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September 04, 2024

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

Bombay Stock Exchange Limited
Corporate Relationship Department,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Scrip Symbol: SANSERA

Scrip Code: 543358

Dear Sir,

Sub.: Annual Report of the Company for the Financial Year 2023-24

Pursuant to Regulations 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2023-24. The same will be sent through electronic mode (email) today i.e., September 04, 2024, to all those members whose e-mail addresses are registered with the Company / Depository Participant(s) / Registrar and Transfer Agent.

The Annual Report is also available on the Company's website at www.sansera.in and on websites of stock exchanges i.e., www.bseindia.com and www.nseindia.com

Kindly take the same on your record.

Thanking you,

For Sansera Engineering Limited

RAJESH KUMAR MODI
Digitally signed by RAJESH KUMAR MODI
Date: 2024.09.04 10:21:02 +05'30'

Rajesh Kumar Modi
Company Secretary and Compliance Officer

Encl: Annual Report 2023-24

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Transforming through
Engineering Excellence

Annual Report **2023-24**

Across the Pages

Market Capitalisation (As of March 31, 2024)	₹ 54,570 Mn
CIN	L34103KA1981PLC004542
BSE Code	543358
NSE Symbol	SANSERA
Bloomberg Code	1312462D:IN
Dividend Declared	₹ 3.00 Per Equity Share (150% on FV)
AGM Date & Time	Thursday, September 26, 2024 at 03.00 pm (IST)
AGM Venue/Mode	Video-Conferencing ('VC') or Other Audio-Visual Means ('OAVM')

For more investor-related information, please visit
https://sansera.in/annual-reports

Disclaimer

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

Transforming through Engineering Excellence

Firm commitment to quality, relentless push for innovation, and dedication to crafting solutions that exceed expectations—Sansera Engineering is the embodiment of all.

Amid the dynamic business ecosystem, focus on adaptability and resilience shapes the trajectory of Sansera, guiding us through shifting landscapes. Our excellence in products and services reaffirms our prominence in the field of precision engineering.

Throughout our journey, our drive to achieve engineering milestones gives us an edge in the industry. We continue to take this thrust to an elevated level by tackling complex challenges head-on and developing innovative solutions that redefine industry standards. Now more than ever, we harness our engineering acumen to foster a brighter future, delivering the boons of advancement at every level.

As we take our course forward, we draw strength from our diversified portfolio which positions us well for sustainable growth. We continue to forge a path, dotted with inspiring achievements, constantly pursuing innovative developments with the mandate of delivering engineering excellence.

Highlights of the Fiscal*

₹ 28,114 mn
Revenue
20%

₹ 4,799 mn
EBITDA
25%

₹ 1,875 mn
PAT
26%

₹ 34.83
EPS
26%

Year-on-year growth in 2023-24 over 2022-23

* Consolidated

Harnessing Core Strengths to Accelerate Progress

We, at Sansera Engineering Limited, (hereafter referred to as 'Sansera' or 'We' or 'Our Company') thrive on our robust core capabilities. These foundational strengths serve as the bedrock of our operations, persistently demonstrating resilience and effectiveness across various business cycles while showcasing the commitment to drive sustained long-term growth.

Business Acumen

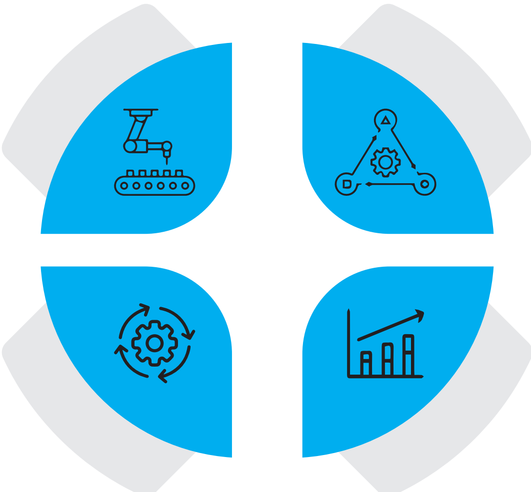
We excel in versatile manufacturing processes to produce high-precision forged and machined parts.

Versatile Manufacturing Processes

Specialises in steel and aluminium forgings and producing high-end precision engineering components.

Adaptability and Optimisation

Continuously optimises processes and materials. Adapts to trends like forging lightweight aluminium components for EVs.



Proficiency in Automation

Advanced automation improves precision, efficiency, and quality, reducing costs and lead times, and strengthening our competitive edge.

Market Leadership and Expansion

Market leader in precision hot forging, a high-margin, growing segment.

Proven Track Record

We boast a history of steady expansion, marked by our strategic entry into new markets and product categories, ensuring consistent growth.

37+

Year of Engineering Excellence

Extensive Product Portfolio

We offer an expanding product portfolio with a wide range of engineering solutions tailored to meet the needs of various industries.

80+

Product Portfolio

Team of Champions

Our workforce is our greatest asset, driving remarkable achievements through collaboration. With integrity, excellence, and expert mentorship, we empower everyone to reach their full potential and contribute to our shared vision.

10,000+

Total Workforce

95+

Total Customer Base

Diversified Revenue Streams

We drive revenue across diverse and dynamic sectors, including automotive, aerospace and defense, off-road, agriculture, and beyond. Our strategic reach ensures robust growth and resilience in multiple industries.

Leading

Suppliers of Connecting Rods Globally

Efficient Execution Capabilities

We convert strategies into results, ensuring quality and timeliness with our expertise.

500+

Team of Highly Skilled Engineers

Strong Customer Relationships

We develop and nurture long-lasting and trusted relationships with our clients in each sector we serve.

30+ Years

Partnership with Leading OEMs across Sectors, Globally.

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Corporate Identity

Leading the Way with Engineering Excellence

Sansera epitomises engineering excellence. As a global leader in precision-forged and machined components, we deliver top-tier products across diverse sectors. With a decade-long track record, we excel in high-value, quality-engineered solutions driven by innovation and advanced technology. Embracing innovation, we now serve tech-agnostic, xEV, and non-automotive OEMs globally, alongside traditional automotive sectors. Our capabilities extend to aerospace & defence, off-road, agriculture, and industrial segments while maintaining a strong legacy in two-wheelers, passenger vehicles, and heavy-duty commercial vehicles markets.

Our Legacy

Sansera embodies a rich legacy of innovation and growth. Since our inception in 1981, we have demonstrated a dynamic attitude, adapting to the changing market scenario. Our journey in the automotive sector began in 1986 with the production of passenger vehicle components. Over the years, we expanded our scope of work, entering the two-wheeler market in 1992/93. We took our diversification efforts to the next level by venturing into the market for off-road vehicles in 2009 and light commercial vehicles in 2011. Our buoyant journey continued with the establishment of a dedicated facility for aerospace components in 2013. The strategic acquisition of Sansera Sweden in 2017 propelled us into the heavy commercial vehicle sector, thereby significantly broadening our international footprint.

OUR VISION

World-class engineering corporation that maximises stakeholder value.

OUR MISSION

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

OUR VALUES

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

Product Portfolio

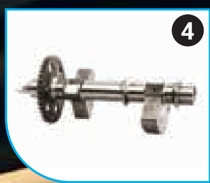
Crafting Cutting-Edge Solutions with Unmatched Precision

Sansera is a beacon of excellence in the realm of precision engineering. With meticulous attention to detail, coupled with unmatched expertise, we manufacture intricate and essential precision-forged and machined components for diverse industries. Our forte lies in crafting components requiring stringent tolerance levels and non-negotiable reliability. Our portfolio includes complex, critical, and cutting-edge solutions, reaffirming our commitment to excellence and diversification.

Auto (ICE)

TWO-WHEELERS

1. Connecting Rod
2. Crankshaft
3. Rocker Arm
4 Balance Shaft
5. Gear Shifter Fork
6. Flywheel Decomp



PASSENGER VEHICLES

1. Connecting Rod
2. Body Nozzle
3. Gear Shifter Fork
4. Timing Sprocket
5. Adapter
6. Lever Shift
7. Finger Follower
8. Housing Shift Levers

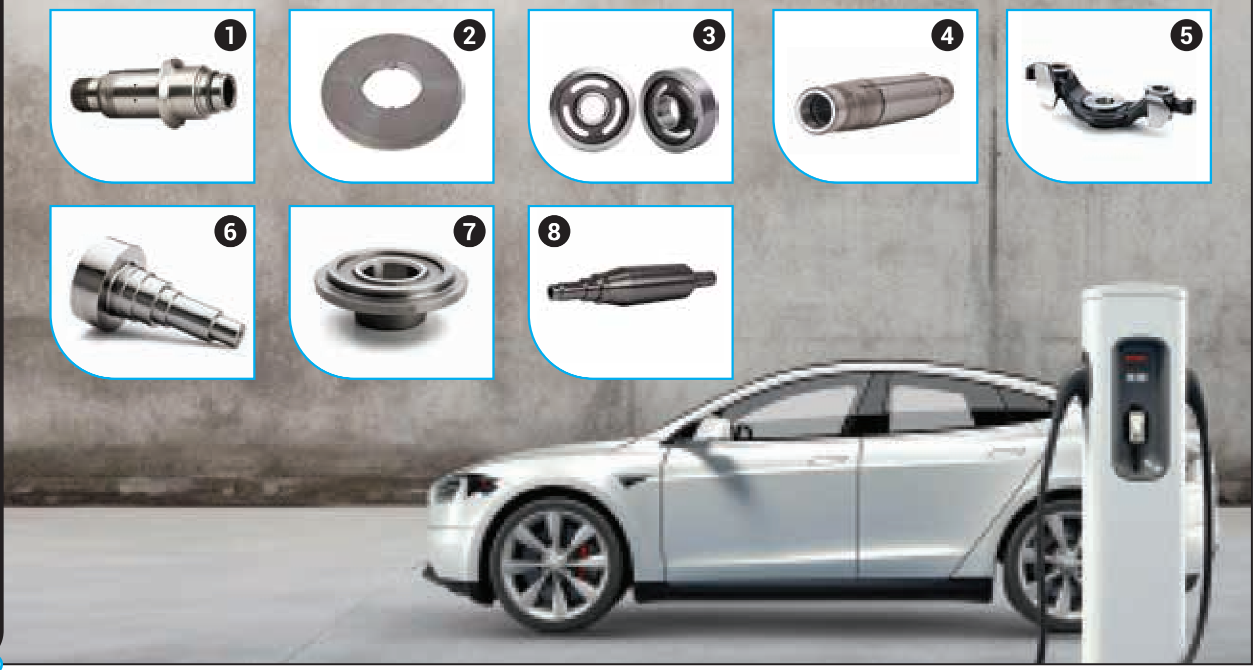
COMMERCIAL VEHICLES

1. Fractured Con Rod
2. Gear Shifter Fork
3. Braking Crank Shaft
4. Parking Pawl
5. Guide Bush

Auto (Tech-Agnostic and xEV)

XEV/HEV

1. Drive Train Rotor Shaft
2. Aluminium Balance Rings
3. Gear Motor Counter Drive
4. Rotor Shaft
5. Attachment Lower Ball Joint
6. Housing Shift Lever
7. Spacer Input Gear
8. Hollow Shaft



COMMERCIAL VEHICLE – TECH-AGNOSTIC & XEV

1. Hub
2. Rear Spring Bracket
3. Differential Lock Hook
4. Tilt Cabin Parts

TWO WHEELERS– TECH-AGNOSTIC & XEV

1. Stemcomp Steering
2. Foot Lever
3. Starter Gear Bracket
4. Footrest
5. Shift Lever
6. Mirror Housing
7. Footrest Bracket
8. Stem Comp Bracket
9. Flange
10. Side Stand
11. Rear Axle

OFF-ROAD

1. Connecting Rod
2. Engine Mounting Bracket
3. Mounting Bracket
4. Adapter Hub
5. Bracket
6. Shackle

AGRICULTURE

1. Cam Shaft
2. Pump Barrel
3. Connecting Rod
4. Common Rail

INDUSTRIAL ENGINES & OTHER

1. Connecting Rod
2. Crankshaft
3. Rocker Arm
4. Crankshaft
5. Valve Bridge

Non-Auto

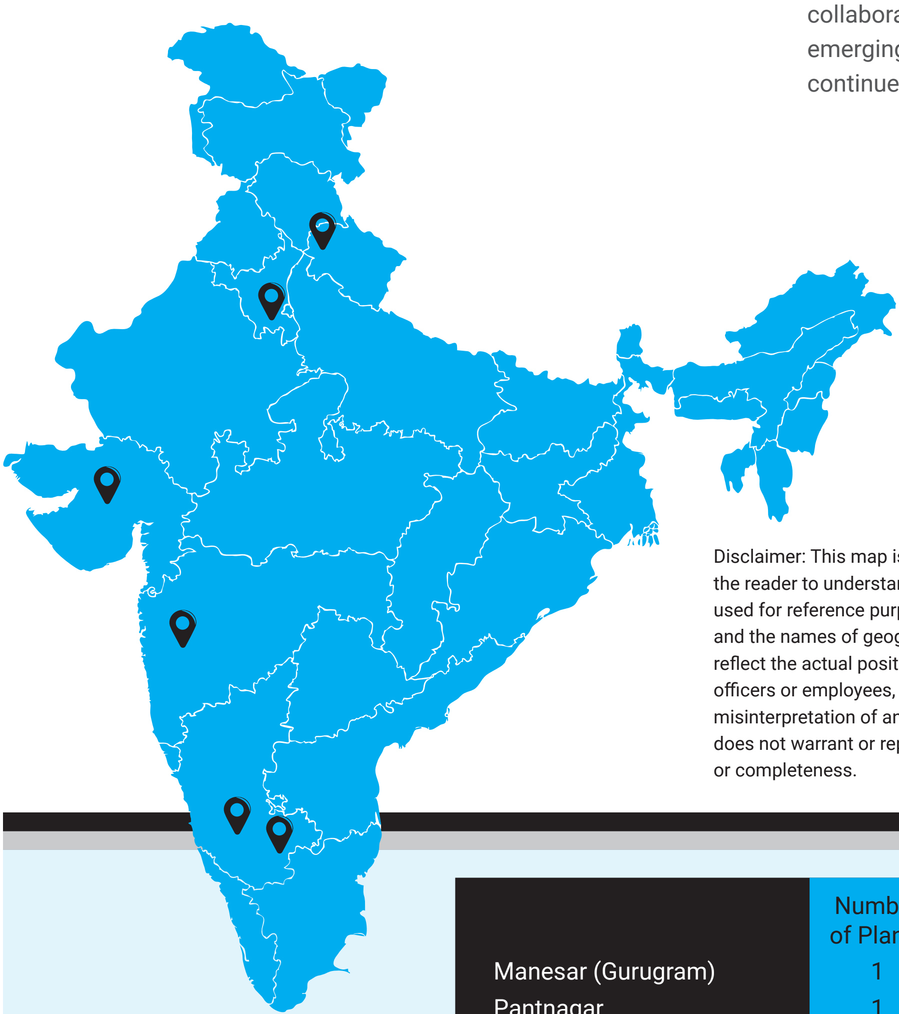
AEROSPACE & DEFENCE

1. Cargo Part
2. Aero Structure Part
3. Actuation Part
4. Seating and Lighting Parts

Engineering Excellence through Strategic Integration of Capacities

Sansera prioritises cultivating enduring relationships to navigate the path of growth, fostering a robust and diversified customer base. Our focus on sustaining long-lasting partnerships is integral to advancing our progress and upholding the trust bestowed upon us by our customers.

Through strategic partnerships with key manufacturers worldwide, we demonstrate our ability to cater to diverse market needs and reinforce our leadership as a supplier across multiple vehicle segments. This strong foundation, built on assurance and collaboration, positions us effectively to seize emerging market opportunities and drive continued growth in the years ahead.



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

	Number of Plants
Manesar (Gurugram)	1
Pantnagar	1
Mehsana	1
Chakan (Pune)	1
Bengaluru and Bidadi	10
Tumkur	2

16

Operational Plants across India

1

Plant in Sweden, Europe

Marquee Clientele

Driving Growth through Long-Term Partnerships

Domestic

30+ Years

Partnership with Leading OEMs across Sectors, Globally.

4 Out of the Top 5

Relationships with Leading Electric Vehicle (EV) OEMs

International

6 Out of the Top 10

Relationships with Leading Light Vehicle (LV) OEMs

3 Out of the Top 10

Partnerships with Top Medium and Heavy Commercial Vehicle (MHCV) OEMs

3 Major

Collaborations with Key Global EV OEMs

Sansera prioritises cultivating enduring relationships to navigate the path of growth, fostering a robust and diversified customer base. Our focus on sustaining long-lasting partnerships is integral to advancing our progress and upholding the trust bestowed upon us by our customers. Through strategic partnerships with key manufacturers worldwide, we demonstrate our ability to cater to diverse market needs and reinforce our leadership as a supplier across multiple vehicle segments. This strong foundation, built on assurance and collaboration, positions us effectively to seize emerging market opportunities and drive continued growth in the years ahead.

Customer Relationship

40%	<10 Years (Continuous Addition of New Customers)
40%	10+ Years (Longstanding Relationships)
20%	20+ Years (Longstanding Relationships)

Boosting Global Presence with Strategic Positioning

At Sansera, we aim to maintain a strong footprint across the global OEMs, complemented by an expanding international manufacturing base, and robust export presence we are strategically positioned to cater to a diverse and global clientele, ensuring our products reach markets around the world.

26+

Countries (Including India) We Supply Globally

31%

of the Total Product Sales Derived From Exports

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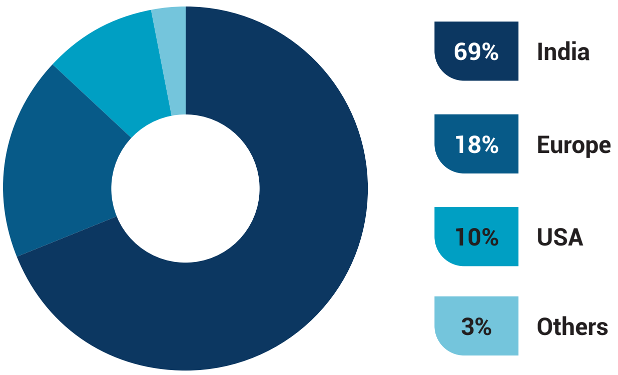
Region-Wise Product Sales 2023-24



Shaping the Course with Pivotal Milestones

Sansera continues to forge a journey of progress through resolute determination, firm commitment to quality excellence, and strong strategic acumen. Since our inception, we have been inspired by our drive to continually grow our presence in the automotive industry. All along our journey of over forty years, we have been propelled by our fortitude to expand our product portfolio and venture into new markets. This section explores this remarkable journey, highlighting the major milestones that shaped our evolution as a leading supplier of cutting-edge precision components.

1981

Incorporated by Mr. S. Sekhar Vasan

1986

Received the first purchase order from Maruti Udyog Limited

1990

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

2004-08

- Commenced operations at new plants in Haryana, Maharashtra, and Uttarakhand
- Received investment from Monsoon India Inflection Equity Fund

2012

Commenced operations at the dedicated facility for aerospace components

2013

Commenced supply of machined connecting rods to Kirloskar Toyota

2014

Secured investment from Client Ebene Limited and CVCIGP II Employee Ebene Limited

2017

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

2019

- Commissioned the biggest operational plant in Bidadi, Bengaluru
- Initiated production of tech-agnostic aluminium-forged and machined parts
- Commenced supply of suspension products

2020

- Commenced development of suspension and drivetrain for a domestic e-2W OEM
- Developed multiple drivetrain components for hybrid PVs and steering components for PVs
- Began developing braking assembly & chassis components for HCVs
- Received the Platinum Certification for Plant 11 from the Indian Green Building Council (IGBC) Green Factory Buildings rating program

2021

- Embarked on the development of components for PV braking assembly and battery electric vehicle (BEV) drivetrain
- Secured business for machining of aircraft engine casings
- Listed on NSE and BSE Limited

2022

Launched a new construction facility for machining line of aluminium-forged parts

2023

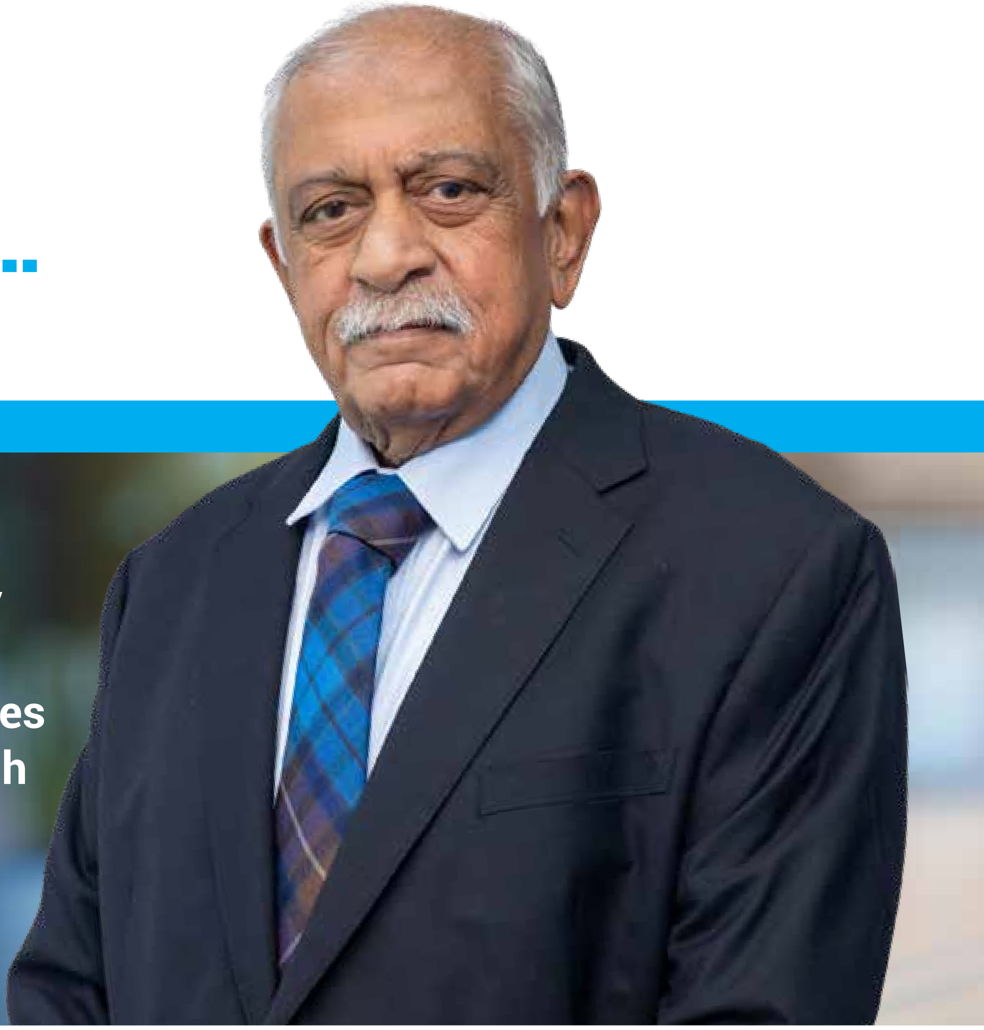
- Inception of new aerospace & defence plant
- Strategic investment in MMRFIC Technology Private Limited
- Initiated construction of a machining facility at Plant 11, Bidadi
- Secured business for larger connecting rods for non-automotive business from a North America-based OEM

2024

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

CMD's Communique

The Journey Continues...



> This year our journey is characterised by achieving key milestones as we progress through our commitment to excellence.

Dear Shareholders,

I am delighted to present to you the 42nd Annual Report of Sansera Engineering Limited for the year 2023-24. This year our journey is characterised by achieving key milestones as we progress through our commitment to excellence.

Navigating a Complex and Evolving World

In the backdrop of a challenging global macro environment, the year posed numerous headwinds, including geopolitical tensions, soaring inflation, evolving consumer preferences, monetary policy adjustments, and rising interest rates, all affecting the global economy. Amid these volatilities, India continued to demonstrate exceptional resilience, maintaining its stature as the fastest-growing major economy in the world with an 8.2% growth in 2023-24. Inspired by the growth trajectory of India, we continue to fortify our position as a leading player, serving our customers worldwide. It gives me immense pleasure to announce that fiscal year 2023-24 marks our strongest annual performance to date. As a testament to our achievement, we are delighted to recommend a dividend of ₹ 3.00 per share for 2023-24.

Industrial Landscape and Sansera's Strategic Response

The two-wheeler segment is experiencing a resurgence after facing years of deceleration on the back of the economic recovery in rural India. The M&HCV segment is set to benefit from the Government's push on infrastructure development. This positive trend translates into a major rise in demand for our components across multiple segments. In terms of technology, India is emerging as the 'Last Man Standing' for ICE supplies, with a slower shift to EVs extending opportunities for ICE technology and components. Sansera has a distinct advantage of being a prominent integrated forging and precision machining player in India, benefitting from significant expertise and high barriers to entry. Increased product complexity due to evolving technology trends will continue to minimise competition and more visible differentiation. We have leveraged these strengths to evolve new product offerings with a shift from Auto-ICE dependent portfolio to EV, tech-agnostic and non-auto products.

Using our strong metallurgical expertise in high-precision forged steel components, we have been able to develop aluminium-forged components suitable for various applications beyond automotive powertrain.

We maintain a vigilant focus on the ongoing global shifts in the mobility sector in the international markets. Adapting to this trend, we are actively investing in our engineering and product development capabilities to meet the emerging requirements of various customers in diverse applications of engines, transmission, driveline, braking systems, suspension, and body parts. With our strong partnerships with top OEMs firmly in place, we are well-positioned to capitalise on this upward trajectory.

We are sustaining momentum across other sectors, ensuring versatilities beyond our traditional automotive focus. We expect healthy growth in the aerospace & defence sectors as

> **We maintain a vigilant focus on the ongoing global shifts in the mobility sector in the international markets.**

part of our diversification strategy. This reduces our dependence on a single market, and mitigates sectoral volatilities, while positioning Sansera for long-term success in a dynamic economic landscape.

Consistent Financial Performance

Our annual revenue surged to an all-time high of ₹ 28,114 mn, signifying a robust 20% year-on-year growth. This reflects our resilience in the face of a volatile operating environment. EBITDA for the year soared to a record high of ₹ 4,799 mn, with an impressive margin of 17.1% confirming a testament to our continued drive for operational excellence. These achievements affirm our strategic foresight and relentless pursuit of excellence in high-growth segments.

Robust Orderbook and Future Potential

Our robust orderbook, standing at ₹ 15.9 bn, embodies the trust and confidence our clients bestow upon our promising trajectory of future growth. With a diversified and strong pipeline, we are positioned well for sustained growth, reaffirming our long-term vision for growth with diversification. These new orders enable us to seamlessly diversify our product portfolio, geographic reach and served market applications as we transition into mass production over the years.

Diversified Revenue Growth

At Sansera, our growth narrative reflects our agility and adaptability, with balanced revenue growth across diverse segments. While the Auto-ICE segment witnessed an impressive 18% surge, the non-auto segment grew by 25%, driven by aerospace and offroad segments. These components, typically more complex than traditional ICE components, are slated to be a major driver in the non-auto category. By securing significant orders from prominent international clients recently in the industrial and marine engine space, we further validate our success in this field.

Furthermore, our sales for Auto Tech Agnostic and xEV segments recorded a growth of 43%, highlighting our successful pivot towards future-ready technologies. By ensuring our resilience in an ever-evolving market landscape, this strategic diversification positions us as a leader in innovation and technological advancement.

Diversification

During fiscal year 2023-24, we made a strategic investment of ₹ 200 mn in MMRFIC Technology Private Limited, a R&D and manufacturing firm, specializing in advanced subsystems for next-generation radars. The expertise of MMRFIC in technology and its proficiency in the 100GHz range radar systems, and extensive R&D experience make it a highly valuable addition to our portfolio. This partnership enables us to enter the high-technology space, access a skilled R&D engineering team, and benefit our defence & aerospace business. Additionally, it presents opportunities in telecom and automotive sectors, particularly in autonomous driving subsystem technologies. This strategic alliance positions us for diversification and collaborative innovation, while opening significant growth avenues for both parties in the years to come.

Innovation and Product Portfolio

Innovation takes the centre stage at Sansera, driving our pursuit of excellence and technological progress. We continue to push the boundaries of innovation with our expanded product portfolio, which consist of more than eighty product families for diverse sectors. The development of components for PV braking assembly and EV drivetrains exemplifies our commitment to satisfy changing market dynamics, while fuelling sustainable growth. Fostering a culture of innovation and collaboration within the organisation enables us to position our products at the forefront of technological advancement, sharpening our competitive edge and augmenting our growth trajectory.

Strong Customer Relationships

Our enduring relationships with major OEMs in the two-wheeler, PV, and CV segments reflect our unflinching commitment to quality, reliability, and customer centricity. By understanding and anticipating the evolving needs of our customers, we develop and deliver custom-made solutions that exceed expectations, thereby paving the way for long-term partnerships, built on trust and mutual success. Our firm commitment to increase our wallet share and quickly ramp up the business to solidify our position as a key supplier in the industry, further reinforces Sansera's stature as a trusted partner of choice.

Furthermore, we leverage our deep domain expertise to seamlessly integrate with customers' operations. Notable recent additions to our customer portfolio include a marquee North American EV player, Ford Motors, Cummins, and Tata Motors. These strategic alliances strengthen our leadership position in the evolving mobility landscape.

Sustainability and Social Responsibility

At Sansera, sustainability and social responsibility are not stand-alone concepts; rather they are ingrained in our ethos and guiding principles. Our ESG practices reflect our commitment to create a positive impact on society and the environment. We engage in a wide spectrum of initiatives, spanning education, health, community welfare and environmental projects, such as our centralised automated mixed waste segregator, all aimed at fostering a sustainable future. With high output efficiency and low power consumption, our environmental endeavours are the true reflection of our commitment to sustainability and responsible stewardship of Earth's resources.

It gives me immense pleasure to share that our efforts were recognised with the Gold Award for Sustainability Business & Safety 2024 by ACMA, signifying our leadership and excellence in sustainable business practices.

Recognition and Awards

Our dedication to our customers is recognised by way of awards during the year by customers, including Honda, Yamaha, Bajaj Auto, Raytheon and Boeing. These awards validate our firm commitment to excellence, our determined approach to constant innovation, and our dedication to unparalleled quality. We are deeply honoured to receive such recognitions and stay committed to raising the bar in all aspects of our operations, setting new benchmarks in the industry.

Outlook

Looking forward, we are unequivocally confident in our growth strategies and future. Consolidating our global market share and expanding into non-automotive sectors remain our prime focus, while we aspire to concurrently broaden our market reach. Key to our

We are unequivocally confident in our growth strategies and future.

long-term success is the utilisation of our capabilities in tech-agnostic products and the reinforcement of our position in the xEV domain.

Our commitment is resolute and concise: We prioritise delivering high-quality products that consistently exceed customer expectations, maintain capital efficiency for optimal resource allocation, and sustain a record of consistent performance to foster trust and dependability among stakeholders. Our substantial capital expenditure during the fiscal, aimed at faster growth, strengthening core manufacturing capabilities and expanding facilities to support our surging production requirements. Moreover, through investments in maintenance, IT, Industry 4.0 and other areas, we ensure smooth operations across the Board.

Conclusion

As we come to the closing of a remarkable year, I wish to extend my heartfelt gratitude to our shareholders, employees, customers, and partners for their constant support. Together, we will propel Sansera Engineering Limited to greater heights, cultivating sustainable growth and creating enduring value for all stakeholders.

Warm Regards,

S. Sekhar Vasan

Chairman & Managing Director

Key Performance Indicators

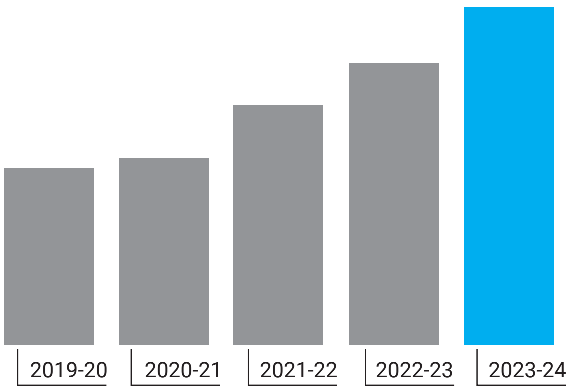
Surging Ahead with Steady Performance

Sansera consistently delivers robust growth performance, culminating in impressive results for 2023-24. Maintaining our strong track record of double-digit annual growth since our IPO, we continue to validate the efficacy of our strategic expansion initiatives. Our sustained focus on diversifying into emerging business segments drives our strong performance trajectory. A detailed review of our key performance indicators (KPIs) highlights the roadmap for continued growth and success.

Financial Indicators

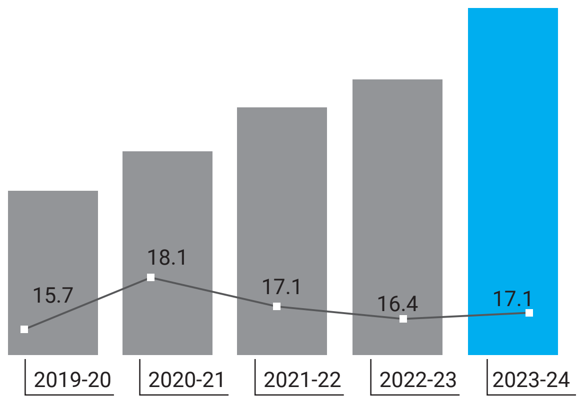
Revenue from Operations (in ₹ mn)

2019-20	2020-21	2021-22	2022-23	2023-24
14,615	15,593	19,975	23,460	28,114



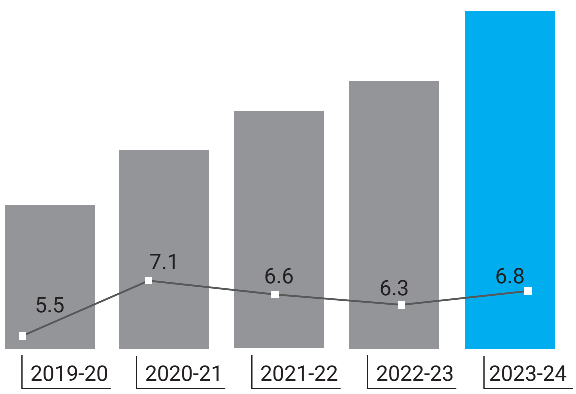
EBITDA (in ₹ mn)
EBITDA Margin (in %)

2019-20	2020-21	2021-22	2022-23	2023-24
2,290	2,821	3,421	3,848	4,799



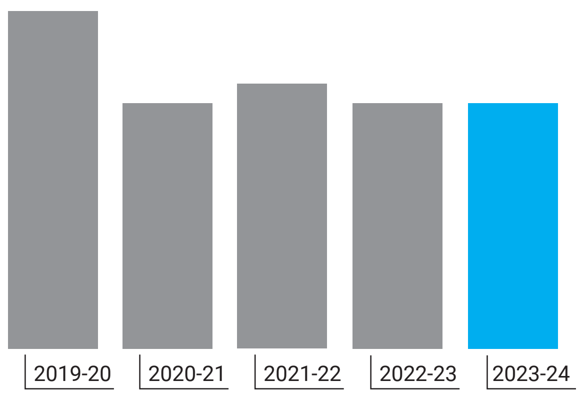
PAT (in ₹ mn)
PAT Margin (in %)

2019-20	2020-21	2021-22	2022-23	2023-24
799	1,099	1,319	1,483	1,875

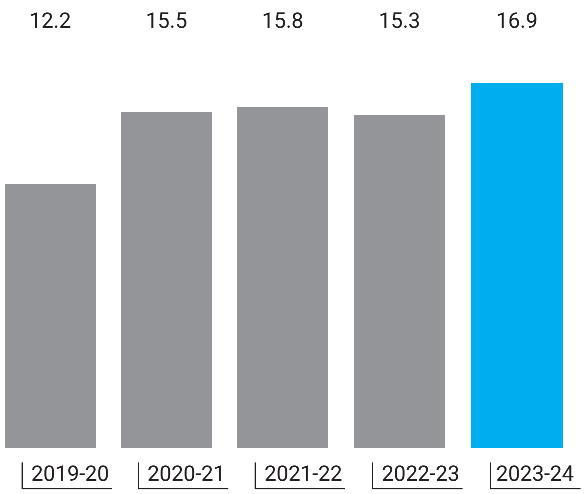


Net Debt/Equity (in x)

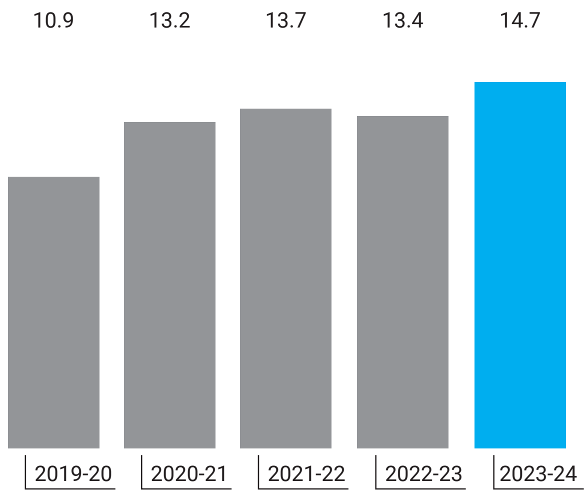
2019-20	2020-21	2021-22	2022-23	2023-24
0.74	0.55	0.57	0.55	0.54



ROCE[1] (in %)

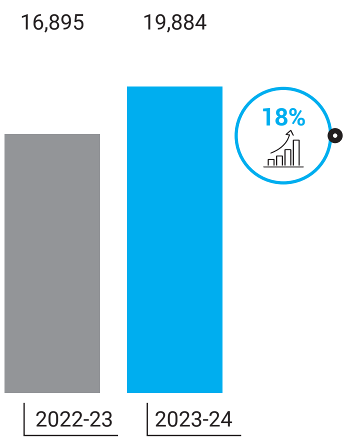


ROE[2] (in %)

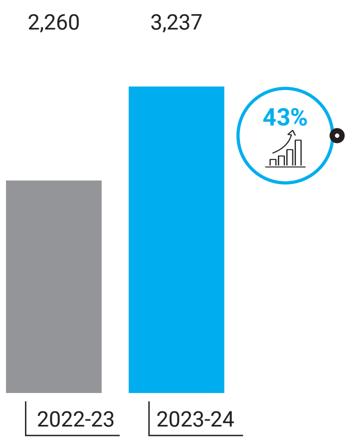


Segment-Wise Performance

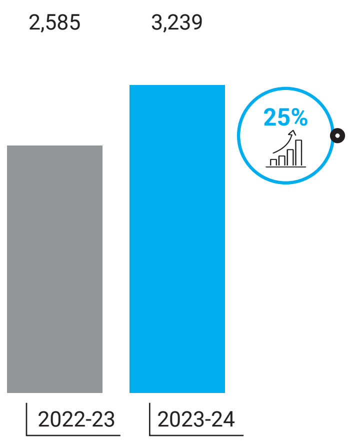
Auto-ICE (in ₹ mn)



Auto-Tech Agnostic & xEV (in ₹ mn)

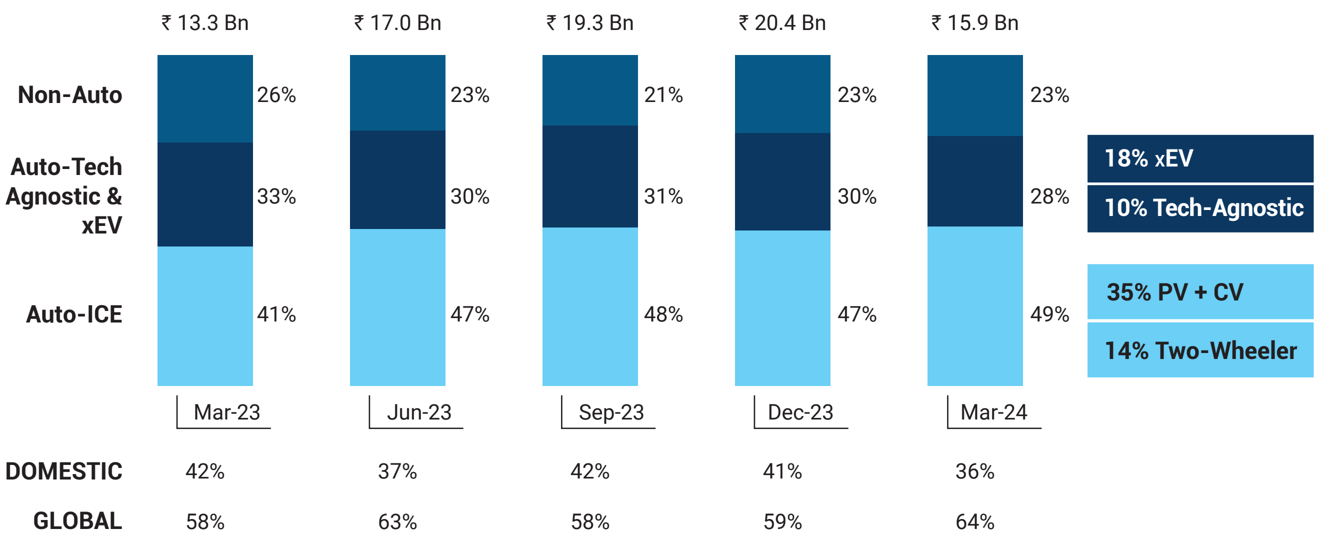


Non-Auto (in ₹ mn)



[1] ROCE: TTM EBIT / Average Opening & Closing Capital Employed (Equity + Net debt)
[2] ROE: TTM PAT / Average Opening & Closing Networth

Order book Analysis



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Enhancing Value through Adept Capital Utilisation

Sansera channels the power of a diverse array of capitals at our disposal to generate sustained long-term value. Our abilities to drive growth and propel value creation are mutually dependent and fundamentally co-related. Their trajectories rely on the adept utilisation of our multiple capital resources (inputs), the execution of targeted value-enhancing strategies, the consequential impact of our strategic decisions on these capitals, and the tangible value we deliver (outputs and outcomes).

