Telephone service	February- 2004 to November- 2011	Commissioner, Joint Commissioner and Deputy Commissioner Central Excise	33.85	-
Customs Act,1962	Custom duty on import of goods	FY 2015-16 and FY 2016-17	Custom Authority Garhi Harsaru, Gurugram, Haryana	6.94	-
Goods and Service Tax, 2017	Excess availment of ITC of GST	FY 2017-18,	Deputy Commissioner State Tax	66.29	-

(viii.) 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year ended 31 March 2024.

(ix.) (a) 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 defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) 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 been declared a wilful defaulter by any bank or financial institution or government or 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) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year ended 31 March 2024 on the pledge of securities held in its subsidiaries or joint ventures (as defined under the Act).

(x.) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

b. 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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year ended 31 March 2024. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi.) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year ended 31 March 2024.

(xii.) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii.) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv.) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv.) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to 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. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

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

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii.) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii.) There has been no resignation of the statutory auditors during the year ended 31 March 2024. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix.) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the 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.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.

(xx.) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any ongoing project. Accordingly, clauses 3(xx)(a) of the Order are not applicable.

(b) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any ongoing project Accordingly, clause 3(xx)(b) of the Order is not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095019
ICAI UDIN:24095109BKFROX1452

Place: Gurugram
Date: 23 May 2024

Annexure B to the Independent Auditor's Report

on the standalone financial statements of Sandhar Technologies Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Sandhar Technologies Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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.

Auditor's 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 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 were 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 standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls 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.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095019
ICAI UDIN:24095109BKFROX1452

Place: Gurugram
Date: 23 May 2024

Standalone **Balance Sheet** as at 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
Assets			
Non-current assets			
Property, plant and equipment	3	59,708.94	57,903.41
Capital work-in-progress	3A	4,344.40	1,395.11
Intangible assets under development	3A	1,182.99	44.50
Right-of-use assets	4	5,498.65	4,622.40
Goodwill	5	552.35	552.35
Other intangible assets	5	1,681.43	2,083.58
Financial assets			
- Investments	6A	23,092.64	19,571.41
- Loans	6B	3,625.00	-
- Other financial assets	6F	1,187.72	855.56
Income-tax assets (net)	8B	411.76	411.76
Other non-current assets	8A	597.29	285.20
Total non-current assets		**101,883.17**	**87,725.28**
Current assets			
Inventories	7	17,838.11	16,496.96
Financial assets			
- Loans	6B	1,708.03	1,004.18
- Trade receivables	6C	40,243.22	29,300.54
- Cash and cash equivalents	6D	30.14	13.18
- Other bank balances	6E	72.25	56.35
- Other financial assets	6F	176.05	351.27
Other current assets	8	2,304.15	2,193.81
		62,371.95	**49,416.29**
Assets held for sale	3	83.09	768.90
Total current assets		**62,455.04**	**50,185.19**
Total assets		**164,338.21**	**137,910.47**
Equity and liabilities			
Equity			
Equity share capital	9	6,019.07	6,019.07
Other equity	10	96,744.80	86,865.21
Total equity		**102,763.87**	**92,884.28**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	11	9,031.25	8,406.25
- Lease liabilities	13	2,496.87	1,892.26
Deferred tax liabilities (net)	16	313.00	585.00
Total non current liabilities		**11,841.12**	**10,883.51**
Current liabilities			
Financial liabilities			
- Borrowings	11	8,666.59	3,606.30
- Trade payables	12		
• total outstanding dues of micro enterprises and small enterprises		9,896.58	7,661.06
• total outstanding dues of creditors other than micro enterprises and small enterprises		23,519.72	17,782.98
- Lease liabilities	13	813.57	655.02

Standalone **Balance Sheet** as at 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
- Other financial liabilities	13	2,672.30	864.28
Other current liabilities	14	1,914.42	1,981.04
Income-tax liabilities (net)	15	1,016.45	458.27
Provisions	15	1,233.59	1,133.73
Total current liabilities		**49,733.22**	**34,142.68**
Total equity and liabilities		**164,338.21**	**137,910.47**

Material accounting policies 2

The accompanying notes are an integral part of these Standalone Financial Statements.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

Place: Gurugram
Date : 23 May 2024

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Co-Chairman and
Managing Director
DIN:00100801

Yashpal Jain
Chief Financial Officer and
Company Secretary
M.No. A13981

Archana Capoor
Director
DIN:01204170

Arjun Sharma
Director
DIN: 00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date : 23 May 2024

Standalone Statement of Profit and Loss for the year ended 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
REVENUE			
Revenue from operations	17	271,566.55	239,739.76
Other income	18	1,167.19	1,236.44
Total income (I)		**272,733.74**	**240,976.20**
EXPENSES			
Cost of raw materials and components consumed	19	183,429.13	164,072.85
Changes in inventories of finished goods and work-in-progress	20	(15.78)	(256.23)
Employee benefits expense	21	31,554.45	27,607.50
Finance costs	24	1,378.65	1,550.96
Depreciation and amortization expense	22	8,977.19	8,444.27
Other expenses	23	31,422.12	27,857.52
Total expenses (II)		**256,745.76**	**229,276.87**
Profit before exceptional item and tax (III = I - II)		15,987.98	11,699.33
Exceptional item	25	555.95	304.33
Profit before tax (IV)		**15,432.03**	**11,395.00**
Tax expense	28		
Current tax		4,532.47	3,229.10
Deferred tax		(325.56)	(212.02)
Total tax expense (V)		**4,206.91**	**3,017.08**
Profit for the year (VI = IV - V)		11,225.12	8,377.92
Other comprehensive income (VII)			
Items that will not be reclassified to profit or loss			
Re-measurement gain/ (loss) on defined benefit liabilities	26	212.80	(178.71)
Income tax relating to re-measurement gain/ (loss) on defined benefit liabilities		(53.56)	44.98
Other comprehensive income/ (loss) for the year (net of tax)		**159.24**	**(133.73)**
Total comprehensive income for the year (VIII = VI - VII) (Comprising profit and other comprehensive income/ (loss) for the year)		11,384.36	8,244.19
Earnings per equity share:			
(1) Basic-Par value of Rs. 10 per share	27	18.65	13.92
(2) Diluted-Par value of Rs. 10 per share		18.65	13.92

Material accounting policies 2

The accompanying notes are an integral part of these Standalone Financial Statements.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Co-Chairman and Managing Director
DIN:00100801

Yashpal Jain
Chief Financial Officer and Company Secretary
M.No. A13981

Archana Capoor
Director
DIN:01204170

Arjun Sharma
Director
DIN: 00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date : 23 May 2024

Place: Gurugram
Date : 23 May 2024

Standalone Statement of Changes in Equity for the year ended 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

A. Equity share capital:

Particulars	Note	Equity Shares	
		No. of shares	Amount
Balance as at 1 April 2022	9	60,190,708	6,019.07
Changes during the year		-	-
Balance as at 31 March 2023		**60,190,708**	**6,019.07**
Changes during the year		-	-
Balance as at 31 March 2024		**60,190,708**	**6,019.07**

B. Other equity

Particulars	Reserves and Surplus (1)			Items of other comprehensive income (2)	Total
	Retained earnings	Securities premium	Capital reserves	Remeasurements of defined benefit liabilities	
Balance as at 1 April 2022	49,564.68	27,859.67	2,653.66	(102.70)	79,975.31
Total Comprehensive income for the year ended 31 March 2023					
Profit for the year	8,377.92	-	-	-	8,377.92
Other comprehensive loss (net of tax)	-	-	-	(133.73)	(133.73)
Contribution by and distribution to owner					
Dividend on equity shares (Final)	(1,354.29)	-	-	-	(1,354.29)
Balance as at 31 March 2023	**56,588.31**	**27,859.67**	**2,653.66**	**(236.43)**	**86,865.21**
Total Comprehensive income for the year ended 31 March 2024					
Profit for the year	11,225.12	-	-	-	11,225.12
Other comprehensive income (net of tax)	-	-	-	159.24	159.24
Contribution by and distribution to owner					
Dividend on equity shares (Final)	(1,504.77)	-	-	-	(1,504.77)
Balance as at 31 March 2024	**66,308.66**	**27,859.67**	**2,653.66**	**(77.19)**	**96,744.80**

Notes:
1. Refer Note 10 for nature and purpose of other equity.

The accompanying notes are an integral part of these Standalone Financial Statements.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

For and on behalf of the Board of Directors of
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DIN:00100801

Yashpal Jain
Chief Financial Officer and
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M.No. A13981

Archana Capoor
Director
DIN:01204170

Arjun Sharma
Director
DIN: 00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date : 23 May 2024

Place: Gurugram
Date : 23 May 2024

Standalone Statement of Cash Flows for the year ended 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
A	**Cash flows from operating activities**		
1	**Profit before tax**	15,432.03	11,395.00
2	**Adjustments for :**		
	Depreciation and amortization expense	8,977.19	8,444.27
	Impairment loss on investment in join venture	555.95	304.33
	Loss on liquidation of joint venture	-	6.35
	Profit on sale of property, plant and equipment	(95.95)	(379.94)
	Provision for doubtful debts and advances	1.20	-
	Unrealised foreign exchange loss/ (gain)	2.53	(24.90)
	Finance costs	1,378.65	1,550.96
	Interest income on security deposits measured at amortised cost	(54.84)	-
	Gain on investments carried at fair value through profit or loss	(50.13)	(15.12)
	Interest income	(277.78)	(109.71)
	Dividend income	(11.99)	(11.99)
3	**Operating profit before working capital changes (1+2)**	**25,856.86**	**21,159.25**
4	**Movements in working capital:**		
	(Increase)/ Decrease in trade receivables	(10,943.88)	11,358.72
	Increase in inventories	(1,341.15)	(867.03)
	(Increase) in long-term loans and advances	(3,625.00)	-
	Increase in financial assets	(172.64)	(1,621.04)
	(Increase)/ Decrease in other current assets	(110.34)	257.21
	Increase/ (Decrease) in trade payables	7,969.73	(2,646.32)
	Decrease in current provisions	(158.81)	(695.04)
	Decrease in other financial liabilities	(37.49)	(18.18)
	(Decrease)/ Increase in other current liabilities	(66.62)	365.29
	Total movement in working capital	**(8,486.20)**	**6,133.61**
5	**Cash generated from operations (3+4)**	17,370.66	27,292.86
6	**Income tax paid (net)**	3,502.83	2,631.87
7	**Net cash generated from operating activities (5-6)**	**13,867.83**	**24,660.99**
B	**Cash flows from investing activities**		
	Purchase of Property, plant and equipment, Capital work in progress and other intangible assets	(12,480.06)	(6,019.30)
	Proceeds from sale of property, plant and equipment	303.75	794.20
	Purchase of non-current investment in subsidiaries	(4,027.05)	(3,574.49)
	Purchase of non-current investment in joint ventures	-	(0.09)
	Sale of non-current investment in joint venture	-	72.96
	Purchase of bank deposits	(9.46)	(104.04)
	Dividend income	11.99	11.99
	Interest received	323.83	117.09
	Net cash used in investing activities	**(15,877.00)**	**(8,701.68)**

Standalone Statement of Cash Flows for the year ended 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
C	**Cash flows from financing activities**		
	Repayment of long-term borrowings	(2,625.00)	(474.06)
	Proceeds from long-term borrowings	3,500.00	2,000.00
	Proceeds/ (Repayment) from short-term borrowings (net)	4,810.29	(13,869.25)
	Payment of lease liabilities	(755.09)	(790.62)
	Interest paid on lease liabilities	(241.41)	(147.76)
	Dividend paid	(1,504.77)	(1,354.29)
	Interest paid	(1,157.89)	(1,334.05)
	Net cash generated from/ (used in) financing activities (C)	**2,026.13**	**(15,970.03)**
D	**Net increase/ (decrease) in cash and cash equivalents (A+B+C)**	**16.96**	**(10.72)**
E-1	Cash and cash equivalents as at the beginning of year	13.18	23.90
E-2	Cash and cash equivalents as at end of the year	30.14	13.18
	Cash and cash equivalents include		
	Balances with banks:		
	– In current accounts	12.66	2.38
	– Cash on hand	17.48	10.80
	Cash and cash equivalents at the end of the year	**30.14**	**13.18**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	Non - current borrowings*	Current borrowings
Opening balance as at 1 April 2023	11,080.10	981.30
Cash flows during the year	842.30	4,810.29
Non-cash changes:	-	-
Closing balance as at 31 March 2024	**11,922.40**	**5,791.59**

*Includes current maturities of non-current borrowings and interest accrued thereon, refer Note 13.

For lease liabilities, refer Note 34.

Notes:

1. The Standalone Statement of Cash Flows has been prepared in accordance with "Indirect Method" as set out on Indian Accounting Standard -7 "Statement of Cash Flows."
2. Refer Note 2 for material accounting policies.
3. The Company paid in cash Rs. 198.70 Lacs for the year ended 31 March 2024 and Rs. 161.29 Lacs for the year ended 31 March 2023 towards Corporate Social Responsibility (CSR) expenditure.

The accompanying notes are an integral part of these Standalone Financial Statements.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

Place: Gurugram
Date : 23 May 2024

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Co-Chairman and Managing Director
DIN:00100801

Yashpal Jain
Chief Financial Officer and Company Secretary
M.No. A13981

Archana Capoor
Director
DIN:01204170

Arjun Sharma
Director
DIN: 00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date : 23 May 2024

1. Corporate information

Sandhar Technologies Limited ('STL' or 'the Company') [CIN - L74999DL1987PLC029553] is a public limited company domiciled in India. The Company was incorporated on 19 October 1987 in New Delhi, India and having its registered office at B-6/20 L.S.C. Safdarjung Enclave, New Delhi - 110029, India. It is listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The Company is primarily engaged in the manufacturing and assembling of automotive components for the automotive industry.

2. Basis of preparation

(i) ***Statement of compliance***

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013("Act").

The standalone financial statements were approved for issue by the Board of Directors of the Company on 23 May 2024.

(ii) ***Functional and presentation currency***

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lacs, unless otherwise indicated.

(iii) ***Basis of measurement***

These Standalone Financial Statements have been prepared on a historical cost basis, except for the following items which have been measured at fair value or revalued amount:

Items	Measurement basis
Certain financial assets and financial liability	Fair value
Net defined benefit plan (asset)/ liability	Fair value of plan assets less present value of defined benefit obligation.

(iv) ***Use of judgements and estimates***

In preparing these standalone financial statements, management has made judgements and estimates that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following note:

- Note 34 - Judgement required to whether an arrangement contains a lease or to ascertain lease classification

Assumption and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

- Notes 17 - revenue recognition
- Note 30 - measurements of defined benefit obligations: key actuarial assumptions;
- Note 2.1 (a) - measurement of useful life and residual values of property, plant and equipment and useful life of intangible assets;
- Note 2 (v) - Fair value measurement of financial instruments;
- Note 2.1 (h) - Impairment of financial and non-financial assets; and
- Note 31 - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

(v) ***Measurement of fair values***

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

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. Fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

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

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 35 – Financial instruments.

(vi) ***Current - non-current classification***

Based on the time involved between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

2.1 Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these standalone financial statements.

a. Property, plant and equipment

(i) ***Recognition and Measurement***

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost of an item of property, plant and equipment includes its purchase price, import duties and non-refundable purchase taxes, duties or levies, after deducting trade discounts and rebates, any other directly attributable cost of bringing the asset to its working condition for its intended use and estimated cost of dismantling and removing the items and restoring the site on which it is located. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note 2 (iv) regarding significant accounting judgements, estimates and assumptions.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Standalone Statement of Profit and Loss when the asset is derecognized.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

A property, plant and equipment is eliminated from the standalone financial statements on disposal or when no further benefit is expected from its use and disposal. Assets retired from active use and held for disposal are generally stated at the lower of their net book value and net realizable value. Any gain or losses arising disposal of property, plant and equipment is recognized in the Standalone Statement of Profit and Loss.

Once classified as held-for-sale, property, plant and equipment are no longer depreciated.

Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Standalone Statement of Profit and Loss when the asset is derecognized.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

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

(ii) ***Subsequent expenditure***

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) ***Depreciation***

Depreciation on property, plant and equipment is calculated on a straight-line basis to allocate their cost, net of their estimated residual values, over the estimated useful lives and is recognized in the Standalone Statement of Profit and Loss. The identified components are depreciated over their useful life, the remaining asset is depreciated over the life of the principal asset. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Leasehold land is amortized on a straight line basis over the period of the lease which ranges between 89-99 years.

The Company has used the following rates to provide depreciation which coincides with the rates indicated in Schedule II of the Act on its property, plant and equipment, except for temporary erection, Computers (Servers and networks) and Non - commercial vehicles.

Asset category	Useful lives estimated by the management (years)
Factory Buildings	30 years
Other Buildings	60 years
Carpeted RCC Roads	10 years
Tube wells	5 years
Plant and Machinery	7.5 - 15 years
Electrical Installations	10 years
Office Equipment	5 years
Racks and Bins	10 years
Furniture & Fixtures	10 years
Commercial Vehicles	8 years
Tools, Moulds and Dies	6 years

The management has estimated, supported by independent assessment by technical experts and professionals, the useful lives of the following classes of assets:

- The useful lives of temporary erection is estimated one year, which is lower than those indicated in Schedule II to the Act.
- Computers (Servers and networks) are depreciated over the estimated useful lives of three years, which is lower than those indicated in Schedule II to the Act.

  Non Commercial Vehicles are depreciated over the estimated useful lives of six years, which is lower than those indicated in Schedule II to the Act.

  Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

  Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

b. Intangible assets

(i) ***Recognition and Measurement***

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an item of intangible assets comprises its purchase price, including import duties and other non-refundable taxes or levies and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in the Standalone Statement of Profit and Loss in the period in which the expenditure is incurred.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Standalone Statement of Profit and Loss.

(ii) ***Subsequent expenditure***

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in the Standalone Statement of Profit and Loss as incurred.

(iii) ***Amortization***

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

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the Standalone Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made prospective basis.

- Technical know-how

Amounts paid towards technical know-how fees for specifically identified projects/ products being development expenditure incurred towards product design is carried forward based on assessment of benefits arising from such expenditure. Such expenditure is amortized over the period of expected future sales from the related product, i.e. the estimated period of 60 to 72 months on straight line basis based on past trends, commencing from the month of commencement of commercial production.

- Software

Software purchased by the Company are amortized on a straight line basis i.e. non-standard (customized) software in four years and standard (non-customized) software in five years.

- Goodwill

Goodwill is not amortized but is tested for impairment annually.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Standalone Statement of Profit and Loss when the asset is derecognized.

Amortization method, useful lives and residual lives are reviewed at the end of each financial year and adjusted, if appropriate.

c. Assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or is available for immediate sale in its present condition, subject to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if ap-plicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible assets are not depreciated, or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

d. Capital work-in-progress

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

e. Capital advances

Advances paid towards the acquisition of property, plant and equipment, outstanding at each balance sheet date is classified as capital advances under "other non-current assets".

f. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company as a lessee applies a single recognition and measurement approach for all leases, except for short-term leases.

The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) ***Right-of-use assets***

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated amortization and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, lease payments made at or before the commencement date, an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received. Right-of-use assets are amortized on a straight-line basis from the commencement date over the shorter of the lease term and the estimated useful lives of the assets.

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

The right-of-use assets are also subject to impairment. Refer note 2.1 (h) for Impairment of non- financial assets.

(ii) ***Lease liabilities***

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

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease liabilities and Right-of-use assets have been presented as a separate line in the balance sheet. Lease payments have been classified as cash used in financing activities.

(iii) ***Short-term leases and leases of low-value assets***

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognised the lease payments associated with these leases as an expense in profit or loss on a straight-line basis over the lease term.

g. Borrowing costs

Borrowing costs includes interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs), amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

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

h. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

An asset's recoverable amount is the higher of an individual asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

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

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses, if any, are recognized in the Standalone Statement of Profit and Loss. Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

In regard to assets for which impairment loss has been recognized in prior period, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

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

Goodwill is tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

i. Government grant

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as other income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

j. Inventories

Inventories which includes raw materials, components, stores, work in progress, finished goods and spares are valued at the lower of cost and net realizable value. However, raw materials, components 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 or in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

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

- Raw materials and components: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of raw material, components, stores and spares is determined on first in, first out basis.
- Finished goods and work in progress: Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on first in, first out basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products.

The comparison of cost and net realizable value is made on an item-by-item basis.

Provision for obsolescence and slow-moving inventory is made based on management's best estimates of net realisable value of such inventories. Obsolete and slow moving items are valued at cost or estimated net realisable value, whichever is lower.

k. Foreign currency transactions

Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition or an average rate if the average rate approximates the actual rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in the Standalone Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. 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 recognized in OCI or the Statement of Profit and Loss are also recognized in OCI or the Statement of Profit and Loss, respectively).

l. Revenue

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when it transfers control over a good or service to a customer.

Sale of products

Revenue from sale of products is recognised when control of the products being sold is transferred to customers and there are no longer any unfulfilled obligations. The performance obligations in contract with customers are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on delivery terms. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of discount) allocated to that performance obligation. Revenue excludes taxes or duties collected on behalf of the government.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised.

The Company recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned or deferred revenue is recognised when there is billings in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Rendering of services

Revenue from services rendered is recognized in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to surveys of work performed.

Job work and development charges are recognized upon full completion of the job work and development services and when all the significant risks and rewards of ownership of the goods have been passed to the buyer, on delivery of the goods and no significant uncertainty exists regarding the collection of the consideration.

m. Income tax

Income tax expense comprises current tax and deferred tax. It is recognized in the Standalone Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognized directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

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

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

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

Deferred tax liabilities are recognized for all taxable temporary differences.

In the situations where the Company is entitled to a tax holiday under the Income Tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax asset is recognized in respect of timing differences which are reversed during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

Deferred tax assets are recognized on carry forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

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

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

n. Segment reporting

Basis for segmentation

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. The Company is primarily engaged in the manufacturing and assembling of automotive components for the automotive industry. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segments and assess their performance. CODM believes that these are governed by same set of risk and returns hence CODM reviews as one balance sheet component.

o. Earnings per share (EPS)

Basic earnings / (loss) per share are calculated by dividing the profit or loss for the year attributable to the shareholders of the Company by the weighted average number of equity shares outstanding at the end of the reporting period. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, if any, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earning per share, the profit or loss for the year 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 except where the results will be anti-dilutive.

p. Provisions (Other than employee benefits)

General provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed the expense relating to a provision is presented in the Standalone Statement of Profit and Loss net of any reimbursement. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Warranty provisions

Provision for warranty related costs are recognized when the product is sold and is based on historical experience. The provision is based on technical evaluation/ historical warranty data and after weighting of all possible outcomes by their associated probabilities. The estimate of such warranty related costs is revised annually. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

q. Employee benefits

i. *Short-term employee benefits*

All employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay the amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. *Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions to the Regional Provident Fund Commissioner towards provident fund and employee state insurance scheme ('ESI'). Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Standalone Statement of Profit and Loss in the periods during which the related services are rendered by employees. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

iii. *Defined benefit plans*

The Company operates a defined benefit gratuity plan, which requires contributions to be made to Kotak Mahindra Old Mutual Life Insurance Limited, ICICI Prudential Life Insurance and LIC of India. There are no other obligations other than the contribution payable to the respective entities.

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the Standalone Statement of Profit and Loss:

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

iv. *Other long term employee benefits*

<u>*Compensated absences*</u>

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

As per the compensated absence encashment policy, the Company does not have an unconditional right to defer the compensated absence of employees, accordingly the entire compensated absence obligation as determined by an independent actuary has been classified as current liability as at the year end.

r. Financial instruments

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

i. Recognition and initial measurement

Trade receivables and debt securities are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

ii. ***Classification and subsequent measurement***

Financial assets

On initial recognition, a financial asset is classified as measured at:

- Amortized cost;

- Fair Value through Other Comprehensive Income ('FVOCI') – debt instrument;

- FVOCI – equity investment; or

- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets 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 (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables. Company has recognized financial assets viz. security deposit, trade receivables, employee advances at amortized cost.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset 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 (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Standalone Statement of Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is re-classified from the equity to Standalone Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Standalone Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Standalone Statement of Profit and Loss.

Investments in joint ventures

Investments in joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in joint ventures, the difference between net disposal proceeds and the carrying amounts are recognized in the Standalone Statement of Profit and Loss.

Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Standalone Statement of Profit and Loss.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Company's management;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment 'Principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Company considers:

- contingents events that would change the amounts or timings of cash flows;

- terms that may adjust the contractual coupon rate, including variable interest rate features;

- prepayment and extension features; and

- terms that limit the Company's claim to cash flows from specified assets (e.g. non - recourse features)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual amount, as feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. Interest income, foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investment at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investment at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

iii. Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

(iv) ***Offsetting***

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) ***Derivative financial instruments***

The Company uses derivative instruments such as foreign exchange forward contracts and currency swaps to hedge its foreign currency and interest rate risk exposure. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value and changes therein are generally recognized in profit and loss.

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on:

- Financial assets measured at amortized cost; and
- Financial assets measured at FVOCI – debt instruments.

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt instruments at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit – impaired includes the following observable data:

For recognition of impairment loss on 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 recognizing impairment loss allowance based on 12 month ECL.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowance for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to the Standalone Statement of Profit and Loss and is recognized in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with Company's procedures for the recovery of amount due.

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for the 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 amortized cost e.g., deposits and advances

b. Trade receivables that result from transactions that are within the scope of Ind AS 115

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 recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, 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:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Standalone Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Standalone Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortized cost and contractual revenue receivables: 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.

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

s. Expenditure

Expenses are accounted for on the accrual basis.

t. Exceptional items

Exceptional items refer to items of income or expense within the Standalone Statement of Profit and Loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

u. Research and development

Expenditure on research and development activities is recognized in the Standalone Statement of Profit and Loss as incurred.

Development expenditure is capitalized as part of cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses, if any.

v. Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

w. Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

x. Material accounting policy information

The Company adopted *Disclosure of Accounting Policies (Amendment to Ind AS 1)* from 1 April 2023. Although the amendments did not result in any changes in the accounting policy themselves, they impacted the accounting policy information disclosed in the standalone financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the standalone financial statements.

3. Property, plant and equipment

Particulars	Freehold Land	Buildings	Plant and Equipment	Office equipments	Vehicles	Furnitures and Fixtures	Total
Gross carrying value as at 1 April 2022	11,667.62	20,059.72	54,658.29	1,769.33	421.79	968.17	89,544.92
Additions	201.81	186.66	7,006.02	250.16	45.37	127.90	7,817.92
Disposals	30.98	53.17	662.50	62.42	32.08	11.99	853.14
Reclassification to assets held for sale*	768.90	-	-	-	-	-	768.90
Balance as at 31 March 2023	**11,069.55**	**20,193.21**	**61,001.81**	**1,957.07**	**435.08**	**1,084.08**	**95,740.80**
Additions	968.10	1,205.66	7,027.78	216.58	127.29	24.68	9,570.09
Disposals	-	2.27	1,487.57	125.33	52.52	20.81	1,688.50
Reclassification to assets held for sale**	28.54	142.60	8.21	-	-	-	179.35
Balance as at 31 March 2024	**12,009.11**	**21,254.00**	**66,533.81**	**2,048.32**	**509.85**	**1,087.95**	**103,443.04**
Accumulated depreciation							
Balance as at 1 April 2022	-	4,531.26	24,821.82	1,248.01	156.68	517.42	31,275.19
Depreciation for the year	-	1,013.01	5,560.82	235.02	102.70	89.53	7,001.08
Accumulated depreciation on disposal	-	25.60	311.90	62.42	30.73	8.23	438.88
Balance as at 31 March 2023	**-**	**5,518.67**	**30,070.74**	**1,420.61**	**228.65**	**598.72**	**37,837.39**
Depreciation for the year	-	893.01	6,175.04	223.36	88.36	93.91	7,473.68
Accumulated depreciation on disposal**	-	2.27	1,282.62	122.83	52.53	20.46	1,480.71
Reclassification to assets held for sale**	-	89.42	6.84	-	-	-	96.26
Balance as at 31 March 2024	**-**	**6,319.99**	**34,956.32**	**1,521.14**	**264.48**	**672.17**	**43,734.10**
Net carrying value							
As at 31 March 2024	**12,009.11**	**14,934.01**	**31,577.49**	**527.18**	**245.37**	**415.78**	**59,708.94**
As at 31 March 2023	**11,069.55**	**14,674.54**	**30,931.07**	**536.46**	**206.43**	**485.36**	**57,903.41**

**During the current year, the Board of Directors has decided to sell the assets of Mysore plant which was available for sale in their present conditions. The asset held for sale was measured at lower of cost and fair value less cost to sell i.e., Rs. 83.09 lacs.

*During the previous year, the Board of Directors had decided to sell Company's land situated at Jaipur, Rajasthan which was available for sale in its present condition. The asset held for sale was measured at lower of cost and fair value less cost to sell i.e., Rs. 768.90 lacs. During the current year, the Company has sold this asset.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

3A. Capital Work in Progress

The following table presents the ageing schedule for Capital-work-in progress:

S.No	Particulars	Amount in CWIP for a period of				Total
	Ageing schedule as on 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	
1	Projects in progress	4,309.69	34.71	-	-	4,344.40
2	Project temporarily suspended	-	-	-	-	-

S.No	Particulars	Amount in CWIP for a period of				Total
	Ageing schedule as on 31 March 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	
1	Projects in progress	1,308.52	86.59	-	-	1,395.11
2	Project temporarily suspended	-	-	-	-	-

3A. Intangible assets under development

The following table presents the ageing schedule for Intangible assets under development:

S.No	Particulars	Amount in Intangible assets under development for a period of				
	Ageing schedule as on 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Projects in progress	1,182.99	-	-	-	1,182.99
2	Project temporarily suspended	-	-	-	-	-

S.No	Particulars	Amount in Intangible assets under development for a period of				
	Ageing schedule as on 31 March 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Projects in progress	44.50	-	-	-	44.50
2	Project temporarily suspended	-	-	-	-	-

There are no capital work-in-progress and intangible assets under development where completion is overdue against original planned timelines or where estimated cost exceeded its original planned cost as on 31 March 2024 and 31 March 2023.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

3B. Title deeds of immovable properties not held in the name of the Company

S. No.	Relevant line item in the balance sheet	Description of item of property	Gross carrying value 31 March 2024	Gross carrying value 31 March 2023	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of their relative of promoter/ director or employee of promoter/ director	Property held since	Reason for not being held in name of the Company
1	Property, plant and equipment - Freehold Land	12C& 13A, KIABD Industrial Area, Attibele Bangalore	-	30.98	Adeep Rolo-forms Ltd	No	28.12.2005	During the current year title of this property has been transferred in the name of Sandhar Technologies Limited
2	Property, plant and equipment - Freehold Land	12C, KIABD Industrial Area, Attibele Bangalore	-	4.04	Adeep Locks Ltd	No	28.12.2005	
3	Property, plant and equipment - Freehold Land	Plot no 44– Sector-3, IMT Manesar, Gurgaon	317.77	317.77	Adeep Rolo-forms Ltd	No	28.12.2005	The company has filed an application in the Haryana State Industrial and Infrastructure Development Corporation for change the name which is pending as on balance sheet date.
4	Property, plant and equipment - Freehold Land	Plot no 24– Sector-3, IMT Manesar, Gurgaon	192.69	192.69	Sand-har Auto Com-po-nents, Ltd	No	28.12.2005	The company has filed an application in the Haryana State Industrial and Infrastructure Development Corporation for change the name which is pending as on balance sheet date.
5	Property, plant and equipment - Building	12C& 13A, KIABD Industrial Area, Attibele Bangalore	-	747.36	Adeep Rolo-forms Ltd	No	28.12.2005	During the current year title of this property has been transferred in the name of Sandhar Technologies Limited
6	Property, plant and equipment - Building	12C, KIABD Industrial Area, Attibele Bangalore			Adeep Locks Ltd	No	28.12.2005	
7	Property, plant and equipment - Building	Plot no 44– Sector-3, IMT Manesar, Gurgaon	411.08	411.08	Adeep Rolo-forms Ltd	No	28.12.2005	The company has filed an application in the Haryana State Industrial and Infrastructure Development Corporation for change the name which is pending as on balance sheet date.
8	Property, plant and equipment - Building	Plot no 24– Sector-3, IMT Manesar Gurgaon	132.55	132.55	Sand-har Auto Com-po-nents, Ltd	No	28.12.2005	The company has filed an application in the Haryana State Industrial and Infrastructure Development Corporation for change the name which is pending as on balance sheet date.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

4. Right-of-use assets*

Particulars	Leasehold Land	Total
Gross carrying value		
Balance as at 1 April 2022	6,037.84	6,037.84
Additions	1,371.05	1,371.05
Disposals	783.84	783.84
Balance as at 31 March 2023	**6,625.05**	**6,625.05**
Additions	1,759.57	1,759.57
Disposals	1,071.49	1,071.49
Balance as at 31 March 2024	**7,313.13**	**7,313.13**
Accumulated amortization		
Balance as at 1 April 2022	2,008.87	2,008.87
Amortization charge for the year	777.62	777.62
Accumulated amortization on disposal	783.84	783.84
Balance as at 31 March 2023	**2,002.65**	**2,002.65**
Amortization charge for the year	883.32	883.32
Accumulated amortization on disposal	1,071.49	1,071.49
Balance as at 31 March 2024	**1,814.48**	**1,814.48**
Net carrying value		
As at 31 March 2024	**5,498.65**	**5,498.65**
As at 31 March 2023	**4,622.40**	**4,622.40**

* Refer Note 34

5. Intangible assets

Particulars	Computer software	Technical know-how	Goodwill*	Total
Gross carrying value as at 1 April 2022	580.57	3,011.12	552.35	4,144.04
Additions	100.63	64.12	-	164.75
Disposals	-	-	-	-
Balance as at 31 March 2023	**681.20**	**3,075.24**	**552.35**	**4,308.79**
Additions	124.32	101.38	-	225.70
Disposals	0.98	-	-	0.98
Balance as at 31 March 2024	**804.54**	**3,176.62**	**552.35**	**4,533.51**
Accumulated amortization				
Balance as at 1 April 2022	384.89	617.35	-	1,002.24
Amortization for the year	102.67	567.95	-	670.62
Accumulated amortization on disposal	-	-	-	-
Balance as at 31 March 2023	**487.56**	**1,185.30**	**-**	**1,672.86**
Amortization for the year	99.96	527.39	-	627.35
Accumulated amortization on disposal	0.48	-	-	0.48
Balance as at 31 March 2024	**587.04**	**1,712.69**	**-**	**2,299.73**
Net carrying value				
As at 31 March 2024	**217.50**	**1,463.93**	**552.35**	**2,233.78**
As at 31 March 2023	**193.64**	**1,889.94**	**552.35**	**2,635.93**

*** Impairment testing of goodwill**

For the purposes of impairment testing, goodwill is allocated to the Cash Generating Unit (CGU) which represents the lowest level at which the goodwill is monitored for internal management reporting purposes.