RESOURCES OF VALUE CREATION	VALUE INPUTS	
Financial Capital We ensure prudent financial management practices and leverage our business model to strengthen our balance sheet and sustain business growth.	• Investment capital • Loans & debt financing • Revenue from sales	**₹ 13,474 mn** Total equity **₹ 7,381 mn** Net borrowings
Manufactured Capital We invest in expanding our capacities and maintaining existing ones to manufacture quality products, while allocating resources for an efficient supply chain.	• Plant and machinery • Investments in new plants and facilities • Technology • Focus on automation & technology • Increased capacity utilisation	**17** State-of-the-art manufacturing facilities **₹ 3,414 mn** Capex for 2023-24
Intellectual Capital We drive innovation by leveraging proprietary knowledge and market insights, delivering solutions that keep us ahead of the competition.	• Increased R&D expenditure • Focus on xEV & non-auto product development • Collaboration with research institutions	**NABL** Accredited state-of-the-art laboratory
Human Capital We invest in our employees' expertise, knowledge, and motivation, which are crucial for achieving and advancing our business goals. Their dedication and professionalism drive our progress.	• Ongoing training & development programmes • Focus on employee engagement & safety • Focus on attracting & retaining talent	**₹ 3,798 mn** Employee benefits expenses **10,000+** Total workforce ISO 45001 (TUV NORD) Health and Safety Management System Certification
Social & Relationship Capital We build trust and support through active engagement with key stakeholders and communities, strengthening our commitment to social responsibility and enhancing our reputation.	• Strong emphasis on customer relationships & community development • Numerous LOIs/purchase orders received	**₹ 36.33 mn** CSR spending **Pan-India** Presence **30+ years** Partnership with the leading OEMs
Natural Capital We prioritise efficient use of natural resources to deliver value-added products, focussing on minimising waste and optimising resource utilisation across our operations.	• Raw materials • Water • Energy • Ecosystems	**4,57,390 GJ** Total energy consumed **26,369 tonnes** Waste generated ISO 50001 (2018) Energy Management Systems Certification

VALUE CREATION APPROACH

VISION

World-class engineering corporation that maximises stakeholder value.

MISSION

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

VALUES

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

GROWTH STRATEGIES

- S1 Fuelling Growth through Capital Expenditure
- S2 Leveraging Opportunity in the Promising EV Space
- S3 Amplifying Efficiency through Digitalisation and Innovation
- S4 Bolstering Prospect with Strategic Investments
- S5 Future-Proofing Business with Strategic Diversification

VALUE OUTCOMES & OUTPUTS

Outcomes	Outputs	SDGs Aligned
Increased profitability Enhanced shareholder value & financial stability Augmented long-term growth potential Ensured sustainable return on investments	**₹ 28,139 mn** Total income **₹ 1,875 mn** PAT **14.7%** Return on equity	8, 9
Increased production capacity Diversified product portfolio Strengthened operational efficiency Enhanced product quality & reduced production costs	**96.81 mn** Total precision engineered components sold	8, 12
Enhanced product portfolio Elevated production capacity to meet growing demand Boosted competitive advantage	**80+** Product portfolio	9, 11
Cultivated highly skilled workforce Motivated employees Enhanced productivity	**0.16** Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) **Zero** Fatalities	4, 8
Elevated customer satisfaction Enhanced supplier reliability Amplified positive brand image Improved social licence to operate	**12,000+** People benefited through CSR activities during 2023-24 **Largest** Domestic supplier of connecting rods, rocker arms and gear shifter forks	11, 17
Reduced environmental impact Expanded resource security Improved sustainability	**50.62%** of total energy was sourced from renewable sources **7,071 tonnes** Waste recycled	12, 13, 15

Fostering Collaboration for Collective Growth

Employees

Importance

- Hold immense importance for sustainable operations and growth
- Drive innovation and market interaction through collaborative skills

Their Interests

- Inclusive work culture
- Career enrichment and development

Mode and Frequency of Engagement

- Periodic engagement with CEO
- Senior management interactions
- Performance management system
- Online issues resolution
- Direct communication with leaders
- Grievance mechanism
- Whistleblower (integrity cases) policy
- Virtual engagement initiatives
- Health initiatives (physical and mental)
- Recognitions through portal

Topics of Engagement

- Local employment generation
- Employee growth and development
- Human rights
- Safety
- Diversity and equal opportunity
- Community initiatives

Activities

- Regular interactions between senior management and employees
- Skill development programmes
- Employee welfare events
- Open-door policy for leadership access

Frequency & Timing

- Regular employee surveys (annual/ bi-annual)
- Ongoing recognition programmes
- Regular performance reviews & feedback
- Frequent communication updates

Future Focus

- Implement AI-driven personal development plans
- Enhance mental health support
- Implement advanced analytics for employee satisfaction and engagement

Partners and Suppliers

Importance

Influence operational efficiency through the timeline of service availability

Their Interests

- Open, transparent, and consistent processes
- Supplier-driven innovation

Mode and Frequency of Engagement

- Operational review (ongoing)
- Engagement forums (ongoing)
- Annual meetings with specific categories and service partners
- New supplier portal

Topics of Engagement

- Brand
- Supplier engagement and development
- Compliance with regulatory/statutory requirements

Activities

- Close engagement for audits
- Training and knowledge exchange

Frequency & Timing

- Regular project meetings
- Quarterly business reviews
- Annual partnership evaluations

Future Focus

- Implement blockchain for transparent supply chains
- Collaborate on sustainable product development
- Increase digital integration and data sharing
- Develop resilience plans for supply chain disruptions

Regulators & Government

Importance

Ensures legal operation and reduces risk of penalties

Their Interests

- Ensure regulatory compliance
- Maintain licences & permits
- Build positive relationships with regulators & policymakers
- Mitigate legal & financial risks

Mode and Frequency of Engagement

- Stay up to date on relevant regulations
- Conduct regular internal audits
- Submit required reports & filings on time
- Proactively communicate with regulators & policymakers

Topics of Engagement

- Compliance reports
- Financial filings
- Internal & external audits to assess compliance
- Regular updates on key disclosures
- Discussions on industry issues
- Participation in industry associations & forums

Activities

- As required by regulations (e.g., quarterly, annually)
- Proactive communication when changes occur
- Regular industry updates/newsletters

Frequency & Timing

- As required by regulations (e.g., quarterly, annually)
- Proactive communication when changes occur
- Regular industry updates/newsletters

Future Focus

- Proactive compliance management and stronger engagement with regulatory bodies and government agencies
- Implement advanced regulatory tracking systems for real-time updates on compliance requirements
- Develop comprehensive training programmes for employees on regulatory changes and compliance procedures

Value Generated for Our Stakeholders in 2023-24

₹ 3,798 mn
Employee Benefits Expenses

₹ 12,598 mn
Total Raw Material Procurement Value

₹ 654 mn
Corporate Taxes Paid

Sansera elevates the importance of inclusive, collaborative, and responsive stakeholder relationships, recognising their critical role in our success. We empower our businesses to grow steadily by fostering transparent local engagement. We harness the power of time-bound interactions to strengthen the trust our stakeholders bestow upon us. Moreover, regular contact with them enables us to address market challenges and drive internal adaptations. Our active engagement across the Board is driven by our commitment to sustainable value creation, ensuring we communicate promptly and accurately with every stakeholder group.

Investors and Shareholders

Importance

Provide essential capital for growth endeavours

Their Interests

- Safe, strong, and sustainable financial performance
- Progress on environmental, social, and governance matters

Mode and Frequency of Engagement

- Annual general meeting
- Integrated annual report

Topics of Engagement

- Credit rating
- Sustainable business model
- Governance
- Return on net worth/earnings per share

Activities

- Efforts to enhance profitability
- Cost management
- Sustainable growth

Frequency & Timing

- Quarterly financial reports
- Annual meetings/reports
- Regular newsletters/seminars: As-needed investor calls/meetings

Future Focus

- Focus on long-term value creation
- Increase investments in sustainable and green technologies
- Enhance ESG reporting
- Implement digital investor relations tools

Customers

Importance

Hold the key to process improvements and service optimisation

Their Interests

- Differentiated service offering
- Digitally enabled and positive experience

Mode and Frequency of Engagement

- Project feedback through surveys (quarterly)
- Customer experience

Topics of Engagement

- Customer need identification and satisfaction
- Demand analysis
- Product feedback

Activities

- Customer satisfaction surveys
- Focus groups
- Product development feedback sessions
- Loyalty programmes
- Customer service touchpoints (chat, e-mails, and phone support)
- User experience testing

Frequency & Timing

- Regular customer surveys
- Ongoing customer service interactions
- Targeted e-mail campaigns based on customer behaviour
- Post-purchase follow-up communications

Future Focus

- Develop AI-driven customer service solutions
- Expand digital and mobile engagement channels
- Personalise customer experiences using data analytics
- Foster co-creation of products with customers

Communities

Importance

Foster positive relationships and ensure long-term success

Their Interests

- Programmes improving well-being and propelling sustainable development goals
- Initiatives addressing local challenges and enhancing quality of life

Mode and Frequency of Engagement

- Engagement through various programmes and initiatives
- Collaboration with local organisations and stakeholders
- Regular updates, and awareness campaigns and events

Topics of Engagement

- Skill development programmes
- Blood donation initiatives
- Health awareness campaigns
- Water and soil conservation efforts
- Employment opportunities for local youth
- Infrastructure development projects
- Livelihood and skill enhancement programmes

Activities

- Implementing innovative programmes tailored to community needs
- Providing regular updates and reports on community initiatives
- Collaborating with local organisations and stakeholders
- Engaging community members through awareness campaigns and events

Frequency & Timing

- Regular community events
- Annual social impact reports
- Ongoing social media engagement
- As-needed community meetings/forums

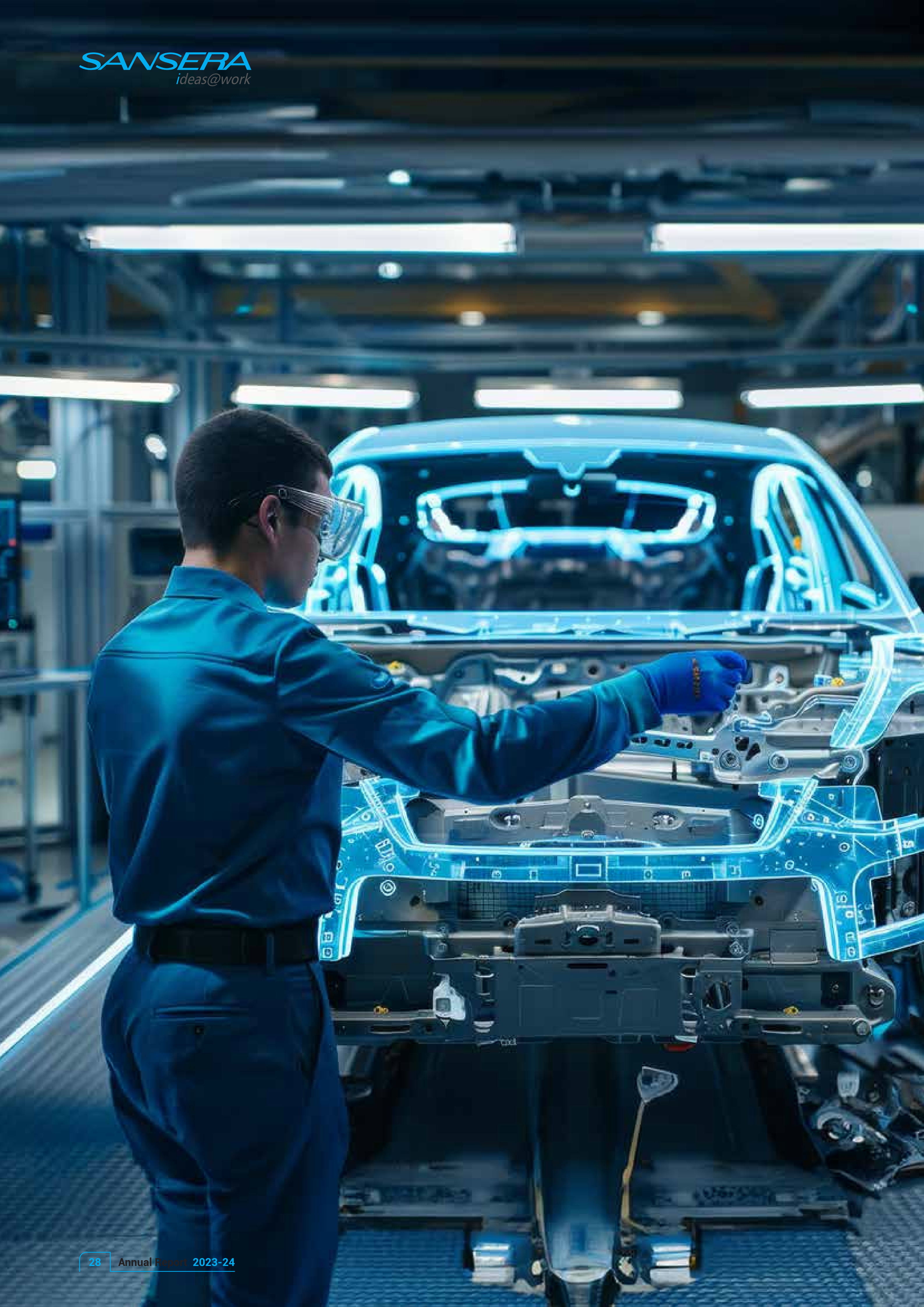
Future Focus

- Develop smart community projects
- Increase use of renewable energy in community projects
- Expand digital literacy programmes
- Foster partnerships for sustainable development goals

₹ 54,569 mn
Market Capitalisation

96.81 mn
Components Sold

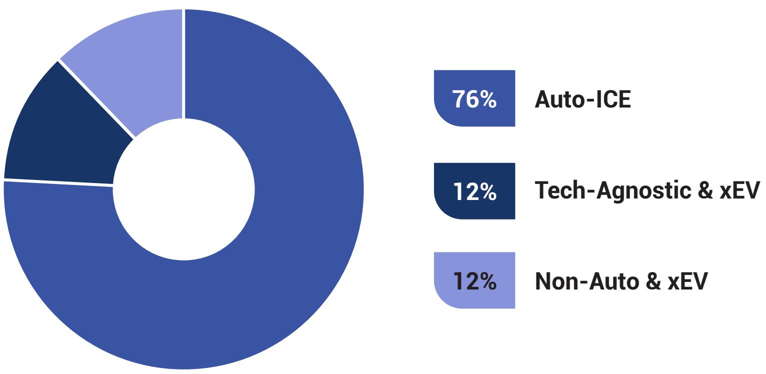
₹ 36.33 mn
Total CSR Spending



Diversifying Focus for Stronger Growth

Sansera builds upon our strategic focus on three pillars to drive the leadership in precision engineering. Firstly, we continue to excel in the automotive sector, supplying critical components for both traditional internal combustion engines (Auto-ICE) and emerging technologies. Secondly, we are leveraging emerging fields to actively expand beyond our expertise in automotive through our tech-agnostic approach and xEV initiatives, two new verticals that hold the potential for exponential growth. Our path towards the future is driven by our ability to explore new markets and applications, embrace advanced technological breakthroughs, and capitalise on fresh opportunities. Finally, our uncompromising commitment to upholding quality excellence perfectly positions us to catalyse growth within the demanding aerospace & defence sectors (Non-Auto). This diversified approach enables us to utilise our expertise across industries, culminating in continuous innovation and sustainable growth.

Segment-Wise Product Sales in 2023-24



Maintaining the Momentum with Global Aspiration

Sansera harnesses a rich legacy spanning decades and a proven track record of developing complex and critical precision-engineered components for the automotive sector. The majority of our products, including forged and machined components, are sold directly to OEMs in a finished condition, ensuring significant value addition.

Powered by the escalation in the number of new customers and enhanced market share with existing ones, we recorded an impressive growth of 18% in our Auto-ICE segment. This upward trajectory was particularly bolstered by our motorcycle and passenger vehicle segments, both of which exhibited significant growth, further cementing their leadership positions as our largest markets within the ICE space, consistently attracting global OEMs. Thanks to our advanced manufacturing capabilities, we are well-positioned to meet rising demands swiftly and effectively.

18%

Year-on-Year Growth in Revenue

Sales Mix of the 76% Product Sales Pie

37%
Motorcycles

6%
Scooters

23%
Passenger Vehicles

10%
Commercial Vehicles

Key Customers

- All major two-wheeler OEMs
- Major Japanese and European PV OEMs
- Indian multinational automotive manufacturing companies
- Leading Indian and European OEMs
- Global suppliers of actuation and motion control systems
- European, US, and Japanese premium two-wheeler OEMs
- Leading North American and European PV OEMs
- Leading European, Japanese, and US OEMs
- Global suppliers of braking systems

Way Forward

In the coming years, our focus will be on consolidating and enhancing our global market share across our existing portfolio. By strengthening our footprint in key markets and nurturing strong customer relationships, we aim to solidify our position as the preferred partner for automotive solutions worldwide. We are committed to sustaining our growth trajectory through strategic initiatives and continued innovation, while also enhancing our presence in the global automotive industry. Additionally, we plan to diversify our revenue streams to reduce concentration risk, lowering the current 76% revenue reliance to ultimately 60% of the overall revenue.

76%
Revenue Contirubtion in 2023-24

60%
Targeted Revenue Diversification

Segment: Tech-Agnostic & xEV

Tapping Emerging Opportunities to Bolster Growth

Sansera is all set to capitalise on the remarkable expansion of the xEV segment, which continues to demonstrate significant growth across India and Europe. Our company focusses on tech-agnostic and xEV solutions to propel progress and drive innovation, positioning us as a leader in the evolving precision engineering landscape. We swiftly address the dynamic requirements of our customers through our unmatched manufacturing prowess, further highlighting our capability to offer tailored solutions.

Our strategic focus on tech-agnostic and xEV products drove a remarkable 43.3% growth in this segment, despite a decline in sales of traditional two-wheeler scooters. We expanded our portfolio to encompass suspension parts, braking systems, chassis components, stemcom steering, and aluminium-forged components, catering to prominent two-wheeler companies and global manufacturers.

43.3%

Year-on-Year Growth in Revenue

Product Offerings

- **Tech-Agnostic:** 2W/e-2W, PV/Hybrid/B-EV and CV
- **xEV:** 2W, PV and CV

Sales Mix of the 12% Product Sales Pie

7%
Tech-Agnostic

5%
xEV

Key Customers

- European premium two-wheeler OEMs
- Premier European PV OEM
- Key Europe & US-based Tier-1 customers
- Leading Indian EV OEMs
- One of the major Indian OEMs
- Marquee North American EV OEM

Way Forward

As we navigate the evolving automotive landscape, we are focussed on strengthening our xEV business while leveraging our existing capabilities in tech-agnostic products, particularly in aluminum-forged components. In this dynamic sector, we aim to expand our xEV portfolio, enhance our manufacturing processes, and forge strategic partnerships to establish our leadership as a supplier in the electric vehicle market. We also aim to increase our revenue share from the current 12% to 20% by capitalising on this high-growth segment, thereby enhancing business diversification and concentrating our capacity on this promising area.

12%
Revenue Contirubtion in 2023-24

20%
Targeted Revenue Diversification

Segment: Non-Auto

Elevating Precision Engineering to the Next Level

Sansera shines bright in the non-automotive segment, scaling greater heights by harnessing our ability to diversify our portfolio and our commitment to quality excellence. This segment encompasses a dynamic array of industries, including aerospace, defence, off-road, and agriculture, among others. Guided by our focus on precision engineering and innovation, we continue to deliver remarkable growth in this segment, driven by our persistent pursuit of customer satisfaction.

Our non-automotive segment revenue has surged by 25%. We lead global markets by serving aerospace OEMs and advancing projects in defence and off-road sectors. With a strong commitment to innovation, we deliver cutting-edge solutions, driving sustainable growth for clients and stakeholders globally.

25%

Year-on-Year Growth in Revenue

Sales Mix of the 12% Product Sales Pie

4%
Aerospace & Defence

4%
Off-Road

2%
Agriculture

2%
Others

Key Customers

- Premier Indian Tier-1 supplier
- Global Tier-1 suppliers
- Global European Tier-1 and OEM Aircraft
- Global North American aircraft OEM
- Global Recreational Vehicle OEM
- The Indian arm of a global supplier of fuel injection systems
- The Indian arm of a global engine-based fuel and air management systems manufacturer
- Global OEM of Earth Moving Equipment
- The Indian arm of a global manufacturing and supply chain management company
- Subsidiary of a leading global power tools manufacturer
- Global marine engine manufacturer

Way Forward

Moving forward, our commitment is to further expand into non-automotive sectors and broaden our market scope. To achieve this, we will implement strategic initiatives, deliver innovative solutions, and nurture strong customer relationships. We are focussed on driving sustainable growth and success in this segment by capitalising on emerging opportunities and solidifying our position as a key player. Our goal is to increase our revenue share from the current 12% to 20% by leveraging this high-growth segment, thereby enhancing business diversification and focussing our capacity on this promising area.

12%
Revenue Contirubtion in 2023-24

20%
Targeted Revenue Diversification

Navigating Growth Amid Dynamic Business Landscape

Sansera believes that the existing business landscape is a reflection of a constantly evolving world, that presents diverse challenges and fresh opportunities. We value these changes and embrace them to navigate our path of sustained success. Over the years, we continue to emphasise on prevailing market conditions to shape our strategies. As these conditions shift, we take it in our stride to adapt and explore fresh avenues of growth.

Global Supply Chain Diversification

For nearly three decades, western companies have invested heavily in China due to its low-labour costs and large consumer market, leading to over reliance and significant supply chain risks. The 2024 global trade dynamics highlight the dangers of this dependence, with ongoing global volatilities further complicating supply chains.

The 'China Plus One' Perspective

In response to these challenges, the 'China Plus One' strategy encourages the strategic diversification of production and supply chains, introducing alternative manufacturing or sourcing hubs alongside China. Addressing escalating costs, geopolitical uncertainties, and the dangers of over reliance on a single production base, this approach aims to bring greater stability.

Cost Efficiency
Surging costs in China drive companies to seek more cost-effective locations.

Risk Diversification
Reducing reliance on China minimises supply chain disruptions and trade tensions.

Access to New Markets
Establishing facilities in different countries expands market access and cuts down trade barriers.

Proximity to Customers
Setting up production units closer to home lowers transportation costs andimproves responsiveness.

Talent and Innovation
Deploying skilled labour forces and technological capabilities elsewhere fosters innovation.

Regulatory Challenges
Existing stringent regulations in China prompt consideration of alternative locations.

Opportunity for India

The 'China Plus One' strategy presents India as a compelling alternative for foreign investments seeking diversification.

Vast Consumer Market
With a population of over 1.44 bn, India offers an attractive market for companies targeting the burgeoning middle-class.

Cost-Competitive Manufacturing
Economical labour costs offers India a competitive advantage, that is lucrative for labour-intensive industries.

Skilled Labour Force
India's pool of skilled workers across diverse sectors benefits high-tech and knowledge-based industries.

Infrastructure Development
Sustained momentum of investments in transportation, ports, and logistics enhances supply chain efficiency.

Government Incentives
Tax benefits, subsidies, and streamlined regulations attract foreign direct investment (FDI).

Strategic Location
Unique positioning, with access to South Asia and the Middle East presents opportunities for regional expansion.

Economic Reforms
Improvements in the ease of doing business boost confidence and attract more foreign investment into the country.

Supportive Ecosystem
The thriving ecosystem of entrepreneurial ethos fosters innovation and collaboration.

Positioning India at the Forefront of Global Manufacturing

India is poised to become a global manufacturing hub, aiming to significantly boost the manufacturing sector's contribution to GDP by 2025. The country's robust export performance, particularly in engineering goods, highlights its potential in global markets. With a diversified global supply chain, India attracts foreign companies looking to expand production, leveraging advantages such as a large consumer market, competitive labour costs, and political stability. Government policies, including production-linked incentives, further enhance India's position in the global value chain, promising substantial growth in global trade share.

17%
The Manufacturing Sector's Contribution to India's GDP in CY 2023

25%
The Manufacturing Sector's Contribution to India's GDP by CY 2025

Source: Invest India

USD 437.06 bn
India's Merchandise Exports in 2023-24

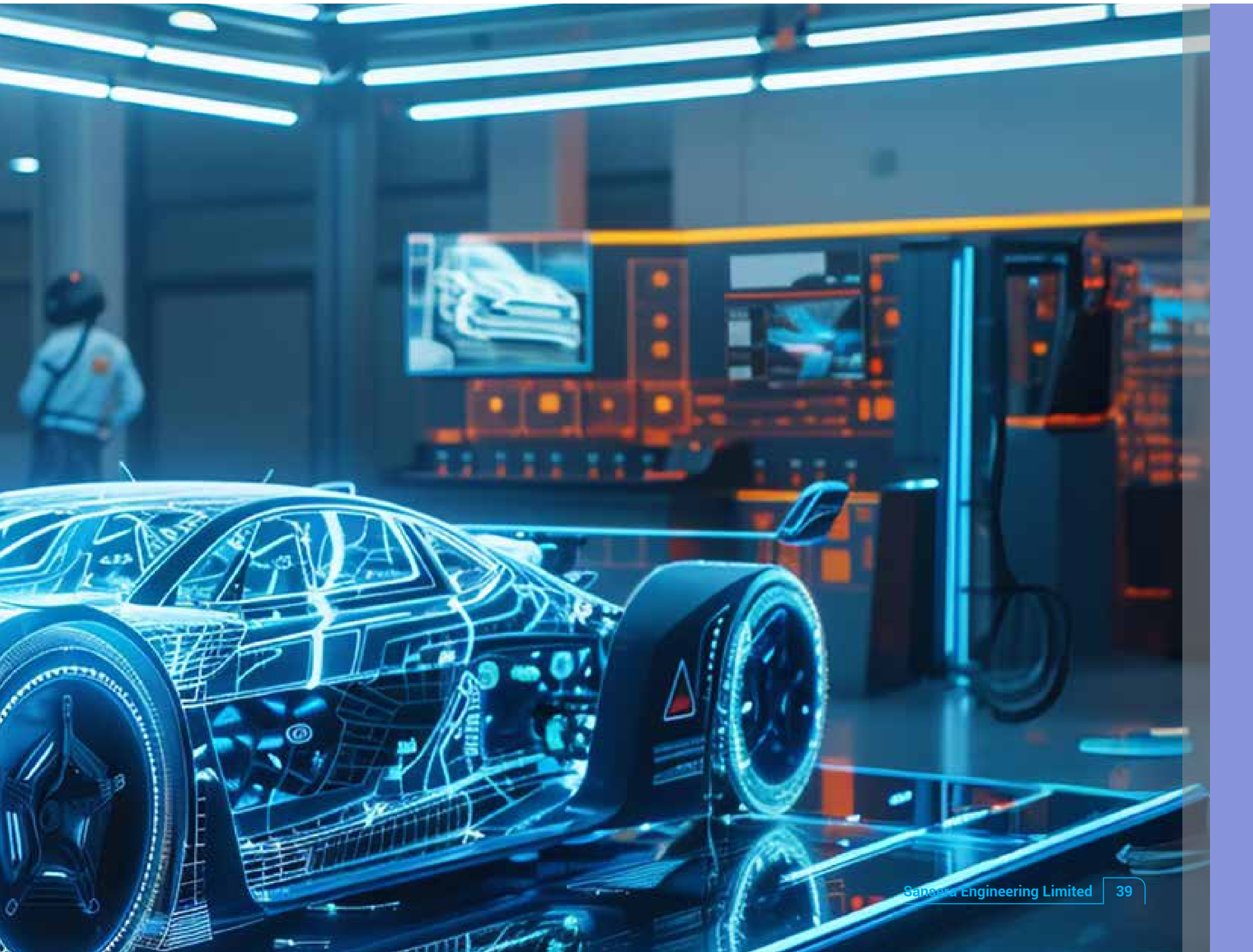
USD 835 bn
India's Anticipated Merchandise Exports by 2029-2030

Source: Nomura Report

1.8%
India's Share of Global Trade in CY 2023

2.8%
India's Share of Global Trade by CY 2030

Source: Nomura Report



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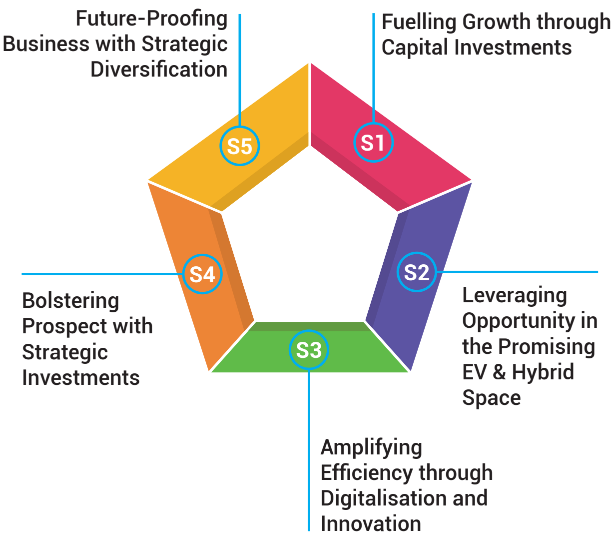
Amplifying Growth with Strategic Imperatives



At Sansera, we envision a future for precision-engineered parts that is rich with exciting possibilities. Unprecedented growth prospects lie ahead, fuelled by a confluence of factors, and we are strategically positioned to keep pace with this growth and emerge as a leader in the dynamic engineering landscape. In this section, we will unveil the strategic imperatives that guide our approach to capitalising on these opportunities.

S1

Fuelling Growth through Capital Investments

At Sansera, we are positioning ourselves for significant expansion with a well-defined capital expenditure plan for the coming year, showcasing our vision for future growth. By investing in innovation, expanding our footprint, and embracing automation, we are well-positioned to capitalise on opportunities across diverse sectors in the engineering landscape.

Highlights for 2023-24

WE INVESTED in strengthening our core manufacturing capabilities

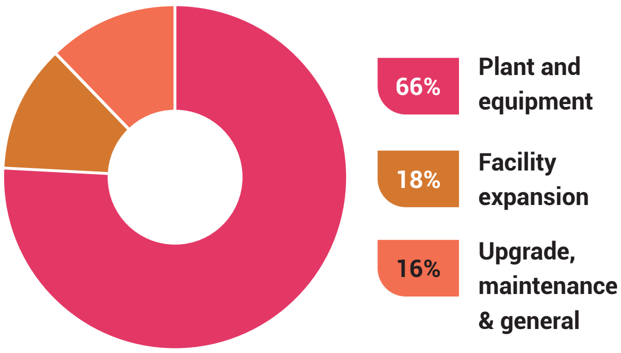
WE EXPANDED our facilities to support our growing production needs

WE UPGRADED our IT infrastructure, ensuring smooth operations across all aspects of our business

Scheduled commissioning of a new 4,000-tonne press

Additional two new presses, a 2,500-tonne and a 1,600-tonne

Capex Breakdown for 2023-24



Future Focus

Our strategic capex plan aims to maintain our leadership in the Auto-ICE market while leveraging new technologies for growth. We intend to significantly increase our revenue per vehicle by investing in lightweight and aluminium components, crucial for EVs and premium vehicles. Expanding export opportunities will further enhance our global stature. Our meticulously designed capex allocation and capability expansion position us to seize growth opportunities across the engineering landscape, driving sustained success and long-term value creation for our stakeholders.

S2

Leveraging Opportunity in the Promising EV & Hybrid Space

At Sansera, we are positioning ourselves in the EV & hybrid space to capitalise on anticipated rapid growth driven by customer mass production plans. Our goal is to decrease reliance on Auto-ICE business, diversify into non-automotive segments, and leverage our strong ICE manufacturing expertise as a foundation for expansion.

Success Drivers

Establishment of a Dedicated EV Facility

The creation of a dedicated facility for hybrid and electric components within our Bengaluru plant demonstrates our commitment to advancing the electric vehicle space.

Progress in Aluminium-Forged and Machined Components

We are making notable advances in securing orders for aluminium-forged and machined components, aligning with industry trends towards light weighting.

Robust R&D and Design Capabilities

Our strong focus on research and development, coupled with advanced design capabilities, positions us at the forefront of technological innovation.

Diversified Product Portfolio

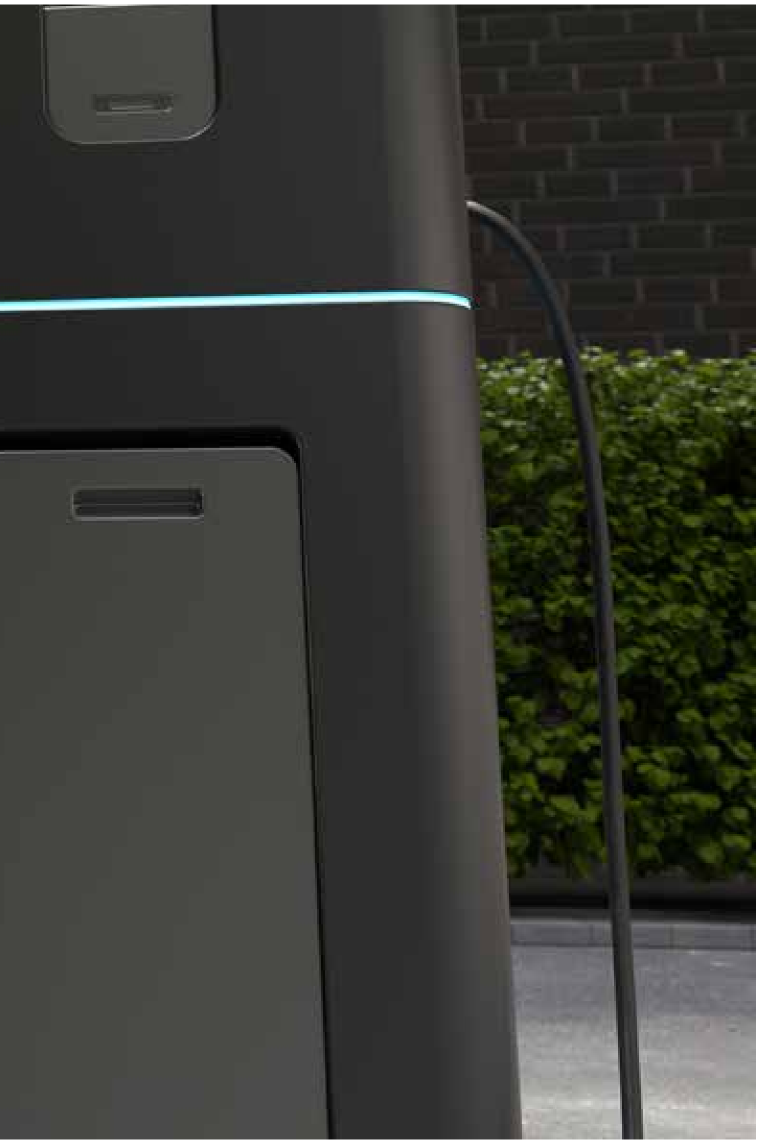
By expanding our product portfolio to include a wider range of offerings with higher kit values, we are enhancing our competitive edge and market differentiation.

Enduring OEM Relationships

Leveraging our long-standing relationships with OEMs allows us to increase market penetration and secure new business opportunities, strengthening our market presence.

Robust Export Presence

Our robust export presence and strong client relationships are driving the demand for our products in international markets. This strong foundation positions us to seize global opportunities and further enhance our market presence.



Future Focus

We are witnessing significant traction in the EV component segment as India continues its resilient journey towards embracing electric mobility. Looking ahead, we are optimistic about the prospects of our engagement in electric mobility. The recent commencement of orders from a new American multinational automotive xEV customer is a major boost to our EV mobility aspirations. This development further signifies the promising potential we hold to advance our involvement in the hybrid & electric mobility sector, reaffirming our commitment to innovation and sustainability.

S3

Amplifying Efficiency through Digitalisation and Innovation

Sansera is enhancing efficiency through Industry 4.0 by integrating advanced technologies into its manufacturing processes. We are leveraging automation, data analytics and interconnected systems to enhance production precision, reduce downtime and optimise resource utilisation. By implementing smart manufacturing solutions, we are able to monitor operations in real-time, predict maintenance needs and streamline work flow, leading to significant improvements in overall efficiency and productivity.

Driving Smart Integration through Industry 4.0

Shopfloor Visualisation

Real-time shopfloor visualisation enhances operational transparency and enables swift decision-making.

Multi-Plant Remote Monitoring via Cloud

Cloud-based multi-plant remote monitoring ensures seamless oversight and coordination across facilities.

Machine Data Acquisition

Automated machine data acquisition drives precision and efficiency in manufacturing processes.

Shopfloor and Top Floor Integration

Integrating shopfloor and top floor operations ensures agile decision-making and responsiveness to market dynamics.

Future Focus

We aim to focus on scaling up smart manufacturing initiatives, such as expanding machine data acquisition and analytics capabilities across all plants. We intend to intensify efforts to integrate AI-driven predictive maintenance, ensuring minimal downtime and optimal resource use. Continued development of cloud-based remote monitoring is expected to enable better coordination across multiple facilities, while deeper integration with ERP systems like SAP will streamline operations and reduce errors. Investing in employee upskilling will remain critical for us to fully leverage Industry 4.0 innovations and maintain a competitive edge in the market.

Bolstering Prospect with Strategic Investment

Sansera's strategic investment in MMRFIC marks a significant step forward in advancing next-generation radar technology. MMRFIC is at the forefront of designing and developing mm-Wave and RF products, with applications spanning Defence, Space, Automotive, and Healthcare sectors. Our Company has demonstrated its technological prowess by delivering AI-enabled radars capable of object identification and friend-or-foe recognition in the Defence and Automotive sectors. In the Healthcare domain, MMRFIC's innovative IoT products are enhancing the monitoring of essential health parameters. This investment aligns with Sansera's commitment to supporting cutting-edge technology and expanding its footprint in critical industries.

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

11 SUSTAINABLE CITIES AND COMMUNITIES

₹ 200 mn
Initial Investment

New R&D Facility

The new facility integrates Semiconductor Packaging, Precision PCB Assembly, and the Testing & Qualification of in-house developed products.

Facility Expansion

Completion of a new, state-of-the-art 14,000 sq. ft. facility featuring advanced clean room and automated assembly capabilities.

Enhanced Production

Implementation of cutting-edge equipment for semiconductor packaging and precision assembly, enabling the production of miniaturized systems and components.

Integrated Solutions

Development of comprehensive product solutions, including semiconductor packaging, design, assembly, testing, and supply chain management under one roof.

Global Support

Expansion of global support services with expert failure analysis and technical assistance provided by a skilled engineering team.

A Partnership for Growth

Our collaboration with esteemed clients such as HAL, DRDO, and other prestigious international partners represents a significant opportunity for mutual advancement in advanced radar technologies. By combining Sansera's extensive industry experience with MMRFIC's cutting-edge expertise, we are forging a powerful synergy that promises substantial progress for both organisations. This strategic alliance is designed to unlock new opportunities and drive forward the future of radar technology.

Future Focus

As we advance, our goal is to push the boundaries of radar technology and drive progress in the automotive and defence sectors. Partnering with MMRFIC, we aim to harness our momentum, explore new market opportunities, and stimulate innovation. Our new facility will integrate 3D semiconductor packaging, SiP design, PCB design and assembly, functional testing, and supply chain management under one roof. It will also provide global failure analysis support with a dedicated engineering team. This strategic investment from Sansera validates our capabilities and growth potential, positioning us to meet the rising demand for advanced packaging solutions and deliver cutting-edge semiconductor products worldwide.

S5

Future-Proofing Business with Strategic Diversification

Sansera's diversified portfolio enables us to pivot and evolve to meet shifting market demands. We foresee significant opportunities in the export market as well as in growing business segments. This section highlights our two-pronged approach to securing a resilient and prosperous future.

8 DECENT WORK AND ECONOMIC GROWTH

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

11 SUSTAINABLE CITIES AND COMMUNITIES

Market Diversification

- We are actively expanding our export footprint, capitalising on the international demand for our diverse product portfolio. This strategy reduces reliance on any single market and unlocks significant growth potential.
- Our focus is shifting towards non-auto, xEV, and tech-agnostic segments to achieve a balanced revenue stream alongside our core Auto-ICE business.

34%

Year-on-Year Growth in International Revenues

31%

of Our Total Product Sales Is Derived From Exports

This fast-growing export segment from India, which boasts the highest margin ratio compared to our other segments, is expected to continue contributing positively.

Customer Diversification

- The successful reduction in dependence on our top clients demonstrates the effectiveness of our diversification strategy.
- We will continue to broaden our customer base, mitigating risk and ensuring long-term stability.

51%

Contribution From Our Top 5 Customers in 2022-23

47%

Contribution From Our Top 5 Customers in 2023-24

Business Segment Diversification

- Historically, our revenue was primarily from traditional sectors, particularly within the mobility sector centered around ICE technology. However, as technology evolves, we have diversified and are now rapidly growing in emerging business areas, reflecting a significant shift in our revenue sources.
- Our long-term objective is to balance the revenue mix by increasing contributions from emerging and diversified sectors. This strategic shift positions us well for future growth and resilience.

76%/24%

Currently, 76% of our product sales comes from Auto-ICE, with 24% from non-auto, xEV, and tech-agnostic businesses. (As of March 31, 2024)

60%/40%

Our long-term goal is to reduce Auto-ICE to 60% and increase revenues from xEV, non-auto, and tech-agnostic components to 40%. This strategic shift positions us well for future growth and resilience.

Future Focus

Looking ahead, our focus will be on expanding export markets, enhancing our international presence, and investing in research and development for product innovation and diversification. We aim to diversify our customer base across new market segments while emphasising sustainability and operational efficiencies to maintain competitiveness. Strategic partnerships will also be instrumental in accelerating our market entry into new territories, ensuring sustained growth and enhanced profitability.

Environmental, Social & Governance

Prioritising Sustainability to Advance Shared Prosperity

Sansera believes in the organic interconnection between our organisational progress and the well-being of the environment and the communities we serve. To advance shared prosperity, we are committed to integrating Environmental, Social, & Governance (ESG) principles into every facet of our operations, aligning our strategy with the Sustainable Development Goals (SDGs) established by the United Nations. This holistic approach fortifies our role as a responsible corporate citizen and enables us to build a sustainable future for our Company, our stakeholders, and our planet.

Environmental Stewardship

We are continuously working to minimise our environmental footprint and implement sustainable practices.

Social Responsibility

We stay committed to our employees, and the communities we operate in. Moreover, we are dedicated to fostering a diverse and inclusive workplace.

Governance and Ethics

We put in place a robust corporate governance framework while upholding our commitment to the highest ethical standards across our operations.

Securing the Future with Environmental Stewardship

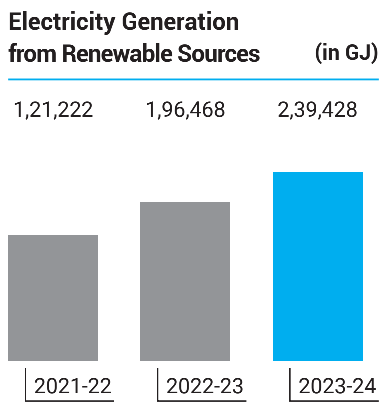
At Sansera, we are driven by a dual commitment to delivering exceptional value to our customers and stakeholders, while simultaneously focussing on the preservation of the environment for future generations. This ethos shapes our approach to innovation and operations, as we strive to achieve sustainable growth and create positive impacts in the communities we serve. We aim to set benchmarks for responsible corporate citizenship and contribute to a brighter, more sustainable future.

SDGs Aligned

7 AFFORDABLE AND CLEAN ENERGY
11 SUSTAINABLE CITIES AND COMMUNITIES
12 RESPONSIBLE CONSUMPTION AND PRODUCTION
15 LIFE ON LAND

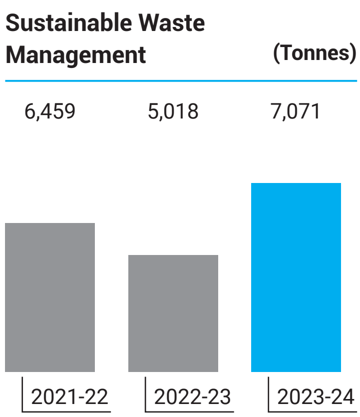
Renewable Energy for Captive Consumption

We are dedicated to innovation and sustainability, aiming to lead in creating a greener future. In the fiscal year, we significantly increased our renewable energy use, with our total electricity generation from renewable sources rising from 196,468 GJ in 2022-23 to 2,39,428 GJ in 2023-24. This boost underscores our commitment to environmental stewardship and cost efficiency. Our sustainability initiatives are designed to manage operational costs effectively while embedding environmental responsibility into our growth strategy. By integrating these principles, we are securing long-term success for our Company, stakeholders, and the planet.



50.62%

of Total Energy Was Sourced From Renewable Sources



Restoring Nature, Revitalising Ecosystems

Sansera's commitment to environmental stewardship extends to enhancing biodiversity and restoring vital ecosystems. Our restoration projects at Kyalasanahalli and Bommasandra Lakes have significantly improved water tables and rejuvenated surrounding environments, supporting a thriving ecosystem of flora and fauna.

Advancing Circular Economy Practices

In our quest for sustainability, we've made remarkable strides in waste management. In 2023-24, we recycled 7,071 tonnes of waste.

Pioneering Waste Management Technology

Leading the way in sustainable practices, our Trash Bot technology is revolutionising waste management. Deployed since January 2017, Trash Bot is transforming how we handle mixed waste:

- Trash Bot provides a hands-free, efficient solution for segregating mixed waste, minimising contamination and simplifying the recycling process.
- By accurately separating biodegradable materials, Trash Bot reduces methane emissions and supports responsible waste disposal, reinforcing our commitment to a circular economy.
- With its modular design and low power consumption, Trash Bot is an adaptable, eco-friendly solution that minimises environmental impact.

- **Hands-free waste processing**
- **Very low power consumption**
- **Highly scalable for large capacities**
- **Handles all kinds of mixed waste**
- **99.7% efficiency**

Commitment to Zero Liquid Discharge

We are dedicated to achieving zero liquid discharge across our operations by implementing advanced water treatment systems. Four of our 17 plants are equipped with both Effluent Treatment Plants (ETPs) and Sewage Treatment Plants (STPs), while 15 have STP systems. Additionally, two non-manufacturing plants utilise soak pits and septic tanks. Treated water from these systems is reused for gardening. At our Manesar and Rudrapur facilities, treated water is further processed at a Common Effluent Treatment Plant (CETP), ensuring compliance with environmental standards, reflecting our commitment to sustainable resource management.

Sustainable Waste Conversion

- We convert wet waste into nutrient-rich manure, enhancing soil quality and reducing landfill contributions.
- Dry waste is repurposed into various products, reducing the demand for new raw materials and promoting a circular economy.

Way Forward

At Sansera, We are committed to advancing sustainability through:

- **Increased Renewable Energy Use:** We aim to further boost our renewable energy share, reducing our carbon footprint.
- **Investment in Green Technologies:** We will integrate advanced green technologies to enhance our manufacturing processes and products.
- **Strengthened Partnerships:** We will collaborate with industry leaders and stakeholders to drive green energy solutions and sustainability.
- **Operational Efficiency:** We will optimise operations to improve resource management and reduce waste.

Investing in Future for Holistic Success

Sansera values success through holistic parameters, going beyond the confines of mere financial performance. For us, growth and achievement are measured through the positive impact we create within the communities we serve. A range of initiatives, meticulously crafted to focus on education, health, and environmental stewardship, paves the way for us to fulfil our social responsibility.

SDGs Aligned

3 GOOD HEALTH AND WELL-BEING
4 QUALITY EDUCATION
6 CLEAN WATER AND SANITATION
8 DECENT WORK AND ECONOMIC GROWTH
10 REDUCED INEQUALITIES
11 SUSTAINABLE CITIES AND COMMUNITIES
12 RESPONSIBLE CONSUMPTION AND PRODUCTION
17 PARTNERSHIPS FOR THE GOALS

Education

Co-Curricular Activities

We actively promote holistic development by sponsoring various co-curricular activities

- Resource Persons: 12
- Schools Involved: 29
- Students Engaged: 7,796
- Total Salary of Resource Persons: ₹ 5,84,793

Makkala Santhe Habba

We take pride in this unique initiative, conceptualised by our volunteers, to encourage students to explore entrepreneurship.

- Objective: To drive the concept of small business and promote talent
- Idea Promoted By: Volunteers of SANSERA
- Number of Students Participated: 450

Supporting Underprivileged Students

We partnered with the Vonisha Foundation, to implement a programme at the newly built GHS Begur Multi-Purpose Hall, to equip dropout students.

- Partner: Vonisha Foundation
- Budget Planned: ₹ 6 lac
- Number of Students Benefitted: 34 (13 Boys & 21 Girls)

Food Trolly Distribution

We collaborated with schools to distribute food trolleys, benefitting a large number of children, underscoring our commitment to student nutrition and hygiene.

- Number of Schools Benefitted: 7
- Total Trolleys Distributed: 8
- Total Children: 1,673
- Amount Spent: ₹ 68,072

Clean Drive by Volunteers

We actively participate in clean-up drives, promoting environmental awareness and a sense of community pride. Our recent drives were conducted in Hebbagodi and Thiruma Gondanahalli.

5S Award and Activity

We cultivate an active culture of organisation and cleanliness in government schools. The 5S Award recognises schools implementing the 5S methodology (Sort, Set in Order, Shine, Standardise, Sustain). Furthermore, we conducted a company-wide 5S activity during 2022-23.

Volunteer Participation

We engage actively in various school events, including Independence Day celebrations, through the involvement of our dedicated volunteers, demonstrating our commitment to foster a positive and enriching learning environment.

Scholarship Programme

During the year under review, we invested in the future by providing scholarships worth ₹ 24.9 lacs to deserving students.

Supporting Sports Players

We prioritise the importance of holistic development and actively supports sporting talent in achieving their goals.

Health Initiatives

- **TB Patient Adoption Programme**
  We support the fight against tuberculosis by adopting TB patients in Anekal Taluk.
- **Healthcare Programme**
  In collaboration with partners such as Narayana Netralaya and KMYF, we conduct healthcare programme in the schools we support, ensuring the well-being of students and the wider community.
- **BP Awareness Programme**
  We conduct blood pressure awareness programme at various government school.
- **International Yoga Day Celebration**
  We celebrate International Yoga Day with various activities to promote health and wellness.

Way Forward

As we look to the future, our commitment to social responsibility remains unwavering. We actively pursue new partnerships and opportunities to expand the reach of our initiatives, benefitting more individuals and communities. Continuously evaluating the efficacy of our programmes, we strive to fine-tune our strategies to ensure they deliver maximum impact. Collaboration is central to our approach, as we seek to engage with government agencies, NGOs, and other stakeholders to generate a collective drive towards social responsibility. By prioritising meaningful partnership, we aim to achieve lasting social change and build a resilient, sustainable future for all.

Empowering Our People: Building a Future Together

At Sansera, our greatest asset is our people. We believe that a motivated, skilled, and inclusive workforce is key to driving innovation and achieving engineering excellence. Over the past year, we have continued to invest in our employees through comprehensive development programmes, a commitment to diversity, and a focus on overall well-being. Our goal is not only to be a 'Great Place to Work' but to create an environment where every team member can thrive and contribute to our collective success.

SDGs Aligned

3 GOOD HEALTH AND WELL-BEING

4 QUALITY EDUCATION

5 GENDER EQUALITY

8 DECENT WORK AND ECONOMIC GROWTH

10 REDUCED INEQUALITIES

A Dynamic and Inclusive Work Environment

Sansera is proud to be recognised as a leading employer, providing a dynamic and inclusive work environment for our workforce of over 10,000 employees. Our dedication to nurturing talent and fostering growth is reflected in our wide-ranging HR initiatives.

Investing in Talent Development

With a specialised engineering team of over 500 professionals in aerospace, machine building, and automation, we place a strong emphasis on employee development. Our training programmes cover technical skills, leadership development, and career progression, ensuring continuous learning and professional growth.

Promoting Diversity and Inclusion

We actively promote diversity and inclusion within our organisation, championing gender equality, cultural diversity, and equal opportunities. These efforts drive innovation and creativity, contributing significantly to our overall success.

Prioritising Employee Well-Being

Our commitment to employee well-being is evident through our health and wellness programmes, which include medical benefits, mental health support, and various wellness activities. By prioritising a positive workplace culture built on mutual respect and collaboration, we have created an environment where our employees thrive.

Commitment to Health & Safety

We have implemented several measures to mitigate occupational health and safety risks across the organisation. These initiatives include the adoption of an integrated policy on Environment, Health, Safety, and Quality Management System. We conduct regular training sessions and internal audits for all Standard Operating Procedures (SOPs) related to occupational health and safety. Additionally, we maintain a comprehensive Hazard Identification and Risk Assessment (HIRA) process. All our plants are ISO 45001 certified, ensuring adherence to international safety standards. We also conduct periodic medical checkups for all employees and workers, alongside continuous monitoring of environmental parameters in compliance with Pollution Control Board (PCB) standards.

Achieved Recognition for Great Place to Work

Great Place To Work®
Certified
FEB 2024-FEB 2025
INDIA

This is to certify that SANSERA ENGINEERING LIMITED has successfully completed the assessment conducted by Great Place To Work®, India, and is certified as a great workplace.

This certificate is valid from February 2024 to February 2025.

Yeshasvini Ramaswamy
Chief Executive Officer
Great Place To Work®, India

Note: The certificate is valid subject to the terms and conditions agreed to by the Organization.

Cultivating Best Practices with Responsible Governance

Sansera upholds good corporate governance as the cornerstone of sustainable success. Our commitment to the highest ethical standards, transparency, and accountability touches every aspect of our business. By adhering to these principles, we are laying a resilient foundation for long-term prosperity. We are confident that our commitment to good governance will contribute to a more sustainable and equitable future for all stakeholders.

Our Governance Ethos

Integrity, Ethics & Transparency

We operate with honesty, comply with laws, and ensure timely communication with stakeholders.

Sustainability & Safety

We provide sustainable products, prioritise environmental impact, and maintain robust employee safety measures.

Employee Well-Being

We value our employees, promote diversity and inclusion, and ensure professional growth and ethical labour practices.

Stakeholder Engagement

We actively engage with stakeholders to align our strategies with their needs and concerns.

Respecting Human Rights

We uphold human rights, ensure dignity and respect, and eliminate discrimination and unfair labour practices.

Environmental Stewardship

We minimise our environmental footprint through resource conservation, waste reduction, and renewable energy initiatives.

Responsible Policy Advocacy

We advocate for sustainable development and ethical business practices in public policy matters.

Inclusive Growth & Development

We support initiatives that promote inclusive growth and economic opportunities for all.

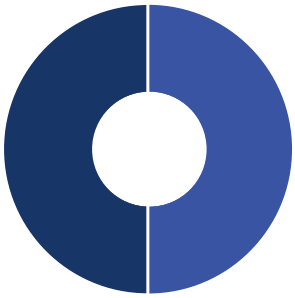
Responsible Consumer Engagement

We offer top-quality products, ensure transparent marketing, and build trust through open communication.

Board Composition

6 Directors

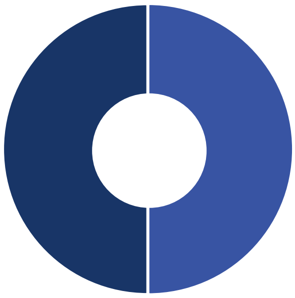
As of March 31, 2024



50% Non-Executive Directors

50% Executive Directors

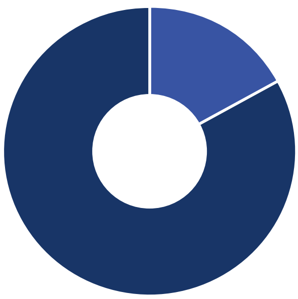
Independence



50% Independent Directors

50% Non-Independent Directors

Gender Diversity



17% Women

83% Men

Leading the Way with Seasoned Guidance

Sansera boasts a highly distinguished Board of Directors, comprising seasoned professionals whose extensive experience and expertise steer our Company towards sustained success. These accomplished individuals amalgamate deep industry insight and diverse perspectives, ensuring strategic decision-making. Our Board embodies a powerful blend of well-rounded leadership and tactical prudence, while their collective expertise propels us towards continued success. Amid the dynamic and competitive world of precision manufacturing, the Sansera Board continues to spearhead the path of greater achievements.

C Chairman M Member

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- ESG Committee
- Risk Management Committee

S. Sekhar Vasan

Chairman & Managing Director

C M

Mr. Vasan brings a remarkable 43 years of experience in precision manufacturing to the table, being part of journey since our inception. He holds a PGDM from IIM Bengaluru and a Bachelor of Technology degree from IIT Madras, further solidifying his academic and technical competence.

F. R. Singhvi

Joint Managing Director

M M

Mr. Singhvi possesses over 43 years of professional experience, including more than 15 years at Sansera, where he is instrumental in steering the automobile and aerospace business segments. Prior to Sansera, his experience at M/s. Singhvi, Dev & Unni (C.A.) demonstrates his strong grounding in financial expertise. As a Chartered Accountant, he ensures sound financial management practices.

B. R. Preetham

Executive Director & CEO

M

Mr. Preetham serves as our Executive Director & Group CEO. He oversees all business areas, including supplier relations, bringing over 32 years of invaluable experience to our Company. Preetham holds a Bachelor of Engineering degree from Bengaluru University, driving our growth and innovation.

Revathy Ashok

Non-Executive, Independent Director

C M M M

Mrs. Revathy Ashok holds over 40 years of experience, enriching the Board with her impressive career achievements. Her leadership roles include heading major businesses for General Electric in South Asia and serving as CEO & Managing Director of Tyco Electronics in the same region for over 11 years. She holds a PGDM from IIM Calcutta and a bachelor's degree in mechanical engineering, demonstrating a unique blend of business leadership and technical understanding.

Muthuswami Lakshminarayan

Non-Executive, Independent Director

C C M M

Mr. Lakshminarayan contributes valuable insights from diverse sectors, having accumulated experience in positions at Tishman Speyer and serving as CFO of Syntel. His academic background includes a PGDM from IIM Bengaluru, highlighting his strong business acumen. His recognition with the 'Faculty Medal for Best Performance' in Habitat & Environmental Studies reflects his commitment to sustainable practices, which aligns perfectly with our ESG focus.

Samir Purushottam Inamdar

Non-Executive, Independent Director

C C M

Mr. Inamdar contributes more than 30 years of invaluable experience to the Board, possessing expertise in forging and maintaining strong supplier relationships, a critical aspect of our manufacturing operations. His Bachelor of Engineering degree from Bengaluru University highlights his technical grounding.

Celebrating Excellence with Inspiring Recognition

Toyota Industries Engine India Appreciation for Implementing 4S & STW: July 28, 2024

VE POWERTRAIN

ACMA Golden Awards for Sustainable Business & Safety: March 5, 2024

Royal Enfield Appreciation Award for Reliable Partner in Quality & Delivery July, 2024

HONDA MOTORS

Yamaha Appreciation Award for Cost: March 22, 2024

Honda Motorcycles Award for Quality Management &

Commitment and Support: March 15, 2024

Corporate Information

Board of Directors

Mr. S. Sekhar Vasan
Chairman & Managing Director (Promoter)

Mr. F. R. Singhvi
Joint Managing Director (Promoter)

Mr. B. R. Preetham
Executive Director & Group CEO (w.e.f. September 8, 2023)

Mrs. Revathy Ashok
Independent Director

Mr. Lakshminarayan M
Independent Director

Mr. Samir Purushottam Inamdar
Independent Director

Mr. Raunak Gupta
Non-Executive, Nominee Director (till 8th September 2023)

Chief Financial Officer

Mr. Vikas Goel

Company Secretary & Compliance Officer

Mr. Rajesh Kumar Modi

Statutory Auditors

M/s. Deloitte Haskins & Sells, Chartered Accountants

Secretarial Auditors

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

Cost Auditors

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

Internal Auditors

M/s. Aneja & Associates, Chartered Accountants

Registered Office

Plant 7, Plot No. 143/A Jigani Link Road, Bommasandra Industrial Area Bengaluru - 560 105, Karnataka, India. CIN: L34103KA1981PLC004542
Tel: +91 80 27839081/82/83
E-mail: rajesh.modi@sansera.in
Website: www.sansera.in

Registrar and Share Transfer Agent (Rta)

Link Intime India Private Limited
C 101, 247 Park, L B S Marg
Vikhroli (West), Mumbai - 400 083,
Maharashtra, India

Bankers & Lenders

State Bank of India
Citi Bank N.A.
HDFC Bank Limited
Axis Bank Limited
HSBC
DBS
Bajaj Finance Limited

BOARD'S REPORT

To,

The Members,

Your directors take immense pleasure in presenting the 42nd Annual Report on the business and operations of the Company along with the audited financial statements for the financial year ended as at March 31, 2024. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL PERFORMANCE

The financial performance of the Company for the financial year ended March 31, 2024, is summarized below:

(₹ in mn)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	25,481.95	20,991.69	28,114.32	23,460.44
Other income	21.60	96.56	24.26	100.69
Total Income	**25,503.55**	**21,088.25**	**28,138.58**	**23,561.13**
Total Expenses	22,940.35	19,061.94	25,580.67	21,528.81
Profit before tax	2,563.20	2,026.31	2,557.91	2,032.32
Tax Expenses	663.60	524.31	687.48	548.90
Share of profits of associate, net of tax	-	-	5.06	-
Profit after tax	**1,899.60**	**1,502.00**	**1,875.49**	**1,483.42**

STANDALONE FINANCIAL RESULTS:

The standalone revenue from operations increased by 21% to Rs 25,481.95 mn for 2023-24 as compared to ₹ 20,991.69 mn in 2022-23. EBITDA for 2023-24 stood at ₹ 4,484.71 mn compared to ₹ 3,575.11 mn achieved in 2022-23 reflecting an increase of 25% from the previous year. The profit after tax stood at ₹ 1,899.60 mn for the 2023-24 as compared to ₹ 1,502.00 mn in 2022-23 reflecting an increase of 26% from the previous year.

CONSOLIDATED FINANCIAL RESULTS:

The Company's consolidated revenue from operations recorded an increase of 20% to ₹ 28,114.32 mn for 2023-24 as compared to Rs 23,460.44 mn in 2022-23. Consolidated EBITDA (excluding share of profit of associate) for 2023-24 stood at ₹ 4,798.51 mn compared to Rs 3,847.53 mn achieved in 2022-23 reflecting an increase of 25% from the previous year. The consolidated profit after tax stood at ₹ 1,875.49 mn as compared to ₹ 1,483.42 mn 2022-23, an increase by 26% over previous year.

SALES HIGHLIGHTS

During 2023-24, product sales witnessed strong growth across the markets and segments. Geographically, domestic sales grew by 16% and export revenue by 34%. Growth in terms of the Served market applications:

Auto-ICE	:	18%
ICE Agnostic + xEV	:	43%
Non-Auto	:	25%

Within the Auto and Non-Auto sectors,

- **2W-** 17% growth in revenue from Two-Wheeler segment aided by 24% growth in exports (scaling up of tech-agnostic products)
- **PV-** 26% growth in sales from Passenger Vehicle segment through demand recovery from existing customers in all markets and addition of new customers in domestic markets.
- **Non-Auto-** Growth in sales from non-automotive sectors was led by 67% growth in the Off-Road vehicles segment and 19% in the aerospace segment.

DIVIDEND

The Board recommended a dividend of ₹ 3.00 per equity share for 2023-24 (i.e. 150% of the face value). The dividend will be paid on or before 30 days from the date of declaration by the shareholders at the 42nd AGM of the Company.

The Company has formulated a dividend distribution policy and the same is available on the website of the Company: https://sansera.in/wp-content/uploads/2023/05/3.-Dividend-Distribution-Policy.pdf

RESERVES AND SURPLUS

As permitted under the Act, the Board does not propose to transfer any amount to general reserve and has decided to retain the entire amount of profit for 2023-24 in the profit and loss account.

CHANGES TO EQUITY SHARE CAPITAL

The Equity Share Capital of the Company as at March 31, 2024 stood at ₹ 107.23 mn (previous year ₹ 105.86 mn) as per detail given below:

S. Nos.	Particulars	Amount (₹ In mn)
1.	Equity Share Capital as on March 31, 2023	105.86
2.	Add: Allotment of Equity Shares on Exercise of Stock Option 2015 on June 08, 2023.	0.79
3.	Add: Allotment of Equity Shares on Exercise of Stock Option 2015 on December 13, 2023.	0.52
4.	Add: Allotment of Equity Shares on Exercise of Stock Option 2015 on March 28, 2024.	0.06
	TOTAL:	**107.23**

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis for 2023-24, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report as **Annexure 1**

CHANGE IN NATURE OF BUSINESS

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

DETAILS OF SUBSIDIARY COMPANIES

As at March 31, 2024, the Company has 2 (two) directly held subsidiaries i.e., Fitwel Tools and Forgings Private Limited and Sansera Engineering Pvt. Ltd, Mauritius and 1 (one) step-down subsidiary i.e., Sansera Sweden AB. Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiaries is attached as **Annexure 2**. None of the subsidiaries are material as of March 31, 2024.

During the year under review, MMRFIC Technology Private Limited has become the Associate of the Company. Apart from this, no Body Corporate has become or ceased to be Subsidiary, Joint venture or Associate Company of the Company.

STRATEGIC INVESTMENT IN MMRFIC

On March 29, 2023, the Company entered into a definitive agreement with MMRFIC Technology Private Limited for a strategic investment of ₹ 200 Mn in the form of CCPS (Compulsorily Convertible Preference Shares) and Equity Shares. MMRFIC is a Research, Design and Manufacturing entity, building sub-systems for next generation Radars by leveraging machine learning with artificial intelligence and, mm-Wave Sensors with hybrid beam forming capabilities.

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

PARTICULARS OF EMPLOYEES

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

BOARD MEETINGS

The Board of Directors duly met six times (6) during 2023-24. For more details, please refer to the section on Corporate Governance Report forming part of this Report. The intervening gap between any two meetings was within the period prescribed under the provisions of the Companies Act, 2013 and Listing Regulations.

AUDITORS

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

SECRETARIAL AUDIT REPORT

In terms of the provisions of Section 204 and applicable provisions of the Companies Act, 2013, M/s. BMP & Co., LLP, a practicing Company Secretary firm was appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit for 2023-24. The Secretarial Audit Report with no qualification is attached as **Annexure 4**.

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

a) By Statutory Auditors in their audit report: There were no qualifications, reservation or adverse comments by the Statutory Auditors of the Company in their report submitted to the Company for 2023-24.

b) By Secretarial Auditors in their secretarial audit report: There were no qualifications or adverse comments issued by the Statutory Auditors of the Company in their report for 2023-24.

COST AUDIT

In terms of the provisions of Section 148 and applicable provisions of the Companies Act, 2013, ("Act") read with the Companies (Audit and Auditors) Rules, 2014, M/s. Rao Murthy and Associates, Cost Accountants, Cost Auditors was appointed to conduct the audit of cost records of your company for FY 2024-25. As per the provisions of the Act, a resolution seeking members' ratification for the remuneration payable to Cost Auditors is included in the Notice convening the 42nd AGM.

INTERNAL CONTROL SYSTEMS AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

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

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

Adequacy of Internal Financial Controls

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

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

M/s. Aneja Associates, Chartered Accountants, was appointed as the Internal Auditors of the Company during the period under consideration. During the year, the Company continued to implement their suggestions and recommendations to improve the internal control mechanism. Their scope of work broadly includes review of processes for safeguarding the assets of the Company, review of operational efficiency, Internal Financial Control, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors' findings are discussed with the process owners and suitable corrective actions were taken as per the directions of management on an ongoing basis to improve efficiency in operations. Further, on a quarterly basis, the reports issued by Internal Auditors are reviewed by the Audit Committee and suitable actions are taken by the Company.

EMPLOYEE STOCK OPTIONS PLANS (ESOP)

ESOP 2015

During the year under review, the eligible employees of the Company have exercised their vested and unexercised options under ESOP 2015 as per detail given below:

a) 3,97,122 equity shares of ₹ 2/- each on June 08, 2023.

b) 2,59,138 equity shares of ₹ 2/- each on December 13, 2023; and

c) 29,350 equity shares of ₹ 2/- each on March 28, 2024.

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

ESOP 2018

During the year under consideration, the Company has granted 45,000 stock options to few employees at the price of ₹ 934.70 per option under Employee Stock Options 2018 Plan. As of the date of this report, none of the employees have exercised the vested options under this Plan.

Applicable disclosures as stipulated under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations) with regard to the Employee Stock Option Scheme are available on the Company's website at https://sansera.in/disclosure-under-sebi-sbebse-regulations.

The Company has received a certificate from M/s. BMP & Co. LLP, Secretarial Auditors of the Company stating that the Sansera Engineering Limited Employee Stock Option Plan 2015 and Sansera Engineering Limited Employee Stock Option Plan 2018 has been implemented in accordance with the SEBI SBEB Regulations. The said certificate will be made available to the shareholders, if requested during the 42nd AGM of the Company.

VIGIL MECHANISM/ WHISTLE-BLOWER

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies

(Meetings of Board and its Powers) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have approved the Policy on vigil mechanism/whistle blower, which provide a vigil mechanism for directors and employees to report genuine concerns. The said policy is available on the website of the Company at https://sansera.in/wp-content/uploads/2024/01/5.Sansera-Whistle-Blowing-Policy-signed-1.pdf. During the year under review, no complaints were received by the Company.

RISK MANAGEMENT POLICY

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

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

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

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

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

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

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

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

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

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

There was no material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future as at March 31, 2024. Details of litigation on various tax matters are disclosed under relevant notes to the financial statements.

The details of Directors and key managerial personnel who were appointed or resigned during the year.

DIRECTORS

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

Mr. B R Preetham was appointed by the shareholders at the 41st AGM of the Company held on September 08, 2023 as Executive Director & Group CEO of the Company. Mr. Raunak Gupta ceased to be director of the Company w.e.f. September 08, 2023 due to completion of his term.

Mr. S Sekhar Vasan is liable to retire by rotation at the 42nd AGM of the Company. Being eligible for re-appointment, his proposal will be placed before the shareholders at the 42nd AGM.

Mr. F R Singhvi was re-appointed by the shareholders as Managing Director to be designated as Joint Managing Director of the Company by the shareholders on March 28, 2024 through Postal Ballot process for a period of 5 years effective from August 06, 2024.

For more details regarding additional information under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards, please refer to notice of 42nd AGM forming part of this Report.

KEY MANAGERIAL PERSONNELS (KMPS)

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

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

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

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Pursuant to Section 186 of the Act, disclosure on particulars relating to loans, advances, guarantees and investments are provided as a part of the financial statements in note no. 20 and 23 of the standalone financial statements.

RELATED PARTY TRANSACTIONS:

Prior approval of the Audit Committee was obtained for all related party transactions during the year under review. The Audit Committee reviews, on a quarterly basis, the details of the Related Party Transactions entered by the Company. The Company has framed a Policy for determining materiality of Related Party Transactions and dealing with Related Party Transactions. The said Policy is available on the Company website at https://sansera.in/wp-content/uploads/2023/07/14.-Policy-on-Related-Party-Transactions.pdf

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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

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

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

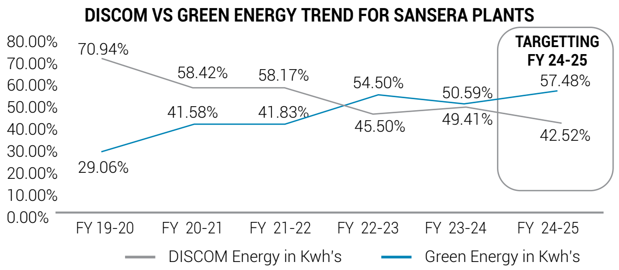
During the year under review, the Company has not received any complaint of sexual harassment.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

CONSERVATION OF ENERGY

Sansera continues on its path to green manufacturing. Focus remains on maximizing use of Green energy across our plants in India and Europe. In India we have increased our contracted volume by +35%, from 73M units to 100M units per annum (In CO2 emission reduction terms it is a change from 58480 Tons / annum to c.80000 tons / annum). The contracts (PPAs) consist of a mix of Solar and Wind power Group Captive and Solar roof top establishments.



In our constant effort towards Energy Conservation, SANSERA continues to implement multiple Projects, (overall c.68 Projects) to improve Energy Efficiency and Carbon foot print Reduction, through ISO 50001:2018 (EnMS) & ISO 14001:2015 (EMS) Certification across the manufacturing units in India.

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

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

1. **Machine Shop:**
   - Energy Efficient Power Packs utilization as horizontal deployments in VMC Machines wherever feasible.
   - Energy saving evidenced through cycle time reduction in xEV component line – Tool Touch Probe Introduced
   - Energy Performance improved by process and cycle time optimization in xEV product Lines for exports.
   - Maximum Power reduction evidenced in Sansera make Deep hole drilling machines as Horizontal deployment – Low rated Higher efficiency pumps and Motors deployed.
   - Heat Pump system adopted for Washing Machines wherever Waste Heat Recovery system (WHR) is not feasible, as a part of Energy performance improvement.
   - Continuity in replacing Old and less energy efficient power packs and motors with Energy Efficient Power Pack & IE3/IE4 Motors as regular practice.
   - Constant effort to make SPMs, built in-house, more Energy efficient by optimizing and installing latest equipment for energy conservation & enhanced Savings.
   - On going activity of Optimizing cycle times established for most of the SEU (Significant Energy Usage) Machines / Operations as part of Energy Management System Journey and process re-engineering.

2. **Forge Shop:**
   - Energy saving in transfer feeder motor and Main Motor by providing idle time power off logic in 2500T Press.
   - Elimination of flash conveyor in 1600T press line.
   - Energy saving in Pit Lighting by providing door interlock limit switch to power off the light when not in use.
   - Productivity and Yield improvement projects carried out as regular practice for all the forged components resulting in energy efficiency, besides RM saving & improved die life (cost optimization).

3. **Heat Treatment Shop:**
   - To avoid the under loading in HT, weighing system has been added to the Machine to help optimal loading and thereby improve energy efficiency
   - Post washing Machine converted to Auto cycle control, from Manual, resulting in Energy savings.
   - Yield improvement per batch improved through fixture modification / dead weight reduction thereby improving energy efficiency.
   - Continual initiatives in live load optimization per batch, with fixture / layout redesigning in heat treatment equipment's has resulted in reduced SEC.
   - Furnaces have been revamped periodically to ensure heat dissipation is avoided and skin temperature reduced as a part of improving Furnace efficiency in terms of SEC reduction.

4. **Utility:**
   - Optimum air pressure setting done for Air screw compressors & Few Assembly area implemented Low Pressure line.
   - Energy Efficiency ensured through better energy saving measures on lighting, HVAC & Fan Powers as a part of IGBC requirements.
   - Energy saver (Compressed Air Cut-off/on) enabled thereby reduction in Energy Consumption.
   - Adequate daylighting ensured as a part of IGBC requirements.

- Waste generated during construction has been recycled & diverted from landfill.
- Rain water runoff from site is captured, recharged & reused.
- Energy Efficient compressor with VFD installed to ensure power savings.
- Arresting leakages of Compressor Air pipe lines and improving equipment efficiency thru repairs / modifications / pipe line layouts / optimization in pressures / automated load management systems.
- Expanding horizontal deployment of auto-cutoff of compressed air during idle time of machine and gauges improving energy efficiency in Air Screw compressors.

5. Way Forward:

- Additional Green Power of 30.9 mn units will be added FY24-25 to ensure green energy share 57.48% for PAN-India & 76% for Karnataka Plants FY 24-25.
- Energy conservation thru providing active Harmonics filters. First pilot installation being done to verify the savings / viability and will be horizontally deployed on successful completion.

New Technology Adoption:

- Design and manufacturing of Internal Grinding Machine (for captive consumption) at Sansera m/c building division, which can produce multiple entry chamfers and radii. Bore dia range – 20 mm to 60 mm. Spindle speed 20K RPM Max.
- Proto development of very complicated and precise Rotor Shafts for xEV application with very close tolerances, having splines and critical journal diameters (both internal and external)
- Established manufacturing line with high degree of automation for producing larger connecting rods for non-automotive / commercial vehicle application, in India, in-line with our Sweden plant products.
- Designing and manufacturing of completely automated manufacturing cells at Sansera (India), with stringent CE certification requirements, for end application at our Sweden plant. Two such cells are already in usage at Sweden plant, and few more are under design and manufacturing, resulting in substantial advantages in cost, energy efficiency, lead time and footprint.

Aluminum forged parts continue to challenge our engineering capabilities with intricate shapes and surface finish requirements.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Description	Amount in Mn
Foreign Currency earned	7,541
Foreign Currency Utilised	3,729

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

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

The CSR Policy of the Company is available on the website of the Company at https://sansera.in/wp-content/uploads/2023/05/2.-CSR-Policy.pdf

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

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

CORPORATE GOVERNANCE

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

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

ANNUAL PERFORMANCE EVALUATION

The Board and NRC has approved the policy for evaluating the performance of the Board, its committees, individual Director, and the Chairman in compliance with the provisions of Section 178 read with Schedule IV of the Companies Act, 2013 and Listing Regulations. In accordance with the evaluation criteria specified in the policy, the annual performance evaluation of the Board as a whole, all respective committees, Chairperson, individual

Director have been carried out by Independent Directors and Board through a structured questionnaire covering various aspects of the evaluation framed in line with the guidance notes Issued by the Companies Act, 2013 and Listing Regulations. The feedback and results of the questionnaire were collated, and a consolidated report was shared with the Board. The Board expressed its satisfaction with the evaluation process.

FAMILIARISATION PROGRAM FOR BOARD MEMBERS

The familiarisation program aims at making the Independent Directors familiar with the businesses, operations and amendments in roles and responsibilities of directors through various structured familiarisation programs. The Company organizes such program for directors as and when required. The Company have plans for more effective programs as and when required to keep the Board updated on their roles and responsibilities as required under the Listing Regulations and Companies Act. The said familiarisation programs are available on the website of the Company https://sansera.in/wp-content/uploads/2022/07/Familiarisation-Programme-1.pdf.

HUMAN RESOURCES

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.

c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d. the directors had prepared the annual accounts on a going concern basis;

e. the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NOMINATION AND REMUNERATION POLICY OF THE COMPANY

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

The policy can be accessed at https://sansera.in/wp-content/uploads/2023/05/5.-NRC-Board-Diversity-Policy.pdf

COMMITTEES OF THE BOARD

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

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Environmental, Social and Governance Committee

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

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

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

COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS BY THE COMPANY

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

EXTRACT OF ANNUAL RETURN

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

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

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

DEPOSITS

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

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

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

INSOLVENCY AND BANKRUPTCY CODE, 2016:

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

SETTLEMENTS WITH BANKS OR FINANCIAL INSTITUTIONS:

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

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

During FY 2023- 24, there were no Insolvency Proceedings initiated against the Company and hence there were no instances of one-time settlement with banks or financial institutions.