The recoverable amount of the cash generating unit was based on its value in use. The value in use of this unit was determined to be higher than the carrying amount and an analysis of the calculation's sensitivity towards change in key assumptions did not identify any probable scenarios where the CGU recoverable amount would fall below their carrying amount.

Value in use was determined by discounting the future cash flows generated from the continuing use of the CGU. The calculation was based on the following key assumptions:

i. The anticipated annual revenue growth and margin included in the cash flow projections are based on past experience, actual operating results and the 5-year business plan in all periods presented.

ii. The terminal growth rate ranges from 2% to 3% representing management view on the future long-term growth rate.

iii. Discount rate ranging from 8% to 10% for all periods presented was applied in determining the recoverable amount of the CGU. The discount rate was estimated based on past experience and companies average weighted average cost of capital.

The values assigned to the key assumptions represent the management's assessment of future trends in the industry and based on both internal and external sources.

6. Financial assets

	Particulars	As at 31 March 2024	As at 31 March 2023
	Investments		
A.	**Non-current investments**		
	Investments at cost		
	Investments in subsidiaries		
	Investment in equity shares (Unquoted)		
	60.00 Lacs (31 March 2023: 47.95 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Tooling Private Limited	881.24	387.19
	32.48 Lacs (31 March 2023: 32.48 Lacs) equity shares of EUR. 1/- each fully paid-up in Sandhar Technologies Barcelona SL	2,029.00	2,029.00
	127.50 Lacs (31 March 2023: 62.50 Lacs) equity shares of Rs.10/- each fully paid-up in Sandhar Auto Castings Private Limited	1,275.00	625.00
	850.00 Lacs (31 March 2023: 645.00 Lacs) equity shares of Rs.10/- each fully paid-up in Sandhar Engineering Private Limited	8,500.00	6,450.00
	309.96 Lacs (31 March 2023: 309.96 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Automotive Systems Private Limited	1,666.16	1,666.16
	83.35 Lacs (31 March 2023: 0.05 Lacs) equity shares of Rs.10/- each fully paid-up in Sandhar Auto Electric Solutions Private Limited	833.50	0.50
	Investments in joint ventures		
	Investment in equity shares (Unquoted)		
	172.206 Lacs (31 March 2023: 172.206 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Han Sung Technologies Private Limited	1,722.06	1,722.06
	68.65 Lacs (31 March 2023: 68.65 Lacs) equity shares of Rs. 10/- each fully paid-up in Jinyoung Sandhar Mechatronics Private Limited	686.50	686.50
	266.20 Lacs (31 March 2023: 266.20 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Amkin Industries Private Limited	2,662.00	2,662.00
	97.845 Lacs (31 March 2023: 97.845 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Whetron Electronics Private Limited	978.45	978.45
	100.84555 Lacs (31 March 2023: 100.84555 Lacs) equity shares of Rs. 10/- each fully paid-up in Kwangsung Sandhar Technologies Private Limited	1,008.46	1,008.46
	Nil (31 March 2023: 0.099 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Han Shin Automotive Private Limited	-	1.00

Particulars	As at 31 March 2024	As at 31 March 2023
27.50 Lacs (31 March 2023: 27.50 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Han Shin Auto Technologies Private Limited	275.00	275.00
4 Lacs (31 March 2023: 4 Lacs) equity shares of Rs. 100/- each fully paid-up in Winnercom Sandhar Technologies Private Limited	400.00	400.00
0.98655 Lacs (31 March 2023: 0.98655 Lacs) equity shares of Rs.10/- each fully paid-up in Kwangsung Sandhar Automotive Systems Private Limited	98.66	98.66
Investments in joint ventures		
Investments in Preference shares (Unquoted)		
23.43 Lacs (31 March 2023: 23.43 Lacs) preference shares of Rs. 10/- each fully paid-up in Sandhar Han Sung Technologies Private Limited	234.38	234.38
65.03 Lacs (31 March 2023: 65.03 Lacs) preference shares of Rs. 10/- each fully paid-up in Jinyoung Sandhar Mechatronics Private Limited	650.38	650.38
Investments at fair value through profit and loss		
Non Trade investment (Unquoted)		
0.2 Lacs (31 March 2023: 0.2 Lacs) shares of Rs. 10/- each fully paid-up in VNM Polymers Private Limited	162.49	112.36
	24,063.28	**19,987.10**
Less: Loss allowance in investment value (investment in joint ventures)	(970.64)	(415.69)
Total aggregate amount of impairment in the value of investments	**(970.64)**	**(415.69)**
Total investments	**23,092.64**	**19,571.41**
Aggregate value of unquoted investments	24,063.28	19,987.10
Aggregate amount of impairment in value of investments	(970.64)	(415.69)
Current	-	-
Non-Current	23,092.64	19,571.41

***Notes:**

1. During the year ended 31 March 2024, the Company has acquired 12,05,000 equity shares (equivalent to 20.08% of total paid up share capital) of Sandhar Tooling Private Limited (subsidiary company) at Rs 41 per equity share.
2. During the year ended 31 March 2024, the Company performed an impairment assessment of its investment in equity shares and preference shares of Jinyoung Sandhar Mechatronics Private Limited to compute the fair value of its investment. Based on management's assessment, as the fair value of the investment was lower than the carrying amount of the investment, an impairment charge of Rs. 555.95 Lacs was recognized in the Standalone Statement of Profit and Loss as an exceptional item. As at 31 March 2024, the total impairment allowance pertaining to Jinyoung Sandhar Mechatronics Private Limited is Rs 666.31 Lacs.
3. During the year ended 31 March 2023, the Company performed an impairment assessment of its investment in equity shares of Sandhar Whetron Electronics Private Limited to compute the fair value of its investment. Based on management's assessment, as the fair value of the investment was lower than the carrying amount of the investment, an impairment charge of Rs. 304.33 Lacs was recognized in the Standalone Statement of Profit and Loss as an exceptional item. As at 31 March 2024, the total impairment allowance pertaining to Sandhar Whetron Electronics Private Limited is Rs 304.33 Lacs.
4. During the year ended 31 March 2021, Sandhar Han Shin Automotive Private Limited, a joint venture of the Company had applied for strike off under Section 248 of the Companies Act, 2013. Hence, the Company noted an impairment of investment amounting to Rs. 1.00 Lacs. The Company was struck-off during the year.
5. During the year ended 31 March 2022, Sandhar Strategic Systems Private Limited, a wholly owned subsidiary of the Company and Sandhar Daeshin Auto Systems Private Limited, a joint venture of the Company, applied for strike off under Section 248 of the Companies Act, 2013. Hence, the Company noted an impairment of investments amounting to Rs. 2.07 Lacs. Both the companies were struck-off on 18 October 2022.

Particulars		As at 31 March 2024	As at 31 March 2023
B.	**Loans**		
	Non - current		
	Loans recoverable from related parties*	3,625.00	-
	Total loans	**3,625.00**	**-**
	Current		
	Loans recoverable from related parties**	1,663.12	959.43
	Loans to employees	44.91	44.75
	Total loans	**1,708.03**	**1,004.18**
	Break up of total loans		
	(a) Secured, considered good;	-	-
	(b) Unsecured, considered good; and	5,333.03	1,004.18
	(c) Doubtful.	-	-
		5,333.03	**1,004.18**

*During the current year, the Company has provided loan to Sandhar Engineering Private Limited (wholly owned subsidiary) amounting to Rs 3,625 lacs at 9% p.a. rate of interest which is repayable after two years. These loans are provided for meeting subsidiary's working capital requirements.

** During the current year, the Company has provided loan to Sandhar Technologies Barcelona S.L. (wholly owned subsidiary) amounting to Rs 1,663.12 lacs at 10% p.a. rate of interest which is repayable after one year. These loans are provided for meeting subsidiary's working capital requirements.

Particulars		As at 31 March 2024	As at 31 March 2023
C.	**Trade receivables**		
	Current		
	Trade receivables (unsecured and considered good, unless otherwise stated)**	39,304.96	27,839.84
	Unbilled revenue	938.26	1,460.70
	Total trade receivables	**40,243.22**	**29,300.54**
	Break-up of trade receivables		
	Unsecured, considered good	40,243.22	29,300.54
	Trade receivables - credit impaired	299.81	298.60
		40,543.03	**29,599.14**
	Less: Loss allowance	(299.81)	(298.60)
		40,243.22	**29,300.54**

Trade receivables ageing schedule as on 31 March 2024

Particulars	Outstanding for the following periods from due date of payments					Total
	Less than 6 months*	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed trade receivables- considered good	39,890.30	308.04	44.88		-	40,243.22
ii) Undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed trade Receivables- credit impaired	-	-	-	-	299.81	299.81
iv) Disputed trade Receivables- considered good	-	-	-	-	-	-
v) Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed trade Receivables- credit impaired	-	-	-	-	-	-
vii) Less: Loss allowance	-	-	-	-	(299.81)	(299.81)

*Includes unbilled revenue of Rs 938.26 lacs

Trade receivables ageing schedule as on 31 March 2023

Particulars	Outstanding for the following periods from due date of payments					Total
	Less than 6 months*	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed trade receivables- considered good	29,192.69	105.60	1.05	1.20	-	29,300.54
ii) Undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed trade Receivables- credit impaired	-	-	-	-	298.60	298.60
iv) Disputed trade Receivables- considered good	-	-	-	-	-	-
v) Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed trade Receivables- credit impaired	-	-	-	-	-	-
vii) Less: Loss allowance	-	-	-	-	(298.60)	(298.60)

*Includes unbilled revenue of Rs 1,460.70 lacs

** For explanations on the Company's credit risk management processes, refer to Note -37

For dues receivables from related parties refer to Note -32

Particulars	As at 31 March 2024	As at 31 March 2023
D. Cash and cash equivalents		
Balances with banks:		
- In current accounts	12.66	2.38
Cash on hand	17.48	10.80
Total cash and cash equivalents	**30.14**	**13.18**

Particulars	As at 31 March 2024	As at 31 March 2023
E. Other bank balances		
Current		
In current account for equity dividend	1.67	1.37
Deposits with original maturity for more than 3 months but less than 12 months*	70.58	54.98
Total other bank balances	**72.25**	**56.35**

*These deposits are held as margin money deposits with government authorities.

Particulars	As at 31 March 2024	As at 31 March 2023
F. Other financial assets		
Non - current		
Security deposits	1,187.72	855.56
Total	**1,187.72**	**855.56**
Current		
Security deposits	1.21	131.51
Interest accrued but not due on fixed deposits	21.66	12.87
Bank deposit with original maturity of more than 12 months	125.42	131.87
Other advances recoverable	27.76	75.02
Total	**176.05**	**351.27**
Total financial assets (A+B+C+D+E+F)	70,135.05	51,152.49
Break up of financial assets carried at amortised cost		
Security deposits	1,188.93	987.07
Total financial assets carried at amortised cost	**1,188.93**	**987.07**

7. Inventories

(Valued at lower of cost and net realizable value)

Particulars	As at 31 March 2024	As at 31 March 2023
Raw materials {includes goods in transit of Rs. 519.00 lacs (31 March 2023: Rs. 1,031.02 lacs)}	13,020.25	11,745.03
Work in progress	887.58	1,006.75
Finished goods {includes goods in transit of Rs. 631.33 lacs (31 March 2023: Rs. 782.72 lacs)}	2,571.38	2,436.43
Stores and spares	1,383.90	1,333.75
	17,863.11	**16,521.96**
Provision for inventory obsolescence	(25.00)	(25.00)
Total inventories at the lower of cost and net realisable value	**17,838.11**	**16,496.96**

8. Other assets

Particulars	As at 31 March 2024	As at 31 March 2023
Non - current		
A. Capital advances		
(Unsecured and considered good, unless otherwise stated)		
Unsecured, considered good.	597.29	285.20
Total capital advances	**597.29**	**285.20**
B. Income-tax asset		
Advance income-tax (net of provision for taxation) (refer Note 15)	411.76	411.76
	411.76	**411.76**
Total (A+B)	**1,009.05**	**696.96**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars		As at 31 March 2024	As at 31 March 2023
	Current		
C.	**Other advances**		
	Unsecured, considered good.	822.70	751.91
	Doubtful	-	-
	Total other advances	822.70	751.91
	Less: Loss allowance	-	-
	Total net other advances	**822.70**	**751.91**
D.	**Prepaid expenses**		
	Prepaid expenses	542.99	493.32
		542.99	**493.32**
E.	**Balance with statutory / government authorities**		
	(Unsecured and considered good, unless otherwise stated)		
	Unsecured, considered good	938.46	948.58
	Total balance with statutory / government authorities	938.46	948.58
	Total (C+D+E)	**2,304.15**	**2,193.81**

9. Share capital

Particulars		As at 31 March 2024	As at 31 March 2023
A.	**Authorised share capital**		
	6,80,00,000 equity shares of Rs.10 each (31 March 2023: 6,80,00,000 equity shares of Rs.10 each)	6,800.00	6,800.00
	2,00,000 preference shares of Rs.100 each (31 March 2023: 2,00,000 preference shares of Rs.100 each)	200.00	200.00
		7,000.00	**7,000.00**

B. Issued, subscribed and fully paid equity share capital

Particulars	As at 31 March 2024	As at 31 March 2023
6,01,90,708 equity shares of Rs. 10 each fully paid up (31 March 2023: 6,01,90,708 equity shares of Rs. 10 each)	6,019.07	6,019.07
	6,019.07	**6,019.07**

C. Reconciliation of the equity share outstanding at beginning and at end of the year

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	Rs. in Lacs	Number	Rs. in Lacs
Equity shares outstanding at the beginning of the year	60,190,708	6,019.07	60,190,708	6,019.07
Issued during the year	-	-	-	-
Outstanding at the end of the year	**60,190,708**	**6,019.07**	60,190,708	6,019.07

Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having par value of Rs.10 per share (31 March 2023: Rs.10 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

The Board of Directors at its Meeting held on 25 May 2023, had recommended a final dividend @ 25% i.e. Rs. 2.5 per equity share, which has been approved by shareholders in Annual General Meeting held on 21 September 2023. The same has been paid.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

The Board of Directors at its Meeting held on 23 May 2024, has recommended a final dividend @ 32.5% i.e. Rs. 3.25 per equity share. The dates of the book closure for the entitlement of such final dividend and Annual General Meeting shall be decided and informed in due course of time.

In the event of liquidation of the Company, the share holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

D. Details of shareholders holding more than 5% shares in the company

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	%	Number	%
Jayant Davar*	32,270,978	53.61%	31,431,396	52.22%

* 90,909 Equity Shares are held by Mr. Jayant Davar in his Capacity as proprietor of Sandhar Enterprises

Details of shares held by promoters as at 31 March 2024

Particulars	No. of shares (1 April 2023)	Change during the year	No. of shares (31 March 2024)	% change during the year	% of shareholding
Jayant Davar	31,431,396	839,582	32,270,978	2.67%	53.61%
Monica Davar	2,622,930	-	2,622,930	0.00%	4.36%
Neel Jay Davar	1,555,995	-	1,555,995	0.00%	2.59%
Dharmendar Nath Davar	839,582	(839,582)	-	(100.00%)	0.00%
Santosh Davar	785,950	-	785,950	0.00%	1.31%
Poonam Juneja	62,265	-	62,265	0.00%	0.10%
Sanjeevni Impex Private Limited	1,684,738	-	1,684,738	0.00%	2.80%
Ysg Estates Private Limited	1,662,032	-	1,662,032	0.00%	2.76%
Sandhar Infosystems Limited	793,569	-	793,569	0.00%	1.32%
Jubin Finance And Investment Limited	573,508	-	573,508	0.00%	0.95%
Sandhar Estates Private Limited	350,280	-	350,280	0.00%	0.58%

Details of shares held by promoters as at 31 March 2023

Particulars	No. of shares (1 April 2022)	Change during the year	No. of shares (31 March 2023)	% change during the year	% of shareholding
Jayant Davar	31,431,396	-	31,431,396	0.00%	52.22%
Monica Davar	2,622,930	-	2,622,930	0.00%	4.36%
Neel Jay Davar	1,555,995	-	1,555,995	0.00%	2.59%
Dharmendar Nath Davar	839,582	-	839,582	0.00%	1.39%
Santosh Davar	785,950	-	785,950	0.00%	1.31%
Poonam Juneja	62,265	-	62,265	0.00%	0.10%
Sanjeevni Impex Private Limited	1,684,738	-	1,684,738	0.00%	2.80%
Ysg Estates Private Limited	1,662,032	-	1,662,032	0.00%	2.76%
Sandhar Infosystems Limited	793,569	-	793,569	0.00%	1.32%
Jubin Finance And Investment Limited	573,508	-	573,508	0.00%	0.95%
Sandhar Estates Private Limited	350,280	-	350,280	0.00%	0.58%

(Rupees in lacs, except share data, per share data and unless otherwise stated)

10. Other equity

Particulars	As at 31 March 2024	As at 31 March 2023
Capital reserve		
At the beginning and end of the year	2,653.66	2,653.66
Securities Premium		
At the beginning and end of the year	27,859.67	27,859.67
Retained earnings		
Balance at the beginning of the year	56,351.88	49,461.98
Add: Profit for the year	11,225.12	8,377.92
Other comprehensive income/ (loss) - Re-measurement of defined benefit liabilities	159.24	(133.73)
Less: Dividend on equity shares (Final)	(1,504.77)	(1,354.29)
Balance at the end of the year	66,231.47	56,351.88
Total of other equity	96,744.80	86,865.21

Nature and purpose of other equity

1. **Capital Reserve:**

   This represents Capital reserve created during the year ended 31 March 2013, consequent to the approval by the Hon'ble High Court of Delhi of the scheme of amalgamation of MAG Engineering Private Limited with the Company and will be utilised as per the requirements of the Companies Act, 2013.

2. **Securities premium:**

   Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

3. **Remeasurements of defined benefit obligation:**

   Remeasurements of defined benefit obligation comprises actuarial gains/ (losses).

4. **Retained earnings:**

   This represents the cumulative profits/(losses) of the Company.

11. Borrowings

Particulars	As at 31 March 2024	As at 31 March 2023
A. Non - current		
Term loans		
Indian rupee borrowings from banks (secured) (refer note A below)	6,781.25	5,156.25
Indian rupee borrowings from others (secured) (refer note B below)	2,250.00	3,250.00
Total non-current borrowings	9,031.25	8,406.25
Secured	9,031.25	8,406.25
Unsecured	-	-
B. Current		
a) Current maturities		
Indian rupee borrowings from banks (secured) (refer note A below)	1,875.00	1,875.00
Indian rupee borrowings from others (secured) (refer note B below)	1,000.00	750.00
Total current maturities of non-current borrowings	2,875.00	2,625.00
b) Cash credit from banks (secured) (refer note C)	5,088.78	-
c) Credit card payable (unsecured) (refer note D)	702.81	981.30
Total	8,666.59	3,606.30
Aggregate secured loans	7,963.78	2,625.00
Aggregate unsecured loans	702.81	981.30

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
Terms of borrowings:		
(A) (i) Term loan from CITI Bank Indian rupee Loan of Rs. 750,000,000 carries interest rate of 8.50% - 9.00% p.a. The loan is repayable in 16 quarterly instalments of Rs. 46,875,000 from January, 2023	5,156.25	7,031.25
(ii) Term loan from CITI Bank Indian rupee Loan of Rs. 350,000,000 carries interest rate of 8.50% - 9.00% p.a. The loan is repayable in 16 quarterly instalments of Rs. 21,875,000 from June, 2025	3,500.00	-
(B) Term loan from Bajaj Finserve Ltd Indian rupee Loan of Rs. 400,000,000 carries interest rate of 8.00%-8.40% p.a. The loan is repayable in 16 quarterly instalments of Rs. 125,00,000 from April, 2023	3,250.00	4,000.00
(C) Cash credits from banks are secured by way of first pari passu charge on the inventory and books debts of the company.	5,088.78	-
(D) Credit card payable	702.81	981.30

Above term loans are secured by:

1. First pari passu charge on the entire present and future movable property, plant and equipment of the borrower excluding those assets which are specifically funded by other lenders/ financial institutions
2. First pari passu charge on immovable properties, of the borrower as detailed below:

   i. 4, HSIDC Industrial Area, Delhi Gurgaon Road, Gurgaon

   ii. 3, HSIDC Industrial Area, Delhi Gurgaon Road, Gurgaon

   iii. Plant at Village Dhumaspur, P.O Badshahpur, Gurgaon

   iv. Plot no. 24, Sector 3, IMT Manesar, Haryana

   v. Plot no. 44, Sector 3, IMT Manesar, Haryana

   vi. Plot no. 8, Bommasandra- Jigani Link Road Industrial Area, Hubli

   vii. Plot # 12c, Sy No. 47 & 50, KIADB, Bangalore

   viii. Plot # 13a, Sy No. 47 & 50, KIADB, Bangalore

   ix. Sandhar Himachal, Bharatgarh Road, Tehsil Nalagarh, District Solan, Himachal Pradesh

   x. Plot No. 7A, KIADB Industrial Area, Attibele Hobli, Anekal Taluk, Bangalore"

Disclosures as per Schedule III to the Companies Act, 2013:

1. The Company has utilised the borrowings for the purpose it was taken.
2. The quarterly statements of current assets filed with the banks/ financial institutions are in agreement with the books of accounts.

12. Trade payables

Particulars	As at 31 March 2024	As at 31 March 2023
Total outstanding dues of micro enterprises and small enterprises (refer Note 40)	9,896.58	7,661.06
Total outstanding dues of creditors other than micro enterprises and small enterprises	21,196.44	16,114.89
Acceptances*	2,323.28	1,668.09
Total trade payables	**33,416.30**	**25,444.04**

Terms and conditions of the above financial liabilities:

For explanations on the Company's credit risk management processes, refer to Note 37.

For dues payables to related parties refer to Note -32.

*Acceptances are arrangements where operational suppliers of goods and services are initially paid by banks/ financial institutions while the Company continues to recognise the liability till settlement with the banks/financial institutions,which are normally effected within a period of 90 days.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Trade payables ageing schedule as on 31 March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	9,820.37	5.85	68.33	2.03	9,896.58
(ii) Others	23,506.04	8.02	2.15	3.51	23,519.72
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues — Others	-	-	-	-	-

Trade payables ageing schedule as on 31 March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	7,659.75	1.31	-	-	7,661.06
(ii) Others	17,703.16	61.10	4.10	14.62	17,782.98
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues — Others	-	-	-	-	-

13. Other financial liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Non-current		
Lease liabilities - (refer Note 34)	2,496.87	1,892.26
Total	**2,496.87**	**1,892.26**
Current		
Payables for capital goods*	2,442.38	576.21
Interest accrued and due on borrowings	16.15	48.85
Unpaid equity dividend	1.67	1.37
Security deposit payable	25.68	63.48
Provision for Interest - MSME - (refer Note 40)	186.42	174.37
Total	**2,672.30**	**864.28**
Lease liabilities - (refer Note 34)	813.57	655.02
	813.57	**655.02**

*For dues payables to related parties refer to Note -32.

14. Other current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Statutory dues	1,243.48	1,515.29
Advance from customers	570.94	416.75
Advance from others	100.00	49.00
Total	**1,914.42**	**1,981.04**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

15. Provisions

Particulars	As at 31 March 2024	As at 31 March 2023
Current		
Provision for employee benefits		
Provision for gratuity (refer Note 30)	177.84	287.34
Provision for compensated absences	954.95	755.99
Other provisions		
Provision for income tax (net of tax paid) (refer Note 8B)	1,016.45	458.27
Provision for warranties*	100.80	90.40
Total	**2,250.04**	**1,592.00**
***Provision for warranties**		
At the beginning of the year	90.40	64.94
Accrued during the year	117.88	102.99
Utilized during the year	(107.48)	(77.53)
At the end of the year	100.80	90.40

*Provision is recognized for expected warranty claims on products sold during the last two to five years, based on past experience of level of repairs and returns. It is expected that the most of this cost will be incurred in the next financial year. Assumption used to calculate the provision for warranties were based on current sales level and current information available about returns based on the two to five year warranty period for all products sold.

16. Deferred tax liabilities (net)

Particulars	As at 31 March 2024	As at 31 March 2023
Tax effect of items resulting in deductible temporary differences		
-Post-employment benefits	285.00	262.00
-Provision for doubtful debt and advances	75.00	75.00
-Employee benefits	116.00	109.00
-Fair value measurement	125.00	96.00
-Impact of IND-AS 116	11.02	39.48
Total deferred tax assets	**612.02**	**581.48**
Tax effect of items resulting in taxable temporary differences		
-Property, plant and equipment: Impact of difference between tax and depreciation/ amortization charged for the financial reporting	925.02	1,166.48
Total deferred tax liabilities	**925.02**	**1,166.48**
Deferred tax liabilities	**(313.00)**	**(585.00)**

17. Revenue from operations

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Sale of products	264,820.45	233,774.59
Sale of services	2,467.34	2,249.49
Other operating revenue		
Scrap sale	3,969.48	3,715.68
Technical charges	309.28	-
Revenue from operations	**271,566.55**	**239,739.76**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

18. Other income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Dividend income on long-term investments	11.99	11.99
Profit on sale of property, plant and equipment	95.95	379.94
Foreign exchange fluctuation gain (net)	12.93	-
Interest from bank	14.50	5.45
Interest from others	263.28	104.26
Interest income on security deposits measured at amortised cost	54.84	-
Gain on investments carried at fair value through profit or loss	50.13	15.12
Other miscellaneous income	663.57	719.68
	1,167.19	**1,236.44**

19. Cost of raw material and components consumed

Raw material and components consumed

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventory at the beginning of the year	11,745.03	11,302.47
Add: Purchases during the year	184,704.35	164,515.41
	196,449.38	**175,817.88**
Less: Inventory at the end of the year	13,020.25	11,745.03
Cost of raw material and components consumed	**183,429.13**	**164,072.85**

20. Changes in inventories of finished goods and work-in-progress

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Closing inventories		
Finished goods	2,571.38	2,436.43
Work in progress	887.58	1,006.75
Opening inventories		
Finished goods	2,436.43	1,937.88
Work in progress	1,006.75	1,249.07
Net changes	**(15.78)**	**(256.23)**

21. Employee benefits expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries, wages and bonus	28,603.42	24,628.82
Contribution to provident and other funds	1,323.43	1,256.91
Staff welfare expenses	1,362.33	1,485.96
Gratuity expense (refer Note 30)	265.27	235.81
	31,554.45	**27,607.50**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

22. Depreciation and amortization expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation on property, plant and equipment	7,473.68	7,001.08
Amortisation on right of use assets	883.32	777.62
Amortisation on intangible assets	627.35	670.62
	8,984.35	**8,449.32**
Less: Depreciation on plant and machinery capitalized during the year	7.16	5.05
	8,977.19	**8,444.27**

23. Other expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Consumption of stores and spares	5,503.98	4,705.16
Packing material	3,031.85	2,964.68
Job work charges	3,864.80	3,883.68
Rent	205.81	238.12
Rates and taxes	211.92	158.74
Insurance	236.37	228.22
Freight and forwarding charges	2,559.61	2,328.23
Power and fuel	7,864.09	6,889.34
Repairs and maintenance		
- Buildings	367.03	278.86
- Plant and machinery	1,936.01	1,572.12
- Others	1,230.72	987.97
Legal and professional charges*	757.40	759.01
Travelling and conveyance	457.71	374.05
CSR expenditure**	198.70	161.29
Provision for doubtful debts and advances	1.20	-
Provision for warranties (net of reversal)	117.88	102.99
Royalty	127.12	85.02
Commission to directors	644.59	376.19
Security service charges	647.14	594.59
Testing and development expenses	115.47	87.77
Festival and celebration expenses	91.43	78.02
Directors sitting fee	32.90	23.95
Foreign exchange fluctuation loss (net)	-	90.98
Miscellaneous expenses	1,218.39	888.54
Total other expenses	**31,422.12**	**27,857.52**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

*** Includes payment to auditors :**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
As auditor:		
- Audit fees	50.00	40.00
- Limited reviews	12.00	12.00
In other capacity		
- Other services (certification fees)	5.25	12.00
- Reimbursement of expenses	5.91	3.69
Total	**73.16**	**67.69**

**** Disclosure relating to CSR expenditure:**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(a) Gross amount required to be spent by the Company as per Section 135 of the Companies Act, 2013	187.80	168.04
(b) Amount approved by the Board of Directors to be spent during the year	187.80	168.04
(c) Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	198.70	161.29
(d) Excess amount spent on CSR as per Section 135(5) of the Companies Act, 2013:		
(i) Opening balance	-	6.75
(ii) Amount required to be spent during the year	187.80	168.04
(iii) Amount spent during the year	198.70	161.29
(iv) Closing balance	10.90	-
(e) Total of previous year shortfall	-	-
(f) Reason for shortfall	-	-
(g) Nature of CSR activities	Education and Skill Development, Health Care, Environment protection, Promoting gender equality and empowerment of women, Community Development and Others	Education and Skill Development, Health Care, Environment protection, Promoting gender equality and empowerment of women, Community Development and Others

(Rupees in lacs, except share data, per share data and unless otherwise stated)

24. Finance costs

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest to banks/ financial institutions		
- Term loan	808.49	670.43
- Cash credit	228.50	619.15
- Others	3.00	1.13
Interest to others	51.52	62.08
Finance charges	0.26	0.28
Bank charges	45.47	50.13
Interest on lease liabilities (refer Note 34)	241.41	147.76
Total finance costs	**1,378.65**	**1,550.96**

25. Exceptional items

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Impairment loss on investment in joint venture (refer Note 6A)	555.95	304.33
Total exceptional items	**555.95**	**304.33**

26. Components of other comprehensive income

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended 31 March 2024:

Particulars	Retained earnings	Total
Re-measurement gain on defined benefit liabilities	212.80	212.80
Tax impact on re-measurement gain on defined benefit liabilities	(53.56)	(53.56)
	159.24	**159.24**

During the year ended 31 March 2023:

Particulars	Retained earnings	Total
Re-measurement loss on defined benefit liabilities	(178.71)	(178.71)
Tax impact on re-measurement loss on defined benefit liabilities	44.98	44.98
	(133.73)	**(133.73)**

27. Earnings per share (EPS)

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit attributable to equity holders of the Company	11,225.12	8,377.92
Weighted average number of equity shares used for computing Earnings Per Share (Basic and Diluted)	60,190,708	60,190,708
Earnings Per Share (Basic and Diluted) (Rs.)	18.65	13.92
Face value per share (Rs.)	10	10

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Reconciliation of weighted average number of equity shares for calculation of basic and diluted earnings per share:

Particulars	Number of equity shares	Weighted average
Equity shares of face value of Rs. 10 per share:		
Balance as at 1 April 2022	60,190,708	60,190,708
Issued during the year 2022-23	-	-
Balance as at 31 March 2023	60,190,708	60,190,708
Issued during the year 2023-24	-	-
Balance as at 31 March 2024	**60,190,708**	**60,190,708**

As at 31 March 2024 and 31 March 2023, the Company does not have any dilutive potential equity shares.

28. Income Tax

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(a) The major components of income tax expense for the years ended 31 March 2024 and 31 March 2023 are:		
Income tax recognized in Standalone Statement of Profit and Loss		
Current income tax:		
Current tax	4,545.65	3,320.00
Current tax relating to earlier years	(13.18)	(90.90)
Deferred tax:		
Relating to origination and reversal of temporary differences	(325.56)	(212.02)
Income tax expense reported in the standalone statement of profit and loss	**4,206.91**	**3,017.08**
Income tax recognized in other comprehensive income		
Deferred tax related to items recognised in OCI during the year:		
Net loss on remeasurements of defined benefit plans	(53.56)	44.98
Income tax charged to other comprehensive income	**(53.56)**	**44.98**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(b) Reconciliation of effective tax rate		
Reconciliation between average effective tax rate and applicable tax rate for the year ended 31 March 2024 and 31 March 2023:		
Profit before tax	15,987.98	11,699.33
Statutory tax rate	25.168%	25.168%
Income tax expense at the statutory rate	4,023.85	2,944.49
Tax impact of deductible/ non-deductible expenses		
- Effect of dividend income	(3.02)	(3.02)
- Effect of CSR expenses	50.01	40.59
- Effect of interest paid to MSME	12.23	14.95
- Effect of impairment	-	1.60
- Income tax of earlier years	(13.18)	(90.90)
- Others	137.02	109.37
Income tax expense after adjustment of tax impact of non deductible items	**4,206.91**	**3,017.08**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

29. Group information

The Company has investments in following subsidiaries and joint ventures:

Name of the entity	Principal place of business	Relationship	Percentage of ownership interest	
			As at 31 March 2024	As at 31 March 2023
Sandhar Tooling Private Limited	India	Subsidiary	100.00	79.92
Sandhar Technologies Barcelona SL	Spain	Subsidiary	100.00	100.00
Sandhar Engineering Private Limited	India	Subsidiary	100.00	100.00
Sandhar Automotive Systems Private Limited	India	Subsidiary	100.00	100.00
Sandhar Auto Castings Private Limited	India	Subsidiary	100.00	100.00
Sandhar Auto Electric Solutions Private Limited	India	Subsidiary	100.00	100.00
Sandhar Strategic System Private Limited (Strike off w.e.f. 18 October 2022)	India	Subsidiary	-	99.99
Sandhar Han Sung Technologies Private Limited	India	Joint Venture	50.00	50.00
Jinyoung Sandhar Mechatronics Private Limited	India	Joint Venture	50.00	50.00
Sandhar Amkin Industries Private Limited	India	Joint Venture	50.00	50.00
Sandhar Whetron Electronics Private Limited	India	Joint Venture	50.00	50.00
Kwangsung Sandhar Technologies Private Limited	India	Joint Venture	50.00	50.00
Sandhar Han Shin Auto Technologies Private Limited	India	Joint Venture	50.00	50.00
Winnercom Sandhar Technologies Private Limited	India	Joint Venture	50.00	50.00
Sandhar Han Shin Automotive Private Limited (Strike off w.e.f. 26 July 2022)	India	Joint Venture	-	50.00
Sandhar Ecco Green Energy Private Limited (Voluntary liquidated w.e.f. 10 February 2023)	India	Joint Venture	-	50.00
Sandhar Daeshin Auto Systems Private Limited (Strike off w.e.f. 18 October 2022)	India	Joint Venture	-	50.00

30. Gratuity and other post-employment benefit plans

A. Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, towards Provident Fund, National pension scheme and Employee state insurance scheme ('ESI') which are collectively defined as defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Standalone Statement of Profit and Loss as they accrued.

The amount recognized as an expense/ (adjusted):

Particulars	For the year ended	
	31 March 2024	31 March 2023
Contribution to provident fund	809.12	804.88
Contribution to national pension scheme	61.76	65.20
Contribution to employee state insurance scheme	29.47	38.42

B. Defined benefit plan

The Company has a defined benefit gratuity plan for its employees, governed by the Payment of Gratuity Act, 1972. Every employee who has rendered at least five years of continuous service gets a gratuity on departure at the rate of fifteen days of last drawn salary for each completed year of service or part thereof in excess of 6 months. The scheme is funded with insurance companies in the form of qualifying insurance policies. Gratuity benefits are valued in accordance with the Payment of Gratuity Act, 1972.