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

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

ACKNOWLEDGEMENTS

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

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

On Behalf of Board of Directors

S. Sekhar Vasan
Chairman & Managing Director
DIN:00361245

Place: Bengaluru
Date: May 16, 2024

MANAGEMENT DISCUSSION AND ANALYSIS

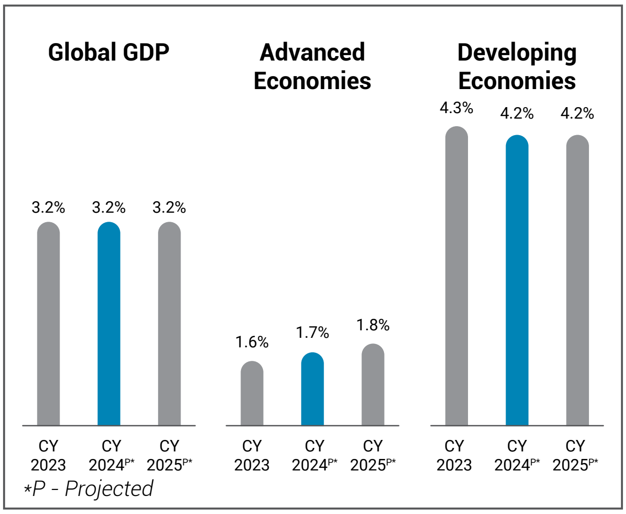
GLOBAL ECONOMIC OVERVIEW

The global economy displayed remarkable resilience in CY 2023, achieving a growth rate of 3.2%. Promisingly, projections indicate that this growth momentum may extend into CY 2024 and CY 2025.

However, global inflation loomed large in CY 2023, soaring to 6.8%, exacerbated by persistent geopolitical tensions such as the Russia-Ukraine and Israel-Palestine conflicts. Responding decisively, central banks worldwide orchestrated concerted efforts to tighten monetary policies, aiming to curb global headline inflation to 5.9% in CY 2024, with further reductions targeted to reach 4.5% by CY 2025.

Despite these challenges, CY 2023 bore witness to robust economic vitality, driven by resilient household consumption, higher-than-expected government expenditure, and significant supply-side expansions. This resilience and accelerated disinflation were buttressed by favourable supply chain dynamics, marked by reduced ramifications from prior energy price tumults and alleviated labour market tensions. These positive trends indicate a robust global economy prepared to confront future challenges and sustain its growth trajectory.

GLOBAL REAL GDP GROWTH (in %)



(Source: IMF World Economic Outlook April, 2024)

OUTLOOK

As the current cycle of monetary tightening winds down, global GDP growth is anticipated to stabilise, with advanced economies experiencing tempered growth while emerging markets gain momentum. Optimistic signs of faster disinflation and potential monetary easing are set to reinvigorate economic dynamism, especially in sectors sensitive to interest rates. Contributing to this deflationary outlook are anticipated alleviation of supply chain bottlenecks, moderating final demand pressures, adjustments in labour markets, and declining rental costs. These encouraging indicators hint at robust global economic resilience and sustained growth in the foreseeable future.

However, lingering uncertainties persist, including tepid job market expansion, enduringly high prices and wages, elevated interest rates, stringent credit conditions, and fiscal restraint across major economies. On a positive note, several catalysts are anticipated to underpin economic stability and growth like technological advancements, increased investments in green energy, and robust consumer spending. By deftly navigating these challenges and capitalising on emerging prospects, the global economy is primed to sustain its upward trajectory and foster sustainable growth in the coming days.

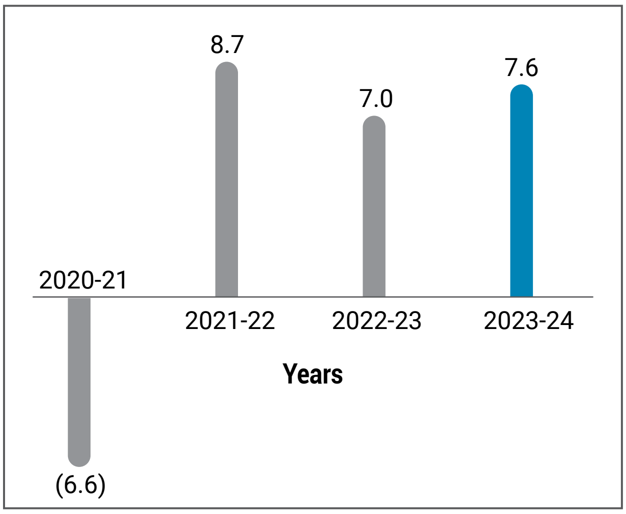
(Source: IMF World Economic Outlook April 2024)

INDIAN ECONOMIC OVERVIEW

India has secured its position as the fifth-largest economy and the most populous nation globally, demonstrating significant economic output and robust demographic vitality. Moreover, the country has eclipsed China to assert its position as the world's fastest-major growing economy.

In 2023-24, India's GDP increased by an estimated 7.6%, driven by the convergence of rural and urban consumption dynamics and a strategic equilibrium in private and public capital expenditure. This surge was further fuelled by sustained profitability in manufacturing, resilient performance across the services sector, and anticipated enhancements in household consumption and private investment cycles, affirming the nation's accelerated growth trajectory.

INDIAN REAL GDP GROWTH (in %)



(Source: NSO, MoSPI February, 2024 Estimate)

On the supply side, the gross value added (GVA) rose by 6.7%, with the manufacturing and services sectors emerging as the primary engines behind this growth during 2023-24. However, demand-side growth, gauged by GDP, is outstripping supply-side advancements, suggesting a potential imbalance where demand surpasses available sources. A further subpar agricultural output may further constrain food supplies, intensifying inflationary pressures amid increased demand.

India's retail inflation, as measured by the Consumer Price Index (CPI), peaked at 7.44% in July 2023-24. However, towards the conclusion of the fiscal year, inflation began a downward trend, with headline CPI easing to 4.85% by March 2024. Despite this improvement, persistent volatility in food price prices continues to pose a challenge to the disinflation process. In response, the Monetary Policy Committee (MPC) has upheld a vigilant stance, opting to maintain the policy repo rate unchanged at 6.50% to stabilise inflation expectations.

Undeterred by the inflationary pressures, India continues to push forward with its ambitious infrastructure development agenda. The Union Budget 2023-24 outlines a substantial surge in public sector capital investments, sky-rocketing from ₹ 5.6 Lacs Cr. in 2014-15 to ₹ 18.6 Lacs Cr. in 2023-24—an impressive threefold increase. Looking ahead, the Interim Union Budget for 2024-2025 has announced an 11.1% year-on-year boost in the capital expenditure outlay, constituting 3.4% of the GDP for the upcoming fiscal year.

This sustained investment in capital assets is yielding favourable outcomes, underscored by the ongoing momentum and growth in industrial output. The Index of Industrial Production (IIP) climbed to 5.8% in 2023-24, marking an increase from 5.2% in 2022-23. Moreover, this growth is driven by increased capital expenditure and strong domestic demand, particularly in key sectors like manufacturing and infrastructure.

OUTLOOK

India's economic terrain is primed for manufacturers to thrive, driven by expansive spending, structural reforms, and resilient domestic demand. The accessibility of credit, facilitated by widespread expansion initiatives, ignites a surge in business activities and investment ventures. Manufacturers are currently operating at peak capacity, underscoring robust demand and signalling potential for further expansion. Government initiatives are strategically geared towards mitigating trade deficits and taming inflation, enhancing prospects for manufacturers. Moreover, significant investments in infrastructure are anticipated to elevate supply chain efficiencies, amplifying the nation's overall competitiveness on a global stage. Despite global economic uncertainties and sporadic commodity price fluctuations, the resilient domestic market serves as a sturdy foundation for Indian manufacturers to flourish and excel in the years ahead.

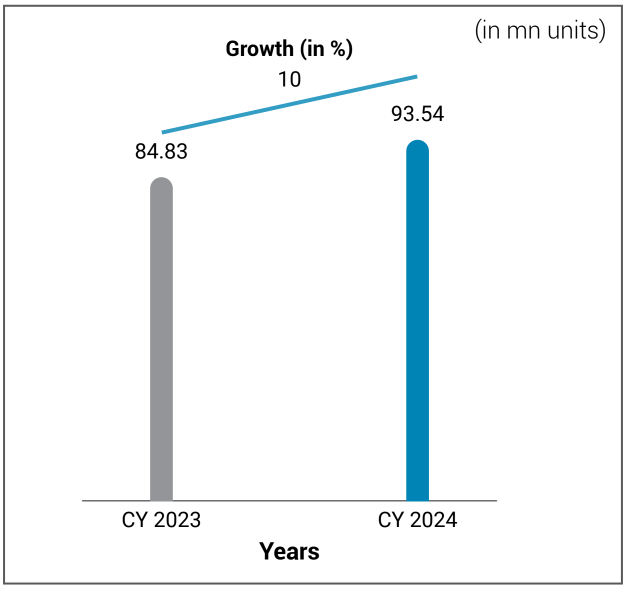
(Source: RBI April 2024 Economic Outlook)

GLOBAL AUTOMOTIVE INDUSTRY OVERVIEW

In CY 2023, worldwide automotive production soared to 93.54 mn units, marking a significant 10% uptick from the 84.83 mn units in CY 2022. This growth is fuelled by a convergence of factors: the increasing adoption of shared mobility services, the integration of advanced telematics, and the rising consumer preference for bespoke transportation solutions. Additionally, the shift towards digitalisation in logistics and transportation, driven by industrialisation, is expected to further support infrastructure development.

The Asia-Pacific region commanded the industry's largest market share, propelled by stringent safety mandates and strong automotive demand in India and China. Importantly, India's rise as one of the leading adopters of electric vehicles promises significant benefits for its manufacturing sector and GDP. Meanwhile, North America is primed for rapid growth, driven by advancements in engine technology and rigorous emission standards. Supportive governmental policies and robust infrastructure for electric vehicles, especially in the United States, are expected to further boost this growth trajectory.

GLOBAL VEHICLE PRODUCTION



(Source: OICA Data)

GLOBAL ELECTRIC & HYBRID VEHICLE MARKET

In CY 2023, global electric car sales, spanning Battery Electric Vehicles (BEVs), Plug-in Hybrid Electric Vehicles (PHEVs), and Fuel Cell Vehicles (FCVs), nearly reached 14 mn units, comprising 18% of total car sales for the year. This growth was propelled by strong policy backing, declining car costs, and intensified competition among manufacturers. Looking forward to CY 2024, sales are projected to climb to approximately 17 mn, surpassing a significant milestone of one-fifth of the overall global car sales.

Sales of plug-in hybrid electric vehicles are outpacing those of fully battery electric vehicles (BEVs). Despite commencing from a smaller base, PHEV sales have surged substantially, reflecting a growing consumer preference for these vehicles.

Global demand for electric vehicles (EVs) remains resilient despite challenges such as narrow profit margins, volatile battery metal prices, and the phase-out of purchase incentives in certain countries. The pace of EV sales in emerging economies will play a crucial role in shaping global performance.

Strategic governmental initiatives in countries like India, Brazil, Indonesia, and Thailand, alongside the rollout of more cost-effective models, are propelling increased adoption rates in these regions. Additionally, international industrial incentives and progressive policy developments are reinforcing expectations for rapid electrification and substantial employment growth across EV supply chains.

The IEA forecasts that by CY 2035, electric and hybrid vehicles will comprise half of all worldwide car sales. This shift is anticipated to exert a significant influence on global oil demand and will play a key role in curbing emissions.

14 mn
Units of EV & Hybrid Sold in CY 2023

17 mn
Unit Sales (Projected) in CY 2024

(Source: IEA Global EV Outlook 2024)

GLOBAL SECTORAL TRENDS

- While the automotive sector speeds towards electrification, internal combustion engines (ICE) maintain their dominance, continuously evolving through refined designs that enhance fuel efficiency, power output, and emissions reduction. Innovations like low-temperature combustion (LTC) are further enhancing the capabilities of ICEs. As the sector navigates the transition to electric propulsion, ICEs are set to retain a key role in driving automotive innovation and dynamic market demands.
- Consumer behaviour in the automotive sector has experienced substantial evolution, characterised by a shift towards electrified vehicles and an increased fascination with connectivity features. However, several hurdles impede the uptake of electric vehicles (EVs), including affordability constraints, range anxiety, and the accessibility of charging infrastructure. Despite mounting interest in EVs, consumers continue to prioritise considerations such as pricing, performance benchmarks, and brand reputation when making purchasing decisions.
- The commercial vehicle segment stands poised to spearhead significant revenue growth in the global automotive sector, driven by its critical role in logistics and transportation. This diverse category includes light-duty vans, heavy trucks, buses, and coaches, each essential for facilitating the efficient flow of goods. As a result, these vehicles play a crucial role in optimising supply chains and advancing overall economic development.
- Connectivity features are coveted by consumers, yet the propensity to invest in such technologies remains subdued in developed markets. Home-based charging retains preference for daily use, while the availability of convenient public charging options is emphasised. Significantly, pivotal factors impacting EV adoption encompass reduced fuel expenses, driving dynamics, and governmental incentives.
- Consumers are expressing interest in vehicle subscriptions, citing convenience, cost transparency, and vehicle availability as key factors. Nonetheless, persistent concerns linger over issues such as vehicle availability and total ownership cost. This comprehensive study sheds light on consumer inclinations, challenges, and expectations in the automotive industry across 26 nations worldwide.

  (Source: Deloitte Global Automotive Consumer Study 2024)

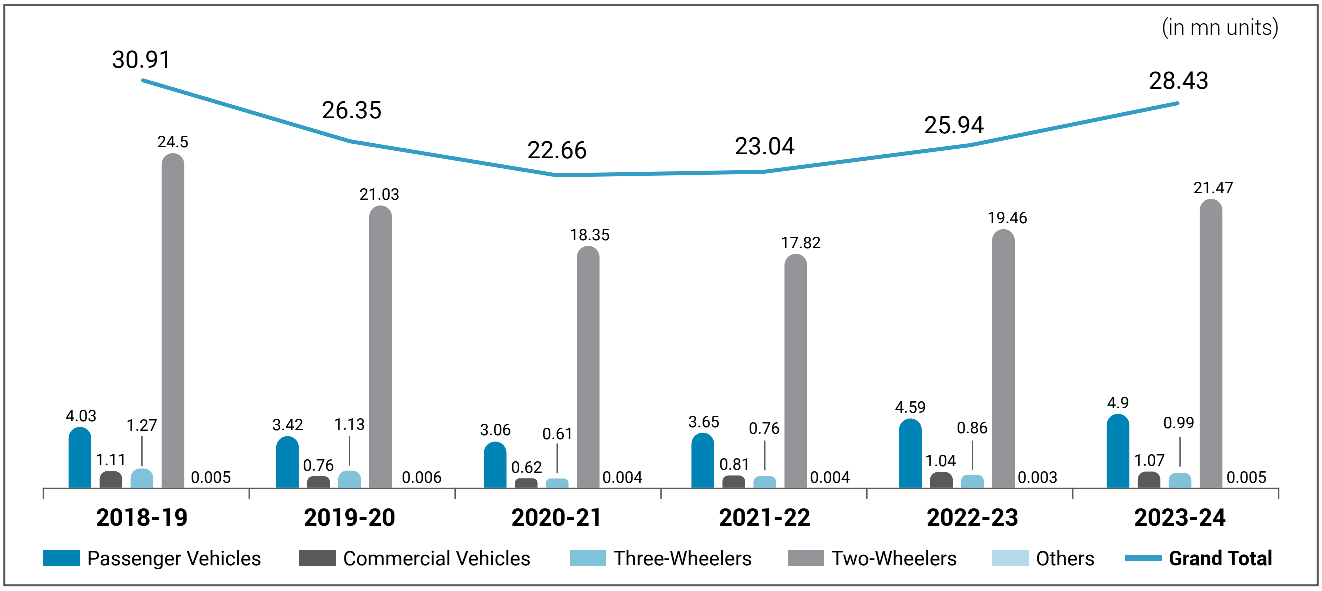
INDIAN AUTOMOTIVE INDUSTRY REVIEW

India stands tall as the world's third-largest automotive powerhouse, a cornerstone of its thriving manufacturing GDP. Setting its sights on becoming the global leader in automobile production by 2029, the nation is advancing with ambitious plans to dominate the international automotive arena. In the fiscal year 2023-24 alone, the country's automotive sector attracted a substantial USD 1.5 bn in foreign direct investment (FDI). Additionally, the sector has seen consistent equity inflows from 2015 to 2021, with a significant surge observed between 2022 and 2023, reflecting a resounding vote of confidence from investors in India's automotive prowess.

(Source: IBEF, Statista)

AUTOMOTIVE PRODUCTION TRENDS

In 2023-24, the total automotive sales reached 28.43 mn units, marking a continued recovery and growth across all categories. Meanwhile, passenger vehicle sales increased to 4.90 mn units, and two-wheeler sales rose to 21.47 mn units, reflecting resilient consumer demand and market vitality.



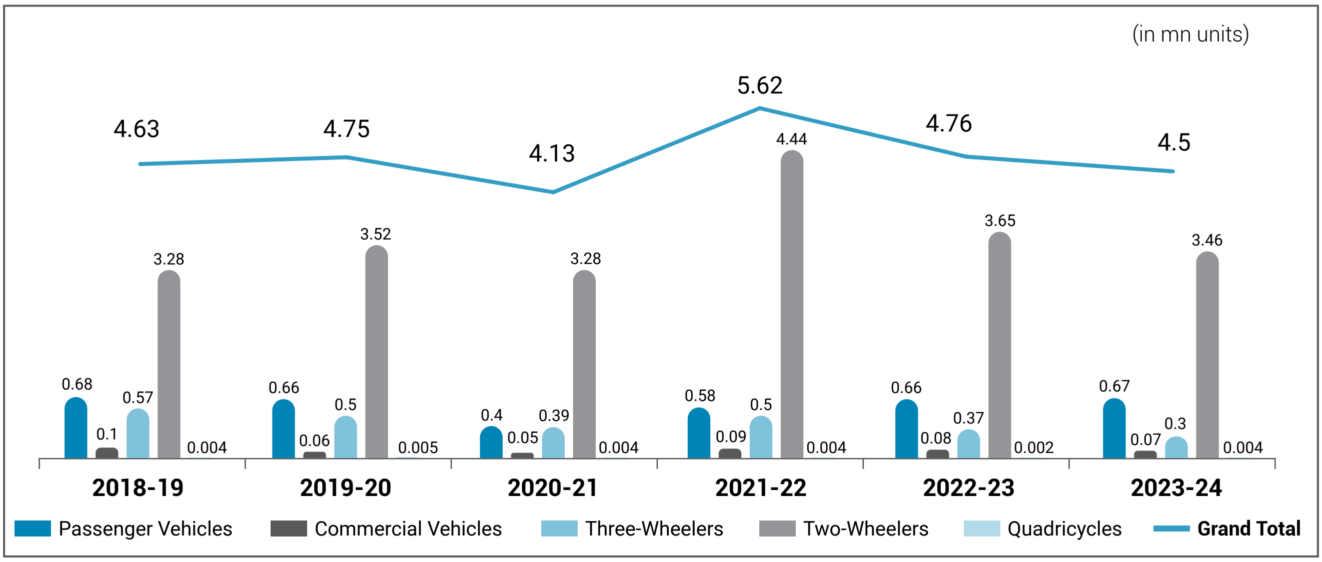
(Source: SIAM Data)

AUTOMOBILE DOMESTIC SALES TRENDS

In the fiscal year 2023-24, domestic automobile sales rebounded substantially, totalling 23.85 mn units across all segments. Passenger vehicle sales reached 4.22 mn units, and two-wheeler sales saw an increase to 17.97 mn units, highlighting strong market demand and overall industry growth.

AUTOMOBILE EXPORT TRENDS

The export figures for automobiles in 2023-24 reached 4.50 mn units, showing a slight dip from the previous year. Specifically, two-wheeler exports remained strong at 3.46 mn units, while exports of passenger vehicles-maintained stability at 0.67 mn units.



(Source: SIAM Data)

INDIAN ELECTRIC & HYBRID VEHICLE MARKET

The Indian automotive sector is witnessing a rapid shift towards electric and hybrid mobility. This surge is driven by increased urban consumer interest, proactive government initiatives, significant infrastructure advancements and growing environmental consciousness.

Hybrid passenger vehicles (PVs) have emerged as a significant phenomenon, surpassing electric PV sales in 2023-24. Sales of active hybrid vehicles surged more than twofold, soaring from 41,568 units in 2022-23 to around 89,500 units in 2023-24 almost matching the 99,000 electric vehicles sold in the same time frame. This surge propelled the market share of hybrid PVs from 0.5% in December 2022 to 2.1% by March 2024.

According to a 2024 Deloitte consumer study, a striking trend has emerged among Indian consumers: nearly 50% now favour hybrid technology over traditional internal combustion engines (ICE) due to mounting environmental apprehensions. Interestingly, this preference for hybrids over fully electric vehicles (EVs) stems from the country's nascent charging infrastructure, which remains a significant concern. As battery costs decline and manufacturers introduce more compelling products, this transition towards hybrids and EVs is expected to gain momentum. It reflects a dynamic shift in consumer behaviour towards more sustainable transportation options, shaping the future of India's automotive industry.

Looking ahead, electric vehicles (EVs) and hybrids are projected to secure nearly one-third of India's passenger vehicle (PV) market by CY 2030, signalling significant long-term growth opportunities. Central to this transformation are strategic initiatives such as the Make in India initiative, the forward-looking Automotive Mission Plan 2026, the National Electric Mobility Mission Plan 2020, an overhauled Vehicle Scrappage Policy, and the rigorous Bharat New Car Assessment Programme (BNCAP). These initiatives play a crucial role in accelerating India's transition to electric mobility, fostering a sustainable automotive ecosystem nationwide.

0.5%	2.1%
Market Share of Hybrid Vehicles in the Indian PV Market in December 2022	Market Share of Hybrid Vehicles in the Indian PV Market as of March 2024

41,568	89,500
Units of Hybrid Vehicles Were Sold in 2022-23	Units of Hybrid Vehicles Were Sold in 2023-24 (Marking a More Than Twofold Y-o-Y Increase)

(Source: Jato Dynamics Automotive Report May 2024, Deloitte Automotive Consumption Study 2024)

SEGMENT REVIEW

Two-Wheeler (2W): The two-wheeler segment exhibited strength and agility, with the electric vehicle (EV) segment marking significant growth with sales surging even after the expiration of the FAME 2 subsidy on March 31, 2024. This trend resulted in significant growth in the segment, taking it to an appreciable 9%. This positive market sentiment was further bolstered by seasonal events, improved vehicle supply, and financial incentives. Despite encountering market volatility and fierce competition, the segment is strategically evolving, especially in the premium and EV categories, indicating a promising future ahead.

Passenger Vehicle (PV): The PV market witnessed an 8.45% growth, reaching historic peaks. This growth was fuelled by improved vehicle availability and a compelling assortment of models. SUVs, commanding a 50% market share, played a crucial role in propelling this achievement. Additionally, hybrid passenger vehicles are emerging as a prominent growth segment within the PV market due to rising consumer preferences for fuel-efficient and eco-friendly choices.

Commercial Vehicle (CV): The CV segment grew by 5%, driven by improved vehicle availability, government tenders, and large-scale deals. Despite temporary setbacks linked to electoral announcements, a recovery is expected post-election. Significantly, persistent challenges in the segment include recent declines, agricultural downturns, and financing difficulties. Strong demand in sectors like coal and cement transportation, supported by bulk orders and upgrades, signals promising growth opportunities on the horizon.

(Source: FADA 2023-24 report)

INDIAN AUTOMOTIVE COMPONENT SECTOR

India's auto component industry is a critical contributor to macroeconomic growth and employment. In CY 2023, the industry accounted for 2.3% of India's GDP. The government of India aims to make India a global hub for auto component exports through its Automotive Mission Plan (AMP 2026) and intends to increase the sector's GDP contribution to 5% by CY 2026.

The Indian auto component sector is expected to clock in a CAGR of 15% between CY 2021 to 2026, driven by vehicle production, technological advancements, premiumisation trends and robust policy support. Two-wheelers and passenger vehicles are slated to lead consumer demand, while steady growth is anticipated for commercial vehicles and tractors, vitalising critical sectors like logistics and agriculture.

India's automotive component sector is strategically positioned to capitalise on major international markets, with exports from India expected to reach USD 30 billion by CY 2026. The global 'China+1'& Europe+1' sourcing strategy has heightened demand for auto components as companies diversify their supply chains. Projections indicate significant export growth, poised for a five-fold increase over the next decade. Despite challenges, the sector adeptly seizes opportunities to address evolving global trade dynamics, affirming its resilience and strategic importance in the automotive supply chain.

AUTO COMPONENTS MARKET FORECAST

5%

Expected Contribution to India's GDP in CY 2026 (Compared to 2.3% in CY 2023)

15%

Projected CAGR between CY 2021 to CY 2026

USD 30 bn

Export Market Size by CY 2026

(Source: IBEF, Research and Markets Report, ACMA report)

We are Ready!

Sansera stands at the forefront, positioned to capitalise on emerging trends driven by its engineering acumen. Leveraging its proficiency in precision-engineered components, strong ties with global OEMs, and an indomitable dedication to innovation, the Company is primed to expand its footprint both domestically and internationally. With a firm commitment to innovation, especially in the domain of EV componentry, Sansera aligns seamlessly with the industry's pursuit of avant-garde solutions. Beyond contributing to India's thriving automotive component industry, The Company aspires to pioneer lasting advancements as a catalyst for transformative change.

INDIAN AEROSPACE AND DEFENCE INDUSTRY

India proudly stands as the world's third-largest armed forces, supported by one of the most substantial defence budgets globally. The government's vigorous investment in modernising military equipment has precipitated a surge in demand for advanced aircraft, warships, tanks, and other defence products. This modernisation surge runs parallel to a rapid expansion in India's aerospace sector, driven by rising passenger traffic and substantial government investment in enhancing indigenous aerospace capabilities.

In CY 2024, the Indian Aerospace and Defence (A&D) market is projected to be valued at USD 27.1 billion, with expectations to reach USD 54.4 billion by CY 2033, registering a robust CAGR of 6.99% over the forecast period (2024-2033). This growth in the defence sector is primarily driven by increased defence spending and significant governmental support for indigenous defence manufacturing initiatives. Meanwhile, the aerospace sector is experiencing a formidable upswing, driven by strategic technological partnerships, a firm focus on manufacturing prowess, and the Government's proactive measures to establish a cohesive Aerospace and Defence ecosystem within India.

India is rapidly establishing itself as a leading global hub for aerospace and defence (A&D) component manufacturing, enticing international Original Equipment Manufacturers (OEMs) with its unmatched technical proficiency, cost-effectiveness, and strategic geographical advantages. The nation's well-honed technical capabilities, highly skilled workforce, and ability to produce top-tier products at competitive rates greatly enhance its allure. Furthermore, India's robust research and development infrastructure is fuelling groundbreaking advancements in aerospace technologies, solidifying its ambitious quest to dominate the global aerospace industry.

The government's commitment to fostering domestic A&D manufacturing is palpable through a myriad of strategic initiatives. Foremost among these is the visionary 'Make in India' initiative, aimed at attaining self-sufficiency in critical defence technologies and systems.

In 2023-24, the Government of India's Finance Ministry apportioned ₹ 6.21 Lacs Cr. to the Ministry of Defence, reflecting a 4.3% uptick from the previous year and constituting 13.04% of the Union Budget. This enhanced defence allocation is set to exert a substantial impetus on market growth in the upcoming forecast period.

AEROSPACE & DEFENCE MARKET FORECAST

USD 27.1 bn	USD 54.4 bn
Projected Market Size in CY 2024	Anticipated Market Size by CY 2033

(Source: Custom Market Insights Research Report)

We are Ready!

Sansera, lauded for its exacting engineering expertise and renowned for setting high standards in quality, is strategically poised to capitalise on the growing market opportunities, particularly with its growing aerospace division. The Company's relentless commitment to innovation and collaboration resonates with the aerospace and defence industry's imperative for trustworthy suppliers of intricate, high-quality components. The Company is poised to emerge as a significant contributor to India's global stature in the global aerospace and defence sector.

FACTORS POWERING INDIA'S MANUFACTURING ADVANCEMENTS

Demographic Dividend: India is home to a population exceeding 1.4 bn, with approximately 65% of its inhabitants aged below 35. This vast demographic highlights the country's youthful vitality but also signifies a potent workforce poised to drive significant growth across the manufacturing sector .

Consumer Demand: India's growing middle-class segment currently accounts for 31% of the nation's population and is expected to reach 40% by 2031. This projected increase is anticipated to drive increased demand across a spectrum of sectors, including automobiles, consumer goods, and FMCG products.

Resource Availability: India is endowed with ample natural resources, possessing significant reserves of coal, iron ore, bauxite, and various minerals that form the bedrock of its diverse manufacturing industries.

Government Initiatives: The Make in India initiative sets out to elevate manufacturing's GDP contribution from 16% to 25% and generate an additional 100 mn jobs. The rollout of Production-Linked Incentive (PLI) schemes across sectors like automobiles promises to inject substantial momentum into domestic manufacturing.

Infrastructure Development: India is set to allocate USD 1.4 tn towards infrastructure investment in the coming five years. Key initiatives such as Bharatmala, Sagarmala, and the development of industrial corridors are geared towards strengthening connectivity and slashing logistical costs nationwide.

Technology Adoption: India's robotics and industrial automation framework represents a critical driver of growth in the manufacturing sector, projected to reach USD 25 bn by CY 2025. The integration of digital technologies like IoT, AI, and Big Data is essential to augmenting competitiveness and efficiency in manufacturing, enabling modernisation and establishing industry dominance.

Globalisation and Trade: Globalisation and international trade stand as linchpins of India's economic evolution, highlighted by merchandise exports soaring to USD 437.1 billion in 2023-24. The government's ambitious aim to achieve USD 1 trillion in exports by 2030 heralds an unprecedented opportunity for domestic manufacturing, sparking innovation, fortifying competitiveness, and propelling comprehensive sectoral expansion.

Access to Finance: As of March 2024, RBI statistics indicated an impressive 8.5% year-on-year rise in industrial credit, up from 5.6% in March 2023. This surge underscores increased investment in manufacturing infrastructure and advancement, pointing to a favourable trajectory for the sector.

Regulatory Environment: India has significantly enhanced its Ease of Doing Business ranking, climbing from 142nd place in CY 2014 to an impressive 63rd place by CY 2020. This remarkable ascent underscores concerted efforts to streamline regulations and foster a more conducive business environment for manufacturers.

Sustainability and Green Initiatives: A growing focus on sustainability, stringent environmental regulations, and green initiatives is propelling the adoption of eco-friendly practices and technologies in manufacturing processes, championing sustainable growth.

BUSINESS SYNOPSIS

Founded in 1981, Sansera Engineering Limited (also referred to as 'Sansera' or 'The Company') has carved a distinguished reputation in the sphere of high-precision machined components. Revered as a trailblazer in both automotive and non-automotive sectors, Sansera's components are integral to powering critical systems such as engines, transmissions, suspensions, brakes, and chassis across a diverse array of vehicles—from two-wheelers and passenger vehicles to commercial vehicles. Sansera's proficiency extends far beyond automotive boundaries, encompassing the demanding sectors of aerospace, off-road, agriculture, and other engineering domains. This breadth of capability is matched only by its commitment to innovation and quality, ensuring that every component crafted meets stringent standards and contributes seamlessly to the flawless operation of intricate systems worldwide. At Sansera, precision isn't merely a standard—it's a relentless pursuit that propels advancements and establishes new paradigms in engineering prowess.

Global Precision Machined Components Market

The global market size for precision machined components was valued at USD 183 bn in CY 2023 and is projected to reach USD 205 bn by 2031. The market is anticipated to clock in a CAGR of 10.6% from CY 2024 to CY 2031, driven by increased demand from the automotive, aerospace, and electronics sectors. Furthermore, advancements in manufacturing technologies like additive manufacturing and CNC machining are expected to accelerate this growth.

(Source: Market Research Intellect Research Report)

Sansera Group operates 17 integrated manufacturing facilities, with 16 located in India and one based in Sweden. The Company prides itself on a dynamic research and engineering team comprising over 500 specialists, focussed on aerospace, machine building, and automation. This depth of expertise, coupled with a strong foundation in internal combustion engines (ICE), positions Sansera uniquely to meet the evolving needs of both conventional OEMs and new-age industry players.

Sansera nurtures enduring relationships with top-tier domestic and international OEMs, diligently adhering to stringent customer audits, approvals, and specifications. Drawing strength from these deep-rooted relationships, the Company has significantly broadened its market footprint and achieved notable wins with marquee global clients.

Under the guidance of a distinguished Board and an accomplished management cadre, each wielding three decades of expertise, Sansera steers its strategic course with an unflinching dedication to excellence and innovation. The Company's track record is adorned with esteemed accolades: it earned the coveted Gold Award for Sustainability, Business & Safety at the Honda Annual Supplier Convention 2023-24 and was honoured with the Supplier of the Year Award at the Yamaha Supplier Conference 2024, showcasing its industry leadership and outstanding accomplishments.

The Company is in the middle of a strategic metamorphosis, transitioning from an automotive component supplier to a purveyor of precision forged and machined components across multiple industries. Positioned for substantial growth in non-automotive markets, it vigorously pursues new orders for engine-agnostic components, including those for hybrid vehicles, demonstrating the Company's responsiveness to shifting market dynamics.

The rapid expansion in the electric vehicle (EV) market aligns perfectly with Sansera's customers' mass production timelines, reflecting the Company's proactive stance in seizing emerging opportunities in electric mobility. The Company's focus on hybrid technology further supports its strategic pivot, enabling it to leverage its expertise and infrastructure to cater to the increasing demand in this growing segment.

In the non-automotive sector, Aerospace and Defence remain key focus areas and are experiencing the fastest growth rate. Sansera has established a new plant dedicated to the aerospace sector, enhancing its capabilities and capacity in this strategic market. Additionally, the off-highway segment, primarily industrial and marine engines, is showing signs of promising growth prospects. Moreover, the Company has recently secured substantial orders from prominent international clients in the off-highway sector, solidifying its standing in this expanding market.

GROWTH STRATEGIES

- Strengthen global market share in the existing portfolio
- Expand and enhance the xEV business
- Grow non-automotive business while diversifying into new sectors
- Increase wallet share of key customers
- Focus on premiumisation
- Utilise capabilities in technology-agnostic products, particularly aluminium-forged components
- Boost exports across automotive and non-automotive sectors
- Pursue inorganic growth opportunities

OPERATIONAL REVIEW AS OF 2023-24

Sansera's product sales is categorised into three distinct end markets/applications :

Auto-ICE: Sansera stands as one of the premier manufacturers of critical components like connecting rods, crankshafts, rocker arms, and gear shifter forks for two-wheelers, alongside connecting rods and rocker arms for passenger vehicles. These high-precision products are predominantly supplied directly to OEMs in their finished, meticulously forged and machined state, showcasing Sansera's capability to add significant value throughout the manufacturing process.

₹ 19,884 mn	**76%**	**18%**
Product Sales	Share of Total Product Sales	Year-on-Year Growth

Tech-Agnostic & xEV: This segment is focussed on the production of automotive components outside the engine and transmission, including aluminium-forged parts, suspension, driveline, braking and chassis parts engineered to integrate seamlessly with various cutting-edge technologies, including Hybrid and Electric Vehicles (xEVs). Sansera's capability in aluminium forging establishes a first-mover advantage in this emerging market segment, characterised by a surging need for lightweight and higher aesthetics requirements amid the rapid transitions in the automotive industry.

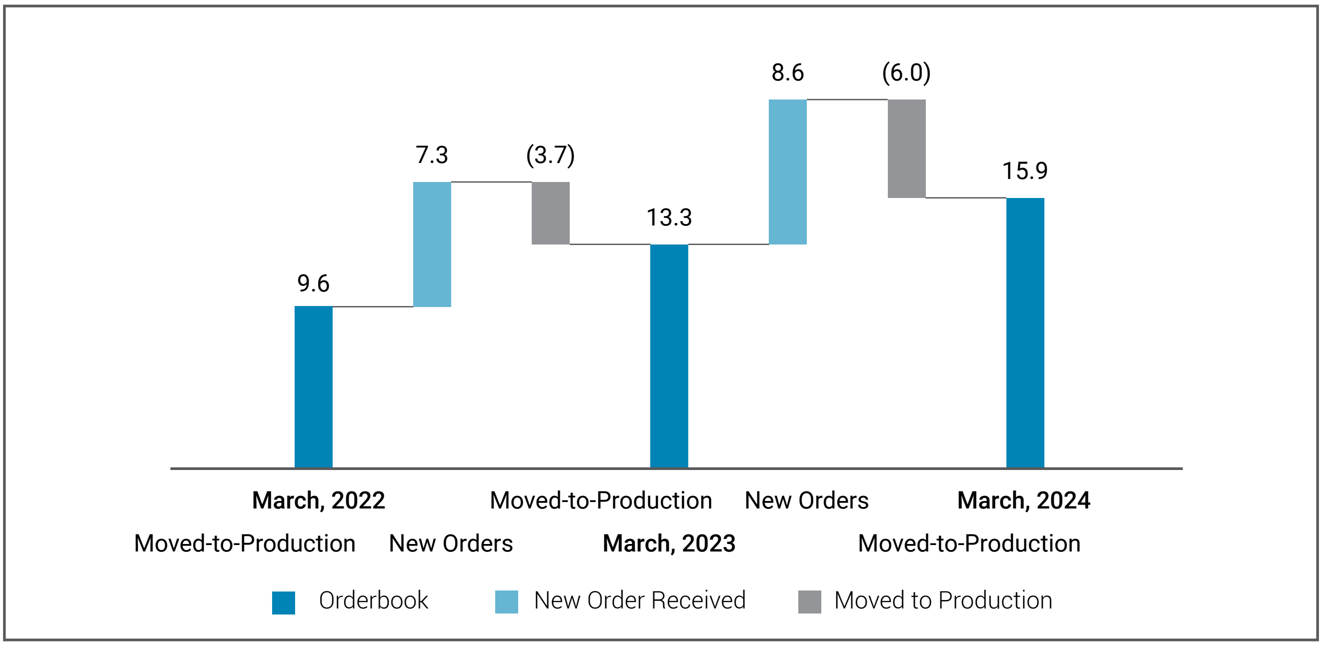
₹ 3,237 mn	**12%**	**43%**
Product Sales	Share of Total Product Sales	Year-on-Year Growth

Non-Auto: Sansera's non-auto segment epitomises precision manufacturing excellence, catering to aerospace, defence, and industrial engine sectors. This strategic diversification enables the Company to leverage its engineering and manufacturing prowess beyond automotive boundaries, accessing high-growth sectors with exacting demands for specialised components.

₹ 3,239 mn	**12%**	**25%**
Product Sales	Share of Total Product Sales	Year-on-Year Growth

ORDER BOOK AS OF MARCH 31, 2024

As of March 31, 2024, Sansera's order book for new business, with an annual peak revenue, stood at ₹ 15.9 bn, with half of this value pertaining to the non-auto and auto tech-agnostic/EV segments. The international order book expanded significantly, driven by a robust resurgence across all global territories.



(The peak annual sales value may be realised over a period of 2-3 years)

FINANCIAL REVIEW

Sansera's consolidated income statement for 2023-24 reflects a robust performance, with revenue growing by 20% compared to the previous fiscal year. Earnings before interest, taxes, depreciation, and amortization (EBITDA) surged to ₹ 4,799 million, indicating a 25% year-on-year increase. Furthermore, profit after tax (PAT) amounted to ₹ 1,875 million, representing a 26% increase from the previous year.

(in ₹ mn)

Particulars	**Consolidated**	
	2023-24	**2022-23**
Revenue from Operations	28,114	23,460
Operating Expenses	23,316	19,613
EBITDA	4,799	3,848
Other Income	24	101
Finance Charges	770	615
Depreciation & Amortisation	1,495	1,301
Profit before Tax (PBT)	2,558	2,032
Share of Profit from Associates	5	-
Tax Expenses	687	549
Profit after Tax (PAT)	1,875	1,483
EPS (Basic)	34.83	27.74

KEY FINANCIAL INDICATORS

Ratio	**2023-24**	**2022-23**
EBITDA Margin	17.07%	16.40%
PAT Margin	6.67%	6.32%
Pre-Tax OCF/EBITDA	91.64%	81.09%
Return on Capital Employed (ROCE)	16.92%	15.29%
Current Ratio	1.02	1.12
Debt-to-Equity Ratio	0.47	0.55
Debt Service Coverage Ratio	1.89	1.65
Return on Equity	14.74%	13.38%

Notes

- EBITDA Margin = EBITDA/Total Revenue

  EBITDA = Earnings Before Interest, Tax, Depreciation & Amortisation, and Other Income
- PAT Margin = Net Profit after Taxes/Total Income
- Pre-Tax OCF/EBITDA = Pre-Tax Operating Cash Flow/EBITDA

  Pre-Tax OCF = Profit before Tax + Depreciation + Other Non-Cash Items +/- Changes in Working Capital
- Return on Capital Employed (ROCE) = EBIT/Average Capital Employed

  Average Capital Employed = (Tangible Net Worth + Net Debt) <<(Opening + Closing)/2>>
- Current Ratio = Current Assets/Current Liabilities
- Debt-to-Equity Ratio = Total Net Debt/Shareholders' Equity
- Debt Service Coverage Ratio = Earnings Available for Debt Servicing/Debt Servicing
- Return on Equity = Net Profit after Taxes/Average Shareholders' Equity

RISK MANAGEMENT

Sansera exemplifies a relentless commitment to pre-emptively identifying and addressing potential business risks through its resilient risk management strategies. With an indomitable dedication, the Company has developed a robust risk mitigation framework complemented by meticulously crafted policies and protocols. These measures form a bulwark against potential threats, allowing the Company to deftly assess, identify, mitigate, and transparently disclose risks. Steering this strong defence stands the Risk Management Committee, guided by the astute oversight of the Board. This vigilant committee ensures a thorough scrutiny of diverse risks, devising tailored mitigation strategies with surgical precision. Furthermore, by adopting a proactive stance, Sansera not only anticipates but also decisively counters unforeseen risk events, thereby safeguarding the seamless continuity of its operations.