The most recent actuarial valuation of present value of the defined benefit obligation for gratuity were carried out as at 31 March 2024. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

I. Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets

Particulars	As at 31 March 2024	As at 31 March 2023
Liability for gratuity	2,646.73	2,523.20
Plan asset for gratuity	2,468.89	2,235.86
Net plan asset/ (liability) (Current):	**(177.84)**	**(287.34)**

II. Reconciliation of present value of defined benefit obligation:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Balance at the beginning of the year	2,523.20	2,214.91
Current service cost	244.06	223.29
Interest cost	186.21	159.92
Benefits paid	(252.11)	(217.98)
Past service cost including curtailment gains/losses	-	-
Actuarial (gain) / loss on obligation recognised in other comprehensive income	(54.63)	143.06
Balance at the end of the year	**2,646.73**	**2,523.20**

III. Reconciliation of fair value of plan assets:

Particulars	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year	2,235.86	2,041.45
Expected return on plan assets	165.01	147.39
Employers' contribution	150.00	300.00
Benefits paid	(240.15)	(217.34)
Actuarial gain/(loss) on plan assets recognized in other comprehensive income	158.17	(35.64)
Closing fair value of plan assets	**2,468.89**	**2,235.86**

IV. Expense recognized in the Standalone Statement of Profit and Loss under employee benefits expense:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Current service cost	244.06	223.29
Past service cost	-	-
Interest cost/ (income)	21.21	12.52
Expense recognised in the Standalone Statement of Profit and Loss	**265.27**	**235.81**

V. Remeasurement recognized in other comprehensive income (OCI)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Actuarial gain / (loss) on defined benefit obligation	54.63	(143.06)
Gain/ (loss) on plan assets excluding interest income	158.17	(35.65)
Amount recognised in the Other Comprehensive Income	**212.80**	**(178.71)**

VI. **Bifurcation of actuarial gain/ loss on defined benefit obligation:**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Actuarial gain/(loss) due to demographic assumption change	-	-
Actuarial gain/(loss) due to financial assumption change	(136.77)	(167.87)
Actuarial gain/(loss) due to experience adjustment	191.40	24.81
Amount recognised in the other comprehensive income	**54.63**	**(143.06)**

The principal assumptions used in determining gratuity and compensated absences are as follows:

(a) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows which have been selected by the company.

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Discount rate	7.23% p.a.	7.38% p.a.
Future salary increase	7.00% p.a.	6.50% p.a.

(b) Demographic assumptions

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Particulars	As at 31 March 2024	As at 31 March 2023
Mortality table	100% of IALM (2012-14)	100% of IALM (2012-14)
Retirement age	58 years	58 years
Attrition rate		
Up to 30 years	10% p.a.	10% p.a.
From 31 to 44 years	3% p.a.	3% p.a.
Above 44 years	1% p.a.	1% p.a.

The sensitivity analysis below has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant.

Particulars	For the year ended 31 March 2024		For the year ended As at 31 March 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(112.46)	120.87	(106.95)	114.95
Expected rate of future salary increase (0.5% movement)	111.58	(105.77)	109.20	(103.22)

Sensitivities due to mortality and withdrawals are not material and hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Gratuity expense expected to be incurred in the next year is Rs. 294.58 lacs (previous year Rs. 290.55 lacs).

Maturity profile of defined benefit obligations:

Particulars	As at 31 March 2024	As at 31 March 2023
Less than 1 year	236.09	154.02
1-2 year	155.11	236.50
2-5 year	461.29	452.43
More than 5 year	1,794.25	1,680.25

Other long-term employee benefits (unfunded):

During the year ended 31 March 2024, the Company has incurred an expense on compensated absences amounting to Rs. 417.13 lacs (previous year Rs. 344.05 lacs). The Company determines the expense for compensated absences basis the actuarial valuation of present value of the obligation, using the Projected Unit Credit Method.

31. Contingent liabilities and commitments (to the extent not provided for)

A. Capital commitments

Particulars	31 March 2024	31 March 2023
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	6,194.87	1,490.93

B. Contingent liabilities

Particulars	31 March 2024	31 March 2023
a. Claims against the Company not acknowledged as debts*		
- Service tax matters (refer note A below)	56.42	317.49
- Goods and services tax (refer note B below)	66.30	-
- Income tax matters (refer note C below)	54.84	259.79
- Matters related to land	1,016.14	837.52
- Matters related to labour, employees/ ex-employees	46.67	53.78
- Other matters related to accident claim, environmental compensation, and supplier's matters etc.	810.63	-
b. Guarantees given by the Company (refer note D below)	**27,357.53**	**23,797.73**

* It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements / decisions pending with various forums/ authorities.

Note A:

i) Show cause notice received in respect of credit taken on freight outward for the period FY 2005-06, FY 2016-17 and FY 2017-18. The reply has been submitted and personal hearing is awaited with Assistant Commissioner, Central Excise. The amount involved is Rs. 11.73 (31 March 2023: Rs. 11.73).

ii) Show cause notice received in respect of credit taken on manpower supply for the period FY 2005-06 to 2014-15 (up to Feb-15). Appeal filed with Commissioner Appeal, personal hearing attended and final order received in Company's favor. The amount involved is Nil (31 March 2023: Rs. 261.07).

iii) Show cause notice received in respect of credit taken on the Services on Commercial and Industrial construction work for the period FY 2009-10. The matter is pending with Additional Commissioner, Central Excise and CESTAT, Chandigarh. The amount involved is Rs. 2.11 (31 March 2023: Rs.2.11).

iv) Show cause notices received in respect of credit taken on outdoor catering & courier services for the period FY 2010-11. The matter is pending with the Superintendent and Deputy Commissioner, Central excise. The amount involved is Rs. 0.50 (31 March 2023: Rs. 0.50).

v) Show cause notices received in respect of credit taken on various services such clearing and forwarding agency services, Construction and industrial Construction, repair & maintenance, travel agent, pandal, authorized service station & outward freight, for the period FY 2004-05 to 2016-17 (up to Mar-2017). The personal hearing attended & final order awaited from Assistant Commissioner, LTU New Delhi. The amount involved is Rs. 35.14 (31 March 2023: Rs. 35.14).

vi) Show cause notice received from Custom Authority. The reply was filed on 29 July 2021 and waiting for personal hearing. The amount involved is Rs 6.94 (31 March 2023: Rs 6.94)

Note B:

i) Show cause notices received in respect of irregular and excess availment of input tax credit of Goods and Services Tax, for the period FY 2017-18 and FY 2018-19. The appeal filed with Addl. Commissioner, GST and personal hearing awaited. The amount involved is Rs. 61.19 (31 March 2023: Rs. Nil).

ii) Show cause notice received in respect of multiple e-way bill against single invoice under Goods and Services tax Act, 2017.The reply has been submitted with Deputy Commissioner of State Tax and personal hearing and order awaited. The amount involved is Rs. 5.11 (31 March 2023: Rs. Nil).

Note C:

i) In respect of assessment year 2013-14, demand was issued against expenses disallowed under section 35(2AB) for which deduction under Chapter-VIA was claimed. The appeal was filed with ITAT and in the current year final order received in Company's favor. The amount involved is Nil (31 March 2023: Rs. 64.54)

ii) In respect of assessment year 2014-15, demand was issued against expenses disallowed under section 35(2AB) for which deduction under Chapter-VIA was claimed. The appeal was filed with ITAT and in the current year final order received in Company's favor. The amount involved is Nil (31 March 2023: Rs. 3.12)

iii) In respect of assessment year 2015-16 demand was issued against certain expenses disallowed under section 35(2AB), 14A etc. The appeal has been filed with ITAT. The amount involved is Rs. 11.80 (31 March 2023: Rs.11.80).

iv) In respect of assessment year 2016-17 demand was issued against certain expenses disallowed under section 35(2AB), 14A etc. The appeal has been filed with ITAT. The amount involved is Rs. 2.50 (31 March 2023: Rs. 2.50).

v) In respect of assessment year 2014-15 demand was issued for penalty proceeding. The appeal was filed with CIT-(Appeal)-22 and in the current year final order received in Company's favor. The amount involved is Nil (31 March 2023: Rs. 3.12).

vi) In respect of assessment year 2017-18 demand was issued for depreciation on Intangible asset, disallowance u/s 14A, disallowance on membership fee, sponsorship fee and bad debt. The appeal has been filed with CIT (Appeal-22). The amount involved is Rs. 12.92 (31 March 2023: Rs. 19.40).

vii) In respect of assessment year 2016-17 demand was issued for disallowance of MAT credit consequence effect related to A.Y 2013-14. The appeal has been filed with ITAT for the A.Y 2013-14 and in the current year order received in Company's favor. The amount involved is Nil (31 March 2023: Rs. 63.14).

viii) In the respect of assessment year 2013-14 demand was issued for concealment of income u/s 271(1)(c). The appeal has been filed with CIT (Appeal) and order received in Company's favor. The amount involved is NIL (31 March 2023: Rs.64.54).

ix) In the respect of assessment year 2015-16 demand was issued for concealment of income u/s 271(1)(c). The appeal has been filed with CIT (Appeal). The amount involved is Rs.16.89 (31 March 2023: Rs.16.89).

x) In the respect of assessment year 2016-17 demand was issued for concealment of income u/s 271(1)(c). The appeal has been filed with CIT (Appeal). The amount involved is Rs.7.42 (31 March 2023: Rs.7.42).

xi) In the respect of assessment year 2018-19 demand was issued for concealment of income u/s 170A(9). The appeal has been filed with CIT (Appeal). The amount involved is Rs.1.15 (31 March 2023: Rs.1.15).

xii) In the respect of assessment year 2020-21 demand was issued for concealment of income u/s 170A(9). The appeal has been filed with CIT (Appeal). The amount involved is Rs.2.16 (31 March 2023: Rs. 2.16).

Based on the status of cases and as advised by Company's tax/legal advisors, wherever applicable, the management believes that the Company has strong chance of success and hence no provision against matters disclosed in "Claims against the Company not acknowledged as debts" are considered necessary.

Note D:

Guarantee given by the Company:

To facilitate grant of financing facilities to the Company's joint ventures and subsidiaries, the Company has given corporate guarantees to banks. As at year end, the outstanding corporate guarantee/stand by-letter of credits/ bank guarantees so given amounts to Rs. 27,357.53 (31 March 2023: Rs. 23,797.73).

32. Related party disclosures

(a) List of related parties and nature of relationship where control exists:

(i) Ultimate controlling party is promoter group (refer Note 9)

(ii) Subsidiaries (refer Note 29)

(b) List of related parties and nature of relationship with whom transactions have taken place during the current year/ previous year:

1. Subsidiary companies including step-down subsidiaries:	a. Sandhar Tooling Private Limited
	b. Sandhar Technologies Barcelona S.L.
	c. Sandhar Engineering Private Limited
	d. Sandhar Automotive Systems Private Limited
	e. Sandhar Auto Castings Private Limited
	f. Sandhar Auto Electric Solutions Private Limited
2. Joint ventures:	a. Sandhar Han Sung Technologies Private Limited
	b. Jinyoung Sandhar Mechatronics Private Limited
	c. Sandhar Amkin Industries Private Limited
	d. Sandhar Whetron Electronics Private Limited
	e. Kwangsung Sandhar Technologies Private Limited
	f. Sandhar Han Shin Auto Technologies Limited
	g. Winnercom Sandhar Technologies Private Limited
	h. Kwangsung Sandhar Automotive Systems Private Limited
3. Enterprises over which Key managerial personnel/ relatives of key managerial personnel are able to exercise control/ significant influence with whom transactions have undertaken during the current year/ previous year:	a. Sandhar Estate Private Limited
	b. Jubin Finance and Investment Limited
	c. Haridwar Estates Private Limited
	d. Swaran Enterprises (Mrs. Santosh Davar is a Partner)
	e. Shorah Realty LLP
	f. Rico Auto Industries Private Limited
	g. Khaitan & Co LLP
	h. Sandhar Foundation
4. Key managerial personnel:	a. Mr. Jayant Davar (Co-Chairman and Managing Director),
	b. Mr. Yashpal Jain (Chief Financial Officer & Company Secretary) (appointed Company Secretary w.e.f. 9 February 2024)
	c. Ms. Komal Malik (Company Secretary) (resigned w.e.f. 15 January 2024)
	d. Mr. Arvind Kapur (Non-Executive Independent Director)
	e. Mr. Bharat Anand (Non-Executive Independent Director)
	f. Ms. Archana Capoor (Non-Executive Independent Director)
	g. Mr. Arjun Sharma (Non-Executive Independent Director)
	h. Mr. Sandeep Dinodia (Non-Executive Independent Director)
	i. Mr. Vimal Mahendru (Non-Executive Independent Director)
	j. Mr. Vikarmpati Singhania (Non-Executive Independent Director)
	k. Mr. D.N Davar (Non-Executive and Non - Independent Director)
	l. Ms. Monica Davar (Non-Executive and Non - Independent Director)
	m. Mr. Neel Jay Davar (Non-Executive and Non - Independent Director)
5. Relatives of Key Managerial Personnel and relatives of Individual owning an interest in the voting power of reporting enterprise that gives them control/ significant influence over the Company with whom transactions have undertaken during the current year/ previous year:	a. Mr. D. N. Davar
	b. Mrs. Monica Davar
	c. Mr. Neel Jay Davar
	d. Mrs. Santosh Davar
	e. Mrs. Poonam Juneja

(Rupees in lacs, except share data, per share data and unless otherwise stated)

6. **Transactions with related parties during the current / previous year:**

Nature of transaction	Name of related party	Relationship	For the year ended 31 March 2024	For the year ended 31 March 2023
Purchase of goods	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	4,630.28	4,675.27
	Sandhar Auto Casting Private limited	Subsidiary	35.85	-
	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	769.12	626.98
	Sandhar Automotive Systems Private Limited	Subsidiary	18.48	32.55
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	247.01	124.23
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	-	1.53
	Sandhar Engineering Private Limited	Subsidiary	19.72	0.11
	Sandhar Han Shin Auto Technologies Private Limited	Joint Venture of Reporting Enterprises	0.03	-
Sale of goods	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	122.61	58.97
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	0.81	4.78
	Sandhar Engineering Private Limited	Subsidiary	1,676.26	842.41
	Sandhar Automotive Systems Private Limited	Subsidiary	4,764.81	4,582.66
	Sandhar Tooling Private Limited	Subsidiary	6.53	3.40
	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	2.87	2.65
	Rico Auto Industries Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	242.01	26.99
Sale of property, plant and equipment	Sandhar Engineering Private Limited	Subsidiary	29.46	477.00
	Sandhar Automotive Systems Private Limited	Subsidiary	124.01	-
	Sandhar Auto Electric Solutions Private Limited	Subsidiary	128.18	-
Purchase of property, plant and equipment	Sandhar Tooling Private Limited	Subsidiary	598.16	221.32
	Sandhar Engineering Private Limited	Subsidiary	-	60.50
	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	6.11	2.29
	Sandhar Automotive Systems Private Limited	Subsidiary	-	148.71

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Nature of transaction	Name of related party	Relationship	For the year ended 31 March 2024	For the year ended 31 March 2023
Reimburse-ment of expenses from	Sandhar Technologies Barcelona SL	Subsidiary	77.12	37.78
	Sandhar Tooling Private Limited	Subsidiary	16.16	45.08
	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	71.46	63.02
	Jinyoung Sandhar Mechatronics Private Limited	Joint Venture of Reporting Enterprises	13.61	11.02
	Sandhar Amkin Industries Pvt Limited	Joint Venture of Reporting Enterprises	26.08	24.23
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	19.13	17.47
	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	27.37	22.73
	Kwangsung Sandhar Automotive Systems Private Limited	Joint Venture of Reporting Enterprises	9.99	6.43
	Sandhar Han Shin Auto Technologies Private Limited	Joint Venture of Reporting Enterprises	7.05	7.52
	Sandhar Engineering Private Limited	Subsidiary	117.63	302.77
	Sandhar Automotive Systems Private Limited	Subsidiary	15.44	22.33
	Sandhar Auto Castings Private Limited	Subsidiary	81.39	165.42
	Sandhar Auto Electric Solutions Private Limited	Subsidiary	39.68	5.11
	Haridwar Estate Pvt. Ltd.	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	9.24	-
	Rico Auto Industries Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	-	0.56
Lease rentals paid to	Sandhar Estates Private Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	32.70	32.70
	Jubin Finance & Investment Limited	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	268.36	268.36
	Shorah Realty LLP	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	0.71	0.71

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Nature of transaction	Name of related party	Relationship	For the year ended 31 March 2024	For the year ended 31 March 2023
Lease rentals received from	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	28.76	28.67
	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	43.30	27.73
	Sandhar Auto Electric Solutions Private Limited	Subsidiary	20.78	-
	Sandhar Automotive Systems Private Limited	Subsidiary	60.63	60.63
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	43.67	39.87
	Sandhar Auto Castings Private Limited	Subsidiary	1.06	0.32
	Jinyoung Sandhar Mechatronics Private Limited	Joint Venture of Reporting Enterprises	0.97	0.16
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	2.77	0.46
	Kwangsung Sandhar Automotive Systems Private Limited	Joint Venture of Reporting Enterprises	0.49	0.09
Dividend received from	Sandhar Tooling Private Limited	Subsidiary	11.99	11.99
CSR Expenditure	Sandhar Foundation	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	140.50	98.50
Director commission & sitting fee	Archana Capoor	Key Managerial Personnel & their relatives	6.60	6.25
	Arjun Sharma		5.40	4.00
	Arvind Kapur		7.30	6.45
	D.N.Davar		4.00	3.50
	Khaitan & Co LLP		4.50	3.50
	Monica Davar		4.50	4.00
	Mr. Neel Jay Davar		4.50	4.00
	Sandeep Dinodia		5.90	5.05
	Vimal Mahendru		5.70	4.35
	Vikrampati Singhania		3.50	-
	M.L.Bhagat		-	1.85
Services received from	Sandhar Tooling Private Limited	Subsidiary	0.06	-
	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	-	0.04
Service given	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	-	11.83
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	363.28	165.83
Interest received	Sandhar Engineering Private Limited	Subsidiary	28.76	-
	Sandhar Technologies Barcelona SL	Subsidiary	121.33	19.80
	Sandhar Auto Castings Private Limited	Subsidiary	1.30	1.57

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Nature of transaction	Name of related party	Relationship	For the year ended 31 March 2024	For the year ended 31 March 2023
Managerial remuneration	Jayant Davar	Key Managerial Personnel & their relatives	768.60	499.91
	Yashpal Jain	Key Managerial Personnel & their relatives	129.62	117.83
	Komal Malik	Key Managerial Personnel & their relatives	26.28	26.54
Investment in shares of subsidiary	Jayant Davar	Key Managerial Personnel & their relatives	2.05	-
Commission charge on corporate guarantee	Sandhar Technologies Barcelona SL	Subsidiary	128.49	-
	Sandhar Han Sung Technologies Pvt. Ltd.	Joint Venture of Reporting Enterprises	10.53	-
	Sandhar Auto Castings Private Limited	Subsidiary	44.99	-
	Sandhar Engineering Private Limited	Subsidiary	102.84	-
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	10.33	-
Dividend paid	Jayant Davar	Key Managerial Personnel & their relatives	705.16	634.64
	Others	Enterprises over which KMP or relatives of Key Managerial Personnel are able to exercise control/ significant influence	115.99	104.38
	Others	Key Managerial Personnel & their relatives	127.80	118.80
Investment made in JV's and subsidiaries	Kwangsung Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	-	0.09
	Sandhar Tooling Private Limited	Subsidiary	494.05	-
	Sandhar Engineering Private Limited	Subsidiary	2,050.00	2,950.00
	Sandhar Auto Electric Solutions Private Limited	Subsidiary	833.00	0.49
	Sandhar Auto Castings Private Limited	Subsidiary	650.00	624.00
Loan & Advances Given to	Sandhar Engineering Private Limited	Subsidiary	5,125.00	-
	Sandhar Technologies Barcelona SL	Subsidiary	1,663.12	894.43
	Sandhar Auto Castings Private Limited	Subsidiary	-	65.00
	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	-	0.39
Security deposit given to	Sandhar Estates Private Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	36.00	36.00
	Jubin Finance & Investment Limited	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	98.88	98.88
Security deposit received	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	5.97	5.97

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Nature of transaction	Name of related party	Relationship	As at 31 March 2024	As at 31 March 2023
Corporate guarantee/ standby letter of credit given to	Sandhar Technologies Barcelona S L	Subsidiary	13,284.95	9,504.51
	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	741.42	1,212.32
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	627.37	1,128.69
	Sandhar Engineering Private Limited	Subsidiary	8,015.77	10,021.73
	Sandhar Auto Castings Private Limited	Subsidiary	4,530.18	1,687.27
Investment in J V's and subsidiaries	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	1,956.44	1,956.44
	Sandhar Tooling Private Limited	Subsidiary	881.24	387.19
	Sandhar Technologies Barcelona SL	Subsidiary	2,029.00	2,029.00
	Jinyoung Sandhar Mechatronics Private Limited	Joint Venture of Reporting Enterprises	1,336.87	1,336.87
	Sandhar Automotive Systems Private Limited	Subsidiary	1,666.16	1,666.16
	Sandhar Amkin Industries Private Ltd	Joint Venture of Reporting Enterprises	2,662.00	2,662.00
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	978.45	978.45
	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	400.00	400.00
	Sandhar Auto Castings Private Limited	Subsidiary	1,275.00	625.00
	Sandhar Han Shin Auto Technologies Private Limited	Joint Venture of Reporting Enterprises	275.00	275.00
	Kwangsung Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	1,008.46	1,008.46
	Kwangsung Sandhar Automotive Systems Private Limited	Joint Venture of Reporting Enterprises	98.66	98.66
	Sandhar Auto Electric Solutions Private Limited	Subsidiary	833.50	0.50
	Sandhar Engineering Private Limited	Subsidiary	8,500.00	6,450.00
Outstanding Receivable	Haridwar Estates Private Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	132.13	130.77
	Jinyoung Sandhar Mechatronics Private Limited	Joint Venture of Reporting Enterprises	1.96	1.83
	Sandhar Technologies Barcelona SL	Subsidiary	2,047.65	939.30
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	7.49	4.10
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	79.13	49.69
	Kwangsung Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	-	0.17
	Sandhar Engineering Private Limited	Subsidiary	4,042.36	94.50
	Sandhar Auto Electric Solutions Private Limited	Subsidiary	0.09	5.11
	Sandhar Auto Castings Private Limited	Subsidiary	89.88	201.66
	Sandhar Automotive Systems Private Limited	Subsidiary	748.71	1,107.70
	Kwangsung Sandhar Automotive Systems Private Limited	Joint Venture of Reporting Enterprises	0.89	1.00
	Sandhar Han Shin Auto Technologies Private Limited	Joint Venture of Reporting Enterprises	0.60	1.82

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Nature of transaction	Name of related party	Relationship	As at 31 March 2024	As at 31 March 2023
	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	4.32	0.56
	Rico Auto Industries Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	66.87	3.83
Outstanding payable	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	468.94	434.09
	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	70.27	9.00
	Sandhar Tooling Private Limited	Subsidiary	450.27	47.72
Managerial Remunera-tion Payable	Jayant Davar	Key Managerial Personnel & their relatives	636.83	367.89
	Yashpal Jain	Key Managerial Personnel & their relatives	11.29	9.40
	Komal Malik	Key Managerial Personnel & their relatives	-	2.07

33. Disclosure required under Section 186(4) of the Companies Act, 2013

a. Particulars of loan given:

Name of the party	Loan given in earlier years	Loan given during the year	Loan written off	Repayment during the year	Converted into Equity	Outstanding balance as at 31 March 2024	Purpose
Sandhar Auto Castings Private Limited	65.00	-	-	65.00	-	-	
Sandhar Engineering Private Limited	-	5,125.00	-	-	1,500.00	3,625.00	Loan given to subsidiary company in pursuant to business support.
Sandhar Technologies Barcelona SL	894.43	1,663.12	-	894.43	-	1,663.12	Loan given to subsidiary company in pursuant to business support.

Name of the party	Loan given in earlier years	Loan given during the year	Loan written off	Repayment during the year	Converted into Equity	Outstanding balance as at 31 March 2023	Purpose
Sandhar Auto Castings Private Limited	-	65.00	-	-	-	65.00	Loan given to subsidiary company in pursuant to business support.
Sandhar Technologies Barcelona SL	-	894.43	-	-	-	894.43	Loan given to subsidiary company in pursuant to business support.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

b. Particulars of Corporate guarantee/ standby letter of credit given to:

Name of the entity	Guarantee given	Guarantee discharged	Outstanding balance	Purpose
Sandhar Technologies Barcelona SL	13,284.95	-	13,284.95	To secure term loan & working capital loan
Sandhar Han Sung Technologies Private Limited	741.42	-	741.42	To secure term loan & working capital loan
Sandhar Amkin Industries Private Limited	627.37	-	627.37	To secure term loan & working capital loan
Sandhar Engineering Private Limited	8,015.77	-	8,015.77	To secure term loan & working capital loan
Sandhar Auto Castings Private Limited	4,530.18	-	4,530.18	To secure term loan & working capital loan

c. Particulars of investments made:

Refer note 6A for investments made by the Company.

34. Leases

i. The Company has lease contracts for land & building used in its operations. Generally, the Company is restricted from assigning and subleasing the leased assets. The Company also has certain leases of guest house and other equipment with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

ii. Impact of adoption of Ind AS 116 on the standalone statement of profit and loss

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest on lease liabilities (refer note 24)	241.41	147.76
Amortization of Right-of-use assets (refer note 4)	883.32	777.62
Impact on the statement of profit and loss for the year	**1,124.73**	**925.38**

iii. Amount recognised in the standalone statement of cash flows

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Repayment of lease liabilities including interest expenses	996.50	938.38
Impact on the statement of cash flows for the year	**996.50**	**938.38**

iv. Refer note 37 for contractual maturities of lease liabilities.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

35. Financial instruments- Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

	Particulars	Carrying value		Fair value	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Financial assets				
A.	**Fair value through profit and loss:**				
	Non trade investment (Unquoted)	162.49	112.36	162.49	112.36
B.	**Amortised cost:**				
	Security deposits	1,188.93	987.07	1,188.93	987.07
	Loans recoverable from related parties	5,288.12	959.43	5,288.12	959.43
	Loans to employees	44.91	44.75	44.91	44.75
	Total	**6,684.45**	**2,103.61**	**6,684.45**	**2,103.61**
	Financial liabilities				
A.	**Amortised cost:**				
	Borrowings	17,697.84	12,012.55	17,697.84	12,012.55
	Lease liabilities	3,310.44	2,547.28	3,310.44	2,547.28
	Total	**21,008.28**	**14,559.83**	**21,008.28**	**14,559.83**

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short-term maturities of these instruments. Accordingly, management has not disclosed fair values for financial instruments such as trade receivables, trade payables, cash and cash equivalents, other current assets, interest accrued on fixed deposits, other current liabilities etc.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors and individual creditworthiness of the customer, allowances are taken into account for the expected credit losses of these receivables.

The fair value of unquoted instruments, is calculated by arriving at intrinsic value of the investee. The fair value of loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

Discount rates used in determining fair value:

The interest rates used to discount estimated future cash flows, where applicable, are based on the discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

36. Fair value hierarchy

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

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the standalone 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.

All financial instruments for which fair value is recognised or disclosed are categorised with in 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 prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has an established control framework with respect to the measurements of fair values. This includes a valuation team and has overall responsibility for overseeing all significant fair value measurements and reports directly to the Chief Financial Officer. The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

A. Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2024:

Particulars	Total	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value through profit and loss:				
Non trade investment (Unquoted)	162.49	-	-	162.49
Assets measured at amortised cost for which fair values are disclosed (refer note 35):				
Security deposits	1,188.93	-	-	1,188.93
Loans recoverable from related parties	5,288.12	-	-	5,288.12
Loans to employees	44.91	-	-	44.91
Liabilities measured at amortised cost for which fair values are disclosed (refer note 35):				
Borrowings	17,697.84	-	-	17,697.84
Lease liabilities	3,310.44	-	-	3,310.44

During the year ended 31 March 2024, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

B. Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2023:

Particulars	Total	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobserv-able inputs
		(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value through profit and loss:				
Non trade investment (Unquoted)	112.36	-	-	112.36
Assets measured at amortised cost for which fair values are disclosed (refer note 35):				
Security deposits	987.07	-	-	987.07
Loans recoverable from related parties	959.43	-	-	959.43
Loans to employees	44.75	-	-	44.75
Liabilities measured at amortised cost for which fair values are disclosed (refer note 35):				
Borrowings	12,012.55	-	-	12,012.55
Lease liabilities	2,547.28	-	-	2,547.28

During the year ended 31 March 2023, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

37. Financial risk management objectives and policies

The Company is primarily engaged in the manufacturing and assembling of automotive components such as lock-set, mirrors and various sheet metal components including cabins for two wheelers, four wheelers and off road vehicle industry. The Company's principal financial liabilities, comprises loans and borrowings, trade and other payables and finance lease obligation. The main purpose of these financial liabilities is to support the Company's operations. The Company's principal financial assets include investments in equity, employee advances, trade and other receivables, security deposits, cash and short-term deposits that derive directly from its operations.

The Company has exposure to the following risks arising from financial instruments

- Market risk (see (b));
- Credit risk (see (c)); and
- Liquidity risk (see (d)).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

a) Risk management framework

The Company's activities make it susceptible to various risks. The Company has taken adequate measures to address such concerns by developing adequate systems and practices. The Company's overall risk management program focuses on the unpredictability of markets and seeks to manage the impact of these risks on the Company's financial performance.

The Company's senior management oversee the management of these risks and advises on financial risks and the appropriate financial risk governance framework for the Company. The board of directors of the Company provides assurance to the shareholders that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Measurement	Management of risk
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis, Credit ratings	Diversification of bank deposits, credit limits and letter of credit.
Liquidity Risk	Borrowings and liabilities	Cash flow forecasting, Sensitivity analysis	Availability of borrowing facilities.
Market risk - foreign currency risk	Future commercial transactions, recognised financial liabilities not denominates in Indian Rupee (INR)	Cash flow forecasting, Sensitivity analysis	Considering the low volume of foreign currency transactions, the Company's exposure to foreign currency risk is limited hence the Company does not use any derivative instruments to manage its exposure.
Market risk – interest rate risk	Long-term borrowings at variable rates	Sensitivity analysis	

b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises following types of risk: interest rate risk, currency risk, price risk, and commodity risk. Financial instruments affected by market risk include loans and borrowings, investment, deposits and advances.

The sensitivity analyses in the following sections relate to the position as at 31 March 2024 and 31 March 2023. The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of floating to fixed interest rates of the debt and the proportion of financial instruments in foreign currencies are all constant in place at 31 March 2024.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions.

The following assumptions have been made in calculating the sensitivity analyses:

-The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2024 and 31 March 2023.

c) 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 fixed interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest bearing financial instruments as reported to management is as follows:

Particulars	31 March 2024	31 March 2023
Financial liabilities		
Fixed rate instruments		
-Term loan	11,906.25	11,031.25
Variable rate instruments		
- Cash credit from bank	5,088.78	-
- Credit card from banks	702.81	981.30
Financial assets		
Fixed rate instruments		
- Fixed deposits	196.00	186.85
- Loans	5,333.03	1,004.18
- Security deposits	1,188.93	987.07

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Interest rate sensitivity

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Increase / decrease in basic points	Profit or loss	Profit or loss (net of tax)
31 March 2024			
Secured term loan	100	119.06	89.09
Cash credit from bank	100	50.89	38.08
Other borrowings	100	7.03	5.26
Secured term loan	(100)	(119.06)	(89.09)
Cash credit from bank	(100)	(50.89)	(38.08)
Other borrowings	(100)	(7.03)	(5.26)
31 March 2023			
Secured term loan	100	110.31	82.55
Cash credit from bank	100	-	-
Other borrowings	100	9.81	7.34
Secured term loan	(100)	(110.31)	(82.55)
Cash credit from bank	(100)	-	-
Other borrowings	(100)	(9.81)	(7.34)

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

Details of unhedged foreign currency exposures:

Particulars	As at 31 March 2024		As at 31 March 2023	
	Amount In Foreign Currency	Amount in Rs	Amount In Foreign Currency	Amount in Rs
Trade Payables (USD)	30.51	2,544.50	15.47	1,271.39
Trade Payables (JPY)	895.14	492.94	647.00	398.55
Trade Payables (GBP)	-	-	0.002	0.20
Trade Payables (EUR)	1.13	101.89	1.84	164.85
Trade Receivables (USD)	5.59	465.94	5.04	414.32
Trade Receivables (EUR)	1.27	114.36	1.67	149.46
Trade Receivables (JPY)	53.80	29.62	-	-

The following significant exchange rates were applied at the year end:

Particulars	Year end rates	
	As at 31 March 2024	As at 31 March 2023
INR/ JPY	0.55	0.62
INR/ USD	83.40	82.17
INR/ GBP	-	101.65
INR/ EUR	89.90	89.44

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Sensitivity Analysis

Any changes in the exchange rate of foreign currency against INR is not expected to have significant impact on the Company's profit due to the short credit period. Accordingly, a 1% appreciation/depreciation of the INR as indicated below, against the foreign currencies would have increased/reduced profit by the amounts shown below. This analysis is based on the foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variable remains constant.

Particulars	Change in currency rate	Nature of Exposure	Year end rates	Changes in rates	Net exposure JPY	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/JPY Increases by 1%	Import Trade payables	0.55	0.0055	895.14	(4.93)	(3.69)
	INR/JPY Decreases by 1%		0.55	(0.0055)	895.14	4.93	3.69
As at 31 March 2023	INR/JPY Increases by 1%		0.62	0.0062	647.00	(3.99)	(2.98)
	INR/JPY Decreases by 1%		0.62	(0.0062)	647.00	3.99	2.98

Particulars	Change in currency rate	Nature of Exposure	Year end rates	Changes in rates	Net exposure USD	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/USD Increases by 1%	Import Trade payables	83.40	0.8340	30.51	(25.45)	(19.04)
	INR/USD Decreases by 1%		83.40	(0.8340)	30.51	25.45	19.04
As at 31 March 2023	INR/USD Increases by 1%		82.17	0.8217	15.47	(12.71)	(9.51)
	INR/USD Decreases by 1%		82.17	(0.8217)	15.47	12.71	9.51

Particulars	Change in currency rate	Nature of Exposure	Year end rates	Changes in rates	Net exposure GBP	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/GBP Increases by 1%	Import Trade payables	-	-	-	-	-
	INR/GBP Decreases by 1%		-	-	-	-	-
As at 31 March 2023	INR/GBP Increases by 1%		101.65	1.0165	0.002	(0.0020)	(0.0015)
	INR/GBP Decreases by 1%		101.65	(1.0165)	0.002	0.0020	0.0015

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	Change in currency rate	Nature of Exposure	Year end rates	Changes in rates	Net exposure EURO	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/EURO Increases by 1%	Import Trade payables	89.90	0.8990	1.13	(1.02)	(0.76)
	INR/EURO Decreases by 1%		89.90	(0.8990)	1.13	1.02	0.76
As at 31 March 2023	INR/EURO Increases by 1%		89.44	0.8944	1.84	(1.65)	(1.23)
	INR/EURO Decreases by 1%		89.44	(0.8944)	1.84	1.65	1.23

Particulars	Change in currency rate	Nature of Exposure	Year end rates	Changes in rates	Net exposure USD	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/USD Increases by 1%	Trade Receivables	83.40	0.8340	5.59	4.66	3.49
	INR/USD Decreases by 1%		83.40	(0.8340)	5.59	(4.66)	(3.49)
As at 31 March 2023	INR/USD Increases by 1%		82.17	0.8217	5.04	4.14	3.10
	INR/USD Decreases by 1%		82.17	(0.8217)	5.04	(4.14)	(3.10)

Particulars	Change in currency rate	Nature of Exposure	Year end rates	Changes in rates	Net exposure EUR	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/EUR Increases by 1%	Trade Receivables	89.90	0.8990	1.27	1.14	0.86
	INR/ EUR Decreases by 1%		89.90	(0.8990)	1.27	(1.14)	(0.86)
As at 31 March 2023	INR/ EUR Increases by 1%		89.44	0.8944	1.67	1.4946	1.1184
	INR/ EUR Decreases by 1%		89.44	(0.8944)	1.67	(1.49)	(1.12)

Particulars	Change in currency rate	Nature of Exposure	Year end rates	Changes in rates	Net exposure JPY	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/JPY Increases by 1%	Trade Receivables	0.55	0.0055	53.80	0.30	0.22
	INR/JPY Decreases by 1%		0.55	(0.0055)	53.80	(0.30)	(0.22)
As at 31 March 2023	INR/JPY Increases by 1%		-	-	-	-	-
	INR/JPY Decreases by 1%		-	-	-	-	-

Equity price risk

The Company's non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification and by placing limits on total equity instruments. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables), including foreign exchange transactions and other financial instruments.