Key among the business risks diligently addressed by Sansera are:

Risk Type	Risk Factors	Mitigative Approach
Economic Risk	Sansera is susceptible to potential disruptions in its operations and financial performance during economic downturns caused by high inflation or geopolitical turmoil akin to recent events in Russia-Ukraine and the Israel-Palestinian conflicts.	• Regularly reviews its order book, execution strategies, and market opportunities to swiftly identify any negative impacts on its financial health and operations • Customises sectoral/geographic diversification strategies to capitalise on lucrative opportunities and adjusts these strategies to confront challenges head-on
Market Risk	The Company's product offerings and market competitiveness could encounter hurdles due to evolving consumer inclinations, the advent of new competitive technologies, stringent governmental mandates, and unpredictable fluctuations in fuel prices.	• Actively diversifies the Company's product portfolio to meet technology-agnostic applications • Vigilantly tracks the advancement of these diversification efforts and evaluates the influence of new orders on its product portfolio
Talent Risk	Sansera's ability to sustain its growth and innovation could be impeded by difficulties in recruiting and retaining talent and establishing succession plans for key resources and roles.	• Regularly appraises the essential competencies for both existing and future positions. Accordingly, it implements training and development plans, including soft skill training, coaching, mentoring, and leadership programmes • Provides learning and development opportunities for its staff, actively recruiting external candidates for newly created roles in the absence of suitable internal candidates
Raw Material Risk	The Company faces potential impacts on profitability and increased production costs in the event of price spikes in critical inputs such as steel and energy, among others.	• Continuously monitors the fluctuation of crucial raw material prices, swiftly adjusting product pricing for domestic clients accordingly and carefully tracking inflation dynamics for export agreements • Conducts frequent and rigorous price reviews, swiftly incorporating cost optimisation strategies. These include advancing process automation, transitioning to sustainable energy sources, optimising supply chain efficiency, and maximising material yield enhancements

Risk Type	Risk Factors	Mitigative Approach
Counterparty Risk	The Company's revenue channels, and fiscal resilience stand vulnerable to the ramifications of counterparty commitments within financial instruments or customer contracts.	• Effectively oversees credit risk across its operational and financing endeavours, carefully tracking counterparty obligations within financial instruments and customer agreements • Strategically evaluates and mitigates financial liabilities associated with credit risk exposure, ensuring ample provisions for potential doubtful debts
Competition Risk	The Company's market hegemony and profitability are at risk of erosion due to intensifying competition both globally and domestically within the industry.	• Leverages its unparalleled expertise and sterling reputation to establish a commanding foothold in the market • Nurtures strong, long-lasting customer relationships and consistently delivers innovative, superior-quality products and services to sustain a significant competitive edge
Liquidity Risk	Sansera's esteemed reputation and financial condition could be jeopardised if it fails to meet obligations tied to financial liabilities due to inadequate liquidity.	• Ensures sufficient liquidity to fulfil obligations under both standard and stressed scenarios. As of March 31, 2024, the Company's cash & cash equivalent amounted to ₹ 486.35 mn • Maintains access to a robust credit line from banks to address its working capital requirements effectively
Procurement Risk	Sansera's supply chain and operations are vulnerable to disruptions by adverse fluctuations in market prices or financial instability affecting its suppliers.	• Monitors market prices closely and devises contingency plans to mitigate adverse fluctuations in pricing or supplier financial instability • Diversifies the Company's supplier base to lessen reliance on any one source and enhance resilience against supply chain disruptions
Credit Risk	Fluctuations in market interest rates may elevate Sansera's borrowing costs and increase its financial risks.	• Monitors shifts in market interest rates and strategically hedges against long-term debt obligations subject to floating interest rates • Regularly assesses the creditworthiness of its suppliers and customers to mitigate credit risk and ensure financial stability
Cybersecurity Risk	The Company's data integrity and esteemed reputation face potential jeopardy in the event of a cyber intrusion leading to the exposure or loss of vital assets and sensitive information.	• Constantly evaluates network vulnerabilities and deploys and upgrades tools to shield against both known and evolving cyber threats • Implements a cybersecurity risk management strategy to prevent exposure, safeguard critical assets and sensitive information, and mitigate reputational damage arising from cyber-attacks or breaches across the Company's IT network

ESG COMMITMENTS

Sansera's leadership cadre of seasoned professionals from various disciplines spearheads the Company's efforts in innovation, quality assurance, and corporate social responsibility. These endeavours are not only reflected in the Company's robust financial performance but also in its firm commitment to upholding Environmental, Social, and Governance (ESG) standards. Sansera's dedication to abiding by the ESG principles strengthens its standing as a trusted partner within the global manufacturing milieu.

The Company strategically integrates circular manufacturing principles into its operations, striving to minimise waste, optimise resource utilisation, and promote sustainability across its value chain. This holistic approach enhances Sansera's position as a conscientious corporate citizen, driving positive environmental and social impacts while delivering value to its stakeholders.

Distinguished for its prowess, the Company has received prestigious accolades from industry leaders for its persistent dedication to quality, alongside recognition for its sustainability initiatives, showcasing its devotion to innovation and outstanding performance.

HUMAN RESOURCES

Sansera recognises the indispensable role of its Human Resources (HR) Department in nurturing a welcoming organisational culture. Accordingly, the Company ensures that its HR strategies are fully synchronised with overarching business objectives. The Company places significant emphasis on employee development through comprehensive training programmes, both internal and external. Sansera entrusts its workforce to deliver premium-quality products while maintaining stringent health and safety standards. In its commitment to embracing workforce diversity, the Company nurtures an atmosphere of mutual respect, fostering employee engagement and accountability. Concurrently, Sansera champions personal growth opportunities and ensures a workplace free from discrimination and harassment. As of March 31, 2024, Sansera employed 2,811 permanent employees and 8,178 contractual personnel, embodying its dedication to workforce excellence.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Sansera has implemented stringent internal control systems and audit processes to safeguard its assets and resources, ensuring the utmost integrity of financial reporting and operational data. This strengthened framework rigorously monitors adherence to established policies, procedures, and regulatory mandates, guided by meticulously documented guidelines for authorisation and approval. Regular audits, spanning all divisions, functions, and departments, meticulously assess compliance. These audits play a key role in identifying opportunities for refinement and fostering a culture of continuous improvement in operational efficiency and effectiveness within Sansera.

CAUTIONARY STATEMENT

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

On Behalf of Board of Directors

S. Sekhar Vasan
Chairman & Managing Director
DIN: 00361245

Place: Bengaluru
Date: May 16, 2024

FORM AOC-1

ANNEXURE 2

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

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

PART "A": SUBSIDIARIES

Name of Subsidiary Company	Fitwel Tools and Forgings Private Limited	Sansera Engineering Pvt. Limited Mauritius.	Sansera Sweden AB.
Currency	(₹ in mn)	(₹ in mn)	(₹ in mn)
The date since when subsidiary was acquired	1-Aug-14	4-Nov-16	14-Apr-17
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	EURO	SEK
		1 EURO = INR (a) Average: 89.81 (b) Closing: 89.88	1 SEK =INR (a) Average: 7.81 (b) Closing: 7.79
Share Capital	3.56	844.85	254.34
Other Equity	528.11	18.85	(294.60)
Total Assets	1,266.24	865.06	1,482.19
Total Liabilities	734.57	1.36	1,522.46
Total Income	1,725.12	3.91	1,626.90
Profit/(Loss) before Tax	84.57	1.35	(81.52)
Provision for Tax	24.71	0.19	-
Profit/(Loss) After Tax	59.86	1.14	(81.50)
Proposed Dividend	-	-	-
% of shareholding	70%	100%	100%

PART "B": ASSOCIATES AND JOINT VENTURES

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

Name of associates/Joint Ventures	MMRFIC Technology Private Limited (Associate)
1. Latest Audited Balance Sheet Date	March 31, 2024
2. Date on which the Associate or Joint Venture was associated or acquired	August 18, 2023.
3. Shares of Associate/Joint Ventures held by the company on the year end	**Investment in equity instruments** 17 equity shares of ₹ 1 each fully paid up **Investment in preference shares** 37,310 Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up 55,970 Series A2 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up 55,970 Series A3 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up
No.	

ANNEXURE 2 (Contd.)

Amount of Investment in Associates / Joint Ventures	₹ 200 mn
Extent of Holding (%)	To be decided on conversion of CCPS
4. Description of how there is significant influence	Board Composition : Sansera has two nominee directors out of total four directors on the board of MMRFIC
5. Reason why the Associate / Joint Venture is not consolidated	MMRFIC is an associate
6. Net worth attributable to shareholding as per latest Audited Balance Sheet	NA
7. Profit/ Loss for the year	₹ 51.34 mn
i. Considered in Consolidation	Yes to the extent of holding based on pro-rata basis.
ii. Not considered in Consolidation	-

Notes:

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

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

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

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

Sr. No.	Name	Designation	Ratio (Times)
1.	Mr. S Sekhar Vasan	Chairman & Managing Director	88.72
2.	Mr. F R Singhvi	Joint Managing Director	88.72
3.	Mr. B R Preetham (Appointed w.e.f. September 08, 2023)	Executive Director & Group CEO	77.42
4.	Mr. Raunak Gupta (ceased to be director w.e.f. September 08, 2023)	Non-Executive – Nominee Director	-
5.	Mr. Muthuswami Lakshminarayan	Independent Director	8.06
6.	Mrs. Revathy Ashok	Independent Director	8.13
7.	Mr. Samir Purushottam Inamdar	Independent Director	9.91

2. The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in 2023-24:

Sr. No.	Name	Designation	Percentage Increase over previous year
1.	Mr. S Sekhar Vasan	Managing Director, Chairman	67.16%
2.	Mr. F R Singhvi	Joint Managing Director	67.16%
3.	Mr. Raunak Gupta*	Non-Executive – Nominee Director	N.A.
4.	Mr. Muthuswami Lakshminarayan	Independent Director	25%
5.	Mrs. Revathy Ashok	Independent Director	25%
6.	Mr. Samir Purushottam Inamdar	Independent Director	100%
7.	Mr. B R Preetham	Executive Director & Group CEO	28.22%
8.	Mr. Vikas Goel	Chief Financial Officer	2.72%
9.	Mr. Rajesh Kumar Modi	Company Secretary and Compliance Officer	16.55%

* Mr. Raunak Gupta who was eligible to seek retirement by rotation in the 41st AGM held on 08th September 2023 did not seek re-election and hence retired from the Company on 08th September 2023 on completion of his term.

3. **The percentage increase in the median remuneration of employees in the 2023-24 :** 9.25% (approx.)

4. **The number of permanent employees on the rolls of the Company :** 2,811.

5. **Average percentile increase already made in the salaries of employees other than the managerial personnels in the last financial year :** 11.16%(approx.)

6. **Affirmation that the remuneration is as per the remuneration policy of the Company and Annual increments, if any, are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1, of each year :** Yes

ANNEXURE 3 (Contd.)

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

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

Sl. No.	Name	Designation of Employee	Remuneration Received [₹ In mn]	Qualification	Experience in years	Age in years	Date of commencem ent of employment	Last employment held	The percent age of equity shares held by the employ ee in the Compan y	Whether any such employee is a relative of any Director of the Company and if so, name of such Director
1	Mr. S. Sekhar Vasan	Chairman & Managing Director	24.89	B. Tech (IIT), PGDM (IIMB)	43	72	1981	Rambal Engineering Private Limited	19.12	No
2	Mr. F.R. Singhvi	Joint Managing Director	24.89	B. Com, FCA	43	70	2006	Partner, M/s Singhvi Dev Unni. Chartered accountants	5.21	No
3	Mr. B R Preetham	Executive Director & Group CEO	21,72	B.E.	32	55	1992	Not Applicable	0.31	No
4	Mr. Vikas Goel	CFO	16.99	B. Com (H). FCA, ACMA	31	57	2019	Ingersol Rand India Ltd	Negligible	No

Notes:

1) Remuneration shown above includes Salary, Allowances, Perquisites and Incentives but excludes options under Company's Employee Stock Option Plan 2015 and 2018.

2) The nature of employment in case of Chairman & Managing Director, Joint Managing Director and Executive Director are contractual and terms of remuneration are governed under the Board and Shareholders resolutions.

3) None of the above employees/ directors are related to any of the Directors.

On Behalf of Board of Directors

S. Sekhar Vasan
Chairman & Managing Director
DIN:00361245

Place: Bengaluru
Date: May 16, 2024

FORM NO. MR-3

ANNEXURE 4

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the Rules made thereunder;

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

iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;- Not Applicable as the Company did not issue any security during the financial year under review.

e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; – Not applicable as the Company has not issued any debt securities during the financial year under review;

g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; – Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and

i. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; - Not Applicable as the Company has not done any buyback of its securities during the financial year under review.

ANNEXURE 4 (Contd.)

vi. The following key / significant laws as specifically applicable to the Company: -

1. The Environment (Protection) Act 1986
2. The Water (Prevention and Control of Pollution) Act, 1974 and Rules, 1975
3. The Air (Prevention and Control of Pollution) Act 1981 and Rules 1982
4. Central Ground Water Authority (Guidelines to regulate and control ground water extraction in India) 2020
5. Revised National Ambient Air Quality Standard, Notification, 2009
6. Noise Pollution (Regulation and Control) Rules 2000
7. The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 and the Honorable Supreme Court Order dated 14th October 2003, related to Hazardous Wastes Management.
8. The Bio-Medical Waste Management Rules, 2016
9. The Solid Waste Management Rules, 2016 amended 2020
10. The Plastic Waste Management Rules, 2016,
11. The E-Waste (Management) Rules, 2016 amended 2018
12. The Batteries (Management and Handling) Rules 2001
13. The Manufacture, Storage and Import of Hazardous Chemical Rules, 1989
14. The Factories Act, 1948 and The Karnataka Factories Rules, 1969
15. The Karnataka Factories (Safety Audit) Rule, 2016
16. The Petroleum Act, 1934 and The Petroleum Rules, 2002
17. The Static and Mobile Pressure Vessels Rules, 2016
18. The Gas Cylinders Rules, 2016
19. The Electricity Act, 2003 and The Central Electricity Authority (Measures Relating to Safety and Electric Supply) Regulations, 2010
20. The Motor Vehicle Act 1988
21. Food Safety and Standards Act, 2006 and the Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011
22. Contract Labour (Regulation & Abolition) Act, 1970 and the Rules made thereunder
23. The Sexual Harrasment of Women at Workplace (Prevention, Prohibition and Redressal), 2013
24. Payment of Wages Act, 1936 read with the rules made thereunder
25. Payment of Gratuity Act, 1972 read with the rules made thereunder
26. Minimum Wages Act, 1948 read with the rules made thereunder
27. Maternity Benefit Act, 1961 read with the rules made thereunder

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

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

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

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 and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

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

Pramod S M
Partner
FCS No: 7834
CP No: 13784
PR NO: 736/2020
UDIN: F007834F000380492

Place: Bangalore
Date: 16th May 2024

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

ANNEXURE A

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

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

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

For BMP & Co. LLP,
Company Secretaries

Pramod S M
Partner
FCS No: 7834
CP No: 13784
PR NO: 736/2020
UDIN: F007834F000380492

Place: Bangalore
Date: 16th May 2024

FORM NO. AOC- 2

Annexure 5

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

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

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

   The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during 2023-24.

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

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

On Behalf of Board of Directors

S. Sekhar Vasan
Chairman & Managing Director
DIN:00361245

Place: Bengaluru
Date: May 16, 2024

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

Company's CSR policy

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

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

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

We especially believe in linking our employee volunteering initiatives with our CSR endeavors to ensure that our organizational responsibility initiatives and individual convictions are well integrated. We are also keen to include learning and appreciation of social sensitivity into our social responsibility as this is the foundation of our culture.

The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. The CSR projects carried out in 2023-24 promotes education of underprivileged children, construction of sanitation facilities in rural schools, project related to environmental sustainability etc. have benefitted the communities across the country. The Company has adopted and taken note of amendments in CSR Regulations. Necessary action plan was also approved by the Company. Details of the CSR policy and projects or programs undertaken by the Company are provided below.

Endorse education & healthcare and support in infrastructure projects

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

Social impact projects

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

Support Environment projects

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

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

2. COMPOSITION OF THE CSR COMMITTEE

Sl. No.	Name of Member	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. S. Sekhar Vasan	Chairperson	2	2
2	Mr. F.R. Singhvi	Member	2	2
3	Mrs. Revathy Ashok	Member	2	2

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

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

Not applicable.

5. (a) Average net profit of the Company as per section 135(5): The average net profit for the last three audited financial years for the purpose of computation of CSR was ₹ 1,712.52 mn

(b) Two percent of the average net profit of the company as per section 135(5): ₹ 34.25 mn

(c) Surplus arising out of the CSR projects or programs 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 2023-24 (5b+5c-5d): ₹ 34.25 mn

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 34.45 mn

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: NA.

(d) Total amount spent for the Financial Year: ₹ 34.45 mn

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

Total Amount Spent for the Financial Year. (₹ in Mn)	Amount Unspent (₹ in Mn)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer.	Name of the Fund	Amount	Date of transfer
34.45	-	-	-	-	-

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (₹ in mn)
(i)	Two percent of average net profit of the Company as per section 135(5)	34.25
(ii)	Total amount spent for the Financial Year 2023-24	34.45
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.20
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial Years [(iii)-(iv)]	-

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

Sl. No	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any.		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in Rs).	Date of transfer		
1	2022-23	-	-	-	-	-	-	
2	2021-22	-	80,60,000	-	-	-	-	
3	2020-21*	85,00,000	85,00,000	4,40,000	0	0	80,60,000	

* The Company has complied with Section 135(6) and has disclosed in the Board's Report of the respective financial years accordingly prior to amendments in CSR Rules in January 22, 2021.

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

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

   Furnish the details relating to such asset(s) so created or acquired through Corporate Social

   Responsibility amount spent in the Financial Year: Not Applicable

9. Specify the reason(s) if the Company has failed to spend two per cent of the average net profit as per section 135(5).

   NA.

For Sansera Engineering Limited

Sd/-
S. Sekhar Vasan
Chairman CSR Committee
DIN: 00361245

Place: Bengaluru
Date: May 16, 2024

SANSERA
ideas@work

ANNEXURE 7

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SECTION A GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

1	**Corporate Identity Number (CIN) of the listed entity**	L34103KA1981PLC004542
2	**Name of the listed entity**	Sansera Engineering Limited
3	**Year of incorporation**	1981
4	**Registered office address**	Plant-7, No.143/A, Jigani Link Road Bommasandra Industrial area, Anekal Taluk, Bengaluru - 560 105, Karnataka, India
5	**Corporate address**	Plant-7, No.143/A, Jigani Link Road Bommasandra Industrial area, Anekal Taluk, Bengaluru - 560 105, Karnataka, India
6	**E-mail**	rajesh.modi@sansera.in
7	**Telephone**	+91 80-27839081/82/83
8	**Website**	https://sansera.in/
9	**Financial year for which reporting is being done**	2023-24
10	**Name of the Stock Exchange(s) where shares are listed**	National Stock Exchange of India Limited and BSE Ltd.
11	**Paid-up capital**	₹ 10,72,30,300/-
12	**Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report**	Mr. Rajesh Kumar Modi E-mail: rajesh.modi@sansera.in Telephone: +91 80 27839081/82/83
13	**Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)**	Standalone
14	**Name of assurance provider**	NA
15	**Type of assurance obtained**	NA

II PRODUCTS / SERVICES

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

Description of main activity	Description of business activity	% of turnover of the entity
Manufacturing	Complex and critical precision engineered components across automotive and non-automotive sectors	92%

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

Product/service	NIC code	% of total turnover contributed
Manufacturer of parts and accessories for motor vehicles	2930	90%

III OPERATIONS

18. Number of locations where plants and/or operations/offices of the entity are situated:

	Number of plants	Number of offices	Total
National	16	0	16
International	1	0	1

19 Markets served by the entity

a Number of locations

36 (11 National, 25 International)

Location	Number	Location	Number
National (Number of states)	11	International (Number of countries)	25

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

29%

c **A brief on types of customers**

Sansera Engineering Limited ('Sansera', 'SEL' or 'The Company') is an engineering-led integrated manufacturer of complex and critical precision engineered components across automotive and non-automotive sectors. The Company manufactures a wide range of complex and critical precision engineered components for the automotive and non-automotive sectors. The Company serves customers worldwide, including Bajaj, Maruti Suzuki, Toyota, Royal Enfield, KTM, Daimler Group, VW Group, Volvo, BMW, Ferrari, and Ducati, among others.

Additionally, Sansera constantly engages in diversifying its product offerings for:

a) Technology-agnostic applications within the automotive sector such as suspension, chassis, driveline, and braking systems, among others across both ICE and EV powertrain technologies.

b) Non-automotive sectors, including aerospace, defence, agriculture, industrial automation, and stationary engines, among others.

IV EMPLOYEES

20 Details as at the end of financial year:

a Employees and workers (including differently-abled):

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (C)	% (C/A)
Employees					
Permanent (A)	1,427	1,362	95	65	5
Other than permanent (B)	4	4	100	0	0
Total employees (A + B)	**1,431**	**1,366**	**95**	**65**	**5**
Workers					
Permanent (C)	950	945	99%	5	0.53%
Other than permanent (D)	7,774	7,562	97%	212	2.73%
Total workers (C + D)	**8,724**	**8,507**	**98%**	**217**	**2.49%**

b Differently-abled employees and workers:

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (C)	% (C/A)
Differently-abled employees					
Permanent (E)	2	2	100%	0	0%
Other than permanent (F)	0	0	0 %	0	0%
Total employees (E + F)	**2**	**2**	**100%**	**0**	**0%**
Differently-abled workers					
Permanent (G)	6	6	100%	0	0%
Other than permanent (H)	0	0	0%	0	0%
Total workers (G + H)	**6**	**6**	**100%**	**0**	**0%**

21 Participation/inclusion/representation of women

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

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

Category	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY (2021-22) (Turnover rate in year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Employees									
Permanent	18.44%	24.07%	18.67%	23.6%	19.44%	23.46%	19.81%	15.09%	19.68%
Workers									
Permanent	1.60%	0%	1.6%	1.19%	0%	1.19%	2.27%	0%	2.27%

V HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

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

Sl. 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.	Fitwel Tools and Forgings Private Limited	Subsidiary	70	Yes
2.	Sansera Engineering Limited Mauritius	Subsidiary	100	No
3.	Sansera Sweden AB	Step Down Subsidiary	100	Yes
4.	MMRFIC Technology Private Limited	Associate	to be decided on conversion of CCPS	No

VI CSR DETAILS

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

Yes

(b) Turnover (in ₹)

2,548 Cr.

(c) Net worth (in ₹)

1,365 Cr.

VII TRANSPARENCY AND DISCLOSURES COMPLIANCES

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

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes https://sansera.in/general-policies/	0	0	-	0	0	-
Investors (other than shareholders)	Yes https://sansera.in/investor-policies	0	0	-	0	0	-
Shareholders	Yes https://sansera.in/investor-policies	0	0	-	15	0	0
Employees and workers	Yes (Link cannot be provided)	216	13	Grievances about shop floor conditions, welfare, safety	154	12	Grievances about shop floor conditions, welfare, and safety
Customers	Yes https://sansera.in/investor-policies	172	0	Product quality related complaints from customers	100	0	Product quality-related
Value chain partners	Yes https://sansera.in/investor-policies	0	0	-	0	0	-
Government bodies	Yes through legal fines or notices	7	4	-	14	0	General notices, show cause notices, fines, interest, and damages

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

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

💡 Opportunity ⚠ Risk

Sl. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	GHG Emissions	⚠	Automotive parts manufacturing is a high-emission activity that faces scrutiny from major stakeholders such as customers, investors, and governments. Customers may demand commitments to reduce greenhouse gas (GHG) emissions or impose conditions related to emissions for conducting business. Certain investors focussed on environmental, social, and governance (ESG) criteria may only invest in companies that meet GHG reduction targets. The government is also in the process of establishing a cap-and-trade emission trading scheme in India.	GHG emissions can be mitigated by (1) Conducting energy audits and identifying areas of energy reduction (2) Sourcing of renewable energy. In the current financial year, a total of 54% of electrical energy was sourced from renewable sources.	Failure to mitigate GHG emissions could lead to potential business loss, disinterest from specific groups of investors, and increased costs to comply with regulatory requirements.
2	Waste Management	⚠ 💡	Inadequate handling of hazardous waste by waste management contractors poses risks to land, water bodies, and biodiversity. Embracing circular economy principles for waste recycling could offer Sansera a significant opportunity to reduce waste generation.	Ensuring that hazardous waste is handled and disposed by only authorised contractors of the State Pollution Control Board. Circular economy initiatives such as (1) recycling of discarded scrap steel (2) ensuring zero waste to landfill	Negative financial implications could result in the form of capital expenditure for the recycling of discarded scrap steel. Financial implications could also result in the form of compensation for improper handling of hazardous waste.
3	Energy Management	💡	Sansera's manufacturing process requires a significant amount of energy, and saving energy not only contributes to our financial performance but also helps us reach our emission reduction targets.	Identifying areas of energy reduction and implement suitable measures for the same - All Sansera plants are certified for ISO 50001 (2018) - Energy management systems	Negative financial implications could result in the form of capital expenditure for implementation of energy reduction initiatives Positive implications to the Company's business could result from initiatives taken around energy management attracting customers aligned to sustainable businesses
4	Product Responsibility	⚠	The risk of improved solutions that meet new requirements, particularly environment and social aspects, technological advancements, upgrades, or existing market needs.	Increased focus on the manufacturing of EV products	Negative financial implications on the business could arise from delays in innovation, as sought by the changing market landscape.

Sl. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Occupational Health and Safety	⚠	Occupational Health and Safety affects individuals and the local community and has the potential to cause disruptions in operations. Risks to employees and workers can arise in the form of physical hazards, chemical exposure, vehicle movement, ergonomic strain, respiratory risks, and noise exposure. Risks to employees, workers and neighbouring community can largely be due to fire hazards.	Sansera has taken various measures to mitigate occupational health and safety risks including: 1. Adoption of organisation wide Integrated Policy on Environment Health Safety and Quality Management System. 2. Trainings and internal audits for all SOPs on Operational Health and safety. 3. Maintenance of HIRA (Hazard Identification and Risk Assessment) 4. All plants are certified for ISO 45001 5. Periodic medical check-up for all employees and workers 6. Monitoring of environmental parameters as per PCB standards	Negative financial implications could arise from loss of productivity due to lost man-hours or impact on reputation in case of community incidents.
6	Diversity, Equity, Inclusion	💡	Diversity, Equity, and Inclusion (DEI) present significant opportunities for Sansera to foster a more inclusive and equitable workplace, strengthen employee engagement, improve customer satisfaction, and build a positive brand reputation.	Sansera is consciously working to improve the female employee strength across different functions.	Positive financial implications of a more diverse workforce.
7	Sustainable Supply Chain	⚠	Failure to ensure sustainable practices throughout the supply chain, such as responsible sourcing of raw materials, waste management, and compliance with environmental regulations, can result in reputational damage and potential legal consequences. Ethical and social responsibility risks include issues such as labour rights violations, human rights abuses, child labour, or unsafe working conditions within supplier facilities.	Sansera has taken various measures to mitigate risks arising in the supply chain including: 1. Adopting policies for responsible sourcing namely, Supplier Responsible Sourcing of Natural RM Policy, Sustainable Procurement Policy, and Sansera Principles to Enhance Sustainability Performance in the Supply Chain and Sansera policy on Conflict Minerals 2. Sansera's suppliers are required to sign commitments to the policies (except Sansera policy on Conflict Minerals). 3. System & sustainability assessments are conducted before onboarding suppliers	Negative financial implications could arise from impacts on business reputation.
8	Information Security	⚠	Risks arises from being a target of cyberattacks, including ransomware, malware, and phishing attempts. These could lead to exploitation of vulnerabilities in networks, or software, to gain unauthorised access to the Company's sensitive data or disrupt critical systems. Data breaches can occur due to external attacks, insider threats, or inadequate security measures, leading to unauthorised access, theft, or exposure of confidential information.	Sansera has deployed and implemented various technical tools and controls to mitigate Information Security risks including but not limited to: 1. End Point and Servers Protection: CrowdStrike Falcon Complete (EDR) – Protection against Ransomware, and Malware, among others. 2. Network Perimeter: UTP (Unified Threat Protection) – Protection against external threat/intruders 3. Device Control – includes Bluetooth, External USB Drive and Card Readers, among others.	Negative financial implications arising from brand reputation of the Company

Sl. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Ethics & Compliance	⚠	Business ethics encompass various aspects such as corporate governance, employee behaviour, labour relations, customer relationships, and supply chain practices. Failing to uphold ethical standards in these areas can expose the organisation to various risks, including legal, reputational, financial, and market-related risks. With the growing importance of Environmental, Social, and Governance (ESG) principles, governance-related issues are receiving heightened attention from potential investors and major customers.	To mitigate business ethics risks, several measures are implemented, including the establishment of a Code of Conduct for the Board of Directors, Independent Directors, Senior Management, and Employees. Additionally, policies addressing anti-corruption, anti-bribery, and anti-money laundering are put in place. A Whistle Blower Policy is also implemented to encourage the reporting of unethical behaviour. These policies are supported by awareness trainings and systems for addressing grievances.	Negative financial implication may include the loss of customers or market share, financial losses resulting from legal liabilities, due to business ethics-related issues.
10	Transparency & Disclosure	⚠ 💡	Risks related to transparency and disclosure presents in timely communication of regulatory and stakeholder-oriented disclosures. Failure to disclose Sansera's financial and ESG related information in a transparent manner could lead to reputational risks and negative perceptions from stakeholders. Opportunities are present in factually correct, transparent and timely disclosures. Increase in publishing climate related disclosures present as an opportunity for Sansera to build trust and reputation with all stakeholders.	To mitigate risks related to transparency and disclosure, Sansera has not only published mandatory BRSR disclosures but is promoting ESG disclosures through its website and other mediums with its stakeholders.	Both positive and negative financial implications arising from brand reputation of the Company.

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

Sl. no.	Disclosure questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
						Policy and management processes				
1	Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Web link of the policies, if available, https://sansera.in/general-policies, https://sansera.in/sexualharrassment and https://sansera.in/nomination-remuneration#	Sansera's policies on risk management, Code of Conduct, CSR, vigil/whistle-blower mechanism, nomination and remuneration, POSH, EOHS, quality, energy, and sustainable procurement can be found at: https://sansera.in/investor-policies								
2	Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	IATF 16949: 2016, OECD guidelines for multinational enterprises, UNGC guiding principles on business and human rights	ISO 50001: 2018, IATF/VDA/ ISO14001/ OHSMS 45001 ISO 9001: 2015	IATF 16949 :2016, ISO 14001, ISO 45001, ISO 50001:2018			ISO 50001:2018, ISO 14001	ISO 45001, ISO 14001	ISO 45001, ISO 14001, ISO 50001	
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company's goals include significant reductions in emissions and waste, increased use of renewable energy, product responsibility enhancements, ensuring occupational safety, promoting diversity, equity, and inclusion, fostering a sustainable supply chain, achieving ISO 27001 certification across all plants, ensuring comprehensive ethics and compliance training, and implementing an ESG data management system.								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Sansera actively pursues its goals with a dedicated approach to sustainability. Significant achievements include achieving 100% training on the Code of Conduct and policies under Ethics & Compliance. Efforts in Occupational Health and Safety are focussed on implementing safety protocols to achieve zero recordable injuries by 2028. Diversity, equity, and inclusion initiatives are underway, with current progress showing 2.49% women in the workforce, towards a target of 5% by 2026. Sustainability assessments are completed for 43% of suppliers, with plans to cover 60% by 2025. Transparency & disclosure efforts include ongoing implementation of an ESG data management system to enhance reporting and transparency across operations. Sansera has sourced more than 50% of its energy from renewable sources through effective energy management practices, contributing to its commitment to reduce environmental impact.								

Governance, leadership and oversight

	Disclosure questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	Sansera is committed to being a responsible corporate entity, striving to create a positive impact on society and the environment through its core business operations. The Company has adopted a robust ESG policy that ensures compliance with local, Indian, and global regulations across its operations. The Company has established dedicated ESG committees at both the Board and operational levels to develop comprehensive roadmaps with specific targets for waste reduction, eco-friendly practices, emission reductions, and CSR initiatives. These efforts underscore Sansera's commitment to sustainable growth, governance excellence, and social responsibility, aiming to exceed industry standards and contribute positively to the communities in which it operates.								
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Mr. F.R Singhvi Address: Sansera Engineering Limited 143/A, Jigani Link Road, Bengaluru - 560 105 E-mail: fr@sansera.in DIN: 00233146								
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The ESG Committee of the Board is responsible for decision-making on sustainability issues. 1. Mr. Lakshminarayan M Non-Executive Independent Director DIN: 00064750 2. Mrs. Revathy Ashok Non-Executive Independent Director DIN: 00057539 3. Mr. F. R. Singhvi Executive Director DIN: 00233146								

10 Details of review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/Quarterly/Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	An ESG governance structure was formalised in 2023-24. Prior to this, the risk management committee identified major risks in the businesses and functions, which were systematically addressed through mitigative actions on an ongoing.									Annual review								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Sansera complies with all statutory requirements that are relevant to the principles and in the event of any non-compliances, the relevant committee investigates and rectifies the issues. The Company has implemented a statutory compliance monitoring tool, 'Ricago', for effective monitoring of statutory compliance. Regular audits and reviews are conducted by the Company to ensure continuous improvement and adherence to regulatory standards.																	

		P1	P2	P3	P4	P5	P6	P7	P8	P9
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.	No, the review was carried out in FY 2022-23.								

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

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)					NA				
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

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

ESSENTIAL INDICATORS

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

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	4	Enterprises Risk Management Programme, ESG Awareness & GHG reduction drive at Sansera, Succession Planning, Business continuity. Apart from these, The DPDP Act 2023 and Amendment in SEBI Listing regulations, 2015 was also provided	100
Key Managerial Personnel	4	Enterprises Risk Management Programme, ESG Awareness & GHG reduction drive at Sansera, Succession Planning, Business continuity	100
Employees other than BoD and KMPs	1,713	Induction & On-the-Job Training, Multi Skill Training, Technical Programmes, Management Systems, Customer Specific Requirement Training (CSR) Upskilling, EHS Programmes, Health Talks, ESG Awareness & GHG Reduction Drive at Sansera, HR Policies, Supervisory Development Program, Buddy Programme, Coaching, Mentoring & Outbound Programme	99

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Workers	1,192	Induction & on the job Training, Multi Skill Training, Refresher Training, Technical Programmes, Management Systems, Customer Specific Requirement Training (CSR) Upskilling, EHS Programmes, Health Talks, ESG Awareness & GHG Reduction Drive at Sansera, HR Policies, Supervisory Development Programmes, Buddy Programmes, Coaching, Mentoring & Outbound Programmes	97

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

Nil

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

Not Applicable

4

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
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 a zero-tolerance approach towards bribery and corruption. We are committed to fair competition, a free market, and ethical business practices and reject any contracts involving illegal activities. The Company maintains a high standard of honesty and responsibility in all commercial activities through its 'Anti-Bribery Policy'. Training on this policy is provided through various methods, including web-based tools, electronic platforms, group sessions, or one-on-one interactions, as needed. Additionally, the Company has established a vigilant mechanism and Whistle Blower Policy to facilitate the reporting and investigation of issues related to anti-corruption and anti-bribery. The Code of Conduct for Directors and Senior Management is also available to guide the leadership team on integrity in their business dealings. Sansera Anti-Bribery Policy Code of Conduct for Directors and Senior Management Vigil Mechanism and Whistle-Blower Policy

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

Category	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Directors	Nil	
KMPs		
Employees		
Workers		

6 Details of complaints with regard to conflict of interest

Category	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	No complaints were received	Nil	No complaints were received
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	No complaints were received	Nil	No complaints were received

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

Since there have been no cases of corruption or conflict of interest requiring action by regulators, law enforcement agencies, or judicial institutions, there are no specific corrective actions to detail.

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

Category	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Number of days of accounts payables	77	76

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.	1.95	1.95
	b. Number of trading houses where purchases are made from	7	7
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	100	100
Concentration of sales	a Sales to dealers/distributors as % of total sales	0	
	b. Number of dealers/ distributors to whom sales are made		
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers/distributors		

Parameter	Metrics	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Share of RPTs in	a Purchases (Purchases with related parties/Total Purchases)	6%	6%
	b. Sales (Sales to related parties/Total Sales)	0%	0%
	c. Loans & advances (Loans & advances given to related parties /Total loans & advances)	0%	0%
	d. Investments (Investments in related parties/Total Investments made)	85%	89%

LEADERSHIP INDICATORS

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

Total number of awareness programmes held	Topics/principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
93	EHS Awareness, Industrial behaviour, ESG Awareness, driving etiquettes, Good Housekeeping practices, Fire Safety Training, First aid Training, Hazardous waste handling, Technical Trainings, Training on Customer Specific Requirements	72

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

Yes, the Directors, key managerial personnel, and senior management exercise professional judgement in their roles. They are required to disclose any associations that could potentially lead to conflict of interest. They also avoid engaging in business activities where their relatives might have significant influence. It is their duty to safeguard the Company's assets and ensure they are used only for authorised business purposes. They must maintain the confidentiality of unpublished price-sensitive information and refrain from seeking personal gains or assisting others in doing so. These guidelines are detailed in the Code of Conduct to mitigate conflicts of interest within the Board.

Conflict of interest is also covered in the business ethics policy of the Company.

Sansera Business Ethics, working condition and Human Rights Policy Guideline to Enhance Sustainability

Code of Conduct for Directors and Senior Management.

SANSERA
ideas@work

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS

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

Category	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)	Details of improvements in environmental and social impacts
R&D	0	0	-
Capex	1.27%	1.75%	Sansera is committed to green energy utilisation and clean development mechanisms. In our new plant, we have installed solar panels and achieved green building certification. During the fiscal year, we purchased 7.6 Cr. units of green energy and invested in energy conservation projects.

2 Does the entity have procedures in place for sustainable sourcing? (Yes/No)

If yes, what percentage of inputs were sourced sustainably?

Yes, a supplier quality assurance manual is available

53%

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

Plastics (including packaging)

1. Reuse: Packing bins, trays, and covers return from customers and suppliers for reuse.
2. Disposal & Recycle: Discorded plastic bins/cans, packing covers, and used barrels are sent to the EPR-authorised vendors for recycling.

E-waste

Disposal & Recycle: Send to the authorised vendors for recycling.

Hazardous waste

Disposed to authorised vendor for incineration.

Used oils are sent to authorised vendors for recycling.

Other waste

Disposal & Recycle: Send to the authorised vendors for recycling.

E.g.: paper, corrugated box, boring scrap, garden waste, food waste (sent to piggeries/animal farms)

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

Yes, EPR is applicable to the entity's activities. The plastic waste generated is sent to a third-party recycler, and we conduct necessary checks to confirm that the recycler is compliant with EPR regulations. The waste collection plans align with EPR requirements. Procurement is done through EPR-registered vendors.

LEADERSHIP INDICATORS

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

S. no.	NIC code	Name of product/ service	% of total turnover 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.
SEL has not conducted a Life Cycle Assessment (LCA) to date.						

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

Name of product/service	Description of the risk/concern	Action taken
Not applicable		

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

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
	There was no recycled/reused material used for production.	NIL

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

Category	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Reused	Recycled	Safely disposed	Reused	Recycled	Safely disposed
Plastics (including packaging)	0	54.81	0	0	126.9	0.3

Category	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Reused	Recycled	Safely disposed	Reused	Recycled	Safely disposed
E-waste	0	7.24	0	0	0	11.5
Hazardous waste	0	1,304	1,238	0	868.1	619.2
Other waste (e.g. paper, cardboard), steel scrap	0	23,569	1.42	0	25,311	0

5	**Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**	Indicate product category	N.A.
	Reclaimed products and their packaging materials as % of total products sold in respective category		Nil

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

ESSENTIAL INDICATORS

1a 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 (E)	% (E/A)
Permanent employees											
Male	1,362	1,362	100%	1362	100%	0	0%	0	0%	0	0%
Female	65	65	100%	65	100%	65	100%	0	0%	0	0%
Total	**1,427**	**1,427**	**100%**	**1,427**	**100%**	**0**	**0%**	**0**	**0%**	**0**	**0%**
Other than permanent employees											
Male	4	4	100%	4	100%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	**4**	**4**	**100%**	**4**	**100%**	**0**	**0%**	**0**	**0%**	**0**	**0%**

1b 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 (E)	%(E/A)
Permanent workers											
Male	945	945	100%	945	100%	0	0%	0	0%	0	0%
Female	5	5	100%	5	100%	5	100%	0	0%	0	0%
Total	**950**	**950**	**100%**	**950**	**100%**	**0**	**0%**	**0**	**0%**	**0**	**0%**

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 (E)	%(E/A)
Other than permanent workers											
Male	7,562	7,562	100%	7,562	100%	0	0%	0	0%	0	0%
Female	212	212	100%	212	100%	212	100%	0	0%	0	0%
Total	**7,774**	**7,774**	**100%**	**7,774**	**100%**	**0**	**0%**	**0**	**0%**	**0**	**0%**

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

Category	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	0.5%	0.4%

2 Details of retirement benefits, for current and previous FY

	FY 2023-24 (Current financial year)		
Benefits	**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 Gratuity ESI	100	100	Y

Benefits	FY 2022-23 (Previous financial year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total worker	Deducted and deposited with the authority (Y/N/N.A.)
PF Gratuity ESI	100	100	Y

3 Accessibility of workplaces

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

The Company has provided facilities to ensure accessibility in the premises/offices for differently-abled employees and workers. For example, meeting rooms are allocated on the ground floor for ease of access, dedicated vehicle parking spaces are provided for convenience, and wheelchair ramps are also provided.

The new plant building of the Company has also been designed considering the needs of differently-abled employees.

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

Sansera provides equal employment opportunities without any discrimination on grounds of age, colour, disability, marital status, nationality, race, religion, sex, or sexual orientation. The Company has a Non-Discrimination Policy, which covers these aspects.

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

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

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

Yes/No
(If yes, then give details of the mechanism in brief)

Permanent workers | **Other than permanent workers** | **Permanent employees** | **Other than permanent employees**

Yes, the Company has a Grievance Redressal Policy to receive and resolve grievances.

If an employee/worker faces any difficulty that interferes with his/her performance, the concerned personnel can report the same and seek redressal.

1. The employee/worker is expected to follow the appropriate process of informing/discussing with his/her immediate supervisor as the first step.
2. The aggrieved employee can submit the grievance in writing to the department head and the HR department in the event the supervisor fails to resolve the grievance within a week.
3. The employee is allowed to approach the management through the HR only if it is not resolved by the department head and the HR department.
4. Grievances received through the Union Committee are discussed periodically.
5. Grievances related to women employees are discussed separately, recorded, and resolved appropriately.

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

Category	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Total employee/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total permanent employees						
Male	1,362	0	0%	1,122	0	0%
Female	65	0	0%	41	0	0%
Total permanent workers						
Male	945	802	85%	928	808	87%
Female	5	5	100%	5	5	100%

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	1,366	1,137	83%	1,255	92%	1,184	1,009	85%	1,047	88%
Female	65	65	100%	65	100%	37	37	100%	33	89%
Total	**1,431**	**1,202**	**84%**	**1,320**	**92%**	**1,221**	**1,046**	**86%**	**1,080**	**88%**
Workers										
Male	8,507	8,068	95%	7,815	92%	6,931	6,555	95%	6,333	91%
Female	217	217	100%	217	100%	101	100	99%	99	98%
Total	**8,724**	**8,285**	**95%**	**8,032**	**92%**	**7,032**	**6,655**	**95%**	**6,432**	**91%**

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	1,362	1,366	100%	1,122	1,122	100%
Female	65	65	100%	41	41	100%
Total	**1,431**	**1,431**	**100%**	**1,163**	**1,163**	**100%**
Workers						
Male	8,507	6,359	75%	928	928	100%
Female	217	94	43%	5	5	100%
Total	**8,724**	**6,453**	**74%**	**933**	**933**	**100%**

10 Health and safety management system:

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

Yes, the Health and Safety Management system covers activities across most of our manufacturing locations, offices, research laboratories, and supply chain partners. This system ensures the protection of the environment and the health and safety of the Company's employees, contractors, visitors, and relevant stakeholders. 13 out of 17 plants are covered by ISO 45001 (TUV NORD).

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

The Company has implemented a Hazard Identification and Risk Assessment (HIRA) system for identifying workplace hazards, undertaking risk assessments, and implementing necessary controls to mitigate and address risks.

Sansera identifies possible workplace incidents using a hazard identification process, followed by a likelihood assessment to estimate their frequency or probability. Measures are then implemented to either prevent these incidents by reducing their likelihood or control them to limit their extent and duration, thereby mitigating adverse effects or consequences. In addition to this, the Company has prepared an Emergency Preparedness Plan, and Operation Control Procedure/ Standard (OCP) to minimise work-related hazards. SEL ensures HIRA is undertaken for all activities and products and conducts HIRA studies on an annual basis or as and when required. The necessary guidelines are implemented in line with ISO 45001.

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

Yes, several methods have been put in place to report work-related hazards in accordance with ISO 45001, including safety patrols, risk assessments, and near-miss reporting, among others.

Work-related hazards are reported using the respective formats to the plant EHS Officer, who in turn reports to the Plant Head and Maintenance Team.

Corrective measures, if any, are then identified and implemented by the plant EHS and maintenance team. To mitigate work-related hazards, Sansera conducts emergency mock drills and awareness sessions to prepare its employees and workers.

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

Yes, employees/workers of the entity have access to non-occupational medical and healthcare services. These include services for issues such as road accidents, medical insurance for employees, and the provision of ambulance facilities by the Company in case of any emergency (extended to the families of the employees).

The Company ensures the overall well-being of its employees and workers by providing health insurance, term insurance, accident insurance, regular health check-ups, and workshops for mental well-being.

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

Safety incident/number	Category	FY 2023-24 (Current financial year)	FY 2022-223 (Previous financial year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.16	0.046
Total recordable work-related injuries	Employees	0	0
	Workers	4	1
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

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

The Company was certified as a Great Place to Work for FY 2024. In addition to this leading certification, the Company has taken multiple measures to ensure a safe and healthy workplace, and a few of them are mentioned below:

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

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

Category	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	0	0	No complaints were received	0	0	No complaints were received
Health & safety	0	0	No complaints were received	0	0	No complaints were received

14 Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties
Health & safety practices	EOHS internal system audit - 100% External third-party audit conducted by M/s. TUV NORD - 100%
Working conditions	EOHS internal system audit - 100% External third-party audit conducted by M/s. TUV NORD - 100%

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

Sansera follows a structured and systematic approach to safety management, which includes key steps such as incident management, investigation and root cause analysis, risk assessment and mitigation, training and awareness, improved safety policies, monitoring and review, communication and reporting, and compliance with regulations. Under these aspects, we have initiated several measures, including the installation of electrical insulating rubber mats, fire hydrant systems, fire extinguishers, public address systems, fire alarm panels, and directional signage. Additionally, we have implemented CCTV, electric leakage circuit breakers, safety toolbox talks and awareness programmes, Health & Safety Skill Olympiad, trainings and mock drills, health and safety advisory, and safety guards and stop sensors for rotary parts in machines.

LEADERSHIP INDICATORS

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

Yes, Sansera covers Group Term Life Insurance, Employee Deposit Linked Insurance (EDLI) and GPA for permanent employees, and EDLI for temporary 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 ensures remittance of all statutory dues, such as PF and ESI. SEL also verifies periodically on a monthly basis for contract employees.

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

Category	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Employees	0	0	0	0
Workers	0	1	0	0

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

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

5 **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health & safety practices	43%
Working conditions	43%

2 **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.**

The following corrective actions are taken: GHG emissions data was not captured previously; it is now actively monitored and reported to customers as required.

Carbon reduction goals were initially not part of EHS objectives; these goals are now clearly defined and included.

Treated effluent was not included in environmental aspects and hazard identification; it has since been incorporated into the assessment of aspects, impacts, hazards, risks, control measures, opportunities, and the magnitude of impacts.

A grievance mechanism was not addressed before; a system is now available, managed by the HR and the management teams.

Smoke detectors have been provided in the goods storage area based on recommendations.

First-aid cases are now analysed to better understand root causes and improve safety measures.

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 determined depending on how the given stakeholder groups have an immediate impact on the operations and workings of the Company or how much of a material influence Sansera's business decisions and results have on them. The Company has identified employees, customers, investors, vendors, contractors, collaborators/technical partners, the local community, and government/regulators as its key stakeholders.

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

S. no.	Stakeholder group	Whether identified as vulnerable & marginalised group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Employees	No	Employee communication through goal-setting and performance appraisal meetings, e-mail, SMS, WhatsApp groups, websites, publications, newsletters, display notices of policies at various locations covered in the training plan, the Sansera intranet (IMS, ESS-employee self-service software), whereby employees can access policies, social media such as LinkedIn, townhall meetings (monthly plant-wise), Sunrise meetings, DWM (Daily Work Management), safety committee meetings, POSH meetings, grievance committee meetings, and canteen committee meetings.	Periodically	Long-term strategy plans, training and awareness, health, safety, and engagement initiatives. Enhance employee volunteerism and safety awareness, and awareness of regulatory updates
2	Investors	No	Seminars, conferences, official communication channels, regulatory audits/inspections, environmental compliance, policy intervention, websites, government portals, sheel legal software for communication, Ricago software - legal and regulatory updates, compliance escalation software periodically updated, Updates from forums such as Chamber of Commerce - highlights on legal requirements, HR community groups.	Annually, periodically, quarterly and as and when required	Investors prefer to invest in organisations that are socially and environmentally responsible.

S. no.	Stakeholder group	Whether identified as vulnerable & marginalised 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
3	Customers	No	Website, publications, mass media & digital communications, plant visits, conferences, customer surveys, social media, and events	Periodically	Product quality and availability
4	Suppliers & service providers	No	Plant visits, supplier audits, professional networks, workshops & trainings, supplier performance monitoring (monthly),	Periodically	Quality, timely delivery and payments, ISO and OSHA standards followed by supply chain
5	Government and regulatory bodies	No	Seminars/conferences, official communication channels, regulatory audits/inspections, website, government portals and notices.	Periodically	Guidance in terms of understanding government schemes in the same area (if any) for increased effectiveness. Resolution of compliance-related queries if any
6	Communities	Yes	Meets (of community/local authority and town council/committee/location head/ SWOT council), community visits and projects, partnership with local charities, volunteerism, seminars/conferences.	Periodically, need-based	Please refer to the following link for information about the Company's community engagements: https://sansera.in/sansera-foundation
7	Bankers	No	Annual reports, press releases, earnings call, investor meets, one-on-one calls and meetings, investor conferences.	Periodically, need- based	Financing-related investment

LEADERSHIP INDICATORS

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

   A Board-level ESG Committee has been formed by Sansera. The ESG Committee oversees consultations with the Board regarding changes as they occur and soliciting feedback from the Directors. Functional heads and teams interact regularly with key stakeholders such as customers and value chain partners, and in turn keep the ESG committee informed of key developments.

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

   Yes, the Company regularly communicates and collaborates with its key stakeholders, allowing them to work on their ESG topics and share updates. They also conduct periodical evaluations to update policies based on regulations and stakeholder feedback. Feedback capture mechanisms such as safety committee meetings, grievance committee meetings, canteen committee meetings and POSH committee meetings are in place for facilitating discussions on key ESG issues.

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

   Sansera actively conducts its Corporate Social Responsibility (CSR) initiatives through the Sansera Foundation. This foundation spearheads various projects in education, healthcare, environmental sustainability, and community development to create lasting and positive impacts.

   The CSR Policy of the Company can be accessed on the link: https://sansera.in/sansera-foundation

PRINCIPLE 5

Businesses should respect and promote human rights

ESSENTIAL INDICATORS

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

Category	FY 2023-24 (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	1,427	1,269	89%	1,160	1,160	100%
Other than permanent	4	4	100%	3	3	100%
Total	1,431	1,273	89%	1,163	1,163	100%
Workers						
Permanent	950	950	100%	933	933	100%
Other than permanent	7,774	7,540	97%	6,634	6,634	100%
Total	8,724	8,490	97%	7,567	7,567	100%

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	**1,427**	**0**	**0%**	**1,427**	**100%**	**1,160**	**0**	**0%**	**1,160**	**100%**
Male	1,362	0	0%	1,362	100%	1,119	0	0%	1,119	100%
Female	65	0	0%	65	100%	41	0	0%	41	100%
Other than permanent	**4**	**0**	**0%**	**4**	**100%**	**3**	**0**	**0%**	**3**	**100%**
Male	4	0	0%	4	100%	3	0	0%	3	100%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Workers										
Permanent	**950**	**0**	**0%**	**950**	**100%**	**933**	**0**	**0%**	**933**	**100%**
Male	945	0	0%	945	100%	928	0	0%	928	100%
Female	5	0	0%	5	100%	5	0	0%	5	100%
Other than permanent	**7,774**	**0**	**0%**	**7,774**	**100%**	**6,634**	**0**	**0%**	**6,634**	**100%**
Male	7,562	0	0%	7,562	100%	6,543	0	0%	6,543	100%
Female	212	0	0%	212	100%	91	0	0%	91	100%

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

Category	Male		Female	
	Number	Median remuneration/ salary/wages of respective category (₹)	Number	Median remuneration/ salary/wages of respective category (₹)
Board of Directors (BoD)	5	2,17,20,000	1	22,80,000

Category	Male: Number	Male: Median remuneration/ salary/wages of respective category (₹)	Female: Number	Female: Median remuneration/ salary/wages of respective category (₹)
Key Managerial Personnel	5	2,17,20,000	0	-
Employees other than BoD and KMP	1,366	5,43,456	65	4,11,972
Workers	8,507	2,25,456	217	2,21,496

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

Category	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Gross wages paid to females as % of total wages	2.09	1.62

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

Yes, grievance handling committee.

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

If an employee faces any difficulty that interferes with his/her performance, the concerned employee can report the same and seek redressal. The aggrieved employee can submit the grievance in writing to the Department Head and HR department. In the event of his/ her supervisor failing to resolve the grievance within a week from the date of representation or if he/she is not satisfied with the decision of the supervisor, the employee is allowed to approach the management through the HR department only if the grievance is not resolved by the Department Head and HR department.

The management reviews the grievances, and the decisions are conveyed to the aggrieved employee within five working days.

Grievances received through the Union Committee are discussed periodically based on requirements in the presence of the Management team and Union team.

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

Category	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		
Discrimination at workplace						
Child labour						
Forced labour/Involuntary labour						
Wages						
Other human rights related issues						

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

Category	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Total complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees/workers		
Complaints on POSH upheld		

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

The Company has a policy against any form of discrimination based on race, sex, nationality, religion, age, disability, sexual orientation, medical condition or language, as protected by the law. Additionally, the Company has a Prevention of Sexual Harassment Policy (POSH) and Internal Committees (IC) at each location to address any issues related to sexual harassment at the workplace. The investigation process ensures strict confidentiality of the matter, the complainant and witnesses. In case the complainant feels targeted, he/she can inform the Internal Committees of the required action to be taken to ensure the complainant's safety.

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

Yes

10 Assessments for the year:

Category

Child labour

100

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)

0

Category

Forced/ involuntary labour

100

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)

0

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Category

Sexual harassment

100

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)

Category

Discrimination at workplace

100

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)

Category

Wages

100

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)

Category

Others - please specify

-

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)

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

No concerns were raised during the assessments that required corrective action.

LEADERSHIP INDICATORS

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

The Company strives to sensitise employees and workers on human rights through its training programmes. As there were no grievances related to human rights, no business process was modified or introduced.

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

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

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

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

4 **Details on assessment of value chain partners:**

Category

Child labour
43
% of value chain partners (by value of business done with such partners) that were assessed

Forced / involuntary labour
43
% of value chain partners (by value of business done with such partners) that were assessed

Sexual harassment
43
% of value chain partners (by value of business done with such partners) that were assessed

Discrimination at workplace
43
% of value chain partners (by value of business done with such partners) that were assessed

Wages
43
% of value chain partners (by value of business done with such partners) that were assessed

Others - please specify
43
% of value chain partners (by value of business done with such partners) that were assessed

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

No concerns were raised during the assessments that required corrective action.

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 GJ)	2,39,428	1,96,468
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C) (in GJ)	**2,39,428**	**1,96,468**
From non-renewable sources		
Total electricity consumption (D) (in GJ)	2,01,265	1,90,663
Total fuel consumption (E) (in GJ)	97,921	70,945*
Energy consumption through other sources (F) (in GJ)	-	-
Total energy consumed from non-renewable sources (D+E+F) (in GJ)	2,99,186	2,61,608
Total energy consumed (A+B+C+D+E+F) (in GJ)	5,38,614	4,58,076
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations) (in GJ/ ₹ mn)	21.14	21.92
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) (in GJ/ ₹ mn adjusted for PPP)	473.53	485.82
Energy intensity in terms of physical output (in GJ/ unit of product)	0.00462	0.00406
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? **(Y/N)** If yes, name of the external agency.	No	No

(*There was a minor calculation discrepancy in the fuel consumption data disclosed in FY 2022-23; The value is updated this year)

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

Not applicable to Sansera, as we are not a designated consumer

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

S. No.	Parameter	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Water withdrawal by source (in kilolitres)			
i	Surface water	0	0
ii	Groundwater	72,267	67,170
iii	Third party water	88,815	1,17,826
iv	Seawater/desalinated water	0	0
v	Other	37,460	18,938
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)		1,98,543	2,03,934
Total volume of water consumption (in kilolitres)		1,94,318	1,83,596
Water intensity per rupee of turnover (Water consumed/revenue from operations) (in KL/₹ mn)		7.626	8.784
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/Revenue from operations adjusted for PPP) (in KL/₹ mn adjusted for PPP)		170.829	194.72
Water intensity in terms of physical output (in kL/unit of product)		0.00167	0.00163
Water intensity (optional) – the relevant metric may be selected by the entity		-	-

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

No independent assessment/evaluation/assurance has been carried out by an external agency.

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)			
To surface water	No treatment	0	0
	With treatment – please specify level of treatment	0	0
To groundwater	No treatment	0	0
	With treatment – please specify level of treatment	0	0
To seawater	No treatment	0	0
	With treatment – please specify level of treatment	0	0
Sent to third-parties	No treatment	0	0
	With treatment – please specify level of treatment	0	0
Others	No treatment	0	0
	With treatment – please specify level of treatment	0	0
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? **(Y/N)** If yes, name of the external agency.		Yes, Madhav Associates	Yes, Madhav Associates

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

Sansera operates treatment plants that reuse treated water for gardening purposes at most facilities. Both Effluent Treatment Plants (ETP) and Sewage Treatment Plants (STP) are implemented. Among the 17 plants, 4 have both ETP and STP, while 15 have STP. Additionally, two non-manufacturing plants utilise a soak pit and septic tank. The treated water from these systems is repurposed for gardening. Specifically, Plant 4 in Manesar and Plant 6 in Rudrapur have wastewater treatment systems, with the treated water subsequently sent to the Common Effluent Treatment Plant (CETP).

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

Parameter	Please specify unit	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
NOx	mg/Nm³	17.50	25.75
SOx	mg/Nm³	9.30	5.40
Particulate Matter (PM)	mg/Nm³	57.10	32.56
Persistent organic pollutants (POP)		-	-
Volatile organic compounds (VOC)		-	-
Hazardous air pollutants (HAP)		-	-
Others – please specify		-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? **(Y/N)** If yes, name of the external agency.	Yes, Madhav Associates approved by MoEF. MITCON Consultancy & Engineering Services Ltd. | Pune - MoEF approved lab. Universal analysis lab- NABL – TC5023 – Haryana Win met technologies private limited – UP – MoEF approved lab		

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

Parameter	Unit	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	CO_2 in MT	8,306	7,643
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	CO_2 in MT	39,694	37,603
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	TCO_2e/mn	1.88	2.16
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	TCO_2e/mn adjusted for PPP	42.20	47.99

Parameter	Unit	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Total Scope 1 and Scope 2 emission intensity in terms of physical output	TCO_2e/unit of product	0.00041	0.00040
Total Scope 1 and Scope 2 emission intensity (optional) – per ton of production	CO_2 in MT/ton of production	-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.	No independent assessment/ evaluation/assurance has been carried out by an external agency.		

(*There was a minor calculation discrepancy in the emission data disclosed in FY 2022-23; The values are updated this year)

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

Sansera is actively engaged in multiple initiatives to reduce greenhouse gas emissions across its operations.

Key projects include:

- Installation of 1,200 kW of solar rooftop systems across four plants.
- Year-on-year reduction of Specific Energy Consumption (SEC) as part of the Energy Management System (EnMS) journey.
- The new plant is equipped with a 950 kW solar rooftop installation.
- Procurement of wind and solar energy, now comprises more than 50% of total electrical energy consumption across all plants.
- Implementation of auto-cut-off mechanisms for machinery and equipment power during idle times.
- Use of heat pumps instead of electric heaters in washing machines.
- Procurement of IE3 and IE4 motors that offer energy efficiencies between 93% and 95%.
- Waste heat recovery in washing machines via compressors, replacing electric heaters.
- Use of aluminium transient pipes for compressed air distribution to minimise pressure loss.
- Acquisition of energy efficient air screw compressors.
- Consideration of energy efficiency in the design of inbuilt SPM machines.
- Optimisation of pumps and motors in deep hole drilling machines to reduce power consumption.
- Conversion from LPG to PNG across the majority of the plants.
- Adoption of photosensors to enhance energy efficiency.

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)	54.81	127.82
E-waste (B)	7.24	11.56
Bio-medical waste (C)	0.01299	0.010
Construction and demolition waste (D)	60.5	250
Battery waste (E)	18.08	7.5
Radioactive waste (F)	0	0
Other hazardous waste. Please specify, if any. (G)	2,567	1,487

Parameter	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	23,570	24,571
Total (A+B + C + D + E + F + G + H)	**26,278**	**26,456**
Waste intensity per rupee of Turnover (Total waste generated/Revenue from operations) (T/mn)	1.03	1.27
Waste intensity per rupee of turnover adjusted Purchasing for Power Parity (PPP) (Total Revenue waste from generated/ operations adjusted for PPP) (T/mn adjusted for PPP)	23.10	28.06
Waste intensity in terms of physical output (T/unit of product)	0.000226	0.000235
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
i. Recycled	7,071	5,018
ii. Reused	0	0
iii. Other recovery operations	0	0
Total	**7,071**	**5,018**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
i. Incineration	485.0	317.0
ii. Landfill	50.8	116
iii. Other disposal methods	973	3,956
Total	**1,509**	**4,389**
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 independent assessment/evaluation/assurance has been carried out by an external agency.	

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

Sansera has established robust waste management practices to promote environmental sustainability:

1. Segregation at Source: Waste is segregated using color coded bins.
2. Storage Protocols: Hazardous and non-hazardous waste are stored separately using the 3C method (covered, concrete, container).
3. Record Maintenance: A quantity register is maintained for waste generation and disposal (Forms 3, 8, and 10).
4. Monitoring and Initiatives: Initiatives include recollection of cotton waste and used oil using a centrifugal pump, and reuse of plastic bins and cans.
5. Adherence to Procedures: Following Environment Occupational Health and Safety Procedures 20, 23A, and 24.
6. Reuse and Recycling: Plastic materials and discarded bins/cans are reused or sent to authorized vendors for recycling.
7. E-waste and Hazardous Waste: E-waste and hazardous waste are managed through authorised vendors.
8. Organic and Paper Waste: Food waste is sent to pig farms, and paper waste is recycled.
9. Collaborations: Partnering with Bommasandra Industrial Association (BIA) and TrashCon for waste segregation and recycling using advanced technology.

10. Organic and Paper Waste: Food waste is sent to pig farms, and paper waste is recycled.
11. Collaborations: Partnering with Bommasandra Industrial Association (BIA) and TrashCon for waste segregation and recycling using advanced technology.

Additional practices include:

- Reuse and Recycling: Plastic materials and discarded bins/cans are reused or sent to authorised vendors for recycling.
- E-waste and Hazardous Waste: E-waste and hazardous waste are managed through authorised vendors.
- Organic and Paper Waste: Food waste is sent to pig farms, and paper waste is recycled.
- Collaborations: Partnering with Bommasandra Industrial Association (BIA) and TrashCon for waste segregation and recycling using advanced technology.

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.
The Company does not have any plants around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests and coastal regulation zones).			

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

S. no.	Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant web link
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 de-tails of all such non-compliances, in the following format:

Yes, Sansera is compliant with all the applicable environmental laws.

S. no.	Specify the law/ regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable				

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LEADERSHIP INDICATORS

1 Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility/plant located in areas of water stress, provide the following information:

i **Name of the area**	**Sansera does not withdraw, consume or discharge water in areas of water stress.**
ii **Nature of operations**	

(iii) Water withdrawal, consumption and discharge in the following format:

<table>
<tr><th colspan="2">Parameter</th><th>FY 2023-24 (Current financial year)</th><th>FY 2022-23 (Previous financial year)</th></tr>
<tr><td colspan="4">Water withdrawal by source (in kilolitres)</td></tr>
<tr><td colspan="2">To surface water</td><td colspan="2" rowspan="20">0</td></tr>
<tr><td colspan="2">To groundwater</td></tr>
<tr><td colspan="2">To seawater</td></tr>
<tr><td colspan="2">Sent to third-parties</td></tr>
<tr><td colspan="2">Others</td></tr>
<tr><td colspan="2">Total volume of water withdrawal (in kilolitres)</td></tr>
<tr><td colspan="2">Total volume of water consumption (in kilolitres)</td></tr>
<tr><td colspan="2">Water intensity per rupee of turnover (Water consumed/turnover)</td></tr>
<tr><td colspan="2">Water intensity (optional) – the relevant metric may be selected by the entity</td></tr>
<tr><td colspan="2">Water discharge by destination and level of treatment (in kilolitres)</td></tr>
<tr><td rowspan="2">To surface water</td><td>No treatment</td></tr>
<tr><td>With treatment –
please specify level of treatment</td></tr>
<tr><td rowspan="2">To groundwater</td><td>No treatment</td></tr>
<tr><td>With treatment –
please specify level of treatment</td></tr>
<tr><td rowspan="2">To seawater</td><td>No treatment</td></tr>
<tr><td>With treatment –
please specify level of treatment</td></tr>
<tr><td rowspan="2">Sent to third-parties</td><td>No treatment</td></tr>
<tr><td>With treatment –
please specify level of treatment</td></tr>
<tr><td rowspan="2">Others</td><td>No treatment</td></tr>
<tr><td></td></tr>
<tr><td colspan="4">Total water discharged (in kilolitres)</td></tr>
<tr><td colspan="2">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.</td><td colspan="2">No</td></tr>
</table>

3 With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

Sansera does not have any plants around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests and coastal regulation zones, among others). The Company has its workplaces in industrial areas/estates, leading to minimal impact on biodiversity.

4 If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S.o.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
a	Efficient preventive maintenance measures for DG and furnaces	Periodical maintenance is carried out to avoid unwanted breakdowns	Increased efficiency
b	STP and ETP	STP - waste water is treated and used for gardening ETP - Effluents are treated and sent to an authorised agency and treated water is used for gardening	Reduced water consumption
c	Solar and wind energy usage	Solar and wind energy are used for utility power consumptions	CO_2 emission reduced (Scope 2)
d	Eco-friendly coolant used to reduce load on the ETPs	Eco-friendly-based coolant is used to increase the life and reduce the operating cost of the ETP	Reduced natural resource consumption
e	Hazardous waste disposal	Reduction in hazardous waste sent to landfill since used oil is sent to authorised vendor for recycling	Safe and environmentally friendly disposal of hazardous materials.

5 Does the entity have a business continuity and disaster management plan? Give de-tails in 100 words/web link.

Sansera has established an enterprise risk management framework and process, focussing on the proactive identification and treatment of risks to mitigate their impacts effectively. Sansera allocates adequate resources and management energy towards ensuring business continuity management systems are resilient. Internal systems and capabilities are continually improved with redundancies to enhance operational reliability. The organisation adheres to BCMS and Disaster Management Plans aligned with National Disaster Management Authority guidelines, ensuring readiness to manage such circumstances adeptly. Compliance with relevant laws, regulations, and international standards, including ISO 22301, is maintained across all operational areas. The Company prioritises policy communication, stakeholder training, and regular testing to ensure organisational readiness, with periodic reviews for continuous improvement. Additionally, plans are underway to implement a public addressing system for Plant 12 in 2025.

6 Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Sansera performs thorough evaluations prior to onboarding any supplier. If a supplier is found to pose a high risk—particularly with a significant environmental impact—they are not approved for onboarding. This process helps the Company mitigate the environmental impact of its value chain by addressing factors such as wastewater, air quality, and noise pollution during the assessments.

7 Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

43%

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

1a Number of affiliations with trade and industry chambers/associations.

6

1b List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to, in the following format

S. no.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/ associations (State/National)
1	The Automotive Component Manufacturers Association of India (ACMA)	National
2	Bidadi Industries Association (BIA)	State
3	Bangalore Chamber of Industry and Commerce	State
4	Society of Indian Aerospace technologies and industries (SIATI)	National
5	Confederation of Indian Industry	National
6	Federation of Indian Chambers of Commerce and Industry (FICCI)	National

2 Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

S. no.	Name of authority	Brief of the case	Corrective action taken
No adverse order was received in previous financial year			

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development

ESSENTIAL INDICATORS

1 Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

S. no.	Name and brief details of project	SIA notification no.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant web link
Not Applicable						

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 ₹)
Not Applicable						

3 Describe the mechanisms to receive and re-dress grievances of the community.

Investor grievance contact details are provided on Sansera's website, accessible to all stakeholders, including community members. All grievances are addressed and resolved within a week. Additionally, in-person complaints received at the respective plants are forwarded to the plant management for further action and resolution.

4 Percentage of input material (inputs to total inputs by value) sourced from suppliers

Category	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Directly sourced from MSMEs/ small producers	4%	5%
Sourced directly from within the district and neighbouring districts	Within district - 2.5 %, Neighbouring district - 1.5%	Within district - 2%, Neighbouring district -3%

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	11.1	7.3
Semi-urban	-	-
Urban	88.9	92.7
Metropolitan	-	-

(Place to be categorised as per RBI Classification System - rural/semi-urban/urban/metropolitan)

LEADERSHIP INDICATORS

1 **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	:	Not Applicable
Corrective action taken	:	Not Applicable

2 **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies**

State	:	Not Applicable
Aspirational district	:	Not Applicable
Amount spent (in ₹)	:	Not Applicable

3 a **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? (Yes/No)**

No

b **From which marginalised/vulnerable groups do you procure?**

Not Applicable

c **What percentage of total procurement (by value) does it constitute?**

Not Applicable

4 **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

Intellectual property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared	Intellectual property based on traditional knowledge
Not Applicable			

5 **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

6 **Details of beneficiaries of CSR projects:**

S. no.	CSR project FY 23-24	No. of persons benefited from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1	School, education development programs (37 Government schools)	9,789	100% rural & semi urban people
2	Scholarship programmes to students from PUC to Degree courses	204	Economically weaker sections - 100%
3	Education support for girl students residing in the Viivek Nagar slum. (School fees, Evening Snacks)	442	Girl students residing in slums
4	TB eradication Abhiyan (Nutrition support program)- Anekal Taluk	852	Economically weaker sections - 100% identified patients
5	Blood donation camps organised by Sansera employees – 966 units	960	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 has a B2B business model. The Company's Quality Team ensures that its customers receive quality products and is also responsive to cater to their grievances if needed.

The consumer complaints management system offers 2 modes for consumers to place complaints: options include contacting through calls or e-mail IDs. Priority is given to submitting complaints via their portal as the primary method. Alternatively, complaints can be submitted via email as a secondary option.

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	Nil
Safe and responsible usage	
Recycling and/or safe disposal	

3 **Number of consumer complaints in respect of the following:**

Category	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	There were no complaints received pertaining to data privacy/advertising/ cybersecurity/delivery of essential services/restrictive trade practices/unfair trade practices.					
Advertising						
Cybersecurity						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

4 Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Not Applicable	
Forced recalls		

5 Does the entity have a framework/policy on cybersecurity and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, Sansera places a strong emphasis on cybersecurity. The Company prioritises the protection of official documents and data from unauthorised access. The Company has an Information Technology Acceptable Use Policy and Privacy Policy – these are internal documents for internal use only.

6 Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cybersecurity and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No incidents related to the same had occurred during the year under review.

7 Provide the following information relating to data breaches:

a	Number of instances of data breaches	0
b	Percentage of data breaches involving personally identifiable information of customers	0
c	Impact, if any, of the data breaches	There were no data breaches

LEADERSHIP INDICATORS

1 Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

https://sansera.in/

2 Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Sansera primarily sells its products to Original Equipment Manufacturers (OEMs) and ensures that all products meet the highest quality standards. The Company adheres to regulations concerning banned substances, ensuring that none of their products contain materials that are prohibited. This includes compliance with the Substance of Concern in Products (SoC) guidelines, the Registration, Evaluation, Authorisation, and Restriction of Chemicals (REACH) regulation, and the Restriction of Hazardous Substances (RoHS) directive.

3 Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Not Applicable

4 Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

No

REPORT ON CORPORATE GOVERNANCE

ANNEXURE 8

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages fairness, transparency, professionalism, accountability, reliability, credibility, and equity in all facets of its operation and its interaction with its stakeholders.

Sansera's governance practices reflect values, and its Code of Conduct provides a necessary framework in running the business with the highest standards, enabling the Company to fulfil its legal, financial, and ethical objectives towards its stakeholders. The Company as well as its subsidiaries have adopted a Code of Conduct for its directors and senior officers which encompasses an appropriate mechanism to report any concern pertaining to non-adherence to the said Code. The Company discloses information regarding its financial position, performance and other vital matters with fairness and transparency on a timely manner, keeping in mind the regulatory requirements applicable to the Company.

I. BOARD OF DIRECTORS:

(A) COMPOSITION OF THE BOARD AND CATEGORY OF DIRECTORS ("BOARD")

The composition of the Board of Directors of the Company is governed by the provisions of the Companies Act, 2013, ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), wherever applicable and as amended from time to time.

As on March 31, 2024, the Company has six directors. Out of six directors three are Executive Directors, and three are Non-Executive Independent Directors including one woman director. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Act. The Directors of the Company are people of eminence having vast and varied experience in manufacturing, marketing, technology, finance, human resources and business administration.

The composition of the Board, directorship and Committee positions as on March 31, 2024 is as under:

Table 1: Composition of the Board of Directors

Name of Director	Category	Attendance Particulars			No. of Directorships and committee memberships/Chairmanships in Indian Companies as on March 31, 2024			Directorships in other listed entity (category of directorship)
		Number of Board Meetings		Last AGM	Number of Directorship(s) held in Indian Companies including this company (i)	Committee membership(s) held in Indian Public Limited Companies including this company (ii)*	Committee Chairmanships held in Indian Public Limited Companies including the Company (ii)	
		Held	Attended					
Mr. S Sekhar Vasan (DIN: 00361245)	Executive	6	6	No	1	1	0	Nil
Mr. F R Singhvi (DIN: 00233146)	Executive	6	6	Yes	1	0	0	Nil
Mr. Raunak Gupta*** (DIN: 06624489)	Non-Executive - Nominee Director	3	1	Yes	0	0	0	Nil
Mr. Bindiganavile Raghunath Preetham **(DIN: 03499506)	Executive Director	3	3	Yes	1	0	0	Nil
Mrs. Revathy Ashok (DIN: 00057539)	Independent (ID)	6	6	Yes	4	4	1	1. AstraZeneca Pharma India Limited (ID) 2. Quess Corp Limited (ID) 3. Barbeque-Nation Hospitality Limited (ID)

Name of Director	Category	Attendance Particulars			No. of Directorships and committee memberships/Chairmanships in Indian Companies as on March 31, 2024			Directorships in other listed entity (category of directorship)
		Number of Board Meetings		Last AGM	Number of Directorship(s) held in Indian Companies including this company (i)	Committee membership(s) held in Indian Public Limited Companies including this company (ii)*	Committee Chairmanships held in Indian Public Limited Companies including the Company (ii)	
		Held	Attended					
Mr. Lakshminarayan M. (DIN: 00064750)	Independent (ID)	6	5	Yes	4	4	1	1. TVS Electronics Limited (ID) 2. ASM Technologies Limited (ID) 3. Suprajit Engineering Limited (ID)
Mr. Samir Purushottam Inamdar (DIN: 00481968)**	Independent (ID)	6	4	No	1	2	0	Nil

Note:

i. Excludes Directorship in private limited companies, foreign companies, high value debt listed entities and Section 8 Companies.

ii. Includes only Audit & Stakeholders' Relationship Committees.

iii. None of the Directors are inter-se related to each other.

iv. None of the Directors is a member of more than ten (10) Committees or Chairperson of more than five (5) Committees across all Public Limited Companies based on confirmation received from the directors.

* The details provided includes the membership count and the count in which the director is Chairman in the Audit & Stakeholders' Relationship Committee pursuant to FAQ issued by NSE vide its mail dated January 12, 2023.

**Mr. Bindiganavile Raghunath Preetham was appointed by the members in the 41st AGM held on 08th September 2023 as an Executive Director of the Company designated as Executive Director & Group CEO w.e.f. 08th September 2023

*** Mr. Raunak Gupta who was eligible to seek retirement by rotation in the 41st AGM held on 08th September 2023 did not seek re-election and hence retired from the Company on 08th September 2023 on completion of his term.

Core Skills / Expertise / Competencies available with the Board:

The Board of Directors has identified the following skills/expertise/competencies with reference to its business and industry that are fundamental for the effective functioning of the Company:

Sr. No.	Skill Area
1.	Strategic thinking, Planning and Management
2.	Entrepreneurial and Leadership skills
3.	Business Development
4.	Accounting, Legal and Financial Management expertise
5.	Global Exposure
6.	Automobile Industry Experience
7.	Board Services and Governance
8.	Regulatory Compliance and Stakeholder Management

The directors so appointed are from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

Name of the Director	Strategic Thinking, Planning and Management	Entrepreneurial and Leadership skills	Marketing and Branding	Accounting, Legal and Financial Management expertise	Global Exposure	Automobile Industry Experience	Board Service and Governance	Regulatory Compliance and Stakeholder Management
Mr. S Sekhar Vasan	✓	✓	✓	✓	✓	✓	✓	✓
Mr. F R Singhvi	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. Revathy Ashok	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Lakshminarayan Muthuswami	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Samir Purushottam Inamdar	✓	✓	✓	✓	✓	✓	✓	✓
*Mr. Bindiganavile Raghunath Preetham	✓	✓	✓	✓	✓	✓	✓	✓

* Mr. Bindiganavile Raghunath Preetham was appointed by the members in the 41st AGM held on 08th September 2023 as an Executive Director of the Company designated as Executive Director & Group CEO w.e.f. 08th September 2023

(B) INDEPENDENT DIRECTORS

The Independent Directors have submitted declarations under Regulation 25(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 including amendments, if any (hereinafter referred as Listing Regulations) stating that they meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 along with compliance under in Rule 6(1) and (3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations. Based on the above declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence pursuant to Companies Act, 2013 and Listing Regulations and that they are independent of the Management.

The letter of appointment encompassing the terms and conditions of appointment, roles, duties and liabilities of Independent Directors is available on the website of the Company.

Mr. Lakshminarayan Muthuswami, an Independent Director was holding 1,180 equity shares and Mrs. Revathy Ashok, an Independent Director was holding 306 equity shares of the Company as on March 31, 2024.

Board Meetings Procedures

The Board meets at least 4 (four) times in a year i.e., once every quarter to review the quarterly and year to date results along with other items on the agenda. The Board also meets as and when required to address specific issues concerning the business of the Company.

The Board meetings are governed by a structured agenda. The agenda along with the detailed explanatory notes, presentations and supporting material are circulated to the members of the Board in advance before each meeting to facilitate effective decision making. The Board members are also apprised on a regular basis, by the Chairman & Managing Director and Joint Managing Director on the overall performance of the Company and key developments and achievements.

The Board has complete access to any information within the Company which includes the information as specified in Schedule II, Part A to Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are updated about their roles and responsibilities in the Company. Any amendments in Listing Regulations are discussed with all directors with action points, if any required by the Company.

The Board periodically reviews Compliance Reports of all laws applicable to the Company and steps taken by the Company to rectify instances of non-compliances, if any.