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 Company 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 months 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.

Trade receivables of Rs. 40,243.22 lacs as at 31 March 2024 forms a significant part of the financial assets carried at amortised cost, which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk. This assessment is not based on any mathematical model but an assessment considering the nature of segment, impact immediately seen in the demand outlook of these segments and the financial strength of the customers in respect of whom amounts are receivable.

The Company's exposure to customers is diversified and some customer contributes more than 10% of outstanding accounts receivable as of 31 March 2024 and 31 March 2023 however there was no default on account of those customers in the past. The Company has payment terms in range of 30 days to 120 days with its customers.

Before accepting any new customer, the Company assesses the potential customer's credit quality and defines credit limits to customer. Limits and scoring attributed to customers are reviewed on periodic basis.

The Company performs credit assessment for customers on an annual basis and recognizes credit risk, on the basis lifetime expected losses and where receivables are due for more than six months.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

(Rupees in lacs, except share data, per share data and unless otherwise stated)

(a) Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	As at 31 March 2024	As at 31 March 2023
Loans	5,333.03	1,004.18
Other financial assets	1,363.77	1,206.83
Total	**6,696.80**	**2,211.01**

(b) The ageing analysis of trade receivables for which loss allowance is measured using Life Time Expected Credit Losses as of the reporting date is as follows:

Particulars	As at 31 March 2024	0 – 6 Month	6 – 12 Month	More than 12 months
Gross carrying amount	40,543.03	39,890.30	308.04	344.69
Expected credit loss (Loss allowance)	(299.81)	-	-	(299.81)
Carrying amount of trade receivables	40,243.22	39,890.30	308.04	44.88

Particulars	As at 31 March 2023	0 – 6 Month	6 – 12 Month	More than 12 months
Gross carrying amount	29,599.14	29,192.69	105.60	300.85
Expected credit loss (Loss allowance)	(298.60)	-	-	(298.60)
Carrying amount of trade receivables	29,300.54	29,192.69	105.60	2.25

(c) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contract with customers

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Receivables, included under trade receivables	40,243.22	29,300.54
Contract liabilities included under advance from customers	570.94	416.75

The contract liabilities primarily relate to the advance consideration received from customers for manufacturing of products

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Corporate finance department in accordance with the Company's policy. Investments of surplus funds are made only in schemes of alternate investment fund/or other appropriate avenues including term and recurring deposits with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company places its cash and cash equivalents and term deposits with banks with high investment grade ratings, limits the amount of credit exposure with any one bank and conducts ongoing evaluation of the credit worthiness of the banks with which it does business. Given the high credit ratings of these banks, the Company does not expect these banks to fail in meeting their obligations. The maximum exposure to credit risk for the components of the balance sheet at 31 March 2024 and 31 March 2023 is represented by the carrying amount of each financial asset.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

d) **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.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, buyers credit and bank loans. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	Contractual cash flows			
	Carrying value as at 31 March 2024	0 – 1 year	1 – 5 year	More than 5 year
Trade payables	33,416.30	33,416.30	-	-
Borrowings	17,697.84	8,666.59	9,031.25	-
Lease liabilities	3,310.44	813.57	2,496.87	-
Other financial liabilities	2,672.30	2,672.30	-	-
Total	**57,096.88**	**45,568.76**	**11,528.12**	**-**

Particulars	Contractual cash flows			
	Carrying value as at 31 March 2023	0 – 1 year	1 – 5 year	More than 5 year
Trade payables	25,444.04	25,444.04	-	-
Borrowings	12,012.55	3,606.30	8,406.25	-
Lease liabilities	2,547.28	655.02	1,892.26	-
Other financial liabilities	864.28	864.28	-	-
Total	**40,868.15**	**30,569.64**	**10,298.51**	**-**

38. Capital management

The primary objective of the Company's capital management is to safeguard the Company's ability to continue as a going concern, maintain a strong credit rating and a healthy capital ratio to support the business and to enhance shareholder value. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and business strategies to maintain or adjust the capital structure, issue new shares or raise and repay debts. The Company's capital management objectives, policies or processes were unchanged during the year.

The Company monitors capital using 'Debt Equity' ratio. The ratio is as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Net debt (A)*	17,595.45	11,943.02
Equity (B)	1,02,763.87	92,884.28
Debt equity ratio (A/B)	**0.17**	**0.13**

* Net debt includes Non-current borrowing, current borrowing, current maturities of non-current borrowing net off cash and cash equivalent and other bank balance.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

39. Segment Reporting

The Company is engaged in the business of manufacturing and assembling of automotive components. The Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by industry classes. All operating segments' operating results are reviewed regularly by CODM to make decisions about resources to be allocated to the segments and assess their performance. CODM believes that these are governed by same set of risk and returns hence CODM reviews as one balance sheet component. Further, the economic environment in which the company operates is significantly similar and not subject to materially different risk and rewards.

The operating segment of the Company is identified to be "Automotive components" as the CODM reviews business performance at an overall Company level as one segment.

Accordingly, as the company operates in a single business and geographical segment, the reporting requirements for primary and secondary disclosures under Indian Accounting Standard - 108 "Operating Segments" have not been provided in the standalone financial statements.

40. Disclosure in relation to Micro and Small enterprises 'Suppliers' as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

The dues to Micro, Small and Medium Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the company is given below:

Particulars	As at 31 March 2024	As at 31 March 2023
(a) The principal amount remaining unpaid to any supplier as at the end of the year	10,851.88	7,997.22
(b) The interest due on principal amount remaining unpaid to any supplier as at the end of the year	8.03	0.08
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 alongwith the amounts of the payments made to the supplier beyond the appointed day during each accounting year		
- Interest paid	56.86	13.64
- Payment to suppliers	7,348.35	6,374.75
(d) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	60.90	59.54
(e) Amount of Interest accrued and remaining unpaid at the end of the year	68.93	59.62
(f) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act.	186.42	174.37

41. Transfer pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation of the international transactions entered into with the associated enterprises from 1 April 2023 and expects such records to be in existence before the due date of filing of income tax return. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the Standalone Financial Statements, particularly on the amount of tax expense and that of provision for taxation.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

42. Analytical Ratios

Ratio	Numerator	Denominator	31 March 2024	31 March 2023	% Variance	Reason for variance (if variance exceeds 25%)
Current ratio	Total current assets	Total current liabilities	1.26	1.47	-14.29%	-
Debt-equity ratio	Total debt	Shareholder's equity	0.17	0.13	30.77%	Due to increase in short term borrowings in FY 2023-24
Debt service coverage ratio	Net profit after tax + depreciation & amortizations +finance cost+ loss on sale of PPE	Finance cost, payment of lease liabilities, interest paid on lease liabilities & repayments of term loan during the year	4.52	6.69	-32.44%	Decreases due to repayment of higher debt in current year as compared to previous year
Return on equity ratio	Net profit after tax*100	Average Shareholder's equity	11.47%	9.37%	22.41%	-
Inventory turnover ratio	Cost of goods sold	Average inventory	10.68	10.20	4.71%	-
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	7.81	6.85	14.01%	-
Trade payables turnover ratio	Total purchases	Average trade payables	6.28	6.14	2.28%	-
Net capital turnover ratio	Revenue from operations	Working capital (Current Assets-Current liabilities)	21.35	14.94	42.90%	Due to increase in revenue from operations in the current year as compared to previous year and better working capital management
Net profit ratio	Net profit after tax*100	Revenue from operations	4.13%	3.49%	18.34%	-
Return on capital employed	Earnings before interest and tax	Capital employed (tangible net worth+ total debt + deferred tax liability)	0.14	0.13	7.69%	-
Return on investment	Income generated from invested funds	Average investment	0.012	0.007	71.43%	Due to increase in investment in subsidiaries and loan given to related parties

43. Additional Information:

(i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company do not have any transactions with companies struck off.

(iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

ii. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) The Company is not declared as a wilful defaulter by any bank of financial institution or other lender.

(ix) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xi) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xii) The Company (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have Core Investment Company (CIC).

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number: 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

Place: Gurugram
Date: 23 May 2024

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Co-Chairman and
Managing Director
DIN:00100801

Yashpal Jain
Chief Financial Officer and
Company Secretary
M. No. A13981

Archana Capoor
Director
DIN: 01204170

Arjun Sharma
Director
DIN:00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date: 23 May 2024

Independent Auditor's Report

To the Members of Sandhar Technologies Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Sandhar Technologies Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2024, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries and joint ventures as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint ventures as at 31 March 2024, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition	
See Note 19 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Group's revenue is derived primarily from sale of goods which comprises automotive components. Revenue from sale of goods is recognized at a point in time when performance obligation is satisfied and is based on the transfer of control to the customer as per terms of the contract with them which may vary for each customer. The Group and its external stakeholders focus on revenue as a key performance metric. Revenue recognition has been identified as a key audit matter as there could be incentives or external pressures to meet expectations resulting in revenue being overstated or recognized before the control has been transferred.	In view of the significance of the matter we applied the following audit procedures in this area, to obtain sufficient and appropriate audit evidence: a. We assessed the appropriateness of the Group's accounting policies for revenue recognition by comparing with applicable accounting standard. b. We evaluated the design, implementation and operating effectiveness of key internal controls over recognition of revenue. c. Using statistical sampling basis, we tested the revenue transactions recorded during the year by verifying the underlying documents to assess whether revenue is recognised appropriately when control is transferred. d. We tested on a sample basis specific revenue transactions recorded before and after the financial year-end date to assess whether revenue is recognised in the correct financial period in which control is transferred. e. We scrutinized journal entries related to revenue recognised during the year based upon specified risk-based criteria, to identify unusual or irregular items. f. We assessed the adequacy of the disclosures in accordance with the relevant accounting standard.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and the respective Board of Directors of its joint ventures are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group and its joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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 Matters

a. We did not audit the financial statements of eight subsidiaries, whose financial statements reflects total assets (before consolidation adjustments) of Rs. 81,382 lacs as at 31 March 2024, total revenues (before consolidation adjustments) of Rs. 63,732 lacs and total net profit after tax (before consolidation adjustments) of Rs. 271 lacs and net cash inflows (before consolidation adjustments) amounting to Rs. 428 lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit after tax of Rs. 289 lacs for the year ended 31 March 2024, in respect of three joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures is based solely on the reports of the other auditors.

b. Four subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in IFRS and which have been audited by other auditor under generally accepted auditing standards applicable in their respective country. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in IFRS to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

c. The financial statements of one subsidiary, whose financial information reflects total assets (before consolidation adjustments) of Rs. Nil as at 31 March 2024, total revenues (before consolidation adjustments) of Rs. Nil, total net profit/loss after tax (before consolidation adjustments) of Rs. Nil and net cash flows (before consolidation adjustments) amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditor. The consolidated financial statements also include the Group's share of net loss after tax of Rs. 67 lacs for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of three joint ventures, whose financial information has not been audited by us or by other auditors. These unaudited financial information has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of subsidiary and joint ventures, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary and joint ventures, is based solely on such financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

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

2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries and joint ventures as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

      a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except for the matters stated in the paragraph 2B (f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 and that the back-up of one accounting software which form part of the the 'books of account and other relevant books and papers in electronic mode' has not been kept on the servers physically located in India on a daily basis during 01 April 2023 till 05 May 2023.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies and its joint venture companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

f. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A (b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B (f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and joint venture companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries and joint ventures, as noted in the "Other Matters" paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2024 on the consolidated financial position of the Group and its joint ventures. Refer Note 32 to the consolidated financial statements.

b. The Group and its joint ventures did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2024.

c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and joint venture companies incorporated in India during the year ended 31 March 2024.

d. (i) The management of the Holding Company and its subsidiary companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and joint venture companies respectively that, to the best of their knowledge and belief, as disclosed in the Note 43 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies and joint venture companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies and joint venture companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Holding Company and its subsidiary companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and joint venture companies respectively that, to the best of their knowledge and belief, as disclosed in the Note 43 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies and joint venture companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies and joint venture companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances by us and that performed by the auditors of the subsidiary companies and joint venture companies incorporated in India whose financial statements have been audited under the Act nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Holding Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

   As stated in Note 10 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks, except for the instances mentioned below, the Holding Company, its subsidiary companies and its joint venture companies incorporated in India, have used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

   a. In case of the Holding Company, its three subsidiary companies and three joint venture companies, incorporated in India, in the absence of reporting on compliance with the audit trail requirements in the independent auditor's report of service organisation, we are unable to comment whether audit trail feature of accounting software [operated by third-party service provider] was enabled and operated throughout the year for all relevant transactions recorded in the accounting software used for maintaining general ledger at the database level.

   b. In case of Holding Company's two joint venture companies, incorporated in India, in the absence of reporting on compliance with the audit trail requirements in the independent auditor's report of service organisation, we are unable to comment whether audit trail feature of accounting software [operated by third-party service provider] was enabled and operated throughout the year for all relevant transactions recorded in the accounting software used for maintaining the books of account relating to payroll.

   c. In case of the Holding Company, its three subsidiary companies and its three joint venture companies, incorporated in India, the feature of recording audit trail (edit log) facility was not enabled at the application level for the accounting software used for maintaining general ledger for part of the year as such trail was enabled with effect from 21 July 2023.

   d. The Holding Company, its three subsidiary companies and its one joint venture company, incorporated in India, have used accounting software for maintaining payroll records which is operated by a third-party service provider and based on the independent auditor's report of service organisation, we are unable to comment whether the audit trail facility has operated throughout the year for all relevant transactions recorded in the said software.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

   In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095109
ICAI UDIN:24095109BKFROY8775

Place: Gurugram
Date: 23 May 2024

Annexure A to the Independent Auditor's Report

on the Consolidated Financial Statements of Sandhar Technologies Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ Joint Venture	Clause number of the CARO report which is unfavorable or qualified or adverse
1	Sandhar Technologies Limited	L74999DL1987PLC029553	Holding company	Clause 3(i)(c) of Annexure A to Independent Auditor's Report
2	Sandhar Engineering Private Limited	U35999HR2021PTC098487	Subsidiary company	Clause 3(xvii) of Annexure A to Independent Auditor's Report
3	Sandhar Auto Electric Solutions Private Limited	U34300HR2022PTC100410	Subsidiary company	Clause 3(xvii) of Annexure A to Independent Auditor's Report

The above does not include comments, if any, in respect of the following entities as the CARO report relating to them has not been issued by its auditor till the date of principal auditor's report.

Sr. No.	Name of entities	CIN	Holding Company /Subsidiary/ Joint Venture
1	Kwangsung Sandhar Automotive Systems India Private Limited	U29309HR2019PTC083787	Subsidiary of Joint venture company
2	Kwangsung Sandhar Technologies Private Limited	U29100HR2019PTC078337	Joint venture company
3	Jinyoung Sandhar Mechatronics Private Limited	U36990HR2017PTC068220	Joint venture company
4	Sandhar Auto Electric Technologies Private Limited	U35990HR2021PTC092545	Step down subsidiary company

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095109
ICAI UDIN:24095109BKFROY8775

Place: Gurugram
Date: 23 May 2024

Annexure B to the Independent Auditor's Report

on the consolidated financial statements of Sandhar Technologies Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Sandhar Technologies Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies and its joint venture companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies and its joint venture companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies and its joint venture companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note 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 were 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies and joint venture companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls 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.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to four subsidiary companies and two joint venture companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

The internal financial controls with reference to financial statements insofar as it relates to one subsidiary company and three joint venture companies, which are companies incorporated in India and included in these consolidated financial statements, have not been audited either by us or by other auditors. In our opinion and according to the information and explanations given to us by the Management, such unaudited subsidiary company and joint venture companies are not material to the Holding Company.

Our opinion is not modified in respect of above matters.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095109
ICAI UDIN:24095109BKFROY8775

Place: Gurugram
Date: 23 May 2024

Consolidated **Balance Sheet** as at 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
Assets			
Non-current assets			
Property, plant and equipment	3A	114,588.05	99,082.45
Capital work-in-progress	3B	6,204.19	9,543.40
Intangible assets under development	3B	1,368.99	1,918.50
Right-of-use assets	4	13,579.60	13,415.38
Goodwill	5	553.30	553.30
Other intangible assets	5	4,922.45	4,159.76
Equity accounted investees	6	4,330.44	3,945.17
Financial assets			
- Investments	7A	396.87	346.74
- Other financial assets	7F	1,957.93	1,626.39
Deferred tax assets (net)	18	1,096.71	641.94
Income-tax assets (net)	9B	1,107.90	637.49
Other non-current assets	9A	738.43	1,574.17
Total non-current assets		**150,844.86**	**137,444.69**
Current assets			
Inventories	8	33,689.80	30,044.55
Financial assets			
- Investments	7A	1,013.41	612.49
- Loans	7B	44.91	44.75
- Trade receivables	7C	45,753.23	35,535.90
- Cash and cash equivalents	7D	3,314.42	651.23
- Other bank balances	7E	237.93	56.35
- Other financial assets	7F	886.91	2,247.36
Other current assets	9C,D,E	6,856.71	8,131.45
		91,797.32	**77,324.08**
Assets held for sale	3A	83.09	768.90
Total current assets		**91,880.41**	**78,092.98**
Total assets		**242,725.27**	**215,537.67**
Equity and liabilities			
Equity			
Equity share capital	10	6,019.07	6,019.07
Other equity	11	95,640.12	86,026.12
Equity attributable to owners of the Company		**101,659.19**	**92,045.19**
Non controlling interest	12	-	446.32
Total equity		**101,659.19**	**92,491.51**
Non-current liabilities			
Financial liabilities			
- Borrowings	13	28,554.90	30,476.67
- Lease liabilities	15	9,689.36	10,163.15
- Other financial liabilities	15	725.52	608.07
Provisions	17	273.68	140.83
Government grant	17A	4,186.22	2,157.19

Consolidated **Balance Sheet** as at 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
Deferred tax liabilities (net)	18	830.74	1,149.87
Total non current liabilities		**44,260.42**	**44,695.78**
Current liabilities			
Financial liabilities			
- Borrowings	13	33,913.31	24,266.23
- Trade payables	14		
• total outstanding dues of micro enterprises and small enterprises		10,629.57	8,802.45
• total outstanding dues of creditors other than micro enterprises and small enterprises		38,398.66	32,374.36
- Lease liabilities	15	1,945.77	1,728.34
- Other financial liabilities	15	5,050.00	3,159.52
Other current liabilities	16	4,553.04	6,418.53
Income-tax liabilities (net)	17	1,056.95	458.27
Provisions	17	1,258.36	1,142.68
Total current liabilities		**96,805.66**	**78,350.38**
Total equity and liabilities		**242,725.27**	**215,537.67**

Material accounting policies 2

The accompanying notes are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

Place: Gurugram
Date : 23 May 2024

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Co-Chairman and
Managing Director
DIN:00100801

Yashpal Jain
Chief Financial Officer and
Company Secretary
M.No. A13981

Archana Capoor
Director
DIN:01204170

Arjun Sharma
Director
DIN: 00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date : 23 May 2024

Consolidated Statement of Profit and Loss for the year ended 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
REVENUE			
Revenue from operations	19	352,110.79	290,890.73
Other income	20	1,078.99	1,249.29
Total income (I)		**353,189.78**	**292,140.02**
EXPENSES			
Cost of raw materials and components consumed	21	215,292.84	183,331.78
Changes in inventories of finished goods and work-in-progress	22	(406.79)	(644.38)
Employee benefits expense	23	48,162.41	38,460.86
Finance costs	26	5,151.77	3,577.90
Depreciation and amortisation expense	24	15,362.07	12,152.35
Other expenses	25	55,001.42	44,833.83
Total expenses (II)		**338,563.72**	**281,712.34**
Profit before share of (profit)/ loss of joint ventures, exceptional items and tax (III = I - II)		**14,626.06**	**10,427.68**
Exceptional items	27	-	110.47
Profit before share of (profit)/ loss of joint ventures, and tax (IV)		**14,626.06**	**10,317.21**
Share in (profit)/loss of joint ventures, net (V)		**(394.56)**	**280.81**
Profit before tax (VI = IV - V)		**15,020.62**	**10,036.40**
Tax expense	30		
Current tax		4,818.41	3,461.40
Deferred tax		(823.89)	(780.66)
Total tax expense (VII)		**3,994.52**	**2,680.74**
Profit for the year (VIII = VI - VII)		**11,026.10**	**7,355.66**
Other comprehensive income	28		
Items that will not be reclassified to profit or loss			
Re-measurement gain/ (loss) on defined benefit liabilities		139.06	(181.49)
Income tax relating to re-measurement gain/ (loss) on defined benefit liabilities		(39.95)	45.41
Items that will be reclassified to profit or loss			
Exchange differences in translating the financial statements of foreign operations		59.05	462.62
Income tax relating to exchange difference in translation		(14.76)	(115.66)
Other comprehensive income for the year, net of tax (IX)		**143.40**	**210.88**
Total comprehensive income for the year (X = VIII + IX) (Comprising profit and other comprehensive income for the year)		**11,169.50**	**7,566.54**
Profit attributable to			
- Owners of the Company		10,977.76	7,296.86
- Non-controlling interest		48.34	58.80
		11,026.10	**7,355.66**

Consolidated Statement of Profit and Loss for the year ended 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
Other comprehensive income attributable to			
- Owners of the Company		143.40	210.49
- Non-controlling interest		-	0.39
		143.40	**210.88**
Total comprehensive income attributable to			
- Owners of the Company		11,121.16	7,507.35
- Non-controlling interest		48.34	59.19
		11,169.50	**7,566.54**
Earnings per equity share	29		
(1) Basic-Par value of Rs. 10 per share		18.32	12.22
(2) Diluted-Par value of Rs. 10 per share		18.32	12.22

Material accounting policies 2

The accompanying notes are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

Place: Gurugram
Date : 23 May 2024

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Co-Chairman and
Managing Director
DIN:00100801

Yashpal Jain
Chief Financial Officer and
Company Secretary
M.No. A13981

Archana Capoor
Director
DIN:01204170

Arjun Sharma
Director
DIN: 00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date : 23 May 2024

Consolidated Statement of Changes in Equity for the year ended 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

A. Equity share capital

Particulars	Note	Equity Shares	
		No. of shares	Amount
Balance as at 1 April 2022	10	60,190,708	6,019.07
Changes during the year		-	-
Balance as at 31 March 2023		**60,190,708**	**6,019.07**
Changes during the year		-	-
Balance as at 31 March 2024		**60,190,708**	**6,019.07**

B. Other equity

Particulars	Attributable to owners of the Company					Total Attributable to owners of the company	Attributable to non-controlling interest	Total
	Reserves and surplus (1)			Items of other comprehensive income (2)				
	Retained earnings	Securities premium	Capital reserves	Foreign currency translation reserve	Remeasure-ments of defined benefit liabilities			
Balance as at 1 April 2022	47,561.60	27,859.67	3,915.46	647.18	(108.83)	79,875.08	387.13	80,262.21
Total Comprehensive income for the year ended 31 March 2023								
Profit for the year	7,296.46	-	-	-	-	7,296.46	59.19	7,355.65
Other comprehensive income (net of tax)	-	-	-	346.96	(136.08)	210.88	-	210.88
Adjustment on account of conversion of joint venture into subsidiary	1.00	-	-	-	-	1.00	-	1.00
Contribution by and distribution to owner								
Dividend on equity shares (Final)	(1,357.30)	-	-	-	-	(1,357.30)	-	(1,357.30)
Balance as at 31 March 2023	**53,501.76**	**27,859.67**	**3,915.46**	**994.14**	**(244.91)**	**86,026.12**	**446.32**	**86,472.44**
Total Comprehensive income for the year ended 31 March 2024								
Profit for the year	10,977.76	-	-	-	-	10,977.76	48.34	11,026.10
Other comprehensive income (net of tax)	-	-	-	44.29	99.11	143.40	-	143.40
Adjustment on account of acquisition of interest in subsidiary	0.62	-	-	-	-	0.62	(494.66)	(494.04)
Contribution by and distribution to owner								
Dividend on equity shares (Final)	(1,507.78)	-	-	-	-	(1,507.78)	-	(1,507.78)
Balance as at 31 March 2024	**62,972.36**	**27,859.67**	**3,915.46**	**1,038.43**	**(145.80)**	**95,640.12**	**-**	**95,640.12**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Notes:

1. Refer note 11 for nature and purpose of other equity.
2. Refer note 6 for adjustment on account of conversion of joint venture into subsidiary.

The accompanying notes are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

Place: Gurugram
Date : 23 May 2024

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Co-Chairman and
Managing Director
DIN:00100801

Yashpal Jain
Chief Financial Officer and
Company Secretary
M.No. A13981

Archana Capoor
Director
DIN:01204170

Arjun Sharma
Director
DIN: 00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date : 23 May 2024

Consolidated Statement of Cash Flows for the year ended 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
A	**Cash flows from operating activities**		
1	**Profit before tax**	15,020.62	10,036.40
2	**Adjustments for**		
	Depreciation and amortisation expense	15,362.07	12,152.35
	Impairment loss on investment in join venture and subsidiary	-	110.47
	Share in (profit)/loss of joint ventures accounted for using equity method	(394.56)	280.81
	Gain on liquidation proceeds of joint venture	-	(0.89)
	Profit on cessation of lease liability	-	(47.13)
	Profit on sale of property, plant and equipment	27.47	(344.40)
	Provision for doubtful debts and advances	1.20	14.61
	Unrealised foreign exchange loss/ (gain)	2.53	(24.90)
	Interest expense	5,151.77	3,577.90
	Bad debts and advances written off	0.22	0.96
	Interest income on security deposits measured at amortised cost	(73.64)	(13.95)
	Loss on investments carried at fair value through profit or loss	(301.67)	(21.07)
	Interest income	(150.70)	(99.26)
3	**Operating profit before working capital changes (1+2)**	**34,645.31**	**25,621.90**
4	**Movements in working capital**		
	(Increase)/ Decrease in trade receivables	(10,218.75)	8,985.95
	Increase in inventories	(3,645.25)	(4,074.76)
	(Increase)/ Decrease in non current financial assets	(352.49)	636.18
	Decrease/ (Increase) in current financial assets	2,062.83	(1,488.98)
	Decrease/ (Increase) in other current assets	1,274.74	(1,588.55)
	Increase in trade payables	7,848.88	2,349.01
	Decrease in current provisions	(598.34)	(745.45)
	Increase in other financial liabilities	2,024.32	2,056.98
	(Decrease)/ Increase in other current liabilities	(1,865.49)	1,745.76
	Total movement in working capital	**(3,469.55)**	**7,876.14**
5	**Cash flows generated from operations (3+4)**	**31,175.76**	**33,498.04**
6	**Less : Income tax paid (net)**	**3,694.16**	**2,707.95**
7	**Net cash flows generated from operating activities (5-6)**	**27,481.60**	**30,790.09**
B	**Cash flows from investing activities**		
	Purchase of property, plant and equipment, capital work in progress and other intangible assets	(23,722.48)	(25,664.88)
	Proceeds from sale of property, plant and equipment	412.78	649.33
	Purchase of non-controlling interest	(494.66)	-
	Purchase of non-current investment in joint ventures	-	(0.09)
	Sale of non-current investment in joint venture	-	72.96
	Purchase of investments	(140.10)	(21.31)
	Increase in bank deposits	(160.63)	89.39
	Interest received	207.62	120.52
	Net cash flows used in investing activities	**(23,897.47)**	**(24,754.08)**
C	**Cash flows from financing activities**		
	Repayment of long-term borrowings	(9,064.82)	(474.06)
	Proceeds from long-term borrowings	9,088.83	12,354.83
	Proceeds /(repayment) from/of short-term borrowings (net)	7,700.99	(9,186.52)
	Payment of lease liabilities	(1,810.89)	(1,522.53)
	Interest paid on lease liabilities	(628.19)	(443.77)

Consolidated Statement of Cash Flows for the year ended 31 March 2024

(Rupees in lacs, except share data, per share data and unless otherwise stated)

	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
	Dividend paid during the year	(1,507.78)	(1,357.30)
	Interest paid	(4,491.62)	(3,059.57)
	Net cash flows used in financing activities	**(713.48)**	**(3,688.92)**
D	**Net increase in cash and cash equivalents (A+B+C)**	**2,870.65**	**2,347.09**
	Impact on cash flow on account of foreign currency translation	(207.46)	(2,106.25)
E-1	Cash and cash equivalents as at the beginning of year	651.23	410.39
E-2	Cash and cash equivalents as at end of the year	**3,314.42**	**651.23**
	Cash and cash equivalents include		
	Balances with banks:		
	– In current accounts	653.67	532.85
	Cash on hand	19.62	13.37
	Deposits with original maturity for less than three months	2,641.13	105.01
	Cash and cash equivalents at the end of the year	**3,314.42**	**651.23**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

Particulars	Non - current borrowings*	Current borrowings
Opening balance as at 1 April 2023	**39,250.42**	**15,546.86**
Cash flows during the year	18.88	7,700.99
Non-cash changes due to:		
- Foreign currency translation	-	0.30
Closing balance as at 31 March 2024	**39,269.30**	**23,248.15**

*Includes current maturities of non-current borrowings and interest accrued thereon, refer Note 13.

Notes:

1. The Consolidated Statement of Cash Flows has been prepared in accordance with "Indirect Method" as set out on Indian Accounting Standard -7 on "Statement of Cash Flows ".
2. Refer note 2 for material accounting policies.
3. The Company paid in cash Rs. 198.70 Lacs for the year ended 31 March 2024 and Rs. 161.29 Lacs for the year ended 31 March 2023 towards Corporate Social Responsibility (CSR) expenditure.

The accompanying notes are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

Place: Gurugram
Date : 23 May 2024

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Co-Chairman and Managing Director
DIN:00100801

Yashpal Jain
Chief Financial Officer and Company Secretary
M.No. A13981

Archana Capoor
Director
DIN:01204170

Arjun Sharma
Director
DIN: 00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date : 23 May 2024

1. Corporate Information

Sandhar Technologies Limited ('Parent Company') [CIN - L74999DL1987PLC029553] is a public limited company domiciled in India. The Company was incorporated on 19 October 1987 in New Delhi, India and having its registered office at B-6/20 L.S.C. Safdarjung Enclave, New Delhi - 110029, India. It is listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). Sandhar Group (the Parent Company and its subsidiary companies together referred to as "the Group") and its joint ventures are principally engaged in the manufacturing and assembling of automotive components for the automotive industry in India, designing and manufacturing of moulds, dies and dies parts, machine tools, jigs and fixtures and fabrication and assembly and construction, agri – farm and railway products.

The consolidated financial statements for the year ended 31 March 2024 comprise financial statements of the Group and its joint ventures.

2. Material Accounting Policies, Principles of consolidation and Basis of preparation

2.1 Principles of consolidation

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

i. ***Subsidiaries***

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Financial Statements of subsidiaries are included in the Consolidated Financial Statements from the date on which control commences until the date on which control ceases.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

The subsidiary companies which are included in the consolidation and the Parent Company's holding therein is as under:

S. No.	Name of the Subsidiary Company	Nature of relation	Ownership in % either directly or through subsidiaries		Country of Incorporation and Principal place of Business
			As at 31 March 2024	As at 31 March 2023	
1	Sandhar Tooling Private Limited	Subsidiary	100	79.92	India
2	Sandhar Technologies Barcelona S.L.	Subsidiary	100	100	Spain
A	Sandhar Technologies Poland sp. Zoo	Step Down Subsidiary	100	100	Poland
B	Sandhar Technologies de Mexico S de RL de CV	Step Down Subsidiary	100	100	Mexico
C	Sandhar Technologies Ro SRL	Step Down Subsidiary	100	100	Romania
3.	Sandhar Strategic Systems Private Limited (strike off w.e.f. 18 October 2022)	Subsidiary	-	99.99	India
4.	Sandhar Engineering Private Limited	Subsidiary	100	100	India
5.	Sandhar Auto Castings Private Limited	Subsidiary	100	100	India
6.	Sandhar Auto Electric Solution Private Limited	Subsidiary	100	100	India
7.	Sandhar Automotive Systems Private Limited	Subsidiary	100	100	India
A.	Sandhar Autotech Private Limited (strike-off w.e.f. 11 January 2023)	Step Down Subsidiary	-	100	India
B.	Sandhar Auto Electric Technologies Private Limited (strike-off w.e.f. 8 November 2023)	Step Down Subsidiary	100	100	India

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in these consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company.

ii. ***Non-controlling interests (NCI)***

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

iii. ***Loss of control***

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in profit or loss.

iv. ***Equity accounted investees***

The Group's interests in equity accounted investees comprise interests in its joint ventures.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

The joint venture companies which are included in the Consolidation and the Parent Company's holding therein is as under:

S. No.	Name of the Joint Venture Company	JV Partner	% Share in JV		Country of Incorporation and Principal place of Business
			As at 31 March 2024	As at 31 March 2023	
1.	Sandhar Han Sung Technologies Private Limited	Han Sung Imp Co. Limited	50	50	India
2.	Jinyoung Sandhar Mechatronics Private Limited	Jinyoung Electro-Mechanics Co. Ltd.	50	50	India
3.	Sandhar Amkin Industries Private Limited	Amkin Group Private Limited	50	50	India
4.	Sandhar Whetron Electronics Private Limited	Whetron Electronics Co. Ltd.	50	50	India
5.	Kwangsung Sandhar Technologies Private Limited	Kwangsung Corporation Limited	50	50	India
6.	Winnercom Sandhar Technologies Private Limited	Winnercom Co. Ltd.	50	50	India
7.	Sandhar Han Shin Auto Technologies Private Limited	Han Shin Corporation	50	50	India
8.	Sandhar Daeshin Auto Systems Private Limited (strike-off w.e.f. 18 October 2022)	Daeshin Machinery Ind. Co. Ltd.	-	50	India
9.	Sandhar Han Shin Automotive Private Limited (strike-off w.e.f. 26 July 2022)	Han Shin Corporation	-	50	India
10.	Sandhar Ecco Green Energy Private Limited (Voluntary liquidated on 10 February 2023)	DMRG Investment Private Limited and Tarun Agarwal	-	50	India

A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in joint ventures are accounted for using the equity method. They are initially recognized at cost which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of profit or loss and OCI of equity-accounted investees until the date on which significant influence or joint control ceases.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the Consolidated Financial Statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and property, plant and equipment ('PPE'), are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the Financial Statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on Consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

2.2 Basis of preparation

(i) *Statement of compliance*

These consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013("Act").