The Company in accordance with the provisions of Companies Act, 2013 and the Rules made thereunder provides facility to the Directors to attend the meetings through video conferencing mode in line with various notifications/ circular issued by the Ministry of Corporate Affairs and SEBI from time to time.

The proceedings of each of the meetings of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 including Secretarial Standards as applicable and the Companies (Meetings of the Board and its Powers) Rules, 2014.

During the Financial Year 2023-24, 6 (Six) Board meetings of the Company were held on May 22, 2023, June 07, 2023, August 01, 2023, November 08, 2023, February 12, 2024 and March 26, 2024. The details of attendance of each director at the Board Meetings and at the last Annual General Meeting (AGM) are provided in Table 1 of this report.

Familiarization programs

Familiarization programs for all Independent Directors were conducted during the year under review as per the provisions of Regulation 25(7) and 46 of the Listing Regulations. Some of such programs were covered as a part of the Board meeting. The Company will continue to plan for programs which will keep all Independent directors updated on their roles, rights, responsibilities in the Company as an Independent Director.

The policy on Familiarization Programs and details of familiarization programs in terms of Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are available on the website of the Company: https://sansera.in/wp-content/uploads/2023/05/4.-Familiarisation-Programme.pdf and https://sansera.in/wp-content/uploads/2022/07/Familiarisation-Programme-1.pdf respectively.

Independent Directors Meeting

The Independent Directors Meeting in accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and the Rules made thereunder and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was held on March 06, 2024, without the presence of Non-Independent Directors and executive members of the management.

The Independent Directors in their meeting have assessed the quality, quantity and timeliness of flow of information between the management and the Board of Directors that is necessary for the board to effectively and reasonably perform their duties apart from proper evaluation.

Performance Evaluation

The Nomination & Remuneration Committee of the Company, in accordance with the provisions of Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 laid down the criteria for the Performance Evaluation of the Board, each Committee and every Director including Independent Directors and Chairman.

Accordingly, the performance evaluation of the Board, each Committee, every Director including Independent Directors and Chairman was carried out for the financial year on March 26, 2024. All the Directors were participative, interactive, and communicative during the evaluation process.

Criteria for Performance Evaluation of independent directors:

The criteria for evaluation of Independent Directors broadly covers director participation, managing relationships, knowledge and skill, personal attributes and independence.

Code of Conduct

The Company has stipulated a Code of Conduct for all Directors and the Senior employees of the Company ("the Code"). The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been placed on the Company's website:

The Code has been circulated to the Directors and all Senior employees of the Company and its compliance is affirmed by them for the financial year ended on March 31, 2024. A declaration signed by the Chairman & Managing Director of the Company is published in this Report.

II. COMMITTEES OF THE BOARD

The Board has constituted six (6) committees of the Board namely Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Environmental, Social and Governance Committee as per the Companies Act, 2013 and Listing Regulations.

The proceedings of the meetings are captured in the same manner as the Board meeting. The minutes of the Committee meetings were tabled at the Board meeting and the members of the Board are briefed on the important discussions and deliberations by the Chairperson of each Committee.

Audit Committee

The Audit Committee of Board of Directors of the Company has been constituted as per the provisions of Regulation 18 of Listing Regulations read with Section 177 of the Companies Act, 2013 including amendments, if any. All members of the Audit Committee are Independent Directors and are financially literate and have sound accounting and related financial management expertise. The Company Secretary acts as secretary to the Audit Committee.

The members of the Audit Committee met five (5) times during financial year 2023-24 i.e., on May 22, 2023, August 01, 2023, November 08, 2023, February 12, 2024 and March 26, 2024.

The maximum time gap between two consecutive meetings did not exceed 120 (One Hundred and Twenty) days. Also, the necessary quorum was present in all the above meetings.

The composition of the Committee and attendance of each member at the Audit Committee meetings held during the 2023-24 is as below:

Sl. Nos.	Name of the Member	Designation	Category	No. of meetings attended
1	Mrs. Revathy Ashok	Chairperson	Independent	5
2	Mr. Lakshminarayan Muthuswami	Member	Independent	5
3	Mr. Samir Purushottam Inamdar	Member	Independent	3

Terms of reference:

The terms of reference of the Audit Committee are in line with Section 177 of the Act and the Listing Regulations, including amendments, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf.

Nomination and Remuneration Committee

The Company has duly constituted Nomination & Remuneration Committee as per the Regulation 19 of the Listing Regulations, read with Section 178 of the Companies Act, 2013 and the Rules made thereunder. All the members of the Committee are Non-Executive Directors including 2 Independent Directors. The Company Secretary acts as secretary to the Nomination and Remuneration Committee.

During the Financial Year 2023-24, three (3) meetings of the Committee were held on June 07, 2023, August 01, 2023 and February 12, 2024

Sl. Nos.	Name of Member	Designation	Category	No. of meetings attended
1	Mrs. Revathy Ashok	Chairperson	Independent	3
2.	Mr. Lakshminarayan Muthuswami*	Member	Independent	1
3.	Mr. Samir Purushottam Inamdar	Member	Independent	2
4.	Mr. Raunak Gupta*	Member	Nominee Director	1

* The Committee of the Company was re-constituted by the Board of Directors at its meeting held on August 01, 2023, effective from 08th September 2023. Mr. Muthuswami Lakshminarayan was appointed as a member of NRC in place of Mr. Raunak Gupta.

Terms of Reference:

The terms of reference of the Nomination & Remuneration Committee are in line with Section 178 of the Act and the Listing Regulations, including amendments, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf.

Remuneration Policy

The Remuneration Policy of the Company is based on the following criteria:

i) Performance of the Company.

ii) Track record, potential and individual performance.

iii) External competitive environment and

iv) Balance between the fixed and incentive pay.

The Nomination & Remuneration Committee decides and takes decisions on such policy based on various factors (both internal and external) , subject to approval of Board and shareholders of the Company, as may be required.

Remuneration of Directors:

The Directors have no pecuniary relationship with the Company other than receiving remuneration approved by the shareholders. Independent directors are entitled to sitting fee and fixed commission as approved by the shareholders.

The remuneration payable to the Managing Director and Senior Management Personnels including KMP are structured as fixed and variable components as per the Company's Policy available at the website of the Company https://sansera.in/wp-content/uploads/2023/05/5.-NRC-Board-Diversity-Policy.pdf.

Details of Remuneration paid for the 2023-24:

Executive Directors:

S. Nos.	Name	Amount (₹ in Mn)
1	Mr. S Sekhar Vasan	24.89
2	Mr. F R Singhvi	24.89
3	Mr. B R Preetham*	21.72

*Mr. Bindiganavile Raghunath Preetham was appointed by the members in the 41st AGM held on 08th September 2023 as an Executive Director of the Company designated as Executive Director & Group CEO. Prior to this, he was the Group CEO of the Company.

Non- Executive Independent Director

S. Nos.	Name	Sitting Fee (₹ in Mn)	Commission (₹ in Mn)
1	Mrs. Revathy Ashok	0.78	1.50
2	Mr. Lakshminarayan Muthuswami	0.76	1.50
3	Mr. Samir Purushottam Inamdar	0.38	2.40

Stakeholders' Relationship Committee (SRC)

The Stakeholders' Relationship Committee of the Company has been duly constituted in line with the provisions of Regulation 20 of Listing Regulations read with Section 178(5) the Companies Act, 2013. The Committee looks into shareholders'/ investors' grievances including any other matters as may be decided by SRC.

During the financial year, one (1) meeting of the Committee was held on January 05, 2024, respectively.

Mr. Rajesh Kumar Modi is the Company Secretary & Compliance Officer of the company.

Composition of SRC:

S. Nos.	Name of Member	Category	Designation	Nos of meetings attended
1	Mr. Lakshminarayan Muthuswami	Independent	Chairperson	1
2	Mr. S Sekhar Vasan	Executive	Member	1
3	Mr. Samir Purushottam Inamdar	Independent	Member	1

Terms of reference:

The terms of reference of the SRC are in line with Section 178(5) of the Act and the Listing Regulations, including amendments, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf .

Details of Shareholders'/Investors' Complaints:

The status of the shareholders' complaints received during the Financial Year 2023-24 are as follows:

Particulars/ Nature of complaints	Pending as on April 01, 2023	Received during the year	Disposed of during the year	Pending as of March 31, 2024
0	0	0	0	0

The Company has obtained authentication on SEBI SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated 17th April 2013 to address and resolve redressal of investor grievances through SCORES.

Risk Management Committee (RMC)

The Company has duly constituted RMC pursuant to the provisions of Regulation 21 of Listing Regulations.

During the financial year, two (2) RMC meetings were held on July 12, 2023 and January 05, 2024.

Composition and Attendance of RMC:

Sl . Nos.	Name of Member	Designation	Category	Nos. of meeting Attended
1	Mr. Raunak Gupta*	Member	Non-Executive Nominee	1
2	Mr. Samir Purushottam Inamdar	Chairperson	Independent	2
3	Mr. Muthuswami Lakshminarayan	Member	Independent	2
4	Mr. B R Preetham*	Member	Executive Director	1

*The Risk Management Committee of the Company was re-constituted by the Board of Directors on 01st August 2023 effective from 08th September 2023 to implement the changes as provided below:

a. Mr. B R Preetham was appointed as member of RMC in place of Mr. Raunak Gupta.

Terms of reference:

The terms of reference of the Risk Management Committee are in line with the Listing Regulations, including amendments, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf.

Corporate Social Responsibility Committee (CSR)

The Company has a duly constituted Corporate Social Responsibility (CSR) Committee in line with section 135 of the Companies Act, 2013 and the Rules made thereunder. During the year two (2) CSR meetings were held on May 22, 2023 and February 12, 2024.

Composition and Attendance of CSR:

S. Nos.	Name of Member	Designation	Category	Number of meetings Attended
1	Mr. S Sekhar Vasan	Chairperson	Executive	2
3	Mr. F R Singhvi	Member	Executive	2
4	Mrs. Revathy Ashok	Member	Independent	2

Terms of reference:

The terms of reference of the CSR are in line with Section 135 of the Act including applicable rules, if any and the same are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf.

Environmental, Social and Governance Committee (ESG)

The Company has a duly constituted ESG Committee in line with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. During the year, two (2) ESG meetings were held i.e., July 12, 2023 and November 28, 2023.

S. Nos.	Name of Member	Designation	Category
1	Mrs. Revathy Ashok	Chairperson	Independent
2	Mr. Lakshminaryan Muthuswami	Member	Independent
3	Mr. F R Singhvi	Member	Executive

Terms of reference:

The terms of reference are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/08/Terms-of-Reference_Board-Committees.pdf.

Senior management:

The particulars of the senior management since the close of 2022-23 are provided below:

a. On April 01, 2023, Mr. Sanjeev Sharma was promoted to Chief Sales & Marketing Officer.

b. Apart from this, during the year, the following changes took place:

   i) Mr. Anil Patil was appointed as Chief Quality Officer of the Company on September 01, 2023;

   ii) Mr. Pattabhiraman Raghuraman was appointed as Chief - Strategic Sourcing and Supply Chain Management Officer on September 11, 2023.

   On April 15, 2024, Mr. Madhukar Bhat was appointed as CHRO and Mr. Jayakara G. Shetty resigned from the position of Head HR (Group) on April 20, 2024.

III. SUBSIDIARY COMPANIES

The Company does not have any material non-listed Indian Subsidiary as defined under Regulation 16(1) (C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The minutes of the subsidiaries along with any significant transaction or arrangement entered into by any of its unlisted subsidiary companies, are placed before the Board on a quarterly basis for its noting. The Audit Committee reviews the financial statements including investments made by the unlisted subsidiary companies of the Company on a quarterly basis. A policy for determining "material subsidiaries" is available on the website of the Company at https://sansera.in/wp-content/uploads/2023/05/8.-Policy-on-Determining-Material-Subsidiaries.pdf.

IV. DISCLOSURES

A. Basis of related party transactions

Transactions with the Related Parties, as per the requirements of Indian Accounting Standard (Ind AS) and Listing regulations are disclosed in the notes to accounts to the Financial Statements. The related party transactions are placed before the Audit Committee meetings for its approval and review on a quarterly basis and the same are also filed with the stock exchanges on half yearly basis. The policy on related party transactions is available on the website of the Company at https://sansera.in/wp-content/uploads/2023/07/14.-Policy-on-Related-Party-Transactions.pdf

B. Disclosure of accounting treatment

The Company has not followed any differential treatment from that prescribed under Accounting

Standards for the preparation of Financial Statements during the year under review.

C. Board disclosures – Risk management

The Company has laid down systems to inform Audit Committee and the Board about the risk assessment and minimization procedures. The risks and company's mitigation strategies are discussed and reviewed by the Board of Directors and Risk Management Committee on a regular basis, whenever required, to ensure effective controls.

D. Code of Conduct

The Board of Directors has approved a policy relating to Code of Conduct for its Board Members and Senior Management as required under Regulation 17 (5) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and the same is available on the Company's website https://sansera.in/wp-content/uploads/2023/05/1.-Code-of-Conduct-for-Directors-and-Senior-Management.pdf.

E. Proceeds from public issues, rights issues, preferential issues etc.

No funds were raised by the Company through public issue/right issue/preferential issues etc. during the year under review.

G. Sexual Harassment of Women at Workplace

The Company has in place a Prevention of Sexual Harassment Policy and an Internal Complaints Committee as per the requirements of Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013.

The Company did not receive any complaints during the year under review.

H. Shareholders:

i. Means of Communication

Financial Results & Company's Website

The Company's quarterly and annual financial results and any presentation made to the analysts are posted on the Company's website (www.sansera.in). In accordance with the Listing Regulations, the quarterly financial results are generally published in one English newspaper i.e., Business Standard/ or Financial Express and in one local newspaper Vishwavani / or Prajavani (Kannada) pursuant to Regulation 47 of the Listing Regulations. Financial Results and all material related information are also regularly provided to the Stock Exchanges as per the applicable provisions of Listing Regulations, 2015.

Investors Calls

Earnings conference calls are conducted after the announcement of quarterly/ half yearly/ annual financial results wherein the management updates the investors on the progress made by the Company and also answers their queries. The audio recording and call transcripts are uploaded on the websites of stock exchanges i.e., BSE and NSE and are also made available on the website of the Company.

Disclosure regarding appointment or re-appointment of Directors

Disclosure regarding Directors seeking appointment/ re-appointment in the 42nd Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 are provided in the notes appended to the Notice of 42nd Annual General Meeting.

The details of Stakeholders Relationship Committee are given in this report.

The details of Share Transfer Systems are given in this report.

I. Details of Non-Compliance

No penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the year under review.

J. Details of Compliance with Mandatory/Non-Mandatory requirements of the Listing Regulations

The Company has complied with the applicable provisions of the Listing Regulations and the disclosure relating to adoption of Non-mandatory / Discretionary requirements are detailed as under:

Disclosure relating to adoption of Discretionary Requirements:

(a) The Board: The Company has an Executive Chairman.

(b) Shareholders' Right: The Company does not mail the Unaudited Half-yearly Financial Results individually to its Shareholders. However, these are published in one English and one local newspaper and are also posted on the website of the Company.

(c) Modified Opinion(s) in Audit Report: NIL

(d) Reporting of Internal Auditor: The Internal Auditors report to the Audit Committee on a quarterly basis.

(e) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: Mr. S Sekhar Vasan is the Chairman & the Managing Director of the Company. Mr. F R Singhvi is the Joint Managing Director of the Company. Mr. B R Preetham is the Executive Director & Group CEO of the Company.

(f) Reporting of internal auditor: The internal auditor reports directly to the audit committee of the Company.

K. Vigil Mechanism/ Whistle-blower Policy

The Company has adopted Whistle – blower Policy and has established necessary Vigil mechanism in line with Regulation 22 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and the Companies Act, 2013, for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The said policy is available on the Company's website.

L. CEO/CFO Certification

As required under the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, a certificate from CEO and CFO was placed at the Board meeting held on May 16, 2024, and the same is disclosed in this report.

M. There was no such instance during FY23-24 when the Board had not accepted any recommendation of any Committee of the Board.

N. Dividend Distribution Policy

The Company has adopted the Dividend Distribution Policy pursuant to Regulation 43A of the Listing Regulations and the said policy is available on the Company's website https://sansera.in/wp-content/uploads/2023/05/3.-Dividend-Distribution-Policy.pdf.

O. Details of Compliance with non-mandatory requirements of the Listing Regulations and adoption of non-mandatory requirements

The Company has complied with all applicable mandatory requirements of Listing Regulations, 2015 and certain discretionary disclosures requirements were also undertaken.

P. Disclosures on materially significant related party transactions that may have potential conflict with the interests of the listed entity at large.

There was no material significant related party transaction during the year under review. The policy on dealing with related party transactions has been disclosed on the Company's website.

Q. Commodity price risks or foreign exchange risks and hedging activities

The Company has managed the foreign exchange risks and the transactions have been hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in the Financial Statements.

R. List of all credit ratings obtained by the company along with any revisions thereto, for all debt instruments of the company or any fixed deposit program or any scheme or proposal of the company involving mobilization of funds, whether in India or Abroad

ICRA Limited ("ICRA") and India Rating has reaffirmed the long-term rating as [ICRA]AA- (stable) and IND AA- (stable) during the year under review. The details of the ratings were uploaded on the websites of stock exchanges and on the website of the Company.

S. Details of utilization of funds raised through Preferential Allotment/QIP.

No funds were raised through Preferential Allotment/ QIP during the year under review.

T. Certificate from Practicing Company Secretary

The Company has obtained a certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority in accordance with Listing Regulations and is enclosed at the end of this Report.

U. Fees paid to Statutory Auditors

The following are the fees paid to Statutory Auditors for 2023-24 for the Company and its subsidiaries:

Sr. No.	Name of the entity	Audit Fees (₹ in Mn)	Certification charges (₹ in Mn)
1.	Sansera Engineering Limited	6.60	0.10
2.	Fitwel Tools & Forgings Private Limited	1. 50	-

V. Disclosure pertaining to 'Loans and advances in the nature of loans to firms/companies in which directors of the Company are interested'.

N.A.

W. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

N.A.

X. The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015.

Y. Disclosure of certain types of agreements binding the Company:

N.A.

V. GENERAL BODY MEETINGS

Details in respect of the last three (3) General Meetings of the Company are as mentioned below:

Financial Year	Date of AGM/EGM	Venue	Time	Special Resolutions items
2020-21	June 02, 2021 (Approval of audited accounts of March 31, 2021)	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105	11.00 am	- Re-appointment of Mrs. Revathy Ashok as an independent director and fixing of remuneration. - Re-Appointment of Mr. Muthuswami Lakshminarayanan as Independent Director and fixing of remuneration. - Re-Appointment of Mr. Sylvain Bilaine as Independent Director and fixing of Remuneration. - Amendment to the terms of Appointment of Mr. F.R. Singhvi - Offer of Equity Shares of the Company in an Offer for Sale by the selling Shareholders in the Initial Public Offer of the Company - Adoption of amended Sansera Engineering Limited Employee Stock Option Plan, 2015 - Adoption of amended Sansera Engineering Limited Employee Stock Option Plan, 2018 - Adoption of amended Articles of Association
	August 31, 2020	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105	11.00 am	Creation of charge/ mortgage/ security on the assets of the Company upto ₹ 1,000/- Cr

Financial Year	Date of AGM/EGM	Venue	Time	Special Resolutions items
2021-22	August 31, 2021	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105.	10.30 am	- Adoption of amended Sansera Engineering Limited Employee Stock Option Plan, 2015. - Adoption of Amended Sansera Engineering Limited Employee Stock Option Plan, 2018
	2021-22 August 31, 2021 August 18, 2022 (Approval of audited accounts of March 31, 2022)	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105.	11:00 am	- Approval of certain Articles of Association of the Company* - Appointment of Mr. Samir Purushottam Inamdar as Independent Director and fixing of remuneration - Ratification of Sansera Engineering Limited Employee Stock Option Plan 2018. - Ratification to extend benefits of Sansera Engineering Limited – Employee Stock Option Plan 2018 (ESOP 2018) to Employees of Subsidiary Company(ies) of the Company. - Creation of Charge on the assets of the Company.
2022-23	September 8, 2023 (approval of accounts of March 31, 2023)	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105 through video conference facility	11:00 am	- Continuation of Mr. Subramonia Sekhar Vasan as Chairman and Managing Director of the Company on attaining the age of seventy years. - Appointment of Mr. Samir Purushottam Inamdar as Independent Director and fixing of remuneration. - Approval for alteration/ amendment of certain articles of the Articles of Association of the Company.

Special Resolution through Postal Ballot

Financial Year	Date of approval of Postal Ballot	Venue	Time	Special Resolutions items	Details of Voting Pattern	Person who conducted the postal ballot exercise	Procedure for postal ballot
2023-24	March 28, 2024	Registered office at Plant 7, No. 143/ A, Jigani Link Road, Bangalore 560105 through video conference facility	9:00 A.M.	- Continuation of Mr. Fatheraj Singhvi as Managing Director to be designated as Joint Managing Director of the company post attaining the age of seventy years. - To alter the object clause of the Memorandum of Association.	Voting results are available on the website of the Company at https://sansera.in/wp-content/uploads/2024/03/Voting-Results-with-scrutinizer-reports.pdf and websites of BSE and NSE.	The Board of Directors of the Company had appointed CS Pramod SM or failing him CS Biswajit Ghosh of M/s. BMP & Co., LLP, a Practicing Company Secretary firm, Bengaluru as scrutinizer to scrutinize the e-voting process in a fair and transparent manner	Pursuant to o Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by MCA and SEBI for conducting postal ballot rocess through e-voting.

VI. GENERAL SHAREHOLDER INFORMATION

1	Date of Incorporation	:	December 15, 1981
2	Registration No./CIN No.	:	L34103KA1981PLC004542
3	Registered Office/Address for Correspondence	:	Plant 7, No. 143/A, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560105. Tel No.: +91 80 27839081/82/83 Fax No.: +91 80 27839309 Email id: rajesh.modi@sansera.in Website: www.sansera.in
4	Date, Time and Venue of 42st AGM	:	26th September 2024 at 3.00 pm (IST) via Video Conferencing/ Other Audio-Visual Mean
5	Book Closure Dates	:	20th September 2024 to 26th September 2024 (both days inclusive)
6	Dividend Payment Date	:	On or before 30 days from the date of declaration of dividend by the shareholders at the 42nd AGM
7	Financial Year	:	April 01, 2023 to March 31, 2024

8	Financial Calendar for 2024-25 (Tentative and subject to change)	:	Financial reporting for the first quarter ending June 30, 2024	On or before 2nd week of August 2024
			Financial reporting for the second quarter ending September 30, 2024	On or before 2nd week of November 2024
			Financial reporting for the third quarter ending December 31, 2024	On or before 2nd week of February 2025
			Financial reporting for the year ending March 31, 2025	On or before 3rd week of May 2025
			Annual General Meeting for the Financial Year ending March 31, 2025	On or before September 2025
9	Listing on Stock Exchanges	:	BSE Limited, Mumbai (BSE) Scrip Code: 543358	National Stock Exchange of India Limited (NSE) Scrip Symbol: SANSERA
10	ISIN of the Company	:	INE953O01021	
11	Payment of Listing fee	:	Listing fees for the financial year 2023-24 have been paid to BSE and NSE within its due date.	
12	Registrar & Transfer Agent	:	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083 Tel No. +91 22 4918 6000; Fax +91 22 4918 6060 email: rnt.helpdesk@linkintime.co.in Contact Person Name: Mr. Mahesh Masurkar	
13	Dematerialization of Equity Share of the Company as on March 31, 2025	:	5,33,97,650 equity shares of total equity as on March 31, 2024 are in demat form.	
14	Unclaimed Equity Dividend	:	There is no unclaimed dividend as on March 31, 2024.	

Share Transfer System including dematerialization of shares and liquidity

The Company's shares, being in the compulsory demat, are transferable through the depository system. However, shares held in physical form are processed by the Registrar & Share Transfer Agent in co-ordination with the Company. Securities of the listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue securities in dematerialized form only, while processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

The Company obtains on a yearly basis, a certificate from a Company Secretary in Practice confirming that the issue of share certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of SEBI Listing Regulations, 2015. Further, the Compliance Certificate under Regulation 7(3) of the SEBI Listing Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Securities and Exchange Board of India is also submitted to the Stock Exchanges on a yearly basis.

Shareholding Pattern of the Company as of March 31, 2024.

S Nos.	Category	Number of Equity Shares	%
1	Promoters and Promoters Group	1,87,82,178	35.0315
2	Foreign Venture Capital Investors	62,53,272	11.6633
3	Mutual Funds	94,13,906	17.5583
4	Foreign Portfolio Investors (Corporate)	56,03,792	10.4519
5	Insurance Companies	50,09,384	9.3432
6	Alternate Investment Funds – III	8,88,842	1.6578
7	Clearing Members*	569	0.0011
8	Other Bodies Corporate	7,89,202	1.472
9	Foreign Company	2,17,500	0.4057
10	Hindu Undivided Family	2,13,431	0.3981
11	Non-Resident Indians	3,08,221	0.5749
12	Trusts	434	0.0008
13	Body Corporate - LLP	34,374	0.0641
14	Public	59,31,628	11.0633
15	Key Managerial Personnel	1,68,417	0.3141
	Total	**5,36,15,150**	**100.00**

* These shares are lying in pool account of NSDL and CDSL.

Distribution Schedule as on March 31, 2024

No. of Shares		No. of Shareholders	% of total	No. of Shares Held	% total
1	500	74402	97.8369	3109315	5.7993
501	1000	799	1.0507	588331	1.0973
1001	2000	370	0.4865	525676	0.9805
2001	3000	158	0.2078	395970	0.7385
3001	4000	50	0.0657	175307	0.327
4001	5000	52	0.0684	241110	0.4497
5001	10000	80	0.1052	579219	1.0803
10001	....	136	0.1788	48000222	89.5273
TOTAL		**76047***	**100.00**	**53615150**	**100.00**

*The number of shareholders provided above are on the basis of shareholding held by them in NSDL and CDSL respectively without merging their PANs.

Details of shares held in Suspense Account: Not Applicable

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

Nil

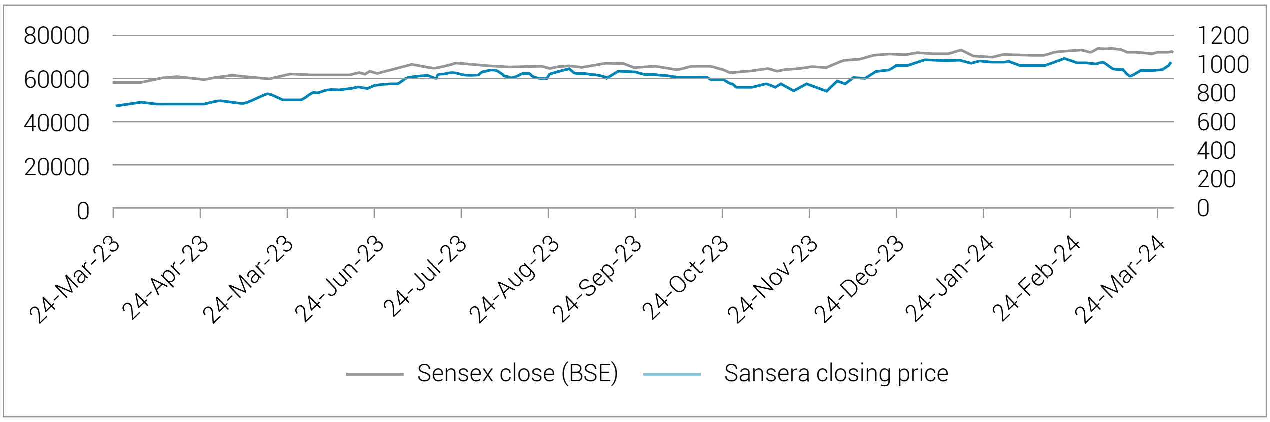
Market Price Data:

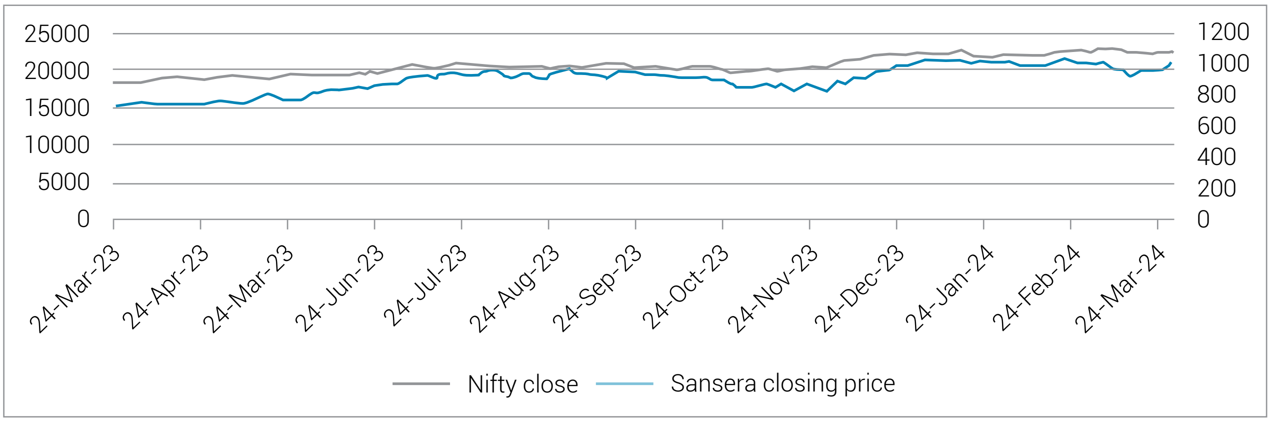
The monthly high and low quotations of the Company's equity shares traded on BSE and NSE during each month of the financial year ended March 31, 2024 are as follows:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2023	750.00	712.39	750.45	711.35
May 2023	802.80	730.00	802.55	724.55
June 2023	914.55	790.00	909.80	789.75
July 2023	968.00	861.10	968.00	861.50
August 2023	998.20	905.35	994.35	904.15
September 2023	974.95	920.00	974.00	919.25
October 2023	952.00	832.70	953.50	835.00

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
November 2023	886.30	820.50	888.95	820.60
December 2023	1,048.35	839.90	1,046.05	836.90
January 2024	1,089.95	981.60	1,089.00	982.40
February 2024	1,063.50	931.10	1,063.00	927.50
March 2024	1,040.00	900.45	1,040.00	900.90

Share performance chart of the Company in comparison to broad based indices:





Plant Locations:

The Company and its subsidiaries have 17 manufacturing facilities at various locations across India including one outside India in Sweden.

In India, the plants are located at Bengaluru, Tumkur, Manesar, Mehsana, Pune and Pantnagar. For more details on address of plants, please visit our website www.sansera.in

Address of Correspondence:

Mr. Rajesh Kumar Modi
Company Secretary
Sansera Engineering Limited
Plant-7, No.143/A, Jigani Link Road,
Bommasandra Industrial Area,
Anekal Taluk, Bangalore-560105.
E-mail id: rajesh.modi@sansera.in
Phone: No.+91 80 27839081/ 82/ 83

For transfer/dematerialization of shares, change of address of members and other queries:

Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083

email: rnt.helpdesk@linkintime.co.in

Tel No. +91 22 4918 6000; Fax +91 22 4918 6060

Contact Person Name: Mr. Mahesh Masurka

VII. NON-COMPLIANCE OF REGULATIONS RELATING TO CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IF ANY

All the requirements of Corporate Governance Report of sub paragraphs (2) to (10) Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been duly complied with.

VIII. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUBREGULATION (2) OF REGULATION 46.

The Company has complied with the Corporate Governance requirements specified in regulation 17 to 27 to the extent applicable and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

On Behalf of Board of Directors

S. Sekhar Vasan
Chairman & Managing Director
DIN:00361245

Place: Bengaluru
Date: May 16, 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 of
Sansera Engineering Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sansera Engineering Limited having CIN L34103KA1981PLC004542 and having registered office at Plant-7, No.143/A, Jigani Link Road Bommasandra Industrial Area, Anekal Taluk, Bangalore-560105, Karnataka, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Designation
1.	Mr. S Sekhar Vasan	00361245	Executive Director, (Chairman & Managing Director)
2.	Mr. F R Singhvi	00233146	Executive Director, (Joint Managing Director)
3.	Mr. B R Preetham	03499506	Executive Director & Group CEO
4.	Mrs. Revathy Ashok	00057539	Non-Executive - Independent Director
5.	Mr. Lakshminarayan Muthuswami	00064750	Non-Executive - Independent Director
6.	Mr. Samir Purushottam Inamdar	00481968	Non-Executive - Independent Director

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

For BMP & Co., LLP
Company Secretaries

Pramod S M
Partner
FCS: 7834 COP. 13784
UDIN: F007834F000380514
PR No. 736/2020

Place: Bengaluru
Date: 16th May 2024

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of Sansera Engineering Limited

We have examined the compliance of conditions of Corporate Governance of Sansera Engineering Limited ("the Company"), for the purpose of certifying of the Corporate Governance under Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from April 01, 2023, up to March 31, 2024. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For BMP & Co., LLP
Company Secretaries

Pramod S M
Partner
FCS No. 7834 CP No.13784
UDIN: F007834F000380547
PR No. 736/2020

Place: Bengaluru
Date: May 16, 2024

DECLARATION REGARDING COMPLIANCE ON THE COMPANY'S CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

I, B. R. Preetham, Executive Director & Group Chief Executive Officer of Sansera Engineering Limited hereby confirm that the Company has adopted a Code of Conduct ("Code") for its Board Members and Senior Management Personnels, and the Code is available on the Company's website: https://sansera.in/wp-content/uploads/2023/05/1.-Code-of-Conduct-for-Directors-and-Senior-Management.pdf

I, further confirm that the Company has in respect of the financial year ended on March 31, 2024, received from its Board Members as well as Senior Management Personnels, a declaration of compliance with the Code of Conduct pursuant to Regulation 26(3) of the Listing Regulations.

B. R. Preetham
Executive Director & Group Chief Executive Officer
DIN: 03499506

Place: Bengaluru
Date: May 16, 2024

CEO/ CFO CERTIFICATION

Certificate by the Chief Executive Officer and Chief Financial Officer as per Regulation 17(8) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015

The Board of Directors
Sansera Engineering Limited

We, B R Preetham, Executive Director & Group Chief Executive Officer and Vikas Goel, Chief Financial Officer of the company, hereby certify to the Board that:

A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of their knowledge and belief:

   1. statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

   2. these statements together present a true and fair view of the company's affairs and are these in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware, and the steps have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee.

   1. significant changes, if any, in internal control over financial reporting during the year;

   2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   3. instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

B R Preetham
Executive Director & Group CEO

Vikas Goel
CFO

Place: Bengaluru
Date: May 16, 2024

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To The Members of **Sansera Engineering Limited**

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of **Sansera Engineering Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Loss), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Revenue recognition** (Refer note 2 and note 28 to standalone financial statements) The Company recognizes revenue as per Ind AS 115-Revenue from contracts with customers. The Company identifies the performance obligation and assesses the satisfaction of the performance obligation for the purpose of recognizing revenue. Sale of products forms a significant component of the total revenue where the revenue is recognized on transfer of control of the products to the end customer. The transfer of control is assessed based on the inco-terms agreed with the end customer. We consider cut off assertion of revenue recognition to be a key area of focus for our audit due to: • the existence of large number of contracts with the customers. • value of the sales transactions at the period end date and management's determination of the point of transfer of control for sales reversal; and • change in the management's control in the current year for evaluating revenue recognition in the correct accounting period.	Principal audit procedures performed included the following: • We have assessed the appropriateness of the Company's accounting policies for revenue recognition by comparing with the Indian accounting standards. • We have evaluated the design, implementation and operating effectiveness of key internal controls over recognition of revenue in the correct accounting period. • On a sample basis, we tested the revenue transactions recorded during the year by verifying the underlying documents to assess whether revenue is recognised appropriately when control is transferred. • We performed the lead time analysis by using the distance between the customer location and dispatch location and subsequently arrived at the expected lead time for delivery. The same was used to identify exceptions or outliers (if any). • We tested on a sample basis, specific revenue transactions recorded before and after the financial year end date to assess whether the revenue is recognized in the correct financial period in which control is transferred.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Management Discussion and Analysis, Corporate Governance Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Board's Report, Management Discussion and Analysis, Corporate Governance Report, are expected to be made available to us after the date of this auditor's report.
- Our opinion on the standalone financial statements does not cover the other information and will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Board's Report, Management Discussion and Analysis, Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

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

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

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for not complying with the requirement of audit trail as stated in (i)(vi) below.

   c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Standalone Other Comprehensive Loss, the Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity 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 March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

   f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.

   g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer note 37 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 51 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 51 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 53 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 wherein the accounting software did not have the audit trail feature enabled throughout the year (refer note 52 of the standalone financial statements).

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Monisha Parikh
Partner
(Membership No.047840)
UDIN: 24047840BKFIXN9873

Place: Bengaluru
Date: May 16, 2024
MP/MS/VJ/2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of **Sansera Engineering Limited** ("the Company") as at March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Monisha Parikh
Partner
(Membership No.047840)
UDIN: 24047840BKFIXN9873

Place: Bengaluru
Date: May 16, 2024
MP/MS/VJ/2024

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

(i) In respect of property, plant and equipment and intangible assets:

(a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.

B. The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of verification of property, plant and equipment, including capital work in-progress and right-of-use assets, so to cover all the items in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in progress, according to the information and explanations given to us and based on the examination of the registered sale deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

Description of property-Freehold land located in	As at the Balance sheet date		Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of Company
	Gross carrying value	Carrying value in the financial statements				
	(in Millions INR)	(in Millions INR)				
Plot No. 143-B-8, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099	0.62	0.62	Gearock Forge Private Limited	No	From April 01, 2017, effective date as per the approved scheme	The title deeds are in the name of an erstwhile subsidiary Company that was merged with the Company during the year 2017-18 under section 233 of the Companies Act, 2013 as per the Order received from the Ministry of Corporate Affairs. Not transferred in the name of the Company due to an ongoing dispute.
	0.66	0.66	Gearock Forge Private Limited	No		
Site No. A1, Khata No. 344, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	0.24	0.24	Gearock Forge Private Limited	No	From April 01, 2017, effective date as per the approved scheme	
Plot No. 143-C-2, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	3.08	3.08	Gearock Forge Private Limited	No	From April 01, 2017, effective date as per the approved scheme	
	3.57	3.57				

Immovable properties of land and buildings whose title deeds have been pledged as security for loans, guarantees, etc., are held in the name of the Company based on the confirmations from security trustees. In respect of immovable properties that have been taken on lease and disclosed in the financial statements as right of use asset as at the balance sheet date, the lease agreements are duly executed in favour of the Company.

(d) The Company has not revalued any of its property, plant and equipment, including Right of use assets, and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for goods-in-transit were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods in transit, confirmations have been obtained from the transporters. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns (comprising of stock statements, ageing analysis of debtors, balance of creditors, current borrowings outstanding and sales) filed by the Company with such banks or financial institutions till the date of this report are in agreement with the unaudited books of account of the Company of the respective quarters, except in cases where the Company is in the process of filing revised returns with such banks or financial institutions.

(iii) The Company has made investments in, provided guarantee or security and granted loans secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:

(a) The Company has provided loans or advances in the nature of loans, stood guarantee, or provided security during the year and details of which are given below:

Particulars	**Loans (in Millions INR)**	**Guarantees (in Millions INR)**
A. Aggregate amount granted/ provided during the year:	-	100.00
- Subsidiaries	39.51	-
- Employees		
B. Balance outstanding as at balance sheet date in respect of above cases:	-	42.70
- Subsidiaries	36.80	-
- Employees		

(b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal has been stipulated and repayment of principal payments are regular as per stipulation.

(d) According to the information and explanation given to us and based on the audit procedures performed in respect of loans provided by the Company, there is no overdue amount remaining outstanding as at balance sheet date.

(e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) According to the information and explanations given to us and based on the audit procedure performed, the Company has not granted any loans or advances either repayable on demand or without specifying any terms or period of payment during the year. Hence, reporting under clause (iii)(f) is not applicable.