The consolidated financial statements were approved for issue by the Board of Directors of the Company on 23 May 2024.

(ii) *Functional and presentation currency*

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest Lakhs, unless otherwise indicated.

(iii) *Basis of measurement*

The consolidated financial statements have been prepared on a historical cost basis, except for the items which have been measured at fair value or revalued amount:

Items	Measurement basis
Certain financial assets and financial liability	Fair value
Net defined benefit plan (asset)/ liability	Fair value of plan assets less present value of defined benefit obligation.

(iv) *Use of estimates and judgements*

In preparing these Consolidated Financial Statements, management has made judgements and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Consolidated Financial Statements is included in the following note:

- Note 35 - Judgement required to whether an arrangement contains a lease or to ascertain lease classification

Assumption and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

- Notes 19 - revenue recognition
- Note 31 - measurements of defined benefit obligations: key actuarial assumptions;
- Note 2.3 (d) - measurement of useful life and residual values of property, plant and equipment and useful life of intangible assets;
- Note 2.2 (v) - Fair value measurement of financial instruments;
- Note 2.3 (k) - Impairment of financial and non-financial assets; and
- Note 32 - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

(v) *Measurement of fair values*

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

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. Fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 36 – Financial instrument.

(vi) *Current - non-current classification*

Based on the time involved between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

2.3 Summary of material accounting policies

a. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

(a) Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

(b) Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.

(c) Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets held for Sale and Discontinued Operations are measured in accordance with that standard.

(d) Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognized in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

b. Investment in joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its joint venture are accounted for using the equity method. Under the equity method, the investment in joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The Consolidated Statement of Profit and Loss reflects the Group's share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity joint venture, the Group recognizes its share of any changes, when applicable, in the Consolidated Statement of Changes in Equity. Unrealized gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in joint venture.

If an entity's share of losses of a joint venture equals or exceeds its interest in joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in joint venture), the entity discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of joint venture. If the joint venture subsequently reports profits, the entity resumes recognizing its share of those profits only after its share of the profits equals the share of losses not recognized.

The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the Consolidated Statement of Profit and Loss.

The Financial Statements of the joint venture are prepared for the same reporting period as the Group.

When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognizes the loss as 'Share of profit of a joint venture' in the Consolidated Statement of Profit and Loss.

Upon loss of joint control over the joint venture, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of joint control and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

c. Foreign currency transactions

The Group's Consolidated Financial Statements are presented in INR, which is also the Parent Company's functional currency. For each entity the Group determines the functional currency and items included in the Financial Statements of each entity are measured using that functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition or an average rate if the average rate approximates the actual rate at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognized in profit or loss in the Separate Financial Statements of the reporting entity or the individual Financial Statements of the foreign operation, as appropriate. In the Financial Statements that include the foreign operation and the reporting entity such exchange differences are recognized initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. 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 recognized in OCI or the statement of profit and loss are also recognized in OCI or the Statement of Profit and Loss, respectively).

Group companies

On Consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their Statements of Profit or Loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for Consolidation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in profit or loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation on or after 1 April 2016 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Foreign operations

The assets and liabilities of foreign operations (subsidiaries) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group and its joint ventures, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognized in OCI is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to NCI. When the Group disposes of only a part of its interest in an associate or a joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

d. Property, plant and equipment ('PPE')

(i) Recognition and Measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, import duties and non-refundable purchase taxes, duties or levies, after deducting trade discounts and rebates, any other directly attributable cost of bringing the asset to its working condition for its intended use and estimated cost of dismantling and removing the items and restoring the site on which it is located. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note 2.2 (iv) regarding significant accounting judgements, estimates and assumptions.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

A property, plant and equipment is eliminated from the Consolidated Financial Statements on disposal or when no further benefit is expected from its use and disposal. Assets retired from active use and held for disposal are generally stated at the lower of their net book value and net realizable value. Any gain or losses arising disposal of property, plant and equipment is recognized in the Consolidated Statement of Profit and Loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment are no longer amortized or depreciated.

Gains or losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated Statement of Profit and Loss when the asset is derecognized.

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

(ii) Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

(iii) Depreciation

Depreciation on property, plant and equipment is calculated on a straight-line basis to allocate their cost, net of their estimated residual values, over the estimated useful lives and is recognized in the Consolidated Statement of Profit and Loss. The identified components are depreciated over their useful life, the remaining asset is depreciated over the life of the principal asset. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Leasehold land is amortized on a straight line basis over the period of the lease which ranges between 89–99 years.

The Group has used the following rates to provide depreciation which coincides with the rates indicated in Schedule II of the Act, on its PPE, except for temporary erection, Computers (Servers and networks) and Non – commercial vehicles.

Asset category	Useful lives estimated by the management (years)
Factory Buildings	30 years
Other Buildings	60 years
Carpeted RCC Roads	10 years
Tube wells	5 years
Plant and Machinery	7.5 - 20 years
Electrical Installations	10 - 25 years
Office Equipment	5 years
Racks and Bins	10 years
Furniture & Fixtures	10 - 20 years
Commercial Vehicles	8 years
Tools, Moulds and Dies	5 - 6 years

The management has estimated, supported by independent assessment by technical experts, professionals, the useful lives of the following classes of assets:

- The useful lives of temporary erection is estimated one year, which is lower than those indicated in Schedule II to the Act.
- Computers (Servers and networks) are depreciated over the estimated useful lives of three years, which is lower than those indicated in Schedule II to the Act.
- Non Commercial Vehicles are depreciated over the estimated useful lives of six years, which is lower than those indicated in Schedule II to the Act.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted, if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

In case of Sandhar Technologies Barcelona S.L., the costs of acquisition of equipment, systems or installations for the elimination, reduction or control of the possible environment impacts of the business are capitalized.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

e. Goodwill and other intangible assets

(i) *Recognition and Measurement*

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an item of intangible asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in the Consolidated Statement of Profit and Loss in the period in which the expenditure is incurred.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated Statement of Profit and Loss.

(ii) *Subsequent expenditure*

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in the Consolidated Statement of Profit and Loss as incurred.

(iii) *Amortization*

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

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the Consolidated Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made prospective basis.

- Technical knowhow

Amounts paid towards technical know-how fees for specifically identified projects/products being development expenditure incurred towards product design is carried forward based on assessment of benefits arising from such expenditure. Such expenditure is amortized over the period of expected future sales from the related product, i.e. the estimated period of 60 to 72 months on straight line basis based on past trends, commencing from the month of commencement of commercial production.

- Software

Software purchased by the Group are amortized on a straight line basis i.e. non-standard (customized) software in four years and standard (non-customized) software in five years.

- Goodwill

Goodwill is not amortized but is tested for impairment annually.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated Statement of Profit and Loss when the asset is derecognized.

Amortization method, useful lives and residual lives are reviewed at the end of each financial year and adjusted, if appropriate.

f. Assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

g. Capital work-in-progress and intangible assets under development

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

h. Capital advances

Advances paid towards the acquisition of property, plant and equipment, outstanding at each balance sheet date is classified as capital advances under "other non-current assets".

i. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group as a lessee the Group applies a single recognition and measurement approach for all leases, except for short-term leases.

The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, lease payments made at or before the commencement date, an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis from the commencement date over the shorter of the lease term and the estimated useful lives of the assets.

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

The right-of-use assets are also subject to impairment. Refer note-2.3 (k) for Impairment of non- financial assets.

ii) Lease liabilities

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

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease liabilities and Right-of-use assets have been presented as a separate line in the balance sheet. Lease payments have been classified as cash used in financing activities.

iii) Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognised the lease payments associated with these leases as an expense in profit or loss on a straight-line basis over the lease term.

j. Borrowing costs

Borrowing costs includes interest, and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs), amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

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

k. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

An asset's recoverable amount is the higher of an individual asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

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

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

The Group's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses, if any, are recognized in the Consolidated Statement of Profit and Loss. Impairment losses of continuing operations, including impairment on inventories, are recognized in the Consolidated Statement of Profit and Loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

In regard to assets for which impairment loss has been recognized in prior period, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

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

Goodwill is tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

l. Government grant

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as other operating revenue on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

m. Inventories

Inventories which includes raw materials, components, stores, work in progress, finished goods and spares are valued at the lower of cost and net realizable value. However, raw materials, components 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 or in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

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

- **Raw materials and components:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Companies in the Group, adopt First-in-first-out (FIFO) method for valuing raw materials, components, stores and spares (RM & Stores).

- **Finished goods and work in progress:** Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost of work-in-progress (WIP) and finished goods (FG) is based on FIFO method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products.

The comparison of cost and net realizable value is made on an item-by-item basis.

n. Revenue

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer.

Sale of products

Revenue from sale of products is recognised when control of the products being sold is transferred to customers and there are no longer any unfulfilled obligations. The performance obligations in contract with customers are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on delivery terms. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of discount) allocated to that performance obligation. Revenue excludes taxes or duties collected on behalf of the government.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised.

The Group recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned or deferred revenue is recognised when there is billings in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Rendering of services

Revenue from services rendered is recognized in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to surveys of work performed.

Job work and development charges are recognized upon full completion of the job work and development services and when all the significant risks and rewards of ownership of the goods have been passed to the buyer, on delivery of the goods and no significant uncertainty exists regarding the collection of the consideration.

o. Income tax

Income tax expense comprises current tax and deferred tax. It is recognized in Consolidated Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognized directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

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

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

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

Deferred tax liabilities are recognized for all taxable temporary differences.

In the situations where the Group is entitled to a tax holiday under the Income Tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax asset is recognized in respect of timing differences which are reversed during the tax holiday period, to the extent the Group's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However, the Group restricts recognition of deferred tax assets to the extent that it has become reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

Deferred tax assets are recognized on carry forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

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

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred income tax are not provided on the undistributed earnings of the subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

p. Segment reporting

Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. The Group is primarily engaged in the manufacturing and assembling of automotive components for the automotive industry. All operating segments' operating results are reviewed regularly by the Group's Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segments and assess their performance. CODM believes that these are governed by same set of risk and returns hence CODM reviews as one balance sheet component.

The Group and its joint ventures are governed by the same set of risks and returns but subject to the geographical industry trends and hence the Group and its joint ventures business activities fall within a single primary business segment. The principal geographical segments are classified as India, Europe and others since there are different risks and returns of the geographies.

q. Earnings per share (EPS)

Basic earnings / (loss) per share are calculated by dividing the profit or loss for the year attributable to the shareholders of the Group by the weighted average number of equity shares outstanding at the end of the reporting period. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, if any, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earning per share, the profit or loss for the year 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.

r. Provisions (other than for employee benefits)

General

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed the expense relating to a provision is presented in the Consolidated Statement of Profit and Loss net of any reimbursement. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Warranties

Provision for warranty related costs are recognized when the product is sold or service provided and is based on historical experience. The provision is based on technical evaluation/ historical warranty data and after weighting of all possible outcomes by their associated probabilities. The estimate of such warranty related costs is revised annually. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

s. Employee benefits

India

i. Short-term employee benefits

All employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay the amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions to the Regional Provident Fund Commissioner towards provident fund, superannuation fund scheme and employee state insurance scheme ('ESI'). Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Consolidated Statement of Profit and Loss in the periods during which the related services are rendered by employees. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

iii. Defined benefit plans

The Group operates a defined benefit gratuity plan, which requires contributions to be made to Kotak Mahindra Old Mutual Life Insurance Limited, ICICI Prudential Life Insurance and LIC of India. There are no other obligations other than the contribution payable to the respective entities.

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation as an expense in the Consolidated Statement of Profit and Loss:

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

iv. *Other long term employee benefits*

<u>Compensated absences</u>

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

As per the compensated absence encashment policy, the Group does not have an unconditional right to defer the compensated absence of employees, accordingly the entire compensated absence obligation as determined by an independent actuary has been classified as current liability as at year end.

Europe

In case of Sandhar Technologies Barcelona S.L. according to the sector social agreement (Convenio Siderometalurgico de la provincia de Barcelona) the Company pays 2 additional payrolls in June and December. The 2 additional payments, as well as the holiday payroll are provisioned every month on accrual basis.

t. Financial instruments

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

i. Recognition and initial measurement

Trade receivables and debt securities are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:

- Amortized cost;

- Fair Value through Other Comprehensive Income ('FVOCI') – debt instrument;

- FVOCI – equity investment; or

- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets 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 (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the Consolidated Statement of Profit and Loss. This category generally applies to trade and other receivables. The Group has recognized financial assets viz. security deposit, trade receivables, employee advances at amortized cost.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset 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 (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Consolidated Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to the Consolidated Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Consolidated Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Consolidated Statement of Profit and Loss.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;

- How the performance of the portfolio is evaluated and reported to the Group's management;

- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial asset: Assessment whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment 'Principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Group considers:

- contingents events that would change the amounts or timings of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non - recourse features)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, as feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. Interest income, foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investment at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investment at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

iii. Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

v. Derivative financial instruments and hedge accounting

The Group uses derivative instruments such as foreign exchange forward contracts and currency swaps to hedge its foreign currency and interest rate risk exposure. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value and changes therein are generally recognized in profit and loss.

Impairment of financial assets

The Group recognizes loss allowances for expected credit losses on:

- Financial assets measured at amortized cost; and
- Financial assets measured at FVOCI – debt instruments.

At each reporting date, the Group assesses whether financial assets carried at amortized cost and debt instruments at FVOCI are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit – impaired includes the following observable data:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has 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 recognizing impairment loss allowance based on 12 month ECL.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or
- The financial asset is 90 days or more past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowance for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

For debt securities at FVOCI, the loss allowance is charged to Consolidated Statement of Profit and Loss and is recognized in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for the recovery of amount due.

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for the 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 amortized cost e.g., deposits, and advances.

b. Trade receivables that result from transactions that are within the scope of Ind AS 115

c. Financial guarantee contracts which are not measured as at FVTPL.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in 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 recognizing 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 Group 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:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Consolidated Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Consolidated Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortized cost and contractual revenue receivables: 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.

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

u. Expenditure

Expenses are accounted for on the accrual basis.

v. Exceptional items

Exceptional items refer to items of income or expense within the Consolidated Statement of Profit and Loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group.

w. Research and development

Expenditure on research and development activities is recognized in the Consolidated Statement of Profit and Loss as incurred.

Development expenditure is capitalized as part of cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortization and any accumulated impairment losses, if any.

x. Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

y. Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

z. Material accounting policy information

The Group adopted Disclosure of Accounting Policies (Amendment to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policy themselves, they impacted the accounting policy information disclosed in the consolidated financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the consolidated financial statements.

3A. Property, plant and equipment

Particulars	Freehold Land	Leasehold Land	Buildings	Plant and Equipment	Office equipments	Vehicles	Furnitures and Fixtures	Total
Gross carrying value as at 1 April 2022	12,078.29	-	20,212.69	83,408.15	2,192.04	424.37	1,018.14	119,333.68
Additions	201.81	-	7,113.03	20,558.27	558.55	48.94	167.72	28,648.32
Disposals	30.98	-	53.17	933.82	66.26	32.08	13.82	1,130.13
Exchange difference on translation of foreign operations	19.96	-	472.23	2,334.92	33.47	-	2.15	2,862.73
Reclassification to assets held for sale*	768.90	-	-	-	-	-	-	768.90
Gross carrying value as at 31 March 2023	**11,500.18**	**-**	**27,744.78**	**105,367.52**	**2,717.80**	**441.23**	**1,174.19**	**148,945.70**
Additions	968.10	689.31	4,943.32	20,128.64	519.54	127.29	293.23	27,669.43
Disposals	-	-	2.27	1,980.93	128.71	52.52	20.81	2,185.24
Exchange difference on translation of foreign operations	0.49	-	10.71	285.00	5.07	-	0.23	301.50
Reclassification to assets held for sale**	28.54	-	142.60	8.21	-	-	-	179.35
Gross carrying value as at 31 March 2024	**12,440.23**	**689.31**	**32,553.94**	**123,792.02**	**3,113.70**	**516.00**	**1,446.84**	**174,552.04**
Accumulated depreciation								
Balance as at 1 April 2022	-	-	4,597.69	33,314.59	1,449.84	156.95	530.08	40,049.15
Depreciation for the year	-	-	1,067.74	8,020.08	315.24	104.26	93.82	9,601.14
Depreciation on disposal	-	-	25.60	336.76	64.36	30.72	10.06	467.50
Exchange difference on translation of foreign operations	-	-	2.81	662.55	15.10	-	-	680.46
Balance as at 31 March 2023	**-**	**-**	**5,642.64**	**41,660.46**	**1,715.82**	**230.49**	**613.84**	**49,863.25**
Depreciation for the year	-	-	1,176.75	10,102.31	350.84	89.96	123.77	11,843.63
Depreciation on disposal**	-	-	2.27	1,543.53	126.20	52.53	20.46	1,744.99
Exchange difference on translation of foreign operations	-	-	0.37	95.49	2.50	-	-	98.36
Reclassification to assets held for sale**	-	-	89.42	6.84	-	-	-	96.26
Balance as at 31 March 2024	**-**	**-**	**6,728.07**	**50,307.89**	**1,942.96**	**267.92**	**717.15**	**59,963.99**
Net carrying value								
As at 31 March 2024	**12,440.23**	**689.31**	**25,825.87**	**73,484.13**	**1,170.74**	**248.08**	**729.69**	**114,588.05**
As at 31 March 2023	11,500.18	-	22,102.14	63,707.06	1,001.98	210.74	560.35	99,082.45

**During the current year, the Board of Directors has decided to sell the assets of Mysore plant which was available for sale in their present conditions. The asset held for sale was measured at lower of cost and fair value less cost to sell i.e., Rs. 83.09 lacs.

*During the previous year, the Board of Directors had decided to sell Company's land situated at Jaipur, Rajasthan which was available for sale in its present condition. The asset held for sale was measured at lower of cost and fair value less cost to sell i.e., Rs. 768.90 lacs. During the current year, the Company has sold this asset.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

3B. Capital work in Progress

The following table presents the ageing schedule for Capital-work-in progress:

S. No	Particulars	Amount in CWIP for a period of				
	Ageing schedule as on 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Projects in progress	5,104.51	1,099.68	-	-	6,204.19
2	Project temporarily suspended	-	-	-	-	-

S. No	Particulars	Amount in CWIP for a period of				
	Ageing schedule as on 31 March 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Projects in progress	7,547.12	1,980.32	-	15.96	9,543.40
2	Project temporarily suspended	-	-	-	-	-

3B. Intangible assets under development

The following table presents the ageing schedule for Intangible assets under development:

S. No	Particulars	Amount in Intangible assets under development for a period of				
	Ageing schedule as on 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Projects in progress	1,368.99	-	-	-	1,368.99
2	Project temporarily suspended	-	-	-	-	-

S. No	Particulars	Amount in Intangible assets under development for a period of				
	Ageing schedule as on 31 March 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Projects in progress	1,918.50	-	-	-	1,918.50
2	Project temporarily suspended	-	-	-	-	-

There are no capital work-in-progress and intangible assets under development where completion is overdue against original planned timelines or where estimated cost exceeded its original planned cost as on 31 March 2024 and 31 March 2023.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

3C. Title deeds of immovable properties not held in the name of the Company

As at 31 March 2024

S. No.	Relevant line item in the balance sheet	Description of item of property	Gross carrying value 31 March 2024	Gross carrying value 31 March 2023	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of their relative of promoter/ director or employee of promoter/ director	Property held since	Reason for not being held in name of the Group
1	Property, plant and equipment - Freehold Land	12C& 13A, KIABD Industrial Area, Attibele Bangalore	-	30.98	Adeep Roloforms Ltd	No	28.12.2005	During the current year title of this property has been transferred in the name of Sandhar Technologies Limited
2	Property, plant and equipment - Freehold Land	12C, KIABD Industrial Area, Attibele Bangalore	-	4.04	Adeep Locks Ltd	No	28.12.2005	
3	Property, plant and equipment - Freehold Land	Plot no 44-Sector-3, IMT Manesar, Gurgaon	317.77	317.77	Adeep Roloforms Ltd	No	28.12.2005	The Group has filed an application in the Haryana State Industrial and Infrastructure Development Corporation for change the name which is pending as on balance sheet date.
4	Property, plant and equipment - Freehold Land	Plot no 24-Sector-3, IMT Manesar, Gurgaon	192.69	192.69	Sandhar Auto Components, Ltd	No	28.12.2005	The Group has filed an application in the Haryana State Industrial and Infrastructure Development Corporation for change the name which is pending as on balance sheet date.
5	Property, plant and equipment - Building	12C& 13A, KIABD Industrial Area, Attibele Bangalore	-	747.36	Adeep Roloforms Ltd	No	28.12.2005	During the current year title of this property has been transferred in the name of Sandhar Technologies Limited
6	Property, plant and equipment - Building	12C, KIABD Industrial Area, Attibele Bangalore			Adeep Locks Ltd	No	28.12.2005	
7	Property, plant and equipment - Building	Plot no 44-Sector-3, IMT Manesar, Gurgaon	411.08	411.08	Adeep Roloforms Ltd	No	28.12.2005	The Group has filed an application in the Haryana State Industrial and Infrastructure Development Corporation for change the name which is pending as on balance sheet date.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

As at 31 March 2024								
S. No.	Relevant line item in the balance sheet	Description of item of property	Gross carrying value 31 March 2024	Gross carrying value 31 March 2023	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of their relative of promoter/ director or employee of promoter/ director	Property held since	Reason for not being held in name of the Group
8	Property, plant and equipment - Building	Plot no 24-Sector-3, IMT Manesar, Gurgaon	132.55	132.55	Sandhar Auto Components Ltd	No	28.12.2005	The Group has filed an application in the Haryana State Industrial and Infrastructure Development Corporation for change the name which is pending as on balance sheet date.

4. Right-of-use asset*

Particulars	Leasehold land	Total
Gross carrying value as at 1 April 2022	15,504.73	15,504.73
Additions	3,506.09	3,506.09
Disposals	1,054.90	1,054.90
Exchange difference on translation of foreign operations	540.14	540.14
Gross carrying value as at 31 March 2023	**18,496.06**	**18,496.06**
Additions	2,214.22	2,214.22
Disposals	1,071.49	1,071.49
Exchange difference on translation of foreign operations	67.58	67.58
Gross carrying value as at 31 March 2024	**19,706.37**	**19,706.37**
Accumulated amortization		
Balance as at 1 April 2022	4,055.50	4,055.50
Amortization charge for the year	1,646.44	1,646.44
Accumulated amortization on disposal	783.84	783.84
Exchange difference on translation of foreign operations	162.58	162.58
Balance as at 31 March 2023	**5,080.68**	**5,080.68**
Amortization charge for the year	2,096.73	2,096.73
Accumulated amortization on disposal	1,071.49	1,071.49
Exchange difference on translation of foreign operations	20.85	20.85
Balance as at 31 March 2024	**6,126.77**	**6,126.77**
Net carrying value		
As at 31 March 2024	**13,579.60**	**13,579.60**
As at 31 March 2023	**13,415.38**	**13,415.38**

* Refer note 35

(Rupees in lacs, except share data, per share data and unless otherwise stated)

5. Intangible assets

Particulars	Computer software	Technical know-how	Goodwill*	Total
Gross carrying value as at 1 April 2022	747.23	3,374.38	553.30	4,674.91
Additions	164.60	2,064.12	-	2,228.72
Exchange difference on translation of foreign operations	15.99	23.19	-	39.18
Gross carrying value as at 31 March 2023	**927.82**	**5,461.69**	**553.30**	**6,942.81**
Additions	215.12	1,975.38	-	2,190.50
Disposals	0.99	-	-	0.99
Exchange difference on translation of foreign operations	1.90	2.48	-	4.38
Gross carrying value as at 31 March 2024	**1,143.85**	**7,439.55**	**553.30**	**9,136.70**
Accumulated amortisation				
Balance as at 1 April 2022	479.98	720.20	-	1,200.18
Amortisation for the year	140.61	864.89	-	1,005.50
Exchange difference on translation of foreign operations	12.51	11.56	-	24.07
Balance as at 31 March 2023	**633.10**	**1,596.65**	**-**	**2,229.75**
Amortisation for the year	147.34	1,281.53	-	1,428.87
Amortisation on disposal	0.48	-	-	0.48
Exchange difference on translation of foreign operations	1.48	1.33	-	2.81
Balance as at 31 March 2024	**781.44**	**2,879.51**	**-**	**3,660.95**
Net carrying value				
As at 31 March 2024	**362.41**	**4,560.04**	**553.30**	**5,475.75**
As at 31 March 2023	**294.72**	**3,865.04**	**553.30**	**4,713.06**

* Impairment testing of goodwill

For the purposes of impairment testing, goodwill is allocated to the Cash Generating Unit (CGU) which represents the lowest level at which the goodwill is monitored for internal management reporting purposes.

The recoverable amount of the cash generating unit was based on its value in use. The value in use of this unit was determined to be higher than the carrying amount and an analysis of the calculation's sensitivity towards change in key assumptions did not identify any probable scenarios where the CGU recoverable amount would fall below their carrying amount.

Value in use was determined by discounting the future cash flows generated from the continuing use of the CGU. The calculation was based on the following key assumptions:

i. The anticipated annual revenue growth and margin included in the cash flow projections are based on past experience, actual operating results and the 5-year business plan in all periods presented.

ii. The terminal growth rate ranges from 2% to 3% representing management view on the future long-term growth rate.

iii. Discount rate ranging from 8% to 10% for all periods presented was applied in determining the recoverable amount of the CGU. The discount rate was estimated based on past experience and companies average weighted average cost of capital.

The values assigned to the key assumptions represent the management's assessment of future trends in the industry and based on both internal and external sources.

6. Equity accounted investees

Particulars	As at 31 March 2024	As at 31 March 2023
Investment in equity shares (unquoted)		
Non Current		
In joint ventures		
172.206 Lacs (31 March 2023: 172.206 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Han Sung Technologies Private Limited	1,121.33	1,052.35
68.65 Lacs (31 March 2023: 68.65 Lacs) equity shares of Rs. 10/- each fully paid-up in Jinyoung Sandhar Mechatronics Private Limited	-	-
266.20 Lacs (31 March 2023: 266.20 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Amkin Industries Private Limited	1,427.75	1,276.28
97.845 Lacs (31 March 2023: 97.845 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Whetron Electronics Private Limited	899.19	768.72
100.84555 Lacs (31 March 2023: 100.84 Lacs) equity shares of Rs. 10/- each fully paid-up in Kwangsung Sandhar Technologies Private Limited	216.40	283.58
Nil (31 March 2023: 0.099 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Han Shin Automotive Private Limited	-	0.50
27.50 Lacs (31 March 2023: 27.50 Lacs) equity shares of Rs. 10/- each fully paid-up in Sandhar Han Shin Auto Technologies Private Limited	271.27	210.35
4 Lacs (31 March 2023: 4 Lacs) equity shares of Rs. 100/- each fully paid-up in Winnercom Sandhar Technologies Private Limited	527.54	477.63
0.98655 Lacs (31 March 2023: 0.98655 Lacs) equity shares of Rs.10/- each fully paid-up in Kwangsung Sandhar Automotive Systems Private Limited	98.66	98.66
Total equity accounted investees	**4,562.14**	**4,168.07**
Less: Loss allowance in investment value (investment in joint ventures) *	(231.70)	(222.90)
Total aggregate amount of impairment in the value of investments	**(231.70)**	**(222.90)**
Total equity accounted investees (net of impairment)	**4,330.44**	**3,945.17**

*Breakup of impairment in the value of investments

1. During the year ended 31 March 2023, the Company performed an impairment assessment of its investment in equity shares of Sandhar Whetron Electronics Private Limited to compute the fair value of its investment. Based on management's assessment, as the fair value of the investment was lower than the carrying amount of the investment, an impairment charge of Rs. 110.47 Lacs was recognized in the Consolidated Statement of Profit and Loss as an exceptional item.

2. During the year ended 31 March 2021, Sandhar Han Shin Automotive Private Limited, a joint venture of the Company had applied for strike off under Section 248 of the Companies Act, 2013. Hence, the Company noted an impairment of investment amounting to Rs. 1.00 Lacs. The Company was struck-off during the year.

3. During the year ended 31 March 2022, Sandhar Strategic Systems Private Limited, a wholly owned subsidiary of the Company and Sandhar Daeshin Auto Systems Private Limited, a joint venture of the Company, applied for strike off under Section 248 of the Companies Act, 2013. Hence, the Company noted an impairment of investments amounting to Rs. 2.07 Lacs. Both the companies were struck-off on 18 October 2022.

7. Financial assets

Particulars	As at 31 March 2024	As at 31 March 2023
Investments		
A. Non - current		
Investments in joint ventures		
(i) Investments in preference shares (Unquoted)		
65.03 Lacs (31 March 2023: 65.03 Lacs) preference shares of Rs. 10/- each fully paid-up in Jinyoung Sandhar Mechatronics Private Limited	-	-
23.43 Lacs (31 March 2023: 23.43 Lacs) preference shares of Rs. 10/- each fully paid-up preference shares in Sandhar Han Sung Technologies Private Limited	234.38	234.38
Investments at fair value through profit and loss		
(ii) Non Trade investment (Unquoted)		
0.2 Lacs (31 March 2023: 0.2 Lacs) shares of Rs. 10/- each fully paid-up in VNM Polymers Private Limited	162.49	112.36
Total	**396.87**	**346.74**
Current		
(i) Investment in unquoted mutual funds		
Franklin India Low Duration bond fund- Segregated Portfolio Nil units (31 March 2023: 1,64,563.091 units)	-	0.59
ICICI Equity & Debt Fund - Growth 2,56,309.543 units (March 31, 2023: 2,56,309.543 units)	863.43	611.90
ICICI Prudential Large & Mid Cap Fund - Growth 12,054.416 units (31 March 2023: Nil units)	99.98	-
ICICI Prudential Multi-Asset Fund - Growth 7,870.680 units (31 March 2023: Nil units)	50.00	-
Total	**1,013.41**	**612.49**

Particulars	As at 31 March 2024	As at 31 March 2023
B. Loans		
Current		
Loans to employees	44.91	44.75
Total	**44.91**	**44.75**
Break up of total loans		
(a) Unsecured and considered good	44.91	44.75
	44.91	**44.75**

Particulars	As at 31 March 2024	As at 31 March 2023
C. Trade receivables		
(unsecured and considered good, unless otherwise stated)		
Current		
Trade receivables (unsecured and considered good, unless otherwise stated)*	44,814.97	34,075.20
Unbilled revenue	938.26	1,460.70
Total	**45,753.23**	**35,535.90**
Break-up of trade receivables		
Unsecured, considered good	45,753.23	35,535.90
Trade receivables - credit impaired	299.81	298.60
	46,053.04	**35,834.50**
Less: Loss allowance	(299.81)	(298.60)
	45,753.23	**35,535.90**

Trade receivables ageing schedule as on 31 March 2024

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months*	6 months – 1 year	1–2 years	2–3 years	More than 3 years	
i) Undisputed trade receivables- considered good	45,322.96	378.52	51.75	-	-	45,753.23
ii) Undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed trade Receivables- credit impaired	-	-	-	-	299.81	299.81
iv) Disputed trade Receivables- considered good	-	-	-	-	-	-
v) Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed trade Receivables- credit impaired		-	-	-	-	-
vii) Less: Loss allowance	-	-	-	-	(299.81)	(299.81)

*Includes unbilled revenue of Rs 938.26 lacs

Trade receivables ageing schedule as on 31 March 2023

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months*	6 months – 1 year	1–2 year	2–3 years	More than 3 years	
i) Undisputed trade receivables- considered good	35,269.55	249.78	15.37	1.20	-	35,535.90
ii) Undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed trade Receivables- credit impaired	-	-	-	-	298.60	298.60
iv) Disputed trade Receivables- considered good	-	-	-	-	-	-
v) Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed trade Receivables- credit impaired	-	-	-	-	-	-
vii) Less: Loss allowance	-	-	-	-	(298.60)	(298.60)

*Includes unbilled revenue of Rs 1,460.70 lacs

* For explanations on the Group's credit risk management processes, refer to Note -38

For dues receivables from related parties refer to Note -33

Particulars	As at 31 March 2024	As at 31 March 2023
D. Cash and cash equivalents		
Balances with banks		
– In current accounts	653.67	532.85
Cash on hand	19.62	13.37
Deposits with original maturity for less than three months	2,641.13	105.01
Total	**3,314.42**	**651.23**

Particulars	As at 31 March 2024	As at 31 March 2023
E. Other bank balances		
In current account for equity dividend	1.67	1.37
Deposits with original maturity for more than 3 months but less than 12 months*	236.26	54.98
Total	**237.93**	**56.35**

*These deposits are held as margin money deposits with government authorities.

Particulars	As at 31 March 2024	As at 31 March 2023
F. Other financial assets		
Non current		
Security deposits	1,818.26	1,465.77
Bank deposit with original maturity of more than 12 months	139.67	160.62
Total	**1,957.93**	**1,626.39**
Current		
Security deposits	5.92	131.91
Interest accrued but not due on fixed deposits	29.79	13.07
Other advances recoverable	851.20	2,102.38
Total	**886.91**	**2,247.36**
Total financial assets (A+B+C+D+E+F)	**53,605.61**	**41,121.21**
Break up of financial assets carried at amortised cost		
Security deposits	1,824.18	1,597.68
Total financial assets carried at amortised cost	**1,824.18**	**1,597.68**

8. Inventories

(Valued at lower of cost and net realizable value)

Particulars	As at 31 March 2024	As at 31 March 2023
Raw materials {includes goods in transit of Rs. 519.00 Lacs (31 March 2023: Rs. 1,031.02 Lacs)}	15,488.18	13,293.51
Work in progress	3,695.97	4,228.54
Finished goods {includes goods in transit of Rs. 631.33 Lacs (31 March 2023: Rs. 782.72 Lacs)}	6,365.49	5,376.48
Stores and spares	8,221.82	7,227.36
	33,771.46	**30,125.89**
Provision for inventory obsolescence	(81.66)	(81.34)
Total inventories at the lower of cost and net realisable value	**33,689.80**	**30,044.55**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

9. Other assets

Particulars	As at 31 March 2024	As at 31 March 2023
Non - current		
A. Capital advances		
(Unsecured and considered good, unless otherwise stated)		
Unsecured and considered good.	738.43	1,574.17
Total capital advances	**738.43**	**1,574.17**
B. Income-tax asset		
Advance income-tax (net of provision for taxation) (refer note 17)	1,107.90	637.49
Total income-tax asset	**1,107.90**	**637.49**
Total (A+B)	**1,846.33**	**2,211.66**
Current		
C. Other advances		
Unsecured, considered good.	1,566.04	819.23
Total other advances	**1,566.04**	**819.23**
D. Prepaid expenses		
Prepaid expenses	906.78	777.70
	906.78	**777.70**
E. Balance with statutory / government authorities		
(Unsecured and considered good, unless otherwise stated)		
Unsecured, considered good	4,383.89	6,534.52
Doubtful	14.61	-
	4,398.50	**6,534.52**
Less:Provision for other doubtful advances	(14.61)	-
Total balance with statutory / government authorities	**4,383.89**	**6,534.52**
Total (C+D+E)	**6,856.71**	**8,131.45**

10. Share capital

A. Authorised share capital

Particulars	As at 31 March 2024	As at 31 March 2023
6,80,00,000 equity shares of Rs.10 each (31 March 2023: 6,80,00,000 equity shares of Rs.10 each)	6,800.00	6,800.00
2,00,000 preference shares of Rs.100 each		
(31 March 2023: 2,00,000 preference shares of Rs.100 each)	200.00	200.00
	7,000.00	**7,000.00**

B. Issued, subscribed and fully paid equity capital

Particulars	As at 31 March 2024	As at 31 March 2023
6,01,90,708 equity shares of Rs. 10 each fully paid up (31 March 2023: 6,01,90,708 equity shares of Rs. 10 each)	6,019.07	6,019.07
	6,019.07	**6,019.07**

C. Reconciliation of the equity share outstanding at beginning and at end of the year

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	Rs. in Lacs	Number	Rs. in Lacs
Equity shares outstanding at the beginning of the year	60,190,708	6,019.07	60,190,708	6,019.07
Issued during the year	-	-	-	-
Outstanding at the end of the year	60,190,708	6,019.07	60,190,708	6,019.07

Rights, preferences and restrictions attached to equity shares

"The Company has one class of equity shares having par value of Rs.10 per share (31 March 2023: Rs.10 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

The Board of Directors at its Meeting held on 25 May 2023, had recommended a final dividend @ 25% i.e. Rs. 2.5 per equity share, which has been approved by shareholders in Annual General Meeting held on 21 September 2023. The same has been paid.

The Board of Directors at its Meeting held on 23 May 2024, has recommended a final dividend @ 32.5% i.e. Rs. 3.25 per equity share. The dates of the book closure for the entitlement of such final dividend and Annual General Meeting shall be decided and informed in due course of time.

In the event of liquidation of the Company, the share holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders."

D. Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	%	Number	%
Jayant Davar*	32,270,978	53.61%	31,431,396	52.22%

* 90,909 Equity Shares are held by Mr. Jayant Davar in his Capacity as proprietor of Sandhar Enterprises

Details of shares held by promoters as at 31 March 2024

Particulars	No. of shares (1 April 2023)	Change during the year	No. of shares (31 March 2024)	% change during the year	% of shareholding
Jayant Davar	31,431,396	839,582	32,270,978	2.67%	53.61%
Monica Davar	2,622,930	-	2,622,930	0.00%	4.36%
Neel Jay Davar	1,555,995	-	1,555,995	0.00%	2.59%
Dharmendar Nath Davar	839,582	(839,582)	-	(100.00%)	0.00%
Santosh Davar	785,950	-	785,950	0.00%	1.31%
Poonam Juneja	62,265	-	62,265	0.00%	0.10%
Sanjeevni Impex Private Limited	1,684,738	-	1,684,738	0.00%	2.80%
Ysg Estates Private Limited	1,662,032	-	1,662,032	0.00%	2.76%
Sandhar Infosystems Limited	793,569	-	793,569	0.00%	1.32%
Jubin Finance And Investment Limited	573,508	-	573,508	0.00%	0.95%
Sandhar Estates Private Limited	350,280	-	350,280	0.00%	0.58%

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Details of shares held by promoters as at 31 March 2023

Particulars	No. of shares (1 April 2022)	Change during the year	No. of shares (31 March 2023)	% change during the year	% of shareholding
Jayant Davar	31,431,396	-	31,431,396	0.00%	52.22%
Monica Davar	2,622,930	-	2,622,930	0.00%	4.36%
Neel Jay Davar	1,555,995	-	1,555,995	0.00%	2.59%
Dharmendar Nath Davar	839,582	-	839,582	0.00%	1.39%
Santosh Davar	785,950	-	785,950	0.00%	1.31%
Poonam Juneja	62,265	-	62,265	0.00%	0.10%
Sanjeevni Impex Private Limited	1,684,738	-	1,684,738	0.00%	2.80%
Ysg Estates Private Limited	1,662,032	-	1,662,032	0.00%	2.76%
Sandhar Infosystems Limited	793,569	-	793,569	0.00%	1.32%
Jubin Finance And Investment Limited	573,508	-	573,508	0.00%	0.95%
Sandhar Estates Private Limited	350,280	-	350,280	0.00%	0.58%

11. Other equity

Particulars	As at 31 March 2024	As at 31 March 2023
Capital reserve		
At the beginning and end of the year	3,915.46	3,915.46
Balance at the end of the year	**3,915.46**	**3,915.46**
Securities premium		
At the beginning and end of the year	27,859.67	27,859.67
Balance at the end of the year	**27,859.67**	**27,859.67**
Retained earnings		
Balance at the beginning of the year	53,501.76	47,561.60
Adjustment on account of acquisition of interest in subsidiary	0.62	1.00
Add: Profit for the year	10,977.76	7,296.46
Less: Dividend on equity shares (Final)	(1,507.78)	(1,357.30)
Balance at the end of the year	**62,972.36**	**53,501.76**
Other comprehensive income		
a. Exchange differences on translation of foreign operations		
Balance at the beginning of the year	994.14	647.18
Exchange differences on translation	59.05	462.62
Income tax relating to Exchange differences on translation	(14.76)	(115.66)
Balance at the end of the year	**1,038.43**	**994.14**
b. Remeasurements of defined benefit liability		
Balance at the beginning of the year	(244.91)	(108.83)
Re-measurement gain/ (loss) on defined benefit liabilities	139.06	(181.49)
Income tax relating to re-measurement (gain)/ loss on defined benefit liabilities	(39.95)	45.41
Balance at the end of the year	**(145.80)**	**(244.91)**
Total other equity	**95,640.12**	**86,026.12**

Nature and purpose of other equity

1. Capital Reserve

This represents Capital reserve created during the year ended 31 March 2013, consequent to the approval by the Hon'ble High Court of Delhi of the scheme of amalgamation of MAG Engineering Private Limited with the Company and will be utilised as per the requirements of the Companies Act, 2013.

2. Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

3. Re-measurements of defined benefit obligation

Re-measurements of defined benefit obligation comprises actuarial gains and losses.

4. Retained Earnings

This represents the cumulative profits for the Group.

12. Non - controlling interest

Particulars	As at 31 March 2024	As at 31 March 2023
Sandhar Tooling Private Limited		
Balance at the beginning of the year	446.32	387.13
Share of profit for the year	48.34	59.19
Acquisition of minority interest in Subsidiary	(494.66)	-
Balance at the end of the year	**-**	**446.32**
Revenue	1,363.87	1,933.19
Profit	240.78	292.83
Other comprehensive income	(8.02)	1.95
Total comprehensive income	232.76	294.78
Profit allocated to non-controlling interest	48.34	58.80
Other comprehensive income allocated to non-controlling interest	-	0.39
Total comprehensive income allocated to non-controlling interest	**48.34**	**59.19**
Cash flows generated from operating activities	48.82	24.53
Cash flows (used in)/ generated from investing activities	(41.10)	1.15
Cash flows used in financing activities	(3.01)	(13.56)
Net increase in cash and cash equivalents	**4.71**	**12.12**

During the current year ended 31 March 2024, the Group has acquired 12,05,000 equity shares (equivalent to 20.08% of total paid up share capital) of Sandhar Tooling Private Limited (subsidiary company) at Rs 41 per equity share aggregating to Rs 494.05 lakhs. As on acquisition date, carrying amount of such non-controlling interest acquired was Rs 494.66 lakhs and difference of Rs 0.62 lakhs was adjusted through retained earnings.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

13. Borrowings

Particulars	As at 31 March 2024	As at 31 March 2023
A. Non-current		
Term Loans		
Indian rupee loan from banks (secured) (refer note A,B)	11,838.86	12,397.93
Indian rupee loan from others (secured) (refer note C,D)	5,572.13	4,831.53
EUR loan from Santander (unsecured) (refer note E)	-	151.20
EUR loan from Bankinter (unsecured) (refer note L)	643.81	802.08
EUR Loan multiple bankers ICO COVID19 (unsecured) (refer note H)	331.69	957.53
EUR Credit multiple bankers ICO COVID19 (unsecured) (refer note H)	993.34	1,231.62
USD Loan from Banamex (secured) (refer note I)	461.51	995.22
EUR loan in B. Transilvania (STR) (unsecured) (refer note M)	5,283.58	5,067.00
EUR Loan from ICF (unsecured) (refer note F)	1,758.52	2,351.80
EUR Loan from ICICI Bank (secured) (refer note J)	437.95	793.53
EUR loan from BBVA (secured) (refer note K)	443.25	567.21
Lease financing loans from financial institutions (secured) (refer note G)	790.26	330.02
Total	**28,554.90**	**30,476.67**
Secured	**19,543.96**	**19,915.44**
Unsecured	**9,010.94**	**10,561.23**
B. Current		
a) Current maturities of long term borrowings		
Indian rupee loan from banks (secured) (refer note A,B)	4,833.16	4,655.04
Indian rupee loan from others (secured) (refer note C)	2,208.05	855.44
EUR Loan from Santander (unsecured) (refer note E)	152.17	222.59
EUR loan from Bankia (unsecured) (refer note L)	173.18	136.38
EUR Loan multiple bankers ICO COVID19 (unsecured) (refer note H)	634.47	650.03
USD Loan from Banamex (secured) (refer note I)	546.02	443.03
EUR Loan from ICF (unsecured) (refer note F)	988.41	824.54
EUR loan from BBVA (secured) (refer note K)	127.60	124.40
EUR loan in B. Transilvania (STR) (unsecured) (refer note M)	344.01	227.88
EUR Loan from ICICI Bank (secured) (refer note J)	360.66	358.37
Lease financing loans from financial institutions (secured) (refer note G)	297.43	221.67
Total Current maturities of long term borrowings	**10,665.16**	**8,719.37**
b) Cash credit from banks (secured) (refer note N)		
Cash credit/WCDL/Buyer's line of credit from banks (secured by CL, CGT or SBLC from STL or by invoices financed)	22,545.34	14,565.56
c) Credit card payables (unsecured) (refer note O)	702.81	981.30
Total	**33,913.31**	**24,266.23**
Aggregate secured loans	30,918.25	21,223.51
Aggregate unsecured loans	2,995.06	3,042.72

Particulars	As at 31 March 2024	As at 31 March 2023
Terms of borrowings		
A. Term loan from CITI Bank Indian rupee Loan of Rs. 750,000,000 and Rs. 350,000,000 carries interest rate of 8.50% - 9.00% p.a. The loan is repayable in 16 quarterly instalments of Rs. 46,875,000 from January, 2023 and Rs. 21,875,000 from June, 2025.	8,656.25	7,031.26
B. Term loan from Kotak Mahindra Bank Indian rupee Loan of Rs. 714,128,990 carries interest rate of 8.00% - 9.00% p.a. The loan is repayable in 16 quarterly instalments of Rs. 23,953,982 from June, 2023 and term loan from Federal Bank Indian rupee Loan of Rs. 380,490,758 carries interest rate of 8.00% - 9.00% p.a. The loan is repayable in quarterly instalments Rs. 50,000,000 from April, 2023.	8,015.77	10,021.72
C. Term loan from Bajaj Finserv Ltd Indian rupee Loan of Rs. 400,000,000 carries interest rate of 8.00%-8.40% p.a. The loan is repayable in 16 quarterly instalments of Rs. 125,00,000 from April, 2023.	3,250.00	5,080.53

D. Term loan from Bajaj Finserv Ltd Indian rupee Loan of Rs. 483,218,765 carries interest rate of 8.20% p.a. The loan is repayable in 16 quarterly instalments of Rs. 30,201,173 from January, 2024.	4,530.18	606.44
E. EUR loan from Santander carries interest @ 1.95% p.a. repayable in 24 monthly instalments of Eur 6,250 (plus interest) from May 2020 to April 2022. New loan from Santander carrying interest @ 2.25% repayable in 24 monthly instalments of Eur 21,325.10 (interest included) from Dec. 2022 to Nov. 2024.	152.17	373.79
F. EUR loan from ICF first for 2,500 Keur, carrying interest 6.58% p.a. (12 mnth Euribor+2.5%) repayable in 48 monthly instalments of Eur 76,622 from November 2022 to August 2025, second of 920 Keur, payable in 71 instalments of Eur 12,777.77 (plus interest, 6.654%) and 1 last instalment of Eur. 12,778.33 (plus interest) from Jan. 2024 to Dec. 2029, with Moratory period from Dec. 2021 to Dec. 2023 third for 1000 KEUR with Moratory period from March to August 2023 repayable in 114 installments of 11,810.16 EUR, including interest of 6.42% (12 mnth Euribor+2.7%).	2,746.93	3,176.34
G. Lease financing loans from financial institutions (Some of which with Comfort letter from Parent company), carries interest @ 1.75% to 5.97%, monthly instalment ranging from Eur 168 to EUR 16,911. (Secured).	1,087.69	551.69
H. EUR loan multiple bankers ICO COVID19 carry interest @ 1.5% to 3.55% (average 2%), repayable from 3 to 5 years in monthly instalment ranging from Eur 3,222 to EUR 38,000.	1,959.50	2,839.18
I. Loan from Banamex in STM (SBLC guarantee from STL) carries interest of USD SOFR+1.4% payable in 16 quarterly installments of USD 125,000 from July 2021 to January 2025 and USD 0.625 Mln Loan from Banamex in STM (Corporate guarantee from STL) carries interest of USD SOFR +1.4% payable in 16 quarterly installments of USD 39,063 from February 2024 to November 2028.	1,007.53	1,438.25
J. EUR loan from ICICI Bank (Corporate guarantee from Parent company), carries interest of 3.25% repayable from in 17 quarterly installments of EUR 100,240 (plus interest) from March 2022 to March 2026 and a last installment of EUR 85,920 (plus interest) in June 2026.	798.61	1,151.89
K. EUR loan from BBVA (Corporate guarantee from Parent company), carries interest of 1.90% repayable in 84 months installments of EUR 12,723,38 (including interest) from August 2021 to July 2028.	570.85	691.61
L. EUR loan from Bankinter (Unsecured) carries interest @ 6.52% repayable in 60 monthly instalments of Eur 13,717.86 (including interest) from Apr. 2023 to Mar, 2028. It has 1 year moratory period from Apr. 2022 to Mar, 2023. And 350 KEUR loan from Bankinter (Unsecured) carries interest @ 6.39% repayable in 60 monthly instalments of Eur 6,830.13 (including interest) from Dec. 2023 to Nov, 2028. It has 1 year moratory period from Nov. 2022 to Dec, 2023.	816.99	938.46
M. EUR loan in B. Transilvania (STR) (Unsecured) carries interest @ 3.86% for both loans; one for building of EUR 2,549,616.00 repayable in 10 years and another is for Machinery of EUR 3,966,708.81 but can be drawn until EUR 6,500,000 and repayable in 11 years.	5,627.59	5,294.88
N. Cash credits from banks are secured by way of first pari passu charge on the inventory and books debts of the Company.	22,545.34	14,565.56
O. Credit card payable	702.81	981.30

Above term loans are secured by:

1. First pari passu charge on the entire present and future movable property, plant and equipment of the borrower excluding those assets which are specifically funded by other lenders/financial institutions
2. First pari passu charge on immovable properties, of the borrower as detailed below:
   i. 4, HSIDC Industrial Area, Delhi Gurgaon Road, Gurgaon
   ii. 3, HSIDC Industrial Area, Delhi Gurgaon Road, Gurgaon
   iii. Plant at Village Dhumaspur, P.O Badshahpur, Gurgaon
   iv. Plot no. 24, Sector 3, IMT Manesar, Haryana
   v. Plot no. 44, Sector 3, IMT Manesar, Haryana
   vi. Plot no. 8, Bommasandra- Jigani Link Road Industrial Area, Hubli
   vii. Plot # 12c, Sy No. 47 & 50, KIADB, Bangalore
   viii. Plot # 13a, Sy No. 47 & 50, KIADB, Bangalore
   ix. Sandhar Himachal, Bharatgarh Road, Tehsil Nalagarh, District Solan, Himachal Pradesh
   x. Plot No. 7A, KIADB Industrial Area, Attibele Hobli, Anekal Taluk, Bangalore"

Disclosures as per revised schedule III to the Companies Act, 2013

1. The Group has utilised the borrowings for the purpose it was taken.
2. The quarterly statements of current assets filed with the banks/ financial institutions are in agreement with the books of accounts.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

14. Trade payables

Particulars	As at 31 March 2024	As at 31 March 2023
Trade payables of micro enterprises and small enterprises	10,629.57	8,802.45
Trade payables other than micro enterprises and small enterprises	36,075.38	30,706.27
Acceptances*	2,323.28	1,668.09
Total trade payables	**49,028.23**	**41,176.81**

Terms and conditions of the above financial liabilities

For explanations on the Company's credit risk management processes, refer to Note 38.

For dues payables to related parties refer to Note -33

*Acceptances are arrangements where operational suppliers of goods and services are initially paid by banks/ financial institutions while the Group continues to recognise the liability till settlement with the banks/financial institutions,which are normally effected within a period of 90 days.

Trade Payables ageing schedule as on 31 March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) MSME	10,549.95	9.26	68.33	2.03	**10,629.57**
(ii) Others	38,357.97	22.69	2.23	15.77	**38,398.66**
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues — Others	-	-	-	-	-

Trade Payables ageing schedule as on 31 March 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) MSME	8,801.14	1.31	-	-	**8,802.45**
(ii) Others	32,281.27	61.95	15.76	15.38	**32,374.36**
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues — Others	-	-	-	-	-

15. Other financial liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Non-current		
Lease liabilities (refer note 35)	9,689.36	10,163.15
Payables for capital goods	725.52	608.07
Total	**10,414.88**	**10,771.22**
Current		
Payables for capital goods *	4,693.44	2,838.93
Interest accrued but not due	3.58	-
Interest accrued and due on borrowings	45.67	54.38
Unpaid equity dividend	1.67	1.37
Security deposit payable	94.17	90.47
Provision for interest -MSME	211.47	174.37
Total	**5,050.00**	**3,159.52**
Lease liabilities (refer note 35)	1,945.77	1,728.34
	1,945.77	**1,728.34**

*For dues payables to related parties refer to Note -33

(Rupees in lacs, except share data, per share data and unless otherwise stated)

16. Other current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Advance from customers	1,127.18	3,297.86
Statutory dues	2,573.22	2,109.18
Other payables	852.64	1,011.49
Total	**4,553.04**	**6,418.53**

17. Provisions

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits		
Non-current		
Provision for gratuity (refer note 31)	175.50	96.66
Provision for compensated absences	98.18	44.17
	273.68	**140.83**
Current		
Provision for gratuity (refer note 31)	181.27	289.41
Provision for compensated absences	976.29	762.87
	1,157.56	**1,052.28**
Other provisions		
Current		
Provision for income tax (net) (refer note 9B)	1,056.95	458.27
Provision for warranties*	100.80	90.40
Total	**1,157.75**	**548.67**
***Provision for warranties**		
At the beginning of the year	90.40	64.94
Accrued during the year	117.88	102.99
Utilised during the year	(107.48)	(77.53)
At the end of the year	100.80	90.40

Provision is recognized for expected warranty claims on products sold during the last two to five years, based on past experience of level of repairs and returns. It is expected that the most of this cost will be incurred in the next financial year. Assumption used to calculate the provision for warranties were based on current sales level and current information available about returns based on the two to five year warranty period for all products sold.

17A. Government grant

Particulars	As at 31 March 2024	As at 31 March 2023
Non-current		
Balance at the beginning of the year	2,157.19	-
Received during the year	2,216.45	2,172.99
Recognised in the statement of profit and loss	(187.42)	(15.80)
Balance at the year end	**4,186.22**	**2,157.19**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

18. Deferred tax liabilities (net)

Particulars	As at 31 March 2024	As at 31 March 2023
Items leading to creation of deferred tax assets		
-Post-employment benefits	343.74	297.16
-Provision for doubtful debt & advances	75.00	75.00
-Employee benefits	1,143.65	653.64
-Fair value measurement	125.00	96.00
-Impact of IND-AS 116	211.67	396.52
Total deferred tax assets	**1,899.06**	**1,518.32**
Items leading to creation of deferred tax liabilities		
-Property, plant and equipment: Impact of difference between tax and depreciation/amortisation charged for the financial reporting	1,228.04	1,693.23
-Impact of IND-AS 116	346.14	331.38
-Fair value measurement	58.91	1.64
Total deferred tax liabilities	**1,633.09**	**2,026.25**
Net deferred tax assets/ (liabilities)	**265.97**	**(507.93)**
Reflected in the balance sheet as follows:		
Deferred tax assets	1,096.71	641.94
Deferred tax liabilities	(830.74)	(1,149.87)
Net deferred tax assets/ (liabilities)	**265.97**	**(507.93)**

19. Revenue from operations

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Sale of products	338,857.84	284,268.96
Sale of services	8,305.54	2,344.21
Other operating revenue		
Scrap sale	4,638.13	4,277.56
Technical charges	309.28	-
Revenue from operations	**352,110.79**	**290,890.73**

20. Other income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit on sale of short term investment	1.64	30.30
Profit on sale of property, plant and equipment	-	344.40
Government grant	188.67	16.96
Interest from bank	26.17	15.56
Interest from others	124.53	83.70
Interest income on security deposits measured at amortised cost	73.64	13.95
Gain on investments carried at fair value through profit or loss	301.67	21.07
Liabilities no longer required written back	11.16	-
Other miscellaneous income	351.51	723.35
	1,078.99	**1,249.29**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

21. Cost of raw material and components consumed

Raw material and components consumed

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventory at the beginning of the year	13,293.52	12,050.75
Add: Purchases during the year	217,482.10	184,538.54
	230,775.62	**196,589.29**
Less: Inventory at the end of the year	15,488.18	13,293.51
Cost of raw material and components consumed	**215,287.44**	**183,295.78**
Adjustment on account of exchange difference	5.40	36.00
Cost of raw material and components consumed	**215,292.84**	183,331.78

22. Changes in inventories of finished goods and work-in-progress

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Closing inventories		
Finished goods	6,365.49	5,376.48
Work in progress	3,695.97	4,228.54
Adjustment on account of exchange difference	(54.57)	(397.98)
Total (A)	**10,006.89**	**9,207.04**
Opening inventories		
Finished goods	5,376.48	4,297.33
Work in progress	4,228.54	4,316.03
Adjustment on account of exchange difference	(4.92)	(50.70)
Total (B)	**9,600.10**	**8,562.66**
Changes in inventories of finished goods and work-in-progress	(406.79)	(644.38)

23. Employee benefit expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries, wages and bonus	42,171.32	33,152.13
Contribution to provident and other funds	3,394.55	2,972.74
Staff welfare expenses	2,286.51	2,072.36
Gratuity expense (refer note 31)	310.03	263.63
	48,162.41	**38,460.86**

24. Depreciation and amortisation expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation on property, plant and equipment	11,843.63	9,601.14
Amortisation on right-of-use assets	2,096.73	1,646.44
Amortisation on intangible assets	1,428.87	1,005.50
	15,369.23	**12,253.08**
Less: Depreciation on plant and machinery capitalised during the year	7.16	100.73
	15,362.07	**12,152.35**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

25. Other expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Consumption of stores and spares	12,827.80	9,617.85
Packing material	3,542.32	3,484.60
Job work charges	6,997.41	6,282.33
Rent	385.74	349.71
Rates and taxes	399.93	260.70
Insurance	577.26	449.03
Freight and forwarding charges	4,072.99	3,141.63
Power and fuel	13,931.10	11,393.07
Repairs and maintenance		
- Buildings	472.24	430.71
- Plant and machinery	3,025.12	2,452.86
- Others	1,884.88	1,451.71
Legal and professional charges*	1,524.55	1,353.22
Travelling and conveyance	701.64	612.51
CSR expenditure**	198.70	161.29
Service contractor charges	175.76	123.98
Business and sales promotion	9.17	12.98
Printing and stationery	3.34	1.83
Provision for doubtful debts and advances	1.20	14.61
Bad debts and advances written off	0.22	0.96
Loss on sale of property, plant and equipment	27.47	-
Loss on sale of investment	4.61	-
Provision for warranties (net of reversal)	117.88	102.99
Royalty	127.12	85.02
Commission to directors	644.59	376.19
Directors sitting fee	32.90	24.20
Security service charges	806.77	645.56
Testing and development expenses	115.97	91.24
Festival and celebration expenses	91.43	78.02
Foreign exchange fluctuation loss (net)	9.19	106.00
Miscellaneous expenses	2,292.12	1,729.03
Total other expenses	**55,001.42**	**44,833.83**

*** Payment to auditors**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
As auditor		
- Audit fees	99.73	74.45
- Limited review	12.00	12.00
In other capacity		
- Other services (certification fees)	5.33	12.25
- Reimbursement of expenses	6.74	3.79
Total	**123.80**	**102.49**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

** Disclosure relating to CSR expenditure

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(a) Gross amount required to be spent by the Company as per Section 135 of the Companies Act, 2013	187.80	168.04
(b) Amount approved by the Board of Directors to be spent during the year	187.80	168.04
(c) Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	198.70	161.29
(d) Excess amount spent on CSR as per Section 135(5) of the Companies Act, 2013:		
(i) Opening balance	-	6.75
(ii) Amount required to be spent during the year	187.80	168.04
(iii) Amount spent during the year	198.70	161.29
(iv) Closing balance	10.90	-
(e) Total of previous year shortfall	-	-
(f) Reason for shortfall	-	-
(g) Nature of CSR activities	Education and Skill Development, Health Care, Environment protection, Promoting gender equality and empowerment of women, Community Development and Others	Education and Skill Development, Health Care, Environment protection, Promoting gender equality and empowerment of women, Community Development and Others

26. Finance costs

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest to banks/ financial institutions		
- Term loan	2,834.03	1,799.62
- Cash credit	228.50	619.15
- Others	1,132.30	468.81
Interest to others	90.47	73.37
Finance charges	16.85	15.19
Bank charges	221.43	157.99
Interest on lease liabilities (refer note 35)	628.19	443.77
Total finance costs	**5,151.77**	**3,577.90**

27. Exceptional Items

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Impairment loss on investment in joint venture (refer note 6)	-	110.47
Total Exceptional Items	**-**	**110.47**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

28. Components of other comprehensive income

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended 31 March 2024

Particulars	Retained earnings	Total
Re-measurement gain on defined benefit liabilities	139.06	139.06
Tax impact on re-measurement gain on defined benefit liabilities	(39.95)	(39.95)
Exchange differences in translating the financial statements of foreign operations	59.05	59.05
Tax impact on translating the financial statements of foreign operations	(14.76)	(14.76)
	143.40	**143.40**

During the year ended 31 March 2023

Particulars	Retained earnings	Total
Re-measurement loss on defined benefit liabilities	(181.49)	(181.49)
Tax impact on re-measurement loss on defined benefit liabilities	45.41	45.41
Exchange differences in translating the financial statements of foreign operations	462.62	462.62
Tax impact on translating the financial statements of foreign operations	(115.66)	(115.66)
	210.88	**210.88**

29. Earnings per share (EPS)

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit attributable to equity holders of the Company	11,026.10	7,355.66
Weighted average number of equity shares used for computing Earning per Share (Basic and Diluted)	60,190,708	60,190,708
Earning Per Share (Basic and Diluted) (Rs)	18.32	12.22
Face value per share (Rs)	10	10

Reconciliation of weighted average number of equity shares for calculation of Basic and Diluted earnings per share

Particulars	Number of equity shares	Weighted average number of share
Equity shares of face value of Rs. 10 per share:		
Balance as at 1 April 2022	60,190,708	60,190,708
Issued during the year 2022-23	-	-
Balance as at 31 March 2023	60,190,708	60,190,708
Issued during the year 2023-24	-	-
Balance as at 31 March 2024	**60,190,708**	**60,190,708**

As at 31 March 2024 and 31 March 2023, the Group does not have any dilutive potential equity shares.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

30. Income tax

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(a) The major components of income tax expense for the year ended 31 March 2024 and 31 March 2023 are:		
Income tax recognised in Consolidated Statement of Profit and Loss		
Current income tax		
Current tax	4,831.59	3,552.29
Current tax relating to earlier years	(13.18)	(90.89)
Deferred tax		
Relating to origination and reversal of temporary differences	(823.89)	(780.66)
Income tax expense reported in the Consolidated Statement of Profit and Loss	**3,994.52**	**2,680.74**
Income tax recognised in other comprehensive income		
Deferred tax related to items recognised in OCI during the year:		
Net loss on remeasurements of defined benefit plans	(39.95)	45.41
Exchange differences in translating the financial statements of foreign operations	(14.76)	(115.66)
Income tax charged to other comprehensive income	**(54.71)**	**(70.25)**
(b) Reconciliation of effective tax rate		
Reconciliation between average effective tax rate and applicable tax rate for the year ended 31 March 2024 and 31 March 2023:		
Profit before tax	15,020.62	10,036.40
Add: Share in (profit)/ loss of joint ventures	(394.56)	280.81
Profit for the year for computation of income tax	**14,626.06**	**10,317.21**
Statutory tax rate	25.168%	25.168%
Income tax expense at the statutory rate	**3,681.09**	**2,596.63**
Tax impact of deductible/ non-deductible expenses		
- Effect of CSR expenses	50.01	40.59
- Effect of interest paid to MSME	12.23	14.95
- Income tax of earlier years	(13.18)	(90.90)
- Others	264.37	119.47
Income tax expense after adjustment of tax impact of non deductible items	**3,994.52**	**2,680.74**

31. Gratuity and other post-employment benefit plans

A. Defined contribution plans

The Group has a defined benefit gratuity plan for its employees, governed by the Payment of Gratuity Act, 1972 except for Sandhar Technologies Barcelona. Every employee who has rendered at least five years of continuous service gets a gratuity on departure at the rate of fifteen days of last drawn salary for each completed year of service or part thereof in excess of 6 months. The scheme is funded with insurance companies in the form of qualifying insurance policies. Gratuity benefits are valued in accordance with the Payment of Gratuity Act, 1972.

The most recent actuarial valuation of present value of the defined benefit obligation for gratuity were carried out as at 31 March 2024. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

I. Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets

Particulars	As at 31 March 2024	As at 31 March 2023
Liability for gratuity	2,825.66	2,621.94
Plan asset for gratuity	2,468.89	2,235.86
Net plan liability (Current)	**(356.77)**	**(386.08)**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

II. Reconciliation of present value of defined benefit obligation

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Balance at the beginning of the year	2,621.94	2,286.50
Current service cost	281.97	245.94
Interest cost	193.47	165.09
Benefits paid	(290.85)	(221.44)
Past service cost including curtailment (gains)/losses	-	-
Actuarial (gain) / loss on obligation recognised in other comprehensive income	19.13	145.85
Balance at the end of the year	**2,825.66**	**2,621.94**

III. Reconciliation of fair value of plan assets

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Balance at the beginning of the year	2,235.86	2,041.45
Actual return on plan asset	165.01	147.39
Contribution paid into the plan	150.00	300.00
Benefits paid	(240.15)	(217.34)
Actuarial gain / (loss) on plan asset recognised in other comprehensive income	158.17	(35.64)
Closing fair value of plan asset	**2,468.89**	**2,235.86**

IV. Expense recognised in the Statement of Profit and Loss under employee benefits expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Current service cost	281.97	245.94
Past service cost	-	-
Interest cost	28.06	17.69
Expense recognised in the Statement of Profit and Loss	**310.03**	**263.63**

V. Remeasurement recognised in other comprehensive income (OCI)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Actuarial gain / (loss) on defined benefit obligation	(19.13)	(145.85)
Return on plan assets excluding interest income	158.17	(35.64)
Amount recognised in the Other Comprehensive Income	**139.06**	**(181.49)**

VI. Bifurcation of actuarial gain/(loss) on defined benefit obligation

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Actuarial gain/(loss) due to financial assumption change	(118.81)	(166.12)
Actuarial gain/(loss) due to experience adjustment	241.12	25.85
Amount recognised in the Other Comprehensive Income	**122.31**	**(140.27)**

The principal assumptions used in determining gratuity and compensated absences are as follows:

(a) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows which have been selected by the Group.

Particulars	As at 31 March 2024	As at 31 March 2023
Discount rate	7.23% p.a.	7.38% p.a.
Future salary increase	6.00% p.a. – 7.00% p.a.	5.50% p.a. – 6.00% p.a.
Expected rate of return on assets	7.00% p.a.	7.00% p.a.

(b) Demographic assumptions

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Particulars	As at 31 March 2024	As at 31 March 2023
Mortality table	IALM (2012-14)	IALM (2012-14)
Retirement age	58 years	58 years
Attrition rate		
Up to 30 years	10% p.a.	10% p.a.
From 31 to 44 years	3% p.a.	3% p.a.
Above 44 years	1% p.a.	1% p.a.

The sensitivity analysis above has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant.

Particulars	As at 31 March 2024		As at 31 March 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(122.25)	131.51	(111.80)	120.21
Expected rate of future salary increase (0.5% movement)	121.55	(115.06)	114.45	(108.15)

Sensitivities due to mortality and withdrawals are not material and hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Gratuity expense expected to be incurred in the next year is Rs. 294.58 lacs (previous year Rs. 290.55 lacs).

Maturity profile of defined benefit obligations:

Particulars	As at 31 March 2024	As at 31 March 2023
Less than 1 year	239.52	156.07
1-2 years	158.23	238.36
2-5 years	502.24	474.93
More than 5 years	1,925.68	1,752.55

Other long-term employee benefits

During the year ended 31 March 2024, the Group has incurred an expense on compensated absences amounting to Rs. 417.13 lacs (previous year Rs. 344.05 lacs). The Group determines the expense for compensated absences basis the actuarial valuation of present value of the obligation, using the Projected Unit Credit Method.

32. Contingent liabilities and commitments (to the extent not provided for)

A. Capital commitments

Particulars	As at 31 March 2024	As at 31 March 2023
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	6,632.80	7,583.11

B. Contingent liabilities

	Particulars	As at 31 March 2024	As at 31 March 2023
a.	**Claims against the Group not acknowledged as debts***		
-	Service tax matters (refer note A below)	56.42	317.49
-	Goods and services tax (refer note B below)	66.30	-
-	Income tax matters (refer note C below)	54.84	259.79
-	Matters related to land	1,016.14	837.52
-	Matters related to labour, employees/ ex-employees	46.67	53.78
-	Other matters related to accident claim, environmental compensation, and supplier's matters etc.	810.63	-
b.	**Guarantees given by the Group (refer note D below)**	1,526.63	2,584.22

* It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements / decisions pending with various forums/ authorities.

Note A:

i) Show cause notice received in respect of credit taken on freight outward for the period FY 2005-06, FY 2016-17 and FY 2017-18. The reply has been submitted and personal hearing is awaited with Assistant Commissioner, Central Excise. The amount involved is Rs. 11.73 (31 March 2023: Rs. 11.73).

ii) Show cause notice received in respect of credit taken on manpower supply for the period FY 2005-06 to 2014-15 (up to Feb-15). Appeal filed with Commissioner Appeal, personal hearing attended and final order received in Company's favor. The amount involved is Nil (31 March 2023: Rs. 261.07).

iii) Show cause notice received in respect of credit taken on the Services on Commercial and Industrial construction work for the period FY 2009-10. The matter is pending with Additional Commissioner, Central Excise and CESTAT, Chandigarh. The amount involved is Rs. 2.11 (31 March 2023: Rs.2.11).

iv) Show cause notices received in respect of credit taken on outdoor catering & courier services for the period FY 2010-11. The matter is pending with the Superintendent and Deputy Commissioner, Central excise. The amount involved is Rs. 0.50 (31 March 2023: Rs. 0.50).

v) Show cause notices received in respect of credit taken on various services such clearing and forwarding agency services, Construction and industrial Construction, repair & maintenance, travel agent, pandal, authorized service station & outward freight, for the period FY 2004-05 to 2016-17 (up to Mar-2017). The personal hearing attended & final order awaited from Assistant Commissioner, LTU New Delhi. The amount involved is Rs. 35.14 (31 March 2023: Rs. 35.14).

vi) Show cause notice received from Custom Authority. The reply was filed on 29 July 2021 and waiting for personal hearing. The amount involved is Rs 6.94 (31 March 2023: Rs 6.94)

Note B:

i) Show cause notices received in respect of irregular and excess availment of input tax credit of Goods and Services Tax, for the period FY 2017-18 and FY 2018-19. The appeal filed with Addl. Commissioner, GST and personal hearing awaited. The amount involved is Rs. 61.19 (31 March 2023: Rs. Nil).

ii) Show cause notice received in respect of multiple e-way bill against single invoice under Goods and Services tax Act, 2017.The reply has been submitted with Deputy Commissioner of State Tax and personal hearing and order awaited. The amount involved is Rs. 5.11 (31 March 2023: Rs. Nil).

Note C:

i) In respect of assessment year 2013-14, demand was issued against expenses disallowed under section 35(2AB) for which deduction under Chapter-VIA was claimed. The appeal was filed with ITAT and in the current year final order received in Group's favor. The amount involved is Nil (31 March 2023: Rs. 64.54)

ii) In respect of assessment year 2014-15, demand was issued against expenses disallowed under section 35(2AB) for which deduction under Chapter-VIA was claimed. The appeal was filed with ITAT and in the current year final order received in Group's favor. The amount involved is Nil (31 March 2023: Rs. 3.12)

iii) In respect of assessment year 2015-16 demand was issued against certain expenses disallowed under section 35(2AB), 14A etc. The appeal has been filed with ITAT. The amount involved is Rs. 11.80 (31 March 2023: Rs.11.80).

iv) In respect of assessment year 2016-17 demand was issued against certain expenses disallowed under section 35(2AB), 14A etc. The appeal has been filed with ITAT. The amount involved is Rs. 2.50 (31 March 2023: Rs. 2.50).

v) In respect of assessment year 2014-15 demand was issued for penalty proceeding. The appeal was filed with CIT-(Appeal)-22 and in the current year final order received in Company's favor. The amount involved is Nil (31 March 2023: Rs. 3.12).

vi) In respect of assessment year 2017-18 demand was issued for depreciation on Intangible asset, disallowance u/s 14A, disallowance on membership fee, sponsorship fee and bad debt. The appeal has been filed with CIT (Appeal-22). The amount involved is Rs. 12.92 (31 March 2023: Rs. 19.40).

vii) In respect of assessment year 2016-17 demand was issued for disallowance of MAT credit consequence effect related to A.Y 2013-14. The appeal has been filed with ITAT for the A.Y 2013-14 and in the current year order received in Group's favor. The amount involved is Nil (31 March 2023: Rs. 63.14).

viii) In the respect of assessment year 2013-14 demand was issued for concealment of income u/s 271(1)(c). The appeal has been filed with CIT (Appeal) and order received in Group's favor. The amount involved is NIL (31 March 2023: Rs.64.54).

ix) In the respect of assessment year 2015-16 demand was issued for concealment of income u/s 271(1)(c). The appeal has been filed with CIT (Appeal). The amount involved is Rs.16.89 (31 March 2023: Rs.16.89).

x) In the respect of assessment year 2016-17 demand was issued for concealment of income u/s 271(1)(c). The appeal has been filed with CIT (Appeal). The amount involved is Rs.7.42 (31 March 2023: Rs.7.42).

xi) In the respect of assessment year 2018-19 demand was issued for concealment of income u/s 170A(9). The appeal has been filed with CIT (Appeal). The amount involved is Rs.1.15 (31 March 2023: Rs.1.15).

xii) In the respect of assessment year 2020-21 demand was issued for concealment of income u/s 170A(9). The appeal has been filed with CIT (Appeal). The amount involved is Rs.2.16 (31 March 2023: Rs. 2.16).

Based on the status of cases and as advised by Group's tax/legal advisors, wherever applicable, the management believes that the Group has strong chance of success and hence no provision against matters disclosed in "Claims against the Group not acknowledged as debts" are considered necessary.

Note D:

Guarantee given by the Group

To facilitate grant of financing facilities to the Group's joint ventures, subsidiaries and others, Group has given corporate guarantees to banks. As at the year-end, the outstanding Corporate Guarantee/Stand by-Letter of Credits/ bank guarantees so given amounts to Rs. 1,526.63 (31 March 2023: Rs. 2,584.22).

(Rupees in lacs, except share data, per share data and unless otherwise stated)

33. Related party disclosures

(a) List of related parties and nature of relationship where control exists:

(i) Ultimate controlling party is promoter group (refer Note 10)

(b) List of related parties and nature of relationship with whom transactions have taken place during the current year/ previous year:

1. Joint Ventures	a. Sandhar Han Sung Technologies Private Limited
	b. Jinyoung Sandhar Mechatronics Private Limited
	c. Sandhar Amkin Industries Private Limited
	d. Sandhar Whetron Electronics Private Limited
	e. Kwangsung Sandhar Technologies Private Limited
	f. Sandhar Han shin Auto Technologies Limited
	g. Winnercom Sandhar Technologies Private Limited
	h. Kwangsung Sandhar Automotive Systems Private Limited
2. Enterprises over which Key managerial personnel/ relatives of key managerial personnel are able to exercise control/ significant influence with whom transactions have undertaken during the current year/ previous year:	a. Sandhar Estate Private Limited
	b. Jubin Finance and Investment Limited
	c. Haridwar Estates Private Limited
	d. Swaran Enterprises (Mrs. Santosh Davar is a Partner)
	e. Shorah Realty LLP
	f. Rico Auto Industries Private Limited
	g. Khaitan & Co LLP
	h. Sandhar Foundation
3. Key Managerial Personnel	a. Mr. Jayant Davar (Co-Chairman and Managing Director),
	b. Mr. Yashpal Jain (Chief Financial Officer & Company Secretary) (appointed Company Secretary w.e.f. 9 February 2024)
	c. Ms. Komal Malik (Company Secretary) (resigned w.e.f. 15 January 2024)
	d. Mr. Arvind Kapur (Non-Executive Independent Director)
	e. Mr. Bharat Anand (Non-Executive Independent Director)
	f. Ms. Archana Capoor (Non-Executive Independent Director)
	g. Mr. Arjun Sharma (Non-Executive Independent Director)
	h. Mr. Sandeep Dinodia (Non-Executive Independent Director)
	i. Mr. Vimal Mahendru (Non-Executive Independent Director)
	j. Mr. Vikarmpati Singhania (Non-Executive Independent Director)
	k. Mr. D.N Davar (Non-Executive and Non - Independent Director)
	l. Ms. Monica Davar (Non-Executive and Non - Independent Director)
	m. Mr. Neel Jay Davar (Non-Executive and Non - Independent Director)
4. Relatives of Key Managerial Personnel and relatives of Individual owning an interest in the voting power of reporting enterprise that gives them control/ significant influence over the Group with whom transactions have undertaken during the current year/ previous year:	a. Mr. D. N. Davar
	b. Mrs. Monica Davar
	c. Mr. Neel Jay Davar
	d. Mrs. Santosh Davar
	e. Mrs. Poonam Juneja

(Rupees in lacs, except share data, per share data and unless otherwise stated)

5. **Transactions with related parties during the current / previous year:**

Nature of transaction	Name of related party	Relationship	For the year ended 31 March 2024	For the year ended 31 March 2023
Purchase of goods	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	4,630.28	4,675.27
	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	769.12	626.98
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	247.01	124.23
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	-	1.53
	Sandhar Han Shin Auto Technologies Private Limited	Joint Venture of Reporting Enterprises	0.03	-
Sale of goods	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	122.61	58.97
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	0.81	4.78
	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	2.87	2.65
	Rico Auto Industries Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	242.01	26.99
Purchase of property, plant and equipment	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	6.11	2.29
Reimburse-ment of expenses from	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	71.46	63.02
	Jinyoung Sandhar Mechatronics Private Limited	Joint Venture of Reporting Enterprises	13.61	11.02
	Sandhar Amkin Industries Pvt Limited	Joint Venture of Reporting Enterprises	26.08	24.23
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	19.13	17.47
	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	27.37	22.73
	Kwangsung Sandhar Automotive Systems Private Limited	Joint Venture of Reporting Enterprises	9.99	6.43
	Sandhar Han Shin Auto Technologies Private Limited	Joint Venture of Reporting Enterprises	7.05	7.52
	Haridwar Estate Private Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	9.24	-
	Rico Auto Industries Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	-	0.56
Lease rentals paid to	Sandhar Estates Private Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	32.70	32.70
	Jubin Finance & Investment Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	268.36	268.36
	Shorah Realty LLP	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	0.71	0.71

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Nature of transaction	Name of related party	Relationship	For the year ended 31 March 2024	For the year ended 31 March 2023
Lease rentals received from	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	28.76	28.67
	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	43.30	27.73
	Jinyoung Sandhar Mechatronics Private Limited	Joint Venture of Reporting Enterprises	0.97	0.16
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	2.77	0.46
	Kwangsung Sandhar Automotive Systems Private Limited	Joint Venture of Reporting Enterprises	0.49	0.09
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	43.67	39.87
CSR expenditure	Sandhar Foundation	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	140.50	98.50
Director commission and sitting fee	Archana Capoor	Key Managerial Personnel and their relatives	6.60	6.25
	Arjun Sharma		5.40	4.00
	Arvind Kapur		7.30	6.45
	D.N.Davar		4.00	3.50
	Khaitan & Co LLP		4.50	3.50
	Monica Davar		4.50	4.00
	Mr. Neel Jay Davar		4.50	4.00
	Sandeep Dinodia		5.90	5.05
	Vimal Mahendru		5.70	4.35
	Vikrampati Singhania		3.50	-
	M.L.Bhagat		-	1.85
Services received from	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	-	0.04
Service given	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	-	11.83
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	363.28	165.83
Managerial remuneration	Jayant Davar	Key Managerial Personnel & their relatives	768.60	499.91
	Yashpal Jain	Key Managerial Personnel & their relatives	129.62	117.83
	Komal Malik	Key Managerial Personnel & their relatives	26.28	26.54
Investment in shares of subsidiaries	Jayant Davar	Key Managerial Personnel & their relatives	2.05	-
Commission charge on corporate guarantee	Sandhar Han Sung Technologies Pvt. Ltd.	Joint Venture of Reporting Enterprises	10.53	-
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	10.33	-
Dividend paid	Jayant Davar	Key Managerial Personnel & their relatives	705.16	634.64
	Others	Enterprises under Common control with the Reporting Enterprises	115.99	104.38
	Others	Key Managerial Personnel & their relatives	127.80	118.80
Investment made in JV's	Kwangsung Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	-	0.09

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Nature of transaction	Name of related party	Relationship	For the year ended 31 March 2024	For the year ended 31 March 2023
Loan and advances given to	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	-	0.39
Security deposit given to	Sandhar Estates Private Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	36.00	36.00
	Jubin Finance & Investment Limited	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	98.88	98.88
Security deposit received	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	5.97	5.97
Nature of transaction	**Name of related party**	**Relationship**	**As at 31 March 2024**	**As at 31 March 2023**
Corporate guarantee/ standby letter of credit given to	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	741.42	1,212.32
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	627.37	1,128.69
Investment in JV's	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	1,956.44	1,956.44
	Jinyoung Sandhar Mechatronics Private Limited	Joint Venture of Reporting Enterprises	1,336.87	1,336.87
	Sandhar Amkin Industries Private Ltd	Joint Venture of Reporting Enterprises	2,662.00	2,662.00
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	978.45	978.45
	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	400.00	400.00
	Sandhar Han Shin Auto Technologies Private Limited	Joint Venture of Reporting Enterprises	275.00	275.00
	Kwangsung Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	1,008.46	1,008.46
	Kwangsung Sandhar Automotive Systems Private Limited	Joint Venture of Reporting Enterprises	98.66	98.66
Outstanding Receivable	Haridwar Estates Private Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	132.13	130.77
	Jinyoung Sandhar Mechatronics Private Limited	Joint Venture of Reporting Enterprises	1.96	1.83
	Sandhar Amkin Industries Private Limited	Joint Venture of Reporting Enterprises	7.49	4.10
	Sandhar Whetron Electronics Private Limited	Joint Venture of Reporting Enterprises	79.13	49.69
	Kwangsung Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	-	0.17
	Kwangsung Sandhar Automotive Systems Private Limited	Joint Venture of Reporting Enterprises	0.89	1.00
	Sandhar Han Shin Auto Technologies Private Limited	Joint Venture of Reporting Enterprises	0.60	1.82
	Winnercom Sandhar Technologies Private Limited	Joint Venture of Reporting Enterprises	4.32	0.56
	Rico Auto Industries Limited	Enterprises over which Key Managerial Personnel are able to exercise control/ significant influence	66.87	3.83

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Nature of transaction	Name of related party	Relationship	For the year ended 31 March 2024	For the year ended 31 March 2023
Outstanding payable	Swaran Enterprises	Enterprises over which relatives of Key Managerial Personnel are able to exercise control/ significant influence	468.94	434.09
	Sandhar Han Sung Technologies Private Limited	Joint Venture of Reporting Enterprises	70.27	9.00
Managerial remuneration payable	Jayant Davar	Key Managerial Personnel & their relatives	636.83	367.89
	Yashpal Jain	Key Managerial Personnel & their relatives	11.29	9.40
	Komal Malik	Key Managerial Personnel & their relatives	-	2.07

34. Disclosure required under Section 186(4) of the Companies Act, 2013

(i) Particulars of Corporate guarantee/ standby letter of credit given to

Name of the entity	Guarantee given	Guarantee discharged	Outstanding balance	Purpose
Sandhar Han Sung Technologies Private Limited	741.42	-	741.42	To secure term loan and working capital loan
Sandhar Amkin Industries Private Limited	627.37	-	627.37	To secure term loan and working capital loan

(ii) Particulars of investments made

Refer note 6 and 7A for investments made by the Group.

35. Leases

i. The Group has lease contracts for land & building used in its operations. Generally, the Group is restricted from assigning and subleasing the leased assets. The Group also has certain leases of guest house and other equipment with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases.

ii. Impact of adoption of Ind AS 116 on the Consolidated Statement of Profit and Loss

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest on lease liabilities (refer note 26)	628.19	443.77
Amortisation on right-of-use assets (refer note 24)	2,096.73	1,646.44
Impact on the statement of profit and loss for the year	**2,724.92**	**2,090.21**

iii. Amount recognised in the statement of cash flows

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Repayment of lease liabilities including interest expenses	2,439.08	1,966.30
Impact on the statement of cash flows for the year	**2,439.08**	**1,966.30**

iv. Refer note 38 for contractual maturities of lease liabilities.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

36. Financial instruments- Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

	Particulars	Carrying value		Fair value	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Financial assets				
A.	**Fair value through profit and loss:**				
	Non trade investment (Unquoted)	162.49	112.36	162.49	112.36
	Investment in unquoted mutual funds	1,013.41	612.49	1,013.41	612.49
B.	**Amortised cost**				
	Security deposits	1,824.18	1,597.68	1,824.18	1,597.68
	Loans to employees	44.91	44.75	44.91	44.75
	Total	**3,044.99**	**2,367.28**	**3,044.99**	**2,367.28**
	Financial liabilities				
A.	**Amortised cost**				
	Borrowings	62,468.21	54,742.90	62,468.21	54,742.90
	Lease liabilities	11,635.13	11,891.49	11,635.13	11,891.49
	Total	**74,103.34**	**66,634.39**	**74,103.34**	**66,634.39**

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short-term maturities of these instruments. Accordingly, management has not disclosed fair values for financial instruments such as trade receivables, trade payables, cash and cash equivalents, other current assets, interest accrued on fixed deposits, other current liabilities etc.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values

Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Group based on parameters such as interest Rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

The fair value of unquoted instruments, is calculated by arriving at intrinsic value of the investee. The fair value of loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

Discount rates used in determining fair value

The interest rates used to discount estimated future cash flows, where applicable, are based on the discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

The Group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Group internally reviews valuation, including independent price validation for certain instruments.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

37. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial statements 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 Group has classified its financial instruments into three levels prescribed under the accounting standard.

All financial instruments for which fair value is recognised or disclosed are categorized with in 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 prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Group has an established control framework with respect to the measurements of fair values. This includes a valuation team and has overall responsibility for overseeing all significant fair value measurements and reports directly to the Group's Chief Financial Officer. The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

A. Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2024

Particulars	Total	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
Assets measured at FVTPL				
Non trade investment (Unquoted)	162.49	-	-	162.49
Investment in unquoted mutual funds	1,013.41	-	-	1,013.41
Assets measured at amortised cost for which fair values are disclosed (refer note 36)				
Security deposits	1,824.18	-	-	1,824.18
Loans to employees	44.91	-	-	44.91
Liabilities measured at amortised cost for which fair values are disclosed (refer note 36)				
Borrowings	62,468.21	-	-	62,468.21
Lease liabilities	11,635.13	-	-	11,635.13

During the year ended 31 March 2024, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

B. Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2023

Particulars	Total	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value through profit and loss:				
Non trade investment (Unquoted)	112.36	-	-	112.36
Investment in unquoted mutual funds	612.49	-	-	612.49
Assets measured at amortised cost for which fair values are disclosed (refer note 36)				
Security deposits	1,597.68	-	-	1,597.68
Loans to employees	44.75	-	-	44.75
Liabilities measured at amortised cost for which fair values are disclosed (refer note 36)				
Borrowings	54,742.90	-	-	54,742.90
Lease liabilities	11,891.49	-	-	11,891.49

During the year ended 31 March 2023, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

38. Financial risk management objectives and policies

The Group is primarily engaged in the manufacturing and assembling of automotive components such as lock-set, mirrors and various sheet metal components including cabins for two wheelers, four wheelers and off road vehicle industry. The Group's principal financial liabilities, comprises loans and borrowings, trade and other payables and finance lease obligation. The main purpose of these financial liabilities is to support the Group's operations. The Group's principal financial assets include investments in equity, employee advances, trade and other receivables, security deposits, cash and short-term deposits that derive directly from its operations.

The Group has exposure to the following risks arising from financial instruments

- Market risk (see (b));
- Credit risk (see (c)); and
- Liquidity risk (see (d)).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

a) Risk management framework

The Group's activities make it susceptible to various risks. The Group has taken adequate measures to address such concerns by developing adequate systems and practices. The Group's overall risk management program focuses on the unpredictability of markets and seeks to manage the impact of these risks on the Group's financial performance.

The Group's senior management oversee the management of these risks and advises on financial risks and the appropriate financial risk governance framework for the Group. The board of directors of the Company provides assurance to the shareholders that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee of the holding Company.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis, credit ratings	Diversification of bank deposits, credit limits and letter of credit.
Liquidity risk	Borrowings and liabilities	Cash flow forecasting, Sensitivity analysis	Availability of borrowing facilities.
Market risk - foreign currency risk	Future commercial transactions, recognised financial liabilities not denominates in Indian Rupee (INR)	Cash flow forecasting, sensitivity analysis	Considering the low volume of foreign currency transactions, the Group's exposure to foreign currency risk is limited hence the Group does not use any derivative instruments to manage its exposure.
Market risk – interest rate risk	Long-term borrowings at variable rates	Sensitivity analysis	

b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises following types of risk: interest rate risk, currency risk, price risk, and commodity risk. Financial instruments affected by market risk include loans and borrowings, investment, deposits and advances.

The sensitivity analyses in the following sections relate to the position as at 31 March 2024 and 31 March 2023. The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of floating to fixed interest rates of the debt and the proportion of financial instruments in foreign currencies are all constant in place at 31 March 2024.

The analyses exclude the impact of movements in market variables on the carrying values of gratuity and other post-retirement obligations; provisions.

The following assumptions have been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2024 and 31 March 2023.

c) 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 Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with fixed interest rates.

Exposure to interest rate risk

The interest rate profile of the Group's interest bearing financial instruments as reported to management is as follows:

Particulars	31 March 2024	31 March 2023
Financial liabilities		
Fixed rate instruments		
- Term loans	39,220.06	39,196.04
Variable rate instruments		
- Cash credit from bank	22,545.34	14,565.56
- Credit card from bank	702.81	981.30
Financial assets		
Fixed rate instruments		
- Fixed deposits	375.93	215.60
- Loans	44.91	44.75
- Security deposits	1,824.18	1,597.68

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Interest rate sensitivity

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Increase / decrease in basic points	Profit or loss	Profit or loss (net of tax)
31 March 2024			
Secured term loan from banks	100	279.17	208.91
Cash credit from bank	100	225.46	168.72
Other borrowings	100	120.06	89.84
Secured term loan	(100)	(279.17)	(208.91)
Cash credit from bank	(100)	(225.46)	(168.72)
Other borrowings	(100)	(120.06)	(89.84)
31 March 2023			
Secured term loan from banks	100	265.73	198.85
Cash credit from bank	100	145.66	109.00
Other borrowings	100	144.97	108.48
Secured term loan	(100)	(265.73)	(198.85)
Cash credit from bank	(100)	(145.66)	(109.00)
Other borrowings	(100)	(144.97)	(108.48)

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

Details of unhedged foreign currency exposures

Particulars	As at 31 March 2024		As at 31 March 2023	
	Amount in foreign currency	Amount in Rs	Amount in foreign currency	Amount in Rs
Trade payables (USD)	32.09	2,675.66	15.47	1,271.39
Trade payables (JPY)	895.14	492.94	647.00	398.55
Trade payables (GBP)	-	-	0.002	0.20
Trade payables (EUR)	3.34	301.12	23.80	2,127.30
Trade payables (MXN)	62.56	314.54	59.24	269.43
Trade receivables (USD)	18.95	1,579.01	11.67	958.85
Trade receivables (MXN)	19.60	98.56	6.14	27.91
Trade receivables (EUR)	8.66	779.15	3.51	313.84
Trade receivables (JPY)	53.80	29.62	-	-

The following significant exchange rates were applied at the year end:

Particulars	Year end rates	
	As at 31 March 2024	As at 31 March 2023
INR/ JPY	0.55	0.62
INR/ USD	83.38	82.18
INR/ GBP	-	100.00
INR/ EUR	90.16	89.39
INR/ MXN	5.03	4.55

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Sensitivity analysis

Any changes in the exchange rate of foreign currency against INR is not expected to have significant impact on the Group's profit due to the short credit period. Accordingly, a 1% appreciation/depreciation of the INR as indicated below, against the foreign currencies would have increased/reduced profit by the amounts shown below. This analysis is based on the foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variable remains constant.

Particulars	Change in currency rate	Nature of exposure	Year end rates	Changes in rates	Net exposure JPY	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/JPY Increases by 1%	Import trade payables	0.55	0.0055	895.14	(4.93)	(3.69)
	INR/JPY Decreases by 1%		0.55	(0.0055)	895.14	4.93	3.69
As at 31 March 2023	INR/JPY Increases by 1%		0.62	0.0062	647.00	(3.99)	(2.98)
	INR/JPY Decreases by 1%		0.62	(0.0062)	647.00	3.99	2.98

Particulars	Change in currency rate	Nature of Exposure	Year end rates	Changes in rates	Net exposure USD	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/USD Increases by 1%	Import trade payables	83.38	0.8338	32.09	(26.76)	(20.02)
	INR/USD Decreases by 1%		83.38	(0.8338)	32.09	26.76	20.02
As at 31 March 2023	INR/USD Increases by 1%		82.18	0.8218	15.47	(12.71)	(9.51)
	INR/USD Decreases by 1%		82.18	(0.8218)	15.47	12.71	9.51

Particulars	Change in currency rate	Nature of exposure	Year end rates	Changes in rates	Net exposure GBP	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/GBP Increases by 1%	Import trade payables	-	-	-	-	-
	INR/GBP decreases by 1%		-	-	-	-	-
As at 31 March 2023	INR/GBP Increases by 1%		100.00	1.0000	0.0020	(0.0020)	(0.0015)
	INR/GBP Decreases by 1%		100.00	(1.0000)	0.0020	0.0020	0.0015

Particulars	Change in currency rate	Nature of exposure	Year end rates	Changes in rates	Net exposure MXN	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/MXN Increases by 1%	Import trade payables	5.03	0.0503	62.56	(3.15)	(2.35)
	INR/MXN Decreases by 1%		5.03	(0.0503)	62.56	3.15	2.35
As at 31 March 2023	INR/MXN Increases by 1%		4.55	0.0455	59.24	(2.69)	(2.02)
	INR/MXN Decreases by 1%		4.55	(0.0455)	59.24	2.69	2.02

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Particulars	Change in currency rate	Nature of exposure	Year end rates	Changes in rates	Net exposure EUR	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/EUR Increases by 1%	Import trade payables	90.16	0.9016	3.34	(3.01)	(2.25)
	INR/EUR Decreases by 1%		90.16	(0.9016)	3.34	3.01	2.25
As at 31 March 2023	INR/EUR Increases by 1%		89.39	0.8939	23.80	(21.27)	(15.92)
	INR/EUR Decreases by 1%		89.39	(0.8939)	23.80	21.27	15.92

Particulars	Change in currency rate	Nature of exposure	Year end rates	Changes in rates	Net exposure USD	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/USD Increases by 1%	Export trade receivables	83.40	0.8340	18.95	15.80	11.83
	INR/USD Decreases by 1%		83.40	(0.8340)	18.95	(15.80)	(11.83)
As at 31 March 2023	INR/USD Increases by 1%		82.18	0.8218	11.67	9.59	7.18
	INR/USD Decreases by 1%		82.18	(0.8218)	11.67	(9.59)	(7.18)

Particulars	Change in currency rate	Nature of exposure	Year end rates	Changes in rates	Net exposure MXN	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/MXN Increases by 1%	Export trade receivables	5.03	0.0503	19.60	0.99	0.74
	INR/MXN Decreases by 1%		5.03	(0.0503)	19.60	(0.99)	(0.74)
As at 31 March 2023	INR/MXN Increases by 1%		4.55	0.0455	6.14	0.28	0.21
	INR/MXN Decreases by 1%		4.55	(0.0455)	6.14	(0.28)	(0.21)

Particulars	Change in currency rate	Nature of exposure	Year end rates	Changes in rates	Net exposure EUR	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/EUR Increases by 1%	Export trade receivables	90.16	0.9016	8.66	7.81	5.84
	INR/EUR Decreases by 1%		90.16	(0.9016)	8.66	(7.81)	(5.84)
As at 31 March 2023	INR/EUR Increases by 1%		89.39	0.8939	3.51	3.14	2.35
	INR/EUR Decreases by 1%		89.39	(0.8939)	3.51	(3.14)	(2.35)

Particulars	Change in currency rate	Nature of exposure	Year end rates	Changes in rates	Net exposure JPY	Effect on profit before tax (INR)	Effect on profit after tax (INR)
As at 31 March 2024	INR/JPY Increases by 1%	Export trade receivables	0.55	0.0055	53.80	0.30	0.22
	INR/JPY Decreases by 1%		0.55	(0.0055)	53.80	(0.30)	(0.22)
As at 31 March 2023	INR/JPY Increases by 1%		-	-	-	-	-
	INR/JPY Decreases by 1%		-	-	-	-	-

Equity price risk

The Group's non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables), including foreign exchange transactions and other financial instruments.

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Group assesses at each date of statements of financial position whether a financial asset or a Group of financial assets is impaired. The Group 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 months 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.

Trade receivables of Rs. 45,753.23 lacs as at 31 March 2024 forms a significant part of the financial assets carried at amortised cost, which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk. This assessment is not based on any mathematical model but an assessment considering the nature of segment, impact immediately seen in the demand outlook of these segments and the financial strength of the customers in respect of whom amounts are receivable.

Group's exposure to customers is diversified and some customer contributes more than 10% of outstanding accounts receivable as of 31 March 2024 and 31 March 2023, however there was no default on account of those customers in the past. The Group has payment terms in range of 30 days to 120 days with its customers.

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits to customer. Limits and scoring attributed to customers are reviewed on periodic basis.

The Group performs credit assessment for customers on an annual basis and recognizes credit risk, on the basis lifetime expected losses and where receivables are due for more than six months.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

(a) Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	As at 31 March 2024	As at 31 March 2023
Loans	44.91	44.75
Other financial assets	886.91	2,247.36
Total	**931.82**	**2,292.11**

(Rupees in lacs, except share data, per share data and unless otherwise stated)

(b) The ageing analysis of trade receivables for which loss allowance is measured using Life time Expected Credit Losses as of the reporting date is as follows:

Particulars	As at 31 March 2024	0 – 6 Month	6 – 12 month	More than 12 months
Gross carrying amount	46,053.04	45,322.96	378.52	351.56
Expected credit loss (Loss allowance)	(299.81)	-	-	(299.81)
Carrying amount of trade receivables	45,753.23	45,322.96	378.52	51.75

Particulars	As at 31 March 2023	0 – 6 Month	6 – 12 month	More than 12 months
Gross carrying amount	35,834.50	35,269.55	249.78	315.17
Expected credit loss (Loss allowance)	(298.60)	-	-	(298.60)
Carrying amount of trade receivables	35,535.90	35,269.55	249.78	16.57

(c) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Receivables, included under trade receivables	45,753.23	35,535.90
Contract liabilities included under advance from customers	1,127.18	3,297.86

The contract liabilities primarily relate to the advance consideration received from customers for manufacturing of products.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Corporate finance department in accordance with the Group's policy. Investments of surplus funds are made only in schemes of alternate investment fund/ or other appropriate avenues including term and recurring deposits with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group places its cash and cash equivalents and term deposits with banks with high investment grade ratings, limits the amount of credit exposure with any one bank and conducts ongoing evaluation of the credit worthiness of the banks with which it does business. Given the high credit ratings of these banks, the Group does not expect these banks to fail in meeting their obligations. The maximum exposure to credit risk for the components of the balance sheet at 31 March 2024 and 31 March 2023 is represented by the carrying amount of each financial asset.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

d) Liquidity risk

Liquidity risk refers to the risk that the Group 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 Group 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.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, buyers credit and bank loans. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

Particulars	Contractual cash flows			
	Carrying value as at 31 March 2024	0- 1 year	1- 5 year	More than 5 year
Trade payables	49,028.23	49,028.23	-	-
Borrowings	62,468.21	33,913.31	28,554.90	-
Lease liabilities	11,635.13	1,945.77	9,689.36	-
Other financial liabilities	5,775.52	5,050.00	725.52	-
Total	**1,28,907.09**	**89,937.31**	**38,969.78**	**-**

Particulars	Contractual cash flows			
	Carrying value as at 31 March 2023	0- 1 year	1- 5 year	More than 5 year
Trade payables	41,176.81	41,176.81	-	-
Borrowings	54,742.90	24,266.23	30,476.67	-
Lease liabilities	11,891.49	1,728.34	10,163.15	-
Other financial liabilities	3,767.59	3,159.52	608.07	-
Total	**1,11,578.79**	**70,330.90**	**41,247.89**	**-**

39. Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern, maintain a strong credit rating and a healthy capital ratio to support the business and to enhance shareholder value. The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and business strategies to maintain or adjust the capital structure, issue new shares or raise and repay debts. The Group's capital management objectives, policies or processes were unchanged during the year.

The Group monitors capital using 'Debt Equity' ratio. The ratio is as follows:

Particulars	31 March 2024	31 March 2023
Net Debt (A)*	57,902.44	53,422.84
Equity (B)	1,01,659.19	92,491.51
Debt equity ratio (A/B)	**0.57**	0.58

* Net debt includes Non-current borrowing, Current borrowing, Current maturities of non-current borrowing net off current investment and cash, cash equivalent and other bank balance.

(Rupees in lacs, except share data, per share data and unless otherwise stated)

40. Segment reporting

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The Group is in the business of manufacture and sale of automotive components, which in the context of Indian Accounting Standard 108 'Segment Information' represents single reportable business segment. The accounting policies of the reportable segments are the same as the accounting policies disclosed in Note 2. The revenues, total expenses and net profit as per the Consolidated Statement of Profit and Loss represents the revenue, total expenses and the net profit of the sole reportable segment.

Geographical information

The Group's revenue from operations from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

Revenue from operations

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from external customers		
India	3,03,317.46	2,47,601.79
Overseas	48,793.33	43,288.94
Total	**3,52,110.79**	**2,90,890.73**

Non-current assets

Particulars	As at 31 March 2024	As at 31 March 2023
India	1,07,656.43	95,170.28
Overseas	43,188.43	42,274.41
Total	**1,50,844.86**	**1,37,444.69**

Major customer

Revenue from transactions of the Group with some of its OEM customers exceed 10 per cent or more of the Group's total revenue.

41. Interest in joint ventures

The Group has a 50% interest in Sandhar Han Sung Technologies Private Limited., Sandhar Amkin Industries Private Limited, Jinyoung Sandhar Mechatronics Private Limited, Sandhar Whetron Electronics Private Limited, Kwangsung Sandhar Technologies Private Limited, Winnercom Sandhar Technologies Private Limited and Sandhar Han Shin Auto Technologies Private Limited joint venture entities are involved in manufacturing of the group's main automotive products in India.

The Group's interest in Sandhar Han Sung Technologies Private Limited., Sandhar Amkin Industries Private Limited, Jinyoung Sandhar Mechatronics Private Limited, Sandhar Whetron Electronics Private Limited, Kwangsung Sandhar Technologies Private Limited, Winnercom Sandhar Technologies Private Limited and Sandhar Han Shin Auto Technologies Private Limited is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the joint venture, based on its Ind AS financial statements, and reconciliation with the carrying amount of investment in consolidated financial statements are set out below:

Sandhar Han Sung Technologies Private Limited
Summarised balance sheet as at 31 March 2024 and 31 March 2023

Particulars	31 March 2024	31 March 2023
Current assets	1,870.60	1,782.06
Non-current assets	3,580.20	3,908.60
Current liabilities	2,380.71	2,319.26
Non-current liabilities	359.46	798.73
Equity	2,710.63	2,572.67
Proportion of the group's ownership	1,355.32	1,286.34

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Summarised Statement of profit and loss

Particulars	31 March 2024	31 March 2023
Revenue from operations	5,600.23	5,396.77
Other incomes	139.55	21.97
Cost of raw material and components consumed	3,199.44	2,889.38
Employee benefits expense	906.27	882.91
Finance costs	130.16	138.73
Depreciation and amortization expense	371.54	343.11
Other expenses	921.55	909.77
Profit before tax	210.83	254.84
Income tax expense	(59.08)	(70.53)
Profit for the year (continuing operations)	151.75	184.31
Other comprehensive (loss)/income for the year, net of tax	(13.79)	1.67
Total comprehensive income for the year (continuing operations)	**137.96**	**185.98**
Group's share of profit for the year	68.98	92.99

Sandhar Amkin Industries Private Limited
Summarised balance sheet as at 31 March 2024 and 31 March 2023

Particulars	31 March 2024	31 March 2023
Current assets	1,789.13	2,355.71
Non-current assets	1,918.40	2,245.59
Current liabilities	1,757.36	2,110.97
Non-current liabilities	566.85	1,409.94
Equity	1,383.32	1,080.39
Proportion of the group's ownership	691.66	540.20

Summarised Statement of profit and loss

Particulars	31 March 2024	31 March 2023
Revenue from operations	6,338.88	5,016.46
Other incomes	87.82	44.85
Cost of raw material and components consumed	3,846.52	3,202.42
Employee benefits expense	508.64	326.34
Finance costs	193.86	211.14
Depreciation and amortization expense	299.94	281.84
Other expenses	1,134.59	1,084.06
Profit/(loss) before tax	443.15	(44.49)
Income tax expense	138.38	254.84
Profit for the year (continuing operations)	304.78	210.35
Other comprehensive (loss) for the year, net of tax	(1.85)	(0.37)
Total comprehensive income for the year (continuing operations)	**302.93**	**210.08**
Group's share of profit for the year	151.46	105.04

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Jinyoung Sandhar Mechatronics Private Limited
Summarised balance sheet as at 31 March 2024 and 31 March 2023

Particulars	31 March 2024	31 March 2023
Current assets	3,090.80	3,180.34
Non-current assets	3,604.37	4,443.45
Current liabilities	4,700.24	4,929.17
Non-current liabilities	3,389.51	2,971.88
Equity	(1,394.59)	(277.27)
Proportion of the group's ownership	(697.30)	(138.63)

Summarised Statement of profit and loss

Particulars	31 March 2024	31 March 2023
Revenue from operations	5,420.49	4,683.24
Other incomes	91.92	35.30
Cost of raw material and components consumed	4,138.53	3,302.22
Employee benefits expense	594.64	411.34
Finance costs	30.71	62.11
Depreciation and amortization expense	271.99	274.18
Other expenses	975.94	1,316.74
Loss before tax	(499.40)	(648.05)
Income tax expense	(617.69)	179.97
Loss for the year (continuing operations)	(1,117.09)	(468.08)
Other comprehensive loss for the year, net of tax	(0.23)	(3.85)
Total comprehensive loss for the year (continuing operations)	**(1,117.32)**	**(471.93)**
Group's share of loss for the year	(558.66)	(235.96)

Sandhar Whetron Electronics Private Limited
Summarised balance sheet as at 31 March 2024 and 31 March 2023

Particulars	31 March 2024	31 March 2023
Current assets	1,202.26	724.00
Non-current assets	1,335.05	1,390.18
Current liabilities	555.26	375.14
Non-current liabilities	195.84	213.76
Equity	1,786.21	1,525.28
Proportion of the group's ownership	893.10	762.64

Summarised Statement of profit and loss

Particulars	31 March 2024	31 March 2023
Revenue from operations	2,199.53	946.04
Other incomes	1.46	3.75
Cost of raw material and components consumed	1,304.03	616.05
Employee benefits expense	299.53	191.64
Finance costs	18.21	16.54
Depreciation and amortization expense	175.92	150.04
Other expenses	175.00	93.72
Profit/(loss) before tax	228.29	(118.20)
Income tax expense	(33.06)	69.62
Profit/(loss) for the year (continuing operations)	261.35	(187.82)
Other comprehensive (loss)/income for the year, net of tax	(0.42)	15.99
Total comprehensive income/(loss) for the year (continuing operations)	**260.93**	**(171.83)**
Group's share of profit/ (loss) for the year	130.46	(85.91)

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Kwangsung Sandhar Technologies Private Limited
Summarised balance sheet as at 31 March 2024 and 31 March 2023

Particulars	31 March 2024	31 March 2023
Current assets	4,835.72	4,847.95
Non-current assets	3,158.84	3,517.41
Current liabilities	7,275.59	7,403.67
Non-current liabilities	88.86	197.23
Equity	630.11	764.46
Proportion of the group's ownership	315.05	382.23

Summarised Statement of profit and loss

Particulars	31 March 2024	31 March 2023
Revenue from operations	5,216.41	3,542.05
Other incomes	169.34	146.25
Cost of raw material and components consumed	4,323.10	3,004.95
Employee benefits expense	434.75	492.90
Finance costs	21.03	56.11
Depreciation and amortization expense	418.36	372.18
Other expenses	372.97	568.14
Loss before tax	(184.46)	(805.98)
Income tax expense	(50.22)	(39.04)
Loss for the year (continuing operations)	(134.24)	(766.94)
Other comprehensive (loss) for the year, net of tax	(0.11)	(5.04)
Total comprehensive (loss) for the year (continuing operations)	**(134.35)**	**(771.98)**
Group's share of (loss) for the year	(67.18)	(385.99)

Winnercom Sandhar Technologies Private Limited
Summarised balance sheet as at 31 March 2024 and 31 March 2023

Particulars	31 March 2024	31 March 2023
Current assets	1,700.20	1,765.96
Non-current assets	391.96	394.19
Current liabilities	1,010.95	1,179.37
Non-current liabilities	26.17	25.55
Equity	1,055.04	955.23
Proportion of the group's ownership	527.52	477.62

Summarised Statement of profit and loss

Particulars	31 March 2024	31 March 2023
Revenue from operations	5,646.27	5,609.69
Other incomes	20.57	33.58
Cost of raw material and components consumed	5,053.75	4,963.10
Employee benefits expense	215.08	198.68
Finance costs	-	-
Depreciation and amortization expense	55.36	53.38
Other expenses	201.40	264.89
Profit before tax	141.26	163.22
Income tax expense	41.31	41.86
Profit for the year (continuing operations)	99.95	121.36
Other comprehensive (loss) for the year, net of tax	(0.14)	(0.36)
Total Comprehensive income for the year (continuing operations)	**99.81**	**121.00**
Group's share of profit for the year	49.91	60.50

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Sandhar Han Shin Auto Technologies Private Limited
Summarised balance sheet as at 31 March 2024 and 31 March 2023

Particulars	31 March 2024	31 March 2023
Current assets	1,078.79	685.57
Non-current assets	337.75	319.45
Current liabilities	856.13	568.52
Non-current liabilities	17.89	15.81
Equity	542.52	420.69
Proportion of the group's ownership	271.26	210.35

Summarised Statement of profit and loss

Particulars	31 March 2024	31 March 2023
Revenue from operations	2,140.72	1,768.84
Other incomes	0.07	0.61
Cost of raw material and components consumed	1,599.79	1,313.06
Employee benefits expense	229.19	191.34
Finance costs	0.09	0.02
Depreciation and amortization expense	39.10	36.94
Other expenses	109.62	145.21
Profit before tax	163.00	82.88
Income tax expense	41.22	23.17
Profit for the year (continuing operations)	121.78	59.71
Other comprehensive income for the year, net of tax	0.05	0.37
Total comprehensive income for the year (continuing operations)	**121.83**	**60.08**
Group's share of profit for the year	60.91	30.04

All the Joint Ventures companies cannot distribute its profits until obtains the consent from the two venture partners.

42. Disclosure of additional information as required by the Schedule III to the Companies Act, 2013

Name of the entity	2023-24							
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (in Rs.)	As % of consolidated profit/ (loss)	Amount (in Rs.)	As % of consolidated profit /(loss)	Amount (in Rs.)	As % of consolidated profit/ (loss)	Amount (in Rs.)
Parent								
Sandhar Technologies Limited	79.49%	80,806.65	66.60%	7,311.87	116.81%	167.52	67.24%	7,479.36
Indian Subsidiaries of Sandhar Technologies Ltd.								
Sandhar Tooling Private Limited	0.15%	157.53	(0.12%)	(13.54)	(4.47%)	(6.41)	(0.18%)	(19.95)
Sandhar Engineering Private Limited	8.69%	8,837.40	(2.57%)	(281.65)	(32.20%)	(46.17)	(2.95%)	(327.81)
Sandhar Automotive Systems Private Limited	2.18%	2,211.37	38.51%	4,227.41	(0.33%)	(0.48)	38.01%	4,226.93
Sandhar Auto Castings Private Limited	1.39%	1,412.87	2.53%	277.26	(0.31%)	(0.44)	2.49%	276.82

(Rupees in lacs, except share data, per share data and unless otherwise stated)

Name of the entity	2023-24							
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (in Rs.)	As % of consolidated profit/ (loss)	Amount (in Rs.)	As % of consolidated profit /(loss)	Amount (in Rs.)	As % of consolidated profit/ (loss)	Amount (in Rs.)
Sandhar Auto Electric Solutions Private Limited	0.56%	573.63	(2.27%)	(249.52)	(3.50%)	(5.02)	(2.29%)	(254.54)
Minority interest in Sandhar Tooling Private Limited	-	-	(0.43%)	(46.74)	(1.12%)	(1.61)	(0.43%)	(48.35)
Foreign subsidiaries of Sandhar Technologies Ltd.								
Sandhar Technologies Barcelona, SL	7.15%	7,265.17	(0.83%)	(91.50)	30.89%	44.29	(0.42%)	(47.21)
Joint ventures								
Jinyoung Sandhar Mechatronics Private Limited	(0.69%)	(697.30)	(5.09%)	(558.55)	(0.08%)	(0.12)	(5.02%)	(558.66)
Sandhar Amkin Industries Private Limited	0.68%	691.66	1.39%	152.39	(0.65%)	(0.93)	1.36%	151.46
Sandhar Han Sung Technologies Private Limited	1.33%	1,355.32	0.69%	75.88	(4.81%)	(6.90)	0.62%	68.98
Sandhar Whetron Electronics Private Limited	0.88%	893.10	1.19%	130.68	(0.15%)	(0.21)	1.17%	130.47
Kwansung Sandhar Technologies Private Limited	0.31%	315.06	(0.61%)	(67.12)	(0.04%)	(0.06)	(0.60%)	(67.17)
Winnercom Sandhar Technologies Private Limited	0.52%	527.53	0.46%	50.00	(0.06%)	(0.09)	0.45%	49.91
Sandhar Han Shin Auto Technologies Private Limited	0.27%	271.26	0.55%	60.89	0.02%	0.03	0.55%	60.92
Less: Cost of investment in joint ventures	(2.91%)	(2,962.06)	-	-	-	-	-	-
Consolidated Net Assets/ Profit after tax	100.00%	1,01,659.19	100.00%	10,977.76	100.00%	143.40	100.00%	11,121.16

43. Additional Information

a. The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

b. The Group do not have any transactions with companies struck off.

c. The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

d. The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

e. The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

   i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

   ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

f. The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

   i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

   ii. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

g. The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

h. None of the entity in the Group have been declared as a wilful defaulter by any bank of financial institution or other lender.

i. The Group has complied with the number of layers prescribed under the Companies Act, 2013.

j. The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

k. The Group has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

l. The Group has not granted any loans to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person which are repayable on demand or without specifying any terms or period of repayments as at 31 March 2024 (as at 31 March 2023: Nil).

m. The Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have Core Investment Company (CIC).

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number: 101248W/W-100022

Shashank Agarwal
Partner
Membership No. 095109

Place: Gurugram
Date: 23 May 2024

For and on behalf of the Board of Directors of
Sandhar Technologies Limited

Jayant Davar
Co-Chairman and
Managing Director
DIN:00100801

Yashpal Jain
Chief Financial Officer and
Company Secretary
M.No. A13981

Archana Capoor
Director
DIN: 01204170

Arjun Sharma
Director
DIN:00003306

Arvind Kapur
Director
DIN: 00096308

Place: Gurugram
Date: 23 May 2024

SANDHAR
Growth. Motivation. Better Life

Notice

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Member,

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting ("AGM") of the Members of Sandhar Technologies Limited ('the Company') will be held on Tuesday the 24th September, 2024 at 11:30 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1) **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended the 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon.**

2) **To declare a final dividend of INR. 3.25 per equity share of INR. 10/- each fully paid up for the year ended the 31st March, 2024.**

3) **To re-appoint Directors, retiring by rotation:**

   To appoint a Director in place of Shri Sandeep Dinodia (DIN 00005395), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4) **Ratification of remuneration payable to Cost Auditor viz. M/s Satija & Co., for audit of cost records for the financial year 2024-2025.**

   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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of M/s Satija & Co., Cost Accountants, New Delhi, having Firm Registration No. 004907, who was appointed as the Cost Auditors of the Company by the Board of Directors for conduct of the audit of the Cost Records of the Company for the financial year ended the 31st March, 2025, amounting to INR. 1,25,000 (Indian Rupees One Lakh Twenty-Five Thousand Only) per annum plus reimbursement of out of pocket expenses incurred by them in the course of aforesaid audit be and is hereby ratified.

   RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5) **Appointment of Smt. Aabha Bakaya (DIN: 05131734) as Non-Executive, Independent Director of the Company.**

   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 Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act") read with the Rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") [including any statutory modification(s) or re-enactment thereof for the time being in force], in accordance with the applicable provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Smt. Aabha Bakaya (DIN: 05131734), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors with effect from 08th August, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto five (5) consecutive years from the original date of appointment i.e. 08th August, 2024 upto 07th August, 2029 (both days inclusive) and that she shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6) **Re-appointment of Shri Vimal Mahendru (DIN: 00006016) as Non-Executive Independent Director of the Company.**

   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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") as amended from time to time [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], in accordance with the applicable provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and that of the Board, Shri Vimal Mahendru (DIN: 00006016), who holds office as an independent director up to 04th November, 2024, and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an independent director, not liable to retire by rotation, for a second term of upto five (5) consecutive years with effect from 05th November, 2024 up to 04th November, 2029 (both days inclusive).

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7) **Renewal for the payment of Commission to the Non-Executive Directors**

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

"RESOLVED THAT in supersession of the resolution passed by the members of the Company at its 31st Annual General Meeting held on 21st September, 2023 and pursuant to Section 197 and other applicable provisions, if any of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company, be and are hereby accorded for the payment of commission of INR. 3,00,000/- (Indian Rupee Three Lakhs only), to the eligible Non- Executive Directors, not exceeding 1% (One percent) of the Net profit of the Company or within such limits as prescribed in the Act, for a period of five years commencing from the Financial Year 2024- 2025 upto and including Financial Year 2028-2029.

RESOLVED FURTHER THAT the above fixed commissions, payable to Non-Executive Directors of the Company, shall be in addition to the payment of sitting fees and reimbursement of expenses for attending the meetings of the Board or Committee(s) thereof, as may be determined by the Board, from time to time.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For Sandhar Technologies Limited

YASHPAL JAIN
Chief Financial Officer and
Company Secretary
Membership Number: A13981

Place: Gurugram, Haryana
Dated: 08th August, 2024

Registered Office:

B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029
CIN: L74999DL1987PLC029553
Phone: 0124-4518900
Fax: 0124-4518912
Email: cs@sandhar.in
Website: www.sandhargroup.com

NOTES:

1) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 08, 2021, Circular no. 21/2021 dated December 14, 2021, Circular no. 2/2022 dated May 05, 2022, Circular no. 10/2022 dated December 28, 2022 and Circular no. 09/2023 dated September 25, 2023, in relation to "Clarification on holding of Annual General Meeting ("AGM") through video conferencing ("VC") or Other Audio Visual Means ("OAVM")" read with other Circulars, as may be applicable (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD/P/CIR/2023/167 dated October 07, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2) An Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standard, relating to Special Business to be transacted at the AGM, is annexed to the Notice.

3) Pursuant to the provisions of the 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 through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4) 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 as on the cut-off date will be entitled to vote at the AGM.

5) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6) Institutional / Corporate Members are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution /Authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution / authorization shall be sent through e-mail on investors@sandhar.in

7) Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 18, 2024 to Tuesday, September 24, 2024 (both days inclusive).

8) Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards II issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment / re-appointment at the AGM is attached as Annexure -1 and 2 forming part of this Notice.

9) In conformity with the regulatory requirements, the notice of 32nd AGM and Annual Report are being sent only through electronic mode to Members whose e-mail address is registered with the Company or with the Depositories unless any Member has requested for a physical copy of the same. Further, the Notice of the AGM and Annual Report for the Financial Year 2023-24 are available on the Company's website at https://sandhargroup.com/investors/annual-reports/ and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Registrar https://instavote.linkintime.co.in.

   In case of any assistance, the members are requested to write an email to investors@sandhar.in

10) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday September 17, 2024 i.e., the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.

11) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to Registrar. However, if he/she is already registered with Registrar for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

12) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

13) Members who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting. Vote once cased can't be changed subsequently.

14) The Members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

15) The Company has appointed M/s K.K. Sachdeva & Associates, Practicing Company Secretaries (M. No. FCS 7153), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

16) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, the terms and conditions of appointment of Independent Directors along with all other documents as referred in this notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investors@sandhar.in

18) Any member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the AGM through e-mail on investors@sandhar.in The same shall be replied by the Company suitably.

19) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

20) As per Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National/ Regional/Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS/RTGS/NEFT/NACH and bank details are available. In the absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants or cheques for distribution of Dividends or other cash benefits to the investors. In addition to this, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.

21) Therefore, Members holding shares in demat mode are requested to record the ECS mandate with their DPs concerned.

22) As per the provisions of Section 72 of the Act and SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting a request to investors@sandhar.in in Form No. SH-13.

23) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

24) Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f, 01st April, 2020 and the Company is required to deduct Tax at Source (TDS) at the time of making the payment or distribution of dividend to the shareholders at the prescribed rates. Tax shall be deducted at source @10% for resident shareholders with valid Permanent Account Number (PAN); or @ 20% for resident shareholders without PAN or invalid PAN (as per Sec. 206AA of IT Act). Further, the TDS rate of 10% is subject to provisions of Section 206AB of the IT Act (effective from 01st July 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in Section 206AB of the IT Act, tax is required to be deducted, at the higher of the following rates, in case of payments to the 'specified person'.

    a) At twice the rate specified in the relevant provision of the IT Act; or

    b) At twice the rate or rates in force; or

    c) At the rate of 5%

    The term 'Specified Person' as defined in Section 206AB of the IT Act means a person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the Financial Year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year.

    Further, TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the IT Act, if such valid certificate is provided.

    However, no tax shall be deducted on the dividend payable to a resident individual Member if the total dividend to be received by them during FY 2024-25 from the Company does not exceed Rs. 5,000, and also in cases where Members providing Form No 15G/Form 15H (applicable to an individual age of 60 years or more) subject to conditions specified in the Act and other applicable sections of the Act by email to investors@sandhar.in

    Non-resident shareholders can avail beneficial rates under the tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Electronically Filed Form 10F, any other document which may be required to avail the tax treaty benefits by submitting the documents to our Registrars & Transfer Agents (RTA), Link Intime India Private Limited at its dedicated link- https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html The aforementioned documents and declaration needs to be submitted by the shareholders by Tuesday, September 17, 2024. For detailed instruction and formats of the Forms and documents needs to be submitted, please visit https://sandhargroup.com/.

    Note:-If a shareholder holds multiple demat account having single PAN in that case if the aggregate amount of dividend of all the demat account exceeds Rs 5,000/- the TDS shall be deducted on the entire amount of dividend.

25) The Scrutinizer shall, immediately after the completion of e-voting at the AGM, scrutinize votes casted at the meeting, vote casted through remote e-voting within 2 working days from the conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing who shall counter sign the same and declare results (consolidated).

26) The result declared along with the scrutinizers report shall be displayed at the registered office as well as corporate office of the Company and will also be placed on the Company's website at www.sandhargroup.com under the head "Investor Relations" and the same shall be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).

27) Instructions for e-voting and joining the Annual General Meeting are as follows:

Process and manner for attending the Annual General Meeting through InstaMeet:

Shareholders/ Members will be provided with InstaMeet facility for attending the AGM through VC/OAVM wherein shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on "Login".

► Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/ Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Instructions for Shareholders/ Members to register themselves as Speaker during the Annual General Meeting through InstaMeet:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at e-mail: investors@sandhar.in from September 21, 2024 at 09:00 A.M.to September 23, 2024 at 05:00 P.M.

Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

Other shareholder may ask questions to the panel list, via active chat-board during the meeting.

Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at e-mail: investors@sandhar.in . The same will be replied by the Company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members are allowed to use camera and are advised to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

2) Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.

3) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

4) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

6) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022–49186175.

Remote e-Voting Instructions for shareholders:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Link Intime India Pvt. Limited ("LIIPL"), Registrar and Share Transfer agent of the Company to facilitate remote e-voting.

The remote e-voting period begins on 09:00 A.M. (IST), on Saturday, September 21, 2024 and will end at 05:00 P.M. (IST) on Monday, September 23, 2024. During this period, shareholders of the Company, holding shares in dematerialized form as on the Cut-off Date i.e. Tuesday, September 17, 2024 may cast their votes electronically. The remote e-voting module shall be disabled by LIIPL for voting after 05:00 P.M. (IST) on the Monday, September 23, 2024.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp "

b) Proceed with updating the required fields.

c) Post registration, user will be provided with Login ID and password.

d) After successful login, click on "Access to e-voting".

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

a) Visit URL: https://www.evoting.nsdl.com/

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on New System Myeasi

c) Login with user id and password

d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided Login ID and password.

d) After successful login, user able to see e-voting menu.

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 – By directly visiting the e-voting website of CDSL.

a) Visit URL: https://www.cdslindia.com/

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.

c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.

d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: https://instavote.linkintime.co.in

2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

   A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

   D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

   *Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.

*Shareholders holding shares in NSDL form, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in

e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.

f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) Click on "Investor Mapping" tab under the Menu Section

c) Map the Investor with the following details:

   a. 'Investor ID' -

      i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

      ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   b. 'Investor's Name - Enter full name of the entity.

   c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.

   d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

   e. Click on Submit button and investor will be mapped now.

   f. The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) Click on 'Votes Entry' tab under the Menu section.

c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.

d) Enter '16-digit Demat Account No.' for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.

g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) You will be able to see the notification for e-voting in inbox.

c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.

d) Download sample vote file from 'Download Sample Vote File' option.

e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **SUBMIT"**.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'Corporate Body/ Custodian/ Mutual Fund'** tab and further Click **'forgot password?'**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

By Order of the Board
For Sandhar Technologies Limited

YASHPAL JAIN
Chief Financial Officer and
Company Secretary
Membership Number: A13981

Place: Gurugram, Haryana
Dated: 08th August, 2024

Registered Office:
B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029
CIN: L74999DL1987PLC029553
Phone: 0124-4518900
Fax: 0124-4518912
Email: cs@sandhar.in
Website: www.sandhargroup.com

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No 4:

Ratification of remuneration payable to Cost Auditor viz. M/s Satija & Co., for audit of cost records for the financial year 2024-2025.

The Board on the recommendation of Audit Committee, at its meeting held on 23rd May, 2024, approved the re-appointment of M/s Satija & Co., (Firm Reg. No. 004907), as the Cost Auditor to conduct the audit of cost records maintained by the Company for the financial year ended the 31st March, 2025 at a remuneration of INR 1,25,000 (Indian Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes thereon, and reimbursement of out of pocket expenses incurred during the course of audit.

M/s. Satija & Co., Cost Accountant, has furnished certificate confirming that they hold the valid Certificate of Practice under Section 6(1) of the Cost Works Accountant Act, 1959.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended the 31st March, 2025.

None of the Promoters, Directors, Key Managerial Personal(s) and their relatives (to the extent of their shareholding in the Company, if any) are in any way, concerned or interested, whether financially or otherwise in this resolution.

The Board recommends the resolution set out in Item No. 04 of this notice for the approval of members as an Ordinary resolution.

Item No 5:

Appointment of Smt. Aabha Bakaya (DIN: 05131734) as Non-Executive, Independent Director of the Company.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee ("NRC") approved appointment of Smt. Aabha Bakaya (DIN: 05131734) as Additional Director (in the capacity of Independent Director) of the Company, who shall hold office as such till 32nd Annual General Meeting ("AGM"). Further, Board of Directors has recommended the appointment of Smt. Aabha Bakaya as Independent Director for a term of five consecutive years i.e. from 08th August, 2024 upto 07th August, 2029 for approval of the Members of the Company.

In the opinion of the Board Smt. Aabha Bakaya fulfil the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for appointment as Independent Director of the Company and is independent of management of the Company.

Brief profile of Smt. Aabha Bakaya is as follows:

Smt. Aabha Bakaya, aged about 43 years is an eminent person in the TV journalism, known for her multifaceted roles across several esteemed news channels including Business Today, India TV group, ET Now, NDTV Good Times, and CNBC TV18 etc. Her career spans content curation, news reporting and conducting insightful interviews with industry leaders. Smt. Aabha Bakaya established herself as a thought leader contributing significantly in the field of finance, economy and corporate affairs through her comprehensive reporting and engaging interviews.

Smt. Aabha Bakaya completed her Bachelor's degree in Media and Communication from the University of New South Wales and also holds a certificate in Creative Writing and Screenwriting from Columbia University in the City of New York.

Smt. Aabha Bakaya recognized as an innovative and visionary leader known for her ability to think creatively and translate ideas into impactful realities. Her contributions include writing numerous articles on CEO management mantras, corporate strategy, and profiles of young achievers.

In terms of Regulation 25(8) of the Listing Regulations, Smt. Aabha Bakaya has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Smt. Aabha Bakaya be appointed as Independent Director for a term of five consecutive years from the original date of their appointment i.e. 08th August, 2024 upto 07th August, 2029.

Other disclosures and details of terms and conditions of appointment of Smt. Aabha Bakaya as stipulated under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure- 2 to this Explanatory Statement and should be taken and read as part hereof.

Except Smt. Aabha Bakaya and her relatives (to the extent of their shareholding in the Company, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 06

Re-appointment of Shri Vimal Mahendru (DIN: 00006016) as Non-Executive Independent Director of the Company

Shri Vimal Mahendru (DIN:00006016) was appointed as Independent Director on the Board of Directors of the Company ("the Board") effective 05th November, 2019 for a first term of five consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the members at 28th Annual General Meeting of the Company held on 23rd September, 2020. Shri Vimal Mahendru will hold office as Independent Director of the Company up to 04th November, 2024 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company. In compliance thereof, the approval of the Members for re-appointment of the said Independent Director through Special Resolution is being sought at this Annual General Meeting prior to expiry of their respective first term.

The Company has received declarations from Shri Vimal Mahendru, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Shri Vimal Mahendru is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to continue as Director. And he is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. And he did not hold any equity shares by themselves or on beneficial basis for any other person in the Company as on date of this Notice.

Brief Profile of Shri Vimal Mahendru is mentioned below:

Shri. Vimal Mahendru is an Independent Director of our Company. He is also the Vice President and Chair of the IEC Standardization Management Board. In addition, he is a member of the ISO Technical Management Board and IEC Special Envoy for UN SDGs. Shri Mahendru Chairs the IEC Committee for global standards on Direct Current and Direct Current for electricity access and member of the World Standards Cooperation. He has been a member of the IEC Standardization Management Board (IEC SMB) since 2015.

Shri. Mahendru is passionate about building a sustainable future for all through the effective proliferation of technologies. He is very well recognized worldwide for his work on sustainability and the UN SDGs and is a recipient of the prestigious Lord Kelvin Medal for his service to the global technological industry.

Besides, he is also member of Advisory Group on digitalization and sustainability through Standards, Ministry of Consumer Affairs, Bureau of Indian Standards, Government of India. He has over 34 years of diverse experience in various functions in the manufacturing industry and has gained a high level of expertise in cross-cultural management, consensus building, and strategy. His proven strengths include excellent communication skills, a wide network of people across the global technology community and deep insights into emerging technologies and harnessing these for global good.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Shri Vimal Mahendru has confirmed that he has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA").

The Nomination and Remuneration Committee ("NRC") and the Board at their respective Meetings held on 29th July, 2024 and 08th August, 2024 respectively, taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Shri Vimal Mahendru during their respective tenures, formed an opinion that, Shri Vimal Mahendru confirm to the criteria of independence prescribed under the Act and the SEBI Listing Regulations, is persons of integrity and possess relevant expertise, proficiency and experience to continue as Independent Director of the Company.

The Board based on the recommendation of NRC, is of the view that continued association of Shri Vimal Mahendru as Independent Director of the Company would be of immense benefit and value to the Company.

Other disclosures and details of terms and conditions of re-appointment of Shri Vimal Mahendru as stipulated under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure- 1 to this Explanatory Statement and should be taken and read as part hereof.

Except Shri Vimal Mahendru and his relatives (to the extent of their shareholding in the Company, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item No. 6 of the Notice.

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

Item No. 07

Renewal of Payment of Commission to the Directors other than Managing Director and Whole Time Directors.

The Company had taken approval of the members, from time to time, for payment of remuneration in the form of commission or otherwise to Non-Executive Directors, both in the Independent and Non-Independent category, not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, subject to approval of the members by means of an Ordinary Resolution.

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Company's Non-Executive Directors have been shaping and steering the long term strategy and make invaluable contributions towards Sandhar group level strategy, monitoring of risk management and compliances.

Members of the company at the 31st Annual General Meeting held on the 21st September, 2023 had approved the payment of commission to Non- Executive Directors for a period of five years commencing from the Financial Year beginning on 01st April, 2023 for an amount of INR. 2,00,000 (Indian Rupee Two Lakhs Only).

Further in supersession to the earlier resolution passed at the 31st AGM of the Company and in line with the recommendations of Nomination and Remuneration

Committee and the Board of Directors of the company made at their respective meetings held on 29th July, 2024 and 08th August, 2024 respectively has considered and recommended to members for renewal of the Commission payable to Non-Executive Directors of the Company, by way of commission or otherwise, not exceeding 1 (one percent) of the net profits of the Company calculated in accordance with the provisions of the Act, effective from the financial year 2024-25 upto the financial year 2028-29. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings.

Accordingly, the Board recommends the resolution set forth in Item No. 7 relating payment of commission to Non-Executive Directors, at an amount not exceeding 1% of the net profit of the Company, by way of Ordinary Resolution.

Except the Key Managerial Personnel of the Company and their relatives, all Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration/ commission or fees that may be received by them.

By Order of the Board
For Sandhar Technologies Limited

YASHPAL JAIN
Chief Financial Officer and
Company Secretary
Membership Number: A13981

Place: Gurugram, Haryana
Dated: 08th August, 2024

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CIN: L74999DL1987PLC029553
Phone: 0124-4518900
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Website: www.sandhargroup.com

ANNEXURE-1

Brief resume of director seeking Appointment/Re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Sandeep Dinodia	Vimal Mahendru
DIN	00005395	00006016
Date of Birth	04/04/1962	08/06/1963
Age	62	61
Nationality	Indian	Indian
Date of Appointment/ Reappointment on the Board	Appointment w.e.f. 02/02/2022	Reappointment w.e.f. 05/11/2024
Qualification(s)	B.Com, L.L.B and Fellow Member of Institute of Chartered Accountant of India	Bachelor's in Engineering Graduate of 1985 batch from the Thapar College of Engineering and Technology, India
Expertise in specific Functional Area	Finance, Banking and Corporate Management and Laws	34 years of diverse experience in various functions in the manufacturing industry.
Board Membership of listed Companies	Sandhar Technologies Limited The Hi-Tech Gears Limited Ester Industries Limited	NIL
Committee of the Board (Sandhar Technologies Limited)	Audit Committee Risk Management Committee	Audit Committee Risk Management Committee Stakeholders' Relationship Committee Finance & Strategy Committee Share Transfer & Allotment Committee
Resignation during last three years from listed entity	N.A.	N.A.
Relationship with Directors and Key Managerial Personnel	Shri Sandeep Dinodia is not related to any of the Directors of the Company.	Shri Vimal Mahendru is not related to any of the Directors of the Company.
Number of Shares held in the Company as on June 30, 2023	5,200	0
Terms and Conditions of appointment or re-appointment along with the details of remuneration sought to be paid	Non-Executive Non-Independent Director, liable to retire by rotation. Eligible for the payment of sitting fees and commission	Non-Executive Independent Director, not liable to retire by rotation. Eligible for the payment of sitting fees and commission.
Capacity/ Position	Non-Executive Non-Independent Director	Non-Executive Independent Director
Brief Resume, Qualification, Nature of Expertise, terms & conditions of appointment	As stated in explanatory statement	As stated in explanatory statement

ANNEXURE-2

Brief resume of director seeking Appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Smt. Aabha Bakaya
Age	43 Years
Date of appointment on the Board	08th August, 2024
Qualifications	Bachelor's Degree in Media and Communication from the University of New South Wales and also holds Certificate in Creative Writing and Screenwriting from Columbia University in the City of New York.
Brief Resume including experience	Smt. Aabha Bakaya is a prominent figure in TV journalism, known for her multifaceted roles across several esteemed news channels including Business Today, India TV group, ET Now, NDTV Good Times, and CNBC TV18 etc. Her career spans content curation, news reporting and conducting insightful interviews with industry leaders. Smt. Aabha Bakaya established herself as a thought leader contributing significantly in the field of finance, economy and corporate affairs through her comprehensive reporting and engaging interviews.
Relationship with other Directors/Key Managerial Personnel	Smt. Aabha Bakaya is not related to any of the Directors of the Company.
Other Directorship	Leading Ladies Network Private Limited Aabha Bakaya Network Private Limited
Chairmanship/ Membership of Committees in Companies in which position of Directors is held	-
No. of equity shares held in the Company (as on 08th August, 2024)	NIL
Remuneration last drawn	N.A.
Remuneration proposed to be paid	N.A.
Number of meetings of the Board attended during the Financial Year (2023-24)	N.A.
Terms and conditions of appointment or re-appointment	Non-Executive Independent Director, not liable to retire by rotation.

SANDHAR
Growth. Motivation. Better Life

Sandhar Technologies Limited
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