(iv) According to information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections 185 of the Companies Act, 2013 and the Company has complied with the provisions of Sections 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales tax, duty of Customs, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales tax, duty of Customs, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Name of Statue	Nature of dues	Total amount involved (Rs. in Million)	Amount unpaid (Rs. in Million)	Period (FY) to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	2.65	0.19	2011-12	Income Tax Appellate Tribunal, Bengaluru
		28.67	12.59	2012 to 2015	Commissioner of Income Tax (Appeals)
		57.52	31.69	2016 to 2020	
		12.61	3.75	2020-21	Dispute Resolution Panel, Bengaluru
The Finance Act, 1994	Service tax	24.45	23.27	April 2007 to June 2017	Customs, Excise and Service Tax Appellate Tribunal, Bengaluru
		4.33	4.33	January 2018	
		1.28	1.28	January 2007 to March 2011	Commissioner of Central Excise and Service Tax Appeal, Bengaluru
		0.82	0.82	January 2017 to June 2017	
The CGST Act, 2017/ SGST Act, 2017/IGST Act, 2017	Goods and service tax	8.85	7.96	April 2017 to March 2022	Commissioner of Central Tax (Appeals), Pune
		0.96	0.86	April 2019 to March 2020	Joint Commissioner of State tax (Appeals), Pune
		14.27	12.84	April 2017 to March 2018	Joint Commissioner of State tax (Appeals), Rudrapur
Entry of Goods Act, 1979	Entry Tax	2.26	2.26	April 2009 to March 2010	Karnataka Appellate Tribunal

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

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

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries and associate.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate company.

(x) (a) The Company has not raised moneys by way of initial public offer during the year and hence reporting under clause (x)(a) of the Order is not applicable to the Company.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year, and upto the date of this report.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 31, 2024.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b) and (c) of the order is not applicable.

(b) The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Monisha Parikh
Partner
(Membership No.047840)
UDIN: 24047840BKFIXN9873

Place: Bengaluru
Date: May 16, 2024
MP/MS/VJ/2024

SANSERA ideas@work

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

STANDALONE BALANCE SHEET

AS AT 31 MARCH 2024

(Amount in ₹ mn)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	3.a	13,612.74	11,800.84
Right-of-use assets	4	245.90	280.56
Capital work in progress	3.b	768.63	650.78
Intangible assets	3.c	26.36	17.35
Financial assets			
(i) Investments	5	1,270.54	980.04
(ii) Loans	6	15.17	5.86
(iii) Other financial assets	7	151.54	125.13
Current tax assets (net)	8.a	64.42	64.42
Other non-current assets	9	407.29	274.49
Total non-current assets		**16,562.59**	**14,199.47**
CURRENT ASSETS			
Inventories	10	3,688.50	3,258.27
Financial assets			
(i) Investments	11	10.19	6.73
(ii) Trade receivables	12	4,328.55	4,073.79
(iii) Cash and cash equivalents	13	449.14	350.99
(iv) Bank balances other than cash and cash equivalents	14	134.59	118.58
(v) Loans	15	21.63	29.63
(vi) Other financial assets	16	77.87	169.13
Other current assets	17	415.47	225.41
Total current assets		**9,125.94**	**8,232.53**
Total Assets		**25,688.53**	**22,432.00**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share capital	18	107.23	105.86
Other equity	19	13,547.48	11,717.40
Total equity		**13,654.71**	**11,823.26**
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	20	2,164.73	2,375.89
(ii) Lease liabilities	4	216.03	246.49
Deferred tax liabilities (net)	21	663.29	665.12
Other non-current liabilities	22	497.18	487.40
Total non-current liabilities		**3,541.23**	**3,774.90**
CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	23	4,838.47	3,877.21
(ii) Lease liabilities	4	41.35	45.46
(iii) Trade payables	24		
- Total outstanding dues of micro enterprises and small enterprises		310.97	202.13
- Total outstanding dues of creditors other than micro enterprises and small enterprises		2,744.40	2,166.80
(iv) Others financial liabilities	25	245.67	174.43
Other current liabilities	26	262.54	343.75
Provisions	27	8.85	19.18
Current tax liabilities (net)	8.b	40.34	4.88
Total current liabilities		**8,492.59**	**6,833.84**
Total Equity and Liabilities		**25,688.53**	**22,432.00**
Summary of material accounting policies	2		

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

Monisha Parikh
Partner
(Membership No. 047840)

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

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

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

Place: Bengaluru
Date: May 16, 2024

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2024

(Amount in ₹ mn)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operations	28	25,481.95	20,991.69
Other income	29	21.60	96.56
Total Income		**25,503.55**	**21,088.25**
EXPENSES			
Cost of materials consumed	30	11,355.05	9,747.90
Changes in inventories of finished goods and work-in-progress	31	(278.22)	(661.14)
Employee benefits expense	32	3,235.77	2,680.62
Finance costs	33	644.66	509.04
Depreciation and amortisation expenses	34	1,298.45	1,136.32
Other expenses	35	6,684.64	5,649.20
Total expenses		**22,940.35**	**19,061.94**
Profit before tax		**2,563.20**	**2,026.31**
Tax expense:	39		
Current tax		656.56	451.27
Adjustment of tax relating to earlier years		4.57	16.83
Deferred tax		2.47	56.21
Total tax expense		**663.60**	**524.31**
Profit for the year		**1,899.60**	**1,502.00**
Other Comprehensive Income/(Loss)			
Items that will not be reclassified to profit or loss			
Re-measurement of the net defined benefit liability		(17.10)	(24.21)
Income tax relating to items that will not be reclassified to profit or loss		4.30	6.09
Other comprehensive income/(loss) for the year, net of income tax		**(12.80)**	**(18.12)**
Total Comprehensive Income for the year		**1,886.80**	**1,483.88**
Earnings per equity share (face value of ₹ 2 each)			
Basic (in ₹)	36	35.62	28.50
Diluted (in ₹)	36	35.18	27.92

Summary of material accounting policies 2

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

Monisha Parikh
Partner
(Membership No. 047840)

Place: Bengaluru
Date: May 16, 2024

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

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

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

SANSERA
ideas@work

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2024

(Amount in ₹ mn)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash flows from operating activities			
Profit before tax		2,563.20	2,026.31
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expenses	34	1,298.45	1,136.32
Income from government grants	28	(58.89)	(55.31)
Interest income	29	(11.77)	(11.26)
Fair value gain on financial instruments at fair value profit or loss	29	(3.45)	(0.76)
Gain on disposal of property, plant and equipment, net and Capital work-in-progress	29	(3.07)	(6.12)
Unrealised foreign exchange (gain)/loss, net		47.81	(65.00)
Employee stock compensation expense	32	44.90	58.72
Finance costs	33	644.66	509.04
Share of profit from investment in Limited Liability Partnership (LLP)	29	(2.92)	-
Allowance for credit losses		(52.22)	58.77
Operating cash flows before changes in operating assets and libilities		**4,466.70**	**3,650.71**
Changes in operating assets and liabilities:			
Decrease/(increase) in trade receivables		(270.22)	(195.55)
Decrease/(increase) in other financial assets and other assets		(159.72)	99.27
Decrease/(increase) in inventories		(430.23)	(911.96)
Increase/(decrease) in trade payables		689.24	189.96
Increase/(decrease) in other liabilities		(80.91)	167.64
Increase/(decrease) in other provisions		(10.33)	(166.46)
Cash generated from operations		**4,204.53**	**2,833.61**
Income taxes paid, net		(625.67)	(525.65)
Net cash generated from operating activities (A)		**3,578.86**	**2,307.96**
Cash flows from investing activities			
Payments for property, plant and equipment		(3,137.69)	(2,244.44)
Purchase of intangible assets	3.c	(15.79)	(11.47)
Proceeds from disposal of property, plant and equipment		8.87	7.12
Proceeds from disposal of capital work-in-progress		-	24.23
Receipt of government grant		-	6.56
Investment in associate	5	(200.00)	-
Investment in Limited Liability Partnership (LLP)		(90.50)	-
Interest received	29	11.77	11.26
Share of profit from investment in Limited Liability Partnership (LLP)	29	2.92	-
Movement in fixed deposits, net	14	(21.69)	(6.24)
Net cash used in investing activities (B)		**(3,442.11)**	**(2,212.98)**
Cash flows from financing activities			
Proceeds/(repayments) of non-current borrowings:			
Proceeds		900.00	1,566.04
Repayments		(1,185.34)	(1,303.03)
Proceeds of current borrowings, net (refer note (i) below)		1,035.44	315.20
Interest paid (refer note (i) below)		(627.45)	(482.68)
Payment of lease rentals (refer note (i) below)	4	(68.60)	(65.58)
Dividend payment		(133.32)	(105.26)
Proceeds from cross charges of ESOP expenses to Subsidiary		1.21	2.03
Shares issued on exercise of employee stock option		31.86	47.21
Net cash (used in)/generated from financing activities (C)		**(46.20)**	**(26.07)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		**90.55**	**68.91**

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
STANDALONE STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(Amount in ₹ mn)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash and cash equivalents at the beginning of the year	13	350.99	273.32
Effects of exchange gain on restatement of foreign currency cash and cash equivalents		7.60	8.76
Cash and cash equivalents at the end of the year (refer below)	**13**	**449.14**	**350.99**
For the purpose of statement of cash flows, cash and cash equivalents comprise the following:			
Cash on hand		0.65	0.67
Balance with banks - on current accounts		448.49	350.32
Cash and cash equivalents at the end of the year		**449.14**	**350.99**

The above standalone statement of cash flows has been prepared under indirect method in accordance with Indian Accounting Standard (IND AS) 7 on "Statement of Cash Flows"

Note (i) Reconciliation of liabilities from financing activities:

Particulars	Opening balance	Cash flows		Non-cash movements		Closing balance
	April 01, 2023	Proceeds	Repayments	Additions (net)/Accruals	Fair value changes	March 31, 2024
Non-current borrowings (including current maturities of long term debt)	3,560.04	900.00	(1,185.34)	-	-	3,274.70
Current borrowings *	2,693.06	1,035.44	-	-	-	3,728.50
Interest	13.82	-	(627.45)	622.95	-	9.32
Lease liabilities	291.95	-	(68.60)	34.03	-	257.38

Particulars	Opening balance	Cash flows		Non-cash movements		Closing balance
	April 01, 2022	Proceeds	Repayments	Additions (net)/Accruals	Fair value changes	March 31, 2023
Non-current borrowings (including current maturities of long term debt)	3,308.90	1,566.04	(1,303.03)	-	(11.87)	3,560.04
Current borrowings *	2,385.34	315.20	-	-	(7.48)	2,693.06
Interest	8.70	-	(482.68)	483.68	4.12	13.82
Lease liabilities	332.17	-	(65.58)	25.36	-	291.95

* Current borrowings are disclosed net of repayments/ proceeds.

Summary of material accounting policies 2

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

Monisha Parikh
Partner
(Membership No. 047840)

Place: Bengaluru
Date: May 16, 2024

for and on behalf of the Board of Directors of
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CIN: L34103KA1981PLC004542

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Managing Director
DIN: 00361245

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Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2024

A. Equity share capital

(Amount in ₹ mn)

Equity shares of ₹ 2 each issued, subscribed and fully paid	No. of shares	Amount
As at April 01, 2023	**5,29,29,540**	**105.86**
Changes in Equity Share Capital due to prior period errors	-	-
Restated as at March 31, 2024	**5,29,29,540**	**105.86**
Add: Shares issued on exercise of employee stock options (refer note 42)	6,85,610	1.37
As at March 31, 2024	**5,36,15,150**	**107.23**
As at April 01, 2022	**5,21,55,815**	**104.31**
Changes in Equity Share Capital due to prior period errors	-	-
Restated as at March 31, 2023	**5,21,55,815**	**104.31**
Add: Shares issued on exercise of employee stock options (refer note 42)	7,73,725	1.55
As at March 31, 2023	**5,29,29,540**	**105.86**

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

B. Other Equity

(Amount in ₹ millions)

Particulars	Reserves and Surplus						Total equity
	Capital reserve	Securities premium	Capital redemption reserve	Share options outstanding reserve	General reserve	Retained earnings	
As at April 01, 2023	**8.00**	**1,565.44**	**0.55**	**195.73**	**135.51**	**9,812.17**	**11,717.40**
Share-based payment to employees	-	-	-	44.90	-	-	44.90
Cross charges of ESOP expenses to Subsidiary	-	-	-	1.21	-	-	1.21
Dividends (refer note 45)	-	-	-	-	-	(133.32)	(133.32)
Exercise of share options	-	109.86	-	(82.41)	3.04	-	30.49
Profit for the year	-	-	-	-	-	1,899.60	1,899.60
Other Comprehensive Income:							
Remeasurement of the net defined benefit liability (Refer note below)	-	-	-	-	-	(12.80)	(12.80)
As at March 31, 2024	**8.00**	**1,675.30**	**0.55**	**159.43**	**138.55**	**11,565.65**	**13,547.48**
As at April 01, 2022	**8.00**	**1,431.38**	**0.55**	**223.37**	**135.51**	**8,433.55**	**10,232.36**
Share-based payment to employees	-	-	-	58.73	-	-	58.73
Cross charges of ESOP expenses to Subsidiary	-	-	-	2.03	-	-	2.03
Dividends (refer note 45)	-	-	-	-	-	(105.26)	(105.26)
Exercise of share options	-	134.06	-	(88.40)	-	-	45.66
Profit for the year	-	-	-	-	-	1,502.00	1,502.00
Other Comprehensive Income:							
Remeasurement of the net defined benefit liability (Refer note below)	-	-	-	-	-	**(18.12)**	**(18.12)**
As at March 31, 2023	**8.00**	**1,565.44**	**0.55**	**195.73**	**135.51**	**9,812.17**	**11,717.40**

In accordance with Notification G.S.R 404(E), dated April 06, 2016, as included in amended Schedule III, the Company has recognised remeasurement of defined benefit plans amounting to ₹ (12.80) mn (March 31, 2023 ₹ (18.12 mn) as a part of retained earnings.

Summary of material accounting policies 2

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

for and on behalf of the Board of Directors of
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Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

Place: Bengaluru
Date: May 16, 2024

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE FOR THE YEAR ENDED MARCH 31, 2024

COMPANY OVERVIEW

Sansera Engineering Limited ("the Company") was incorporated on December 15, 1981 under the provisions of the Companies Act, 1956 with its registered office and principal place of business in Bengaluru, Karnataka. The Company is involved in the business of manufacture of auto components such as rocker arms, connecting rods, gear shifters, crank shafts, and aerospace components. It is also involved in providing services such as forging and other related services.

1. BASIS OF PREPARATION

A. STATEMENT OF COMPLIANCE

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. FUNCTIONAL AND PRESENTATION CURRENCY

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest millions, unless otherwise indicated.

C. BASIS OF MEASUREMENT

The standalone financial statements have been prepared on the historical cost basis except for the following items:

- Derivative instruments at fair value;
- Net defined benefit (asset)/liability at fair value of plan assets less present value of defined benefit obligations;
- Current investments at fair value through standalone statement of profit and loss and
- Share based payment transactions at fair value.

D. USE OF ESTIMATES AND JUDGEMENTS

The preparation of the standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in lease classification.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended March 31, 2023 is included in the following notes:

- Note 2.1, 2.2, 3.a and 3.c - Depreciation and amortisation method and useful lives of items of property, plant and equipment and intangibles assets;
- Note 3.a and 3.c – Impairment of property, plant and equipment;
- Note 5 – Impairment of investment in subsidiaries;
- Note 39 – Recognition of deferred tax assets.
- Note 32 and 41 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 44 – Impairment of financial assets; and
- Note 15, 25 and 44 – Derivative contracts at fair value;

E. MEASUREMENT OF FAIR VALUES

Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are 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). The derivative contracts are valued using market approach, determined using forward exchange rates as at the balance sheet date.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is 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.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Note 42 - Employee stock options; and
- Note 43 - Financial instruments;

2. MATERIAL ACCOUNTING POLICIES

2.1 PROPERTY, PLANT AND EQUIPMENT

i. Recognition and measurement

Property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the standalone statement of profit or loss.

Borrowing costs directly attributable to the acquisition/ construction of the qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as expense in the standalone statement of profit and loss in the period in which these are incurred.

ii. Depreciation methods, estimated useful lives and residual values

Depreciation is provided on a Straight Line Method ("SLM") over the useful life of property, plant and equipment as prescribed under Part C of Schedule II of the Companies Act, 2013. In case of second hand assets purchased, the useful life considered is based on the remaining useful life of such asset determined based on technical evaluation and its proposed use. Depreciation for assets purchased/sold during a period is proportionately charged. The useful lives for property, plant and equipment is as follows:

Asset category	Estimated useful life (in years)
Building	30
Plant and machinery	5-25
Furniture and fixtures	10
Vehicles	8
Office equipment	5
Electrical installations	10
Computer (including software)	3-6

Freehold land is not depreciated.

2.2 INTANGIBLE ASSETS

Intangible assets purchased are measured at cost less accumulated amortisation and accumulated impairment, if any.

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment losses, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the standalone statement of profit and loss when the asset is derecognised. The Company's intangible assets comprises assets with finite useful life which are amortised on a straight-line basis over the period of their expected useful life. Intangible assets are amortised in the standalone statement of profit and loss over their estimated useful lives of 3 years on a straight-line basis.

2.3 INVESTMENT IN SUBSIDIARIES AND ASSOCIATES

Investment in subsidiaries and associates are measured at cost less impairment loss, if any. Dividend income from subsidiaries is recognised when its right to receive the dividend is established.

2.4 INVENTORIES

Inventories are measured at the lower of cost and net realisable value (NRV). Cost comprises purchase price and all expenses incurred in bringing the inventory to its present location and condition. Cost has been determined as follows:

Raw materials, stores and spares	:	on weighted average basis
Work in progress	:	includes cost of conversion
Finished goods	:	includes cost of conversion

i. Fixed production overheads are allocated on the basis of normal capacity of production facilities. The comparison of cost and NRV is made on an item-by-item basis. Spare parts that meet the definition of asset are capitalised at their respective carrying amounts. The NRV of work-in-progress is determined with reference to NRV of related finished goods.

ii. Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their NRV.

iii. Provision for inventory obsolescence is assessed periodically and is provided as considered necessary.

2.5 REVENUE RECOGNITION

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer;

Step 2: Identify the performance obligation in contract;

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations in the contract; and

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon transfer of control of goods or services to buyer in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services.

Sale of products is adjusted net of Goods and Service tax, returns, trade discounts, and volume rebates.

Service income is recognized when the related services are rendered unless significant future contingencies exist.

Export incentives are recognised in the standalone statement of profit and loss when the right to receive credit as per the terms of the entitlement is established in respect of export made.

Dividend income is recognised in standalone statement of profit and loss on the date on which the right to receive payment is established.

Interest on the deployment of funds is recognised using the time-proportion method, based on underlying interest rates.

2.6 FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the standalone statement of profit and loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the standalone statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the standalone statement of profit and loss on a net basis within other gains/ (losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

2.7 GOVERNMENT GRANTS

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Grants related to assets are government grants whose primary condition is that an entity qualifying for them should purchase, construct or otherwise acquire long-term assets. Grants related to income are government grants other than those related to assets.

Government grants relating to an expense item are recognized in the standalone statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented as a deduction in reporting the related expense. The presentation approach is applied consistently to all similar grants.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to the standalone statement of profit and loss over the periods and in proportions in which depreciation expense on those assets is recognized.

Income from export incentives are recognized in the standalone statement of profit and loss when the right to receive credit as per the terms of the entitlement is established in respect of exports made and disclosed as other operating revenues.

Income from government incentives (other than export incentive) are recognized in the standalone statement of profit and loss when the right to receive credit as per the terms of the entitlement and disclosed as a reduction to the related expenses.

2.8 LEASES

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises a right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and a charge or credit to the standalone statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

Lease payments associated with following leases are recognised as expense on straight-line basis:

(i) Low value leases; and

(ii) Leases which are short-term.

2.9 FINANCIAL INSTRUMENTS

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

Cash and cash equivalents

Cash and cash equivalents include cash on hand, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income (FVOCI) if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This includes other investments.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss (FVTPL). This includes all derivative assets and current investments.

Financial liabilities

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense and are recognised in standalone statement of profit and loss. Other financial liabilities are subsequently carried at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in the standalone statement of profit and loss.

Derivative Instruments

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. These derivative instruments are recorded at fair value on every reporting date with changes being accounted in standalone statement of profit and loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the standalone statement profit and loss.

2.10 IMPAIRMENT

i. Impairment of financial assets

The Company recognises loss allowances for expected credit losses (ECL) on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it 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 whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL.

ii. Impairment of non - financial assets

A cash-generating unit (CGU) is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The Company's non-financial assets, other than inventories and deferred tax assets, are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the standalone statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the standalone statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount.

The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

2.11 EMPLOYEE BENEFITS

i. Defined benefit plan

Gratuity

The Company's gratuity plan is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plan is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the standalone balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Compensated absences

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absence and utilise it in future periods or receive cash compensation at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absence as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date. The calculation of the Company's obligation is performed annually by an independent actuary using the projected unit credit method as at the balance sheet date. Non-accumulating compensated absences are recognised in the period in which the absences occur. The Company recognizes actuarial gains and losses immediately in the standalone statement of profit and loss.

ii. Defined contribution plan

Provident fund

Provident fund is a post-employment benefit plan under which the Company makes specified monthly contribution towards Government administered provident fund scheme. Obligations for contributions to defined contribution plan are recognised as an employee benefit expense in the standalone statement of profit and loss during the period in which the related services are rendered by the employees.

iii. Share-based payment transactions

Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognised in the standalone statement of profit and loss with a corresponding increase in equity over the period that the employees unconditionally become entitled to the award. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants. The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

2.12 INCOME TAXES

Current income tax

Current income tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current income tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

2.13 EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the net profit for the year attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit for the year attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year, after adjustment for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

2.14 PROVISIONS AND CONTINGENCIES

A provision is recognised when an enterprise has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are determined by discounting the expected future cash flows to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions for onerous contracts, i.e., contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a best estimate of such obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the standalone financial statements.

2.15 CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.16 SEGMENT REPORTING

Based on the “management approach” as defined in Ind AS 108 - Operating Segments, Managing Directors of the Company has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance and allocates resources based on single segment approach and accordingly, information has been presented.

2.17 RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3.A PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹ mn)

Particulars	Owned Property, plant and equipment								Total
	Land # (1)	Buildings (2)	Plant and machinery (3)	Furniture and fixtures (4)	Vehicles (5)	Office equipment (6)	Electrical installations (7)	Computers (8)	
Gross carrying amount, at cost									
As at April 01, 2022	**473.97**	**1,262.31**	**11,840.00**	**41.18**	**171.63**	**48.12**	**509.05**	**84.89**	**14,431.15**
Additions	76.28	647.06	1,737.08	17.56	28.83	12.23	80.54	24.34	2,623.92
Disposals	-	-	(20.51)	(0.30)	(14.07)	(1.17)	-	(18.01)	(54.06)
As at March 31, 2023	**550.25**	**1,909.37**	**13,556.57**	**58.44**	**186.39**	**59.18**	**589.59**	**91.22**	**17,001.01**
Reclassification	-	-	-	-	-	-	-	(4.19)	(4.19)
Additions	62.00	380.14	2,337.08	5.13	53.73	10.61	178.94	35.64	3,063.27
Disposals	-	-	(10.81)	-	(33.96)	-	(0.47)	(14.78)	(60.02)
As at March 31, 2024	**612.25**	**2,289.51**	**15,882.84**	**63.57**	**206.16**	**69.79**	**768.06**	**107.89**	**20,000.07**
Accumulated depreciation									
As at April 01, 2022	**-**	**207.43**	**3,502.41**	**23.11**	**88.73**	**38.48**	**243.32**	**62.14**	**4,165.62**
Charge for the year	-	56.69	937.08	4.47	19.22	4.19	48.43	15.02	1,085.10
Disposals	-	-	(17.22)	(0.28)	(13.91)	(1.13)	-	(18.01)	(50.55)
As at March 31, 2023	**-**	**264.12**	**4,422.27**	**27.30**	**94.04**	**41.54**	**291.75**	**59.15**	**5,200.17**
Reclassification	-	-	-	-	-	-	-	(3.31)	(3.31)
Charge for the year	-	70.99	1,056.15	6.32	22.54	6.71	60.07	21.91	1,244.69
Disposals	-	-	(9.07)	-	(29.90)	-	(0.47)	(14.78)	(54.22)
As at March 31, 2024	**-**	**335.11**	**5,469.35**	**33.62**	**86.68**	**48.25**	**351.35**	**62.97**	**6,387.33**
Carrying amounts (net)									
As at March 31, 2024	**612.25**	**1,954.40**	**10,413.49**	**29.95**	**119.48**	**21.54**	**416.71**	**44.92**	**13,612.74**
As at March 31, 2023	**550.25**	**1,645.25**	**9,134.30**	**31.14**	**92.35**	**17.64**	**297.84**	**32.07**	**11,800.84**

Notes:

(a) It includes land of 60,786.60 square meter allocated by Karnataka Industrial Area Development (KIADB) at Plot no. 48, 2nd Phase, Sector - 2, Bidadi Industrial Area for a period of 10 years w.e.f. August 08, 2014 to the Company on a lease cum sale basis.

(b) Karnataka Industrial Area Development Board (KIADB) has allotted land measuring 2,025 square meter at Plot no. 143-B-8 Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099, Karnataka on a lease cum sale basis for a period of 11 years w.e.f. September 07, 1999 and 1,058 square meter at Plot no. 143-B-8-Part Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099, Karnataka on a lease cum sale basis for a period of 11 years w.e.f. May 29, 2001 with specified terms and conditions to be complied with by each party. KIADB has alleged / contended that as per the terms and conditions of Clause 2(r)(ii) of the Lease Cum Sale Agreement dated January 17, 2000, the original allottee should hold minimum 51% shares in the Company till the execution of the sale deed and in view of there being a violation of the said clause by Sansera Engineering Limited (Sansera), they have issued a demand notice No. KIADB / HO / Allot / Secy – 3/ 12680 / 6102 / 19-20 dated July 29, 2019 calling upon Sansera to remit an additional sum of ₹ 5,383,798. Challenging the said demand, Sansera has filed Writ Petition seeking quashing of the said demand and also directions to execute the sale deed.

Refer note 20 for details of charge over the Company's property, plant and equipment for the borrowings taken by the Company.

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

3.a.(i) Title deeds of Immovable Property not held in the name of the Company:

Details of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.

As at March 31, 2024 and March 31, 2023

(Amount in ₹ mn)

Relevant line item in the Balance sheet	Description of item of property	Parties to the Agreement	Gross carrying value	Title deeds held in the name of	If held jointly (Name and Company's Share)	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company (to also indicate if in dispute)
Property, plant and equipment	Plot No. 143-B-8, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	Karnataka Industrial Area Development Board	0.62	The title deeds are in the name of Gearock Forge Private Limited, an erstwhile subsidiary company that was merged with the Company during the year 2017-18 under Section 233 of the Companies Act, 2013 as per the order received from Ministry of Corporate Affairs.	Not Applicable	Not Applicable	From April 01, 2017, effective date as per the approved scheme.	Not transferred in the name of the Company due to the matter as mentioned in note 3.a above.
	Plot No. 143-B-8-Part, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	Karnataka Industrial Area Development Board	0.66		Not Applicable	Not Applicable		
	Site No. A1, Khata No. 344, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	H. Muniyappa	0.24		Not Applicable	Not Applicable		The Company is unable to transfer these lands because of ongoing dispute as mentioned in the above note.
	Plot No. 143-C-2, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	BVR Industries	3.08		Not Applicable	Not Applicable		
	Plot No. 143-C-2-Part, Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099.	BVR Industries	3.57		Not Applicable	Not Applicable		

3.a.(ii) There are no proceedings which have been initiated during the year or pending against the Company as at March 31, 2024 for holding any benami property under Benami Transactions (Prohibition) Act, 1988.

3.a.(iii) There were no revaluation of property, plant and equipment during financial year 2023-24 and 2022-23.

3.B CAPITAL WORK IN PROGRESS (CWIP) AGING SCHEDULE

(Amount in ₹ mn)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress					
As at March 31, 2024	721.98	30.06	10.28	6.31	**768.63**
As at March 31, 2023	571.67	59.58	10.61	8.92	**650.78**

The Company has a dedicated facility in Bengaluru for machine building and machine design with special purpose machines being manufactured in-house. Special purpose machines are customised machines deployed to automate industrial processes to ensure high productivity. Machinery component required for machine building process are included in capital work-in-progress.

There are no projects which are under suspension. With regard to the ongoing projects there are no projects where completion is overdue or has exceeded the cost as compared to its original plan, considering amendments as may be approved. The Projects in-progress for more than 3 years represent components which would be commonly used across various special purpose machines being manufactured in-house.

3.c INTANGIBLE ASSETS

(Amount in ₹ mn)

Particulars	Owned intangible assets	
	Computer software	Total
Gross carrying amount		
At April 01, 2022	**47.11**	**47.11**
Additions	11.47	11.47
Disposals	-	-
As at March 31, 2023	**58.58**	**58.58**
Reclassification	4.19	4.19
Additions	14.91	14.91
Disposals	-	-
At March 31, 2024	**77.68**	**77.68**
Accumulated amortisation		
At April 01, 2022	**36.54**	**36.54**
Amortisation for the year	4.69	4.69
Disposals	-	-
As at March 31, 2023	**41.23**	**41.23**
Reclassification	3.31	3.31
Amortisation for the year	6.78	6.78
Disposals	-	-
At March 31, 2024	**51.32**	**51.32**
Carrying amounts (net)		
At March 31, 2024	**26.36**	**26.36**
As at March 31, 2023	**17.35**	**17.35**

3.c.(i) There were no revaluation of Intangible assets during financial year 2023-24 and 2022-23.

4 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

i) Following are the changes in the carrying value of right-of-use assets:

(Amount in ₹ mn)

Particulars	Leasehold land	Leased Buildings	Total
At April 01, 2022	**162.03**	**165.06**	**327.09**
Additions	-	-	-
Deletion	-	-	-
Depreciation	(6.96)	(39.57)	(46.53)
At March 31, 2023	**155.07**	**125.49**	**280.56**
Additions	-	12.32	12.32
Deletion	-	-	-
Depreciation	(6.98)	(40.00)	(46.98)
At March 31, 2024	**148.09**	**97.81**	**245.90**

ii) The following is the movement in lease liabilities:

(Amount in ₹ mn)

Particulars	Leasehold land	Leased Buildings	Total
At April 01, 2022	**139.35**	**192.82**	**332.17**
Additions	-	-	-
Finance cost accrued during the year	10.35	15.01	25.36
Deletions	-	-	-
Payments	(12.00)	(53.58)	(65.58)
At March 31, 2023	**137.70**	**154.25**	**291.95**
Additions	-	12.32	12.32
Finance cost accrued during the year	10.24	11.47	21.71
Deletions	-	-	-
Payments	(12.00)	(56.60)	(68.60)
At March 31, 2024	**135.94**	**121.44**	**257.38**

iii) The following is the break-up of current and non-current lease liabilities:

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Current lease liabilities	41.35	45.46
Non-current lease liabilities	216.03	246.49
Total	**257.38**	**291.95**

iv) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Less than one year	60.35	67.16
One to five years	139.32	165.89
More than five years	203.31	224.16
Total lease liabilities	**402.98**	**457.21**
Less: Implicit interest	145.60	165.26
Lease liabilities included in the Balance sheet	**257.38**	**291.95**

v) Amount recognised in the standalone statement of profit and loss:

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation on Right-of-use assets	46.98	46.53
Interest on lease liabilities	21.71	25.36
Low value lease (included with rent, classified under other expenses)	2.17	4.76

vi) Amount recognised in the statement of cash flow:

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash outflows for leases	68.60	65.58
Total	**68.60**	**65.58**

5 INVESTMENTS (NON-CURRENT)

a Investments in subsidiaries (Carried at cost)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Unquoted		
Investment in equity instruments		
Fitwel Tools and Forgings Private Limited	201.65	201.65
(248,872 (March 31, 2023: 248,872) equity shares of ₹ 10 each fully paid up)		
Sansera Engineering Pvt. Ltd., Mauritius		
(10,000 (March 31, 2023: 10,000) equity shares of Euro 10 each fully paid up)	6.88	6.88
Investment in preference shares		
Sansera Engineering Pvt. Ltd., Mauritius		
490,000 (March 31, 2023: 490,000) optionally redeemable preference shares of Euro 10 each fully paid up	337.02	337.02
30,000 Series A (March 31, 2023: 30,000) optionally redeemable preference shares of Euro 10 each fully paid up	22.56	22.56
30,000 Series B (March 31, 2023: 30,000) optionally redeemable preference shares of Euro 10 each fully paid up	10.68	10.68
380,000 Series C (March 31, 2023: 380,000) optionally redeemable preference shares of Euro 10 each fully paid up	296.32	296.32
Total (a)	**875.11**	**875.11**

Note: The Optionally Redeemable Preference Shares held by the Company can be converted into equity shares in Sansera Engineering Pvt. Ltd., Mauritius at a fixed ratio of 1:1 at the option of Sansera Engineering Pvt. Ltd., Mauritius.

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

b Investment in associate -Unquoted (Carried at cost)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
MMRFIC Technology Private Limited		
Investment in equity instruments	0.01	-
(17 (March 31, 2023: Nil) equity shares of ₹ 10 each fully paid up)		
Investment in preference shares		
37,310 (March 31, 2023: Nil) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up	50.00	-
55,970 (March 31, 2023: Nil) Series A2 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up	75.00	-
55,970 (March 31, 2023: Nil) Series A3 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up	74.99	-
Total (b)	**200.00**	**-**

On March 29, 2023, the Company entered into a definitive agreement for a strategic investment in MMRFIC Technology Private Limited (MMRFIC). As per the terms of the agreement, the Company has made an investment of ₹ 200.00 mn in 149,250 Compulsorily Convertible Preference Shares (CCPS) of ₹ 100 each at a premium of ₹ 1,240 per CCPS; and 17 Equity Shares of Re.1 each at a premium of ₹ 599 per Equity Share, for an approximate 21.37% stake in MMRFIC and has a further right to invest and increase stake up to 51% at a predefined valuation formula.

c Other Investment-Unquoted (Measured at fair value through other comprehensive income)

Partner contribution		
Clean Max Vega Power LLP	195.43	104.93
26% (March 31, 2023: 26%)		
Total (c)	**195.43**	**104.93**

Name of the Partners	As at March 31, 2024		As at March 31, 2023	
	Monetary Value of Contribution (Amount in ₹ mn)	Contribution Ratio	Monetary Value of Contribution (Amount in ₹ mn)	Contribution Ratio
Clean Max Enviro Energy Solutions Private Limited	556.23	74.00%	265.98	65.90%
Sansera Engineering Limited	195.43	26.00%	104.93	26.00%
CleanMax Renewable Trust	-	-	32.67	8.10%
Kuldeep Jain #	-	0.00%	-	0.00%
Total Capital	**751.66**	**100.00%**	**403.58**	**100.00%**

The Company has made an additional investment of ₹ 90.50 mn in Clean Max Vega Power LLP under it's 'Energy Supply' agreement.

₹ 10 (March 31, 2023: ₹ 10) not presented above due to rounding off to nearest ₹ in mn.

Total (a+b+c)	**1,270.54**	**980.04**
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	1,270.54	980.04
Aggregate amount of impairment in investments	-	-

6 LOANS (NON-CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good, at amortised cost		
Loans to employees	15.17	5.86
Total	**15.17**	**5.86**

The Company has not granted any Loans or Advances in the nature of loans to Promoters, Directors, Key Management Personnel and the Related Parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.

7 OTHER FINANCIAL ASSETS (NON-CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Security deposit - Unsecured, considered good	142.46	121.73
Bank deposits with more than 12 months maturity *	9.08	3.40
Total	**151.54**	**125.13**

*Represents deposits pledged against bank guarantees and letter of credits provided by the bank.

8.A CURRENT TAX ASSETS (NET)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax including tax deducted at source, net of provision for tax of ₹ 2,298.04 mn	64.42	64.42
Total	**64.42**	**64.42**

8.B CURRENT TAX LIABILITIES (NET)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for tax, net of advance tax including tax deducted at source of ₹ 1,056.64 mn	40.34	4.88
Total	**40.34**	**4.88**

9 OTHER NON-CURRENT ASSETS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital advances	376.14	265.12
Duty paid under protest	11.68	9.37
Prepayments	19.47	-
Total	**407.29**	**274.49**

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

10 INVENTORIES *(VALUED AT LOWER OF COST AND NET REALISABLE VALUE)*

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials *	1,065.38	973.69
Work in progress	1,309.00	1,234.59
Finished goods **	1,021.73	817.92
Stores and spares	292.39	232.07
Total	**3,688.50**	**3,258.27**

* Includes stock of assembled components.

** Includes stock in transit of ₹ 568.55 mn (March 31, 2023: ₹ 414.11 mn).

a) Amount of inventories recognised as an expense is ₹ 12.24 mn (Financial year 2022-23: ₹ 16.64 mn)

b) Write-down of the inventories to net realisable value amounted to ₹ 1.5 mn (Financial year 2022-23: ₹ 4.14 mn). These were recognised as an expense during the year and included in note 30 and 31 in the standalone statement of profit and loss.

The mode of valuation of inventories has been stated in note 2.4

11 CURRENT INVESTMENTS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Quoted equity shares		
Equity shares at fair value through statement of profit and loss		
800 (March 31, 2023: 800) equity shares of ₹10 each fully paid up of Maruti Suzuki India Limited	10.19	6.73
Total	**10.19**	**6.73**
Aggregate amount of quoted investments	10.19	6.73
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in investments	-	-

12 TRADE RECEIVABLES

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Considered good - Secured.	-	-
Considered good - Unsecured *	4,362.31	4,159.76
That have an increase in Credit Risk that is significant	-	-
Credit Impaired	-	-
Total	**4,362.31**	**4,159.76**
Less: Impairment allowance	(33.76)	(85.97)
Trade receivables	**4,328.55**	**4,073.79**

* Includes receivables from related parties refer note 40.

The Company's exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 44.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix, The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

Trade receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
At March 31, 2024							
(i) Undisputed Trade receivables - considered good	3,026.25	1,169.55	80.32	79.35	6.84	-	**4,362.31**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**3,026.25**	**1,169.55**	**80.32**	**79.35**	**6.84**	**-**	**4,362.31**
Less: Allowance for credit losses							(33.76)
Trade receivables							**4,328.55**
At March 31, 2023							
(i) Undisputed Trade receivables - considered good	2,632.94	1,254.40	246.36	24.36	1.70	-	**4,159.76**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**2,632.94**	**1,254.40**	**246.36**	**24.36**	**1.70**	**-**	**4,159.76**
Less: Allowance for credit losses							(85.97)
Trade receivables							**4,073.79**

(a) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(b) For terms and conditions relating to related party receivables, refer Note 42.

(c) Trade receivables are non-interest bearing and are generally on terms of 15 to 120 days.

13 CASH AND CASH EQUIVALENTS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with banks		
On current accounts	448.49	350.32
Cash on hand	0.65	0.67
Total	**449.14**	**350.99**

14 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Bank deposits within 12 months maturity *	134.59	118.58
Total	**134.59**	**118.58**

* Includes certain deposits amounting to ₹ 37.51 mn as at March 31, 2024 (March 31, 2023: ₹ 40.45 mn) pledged against bank guarantees and letter of credits provided by the bank.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

15 LOANS (CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good , at amortised cost		
Loans to employees	21.63	29.63
Total	**21.63**	**29.63**

The Company has not granted any Loans or Advances in the nature of loans to Promoters, Directors, Key Management Personnel and the Related Parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.

16 OTHER FINANCIAL ASSETS (CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Unbilled revenue*	69.84	133.55
Others	8.03	35.58
Total	**77.87**	**169.13**

* Unbilled revenue includes revenue recognised in excess of invoicing towards price increases, where there is an unconditional right to receive consideration, and only act of invoicing is pending or tooling income where the Company has discharged its obligation and has an unconditional right to receive consideration for the work performed. The ageing of the unbilled is less 90 days as at March 31, 2024 and as at March 31, 2023.

17 OTHER CURRENT ASSETS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Duty drawback receivables	56.40	27.67
Advance to suppliers	164.45	110.91
Fund balance related to compensated absences and gratuity	122.87	2.16
Prepayments	71.75	84.67
Total	**415.47**	**225.41**

18 EQUITY SHARE CAPITAL

(Amount in ₹ mn)

(i) Particulars	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
Equity shares		
62,500,000 (March 31, 2023: 62,500,000) equity shares of ₹ 2 each (March 31, 2023: ₹ 2 each)	125.00	125.00
Total	**125.00**	**125.00**
Issued, subscribed and paid up share capital		
Equity shares		
53,615,150 (March 31, 2023: 52,929,540) equity shares of ₹ 2 each (March 31, 2023: ₹ 2 each)	107.23	105.86
Total	**107.23**	**105.86**

(ii) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
Number of shares outstanding at the beginning of the year	5,29,29,540	105.86	5,21,55,815	104.31
Add: Shares issued on exercise of employee stock options	6,85,610	1.37	7,73,725	1.55
Number of shares outstanding at the end of the year	**5,36,15,150**	**107.23**	**5,29,29,540**	**105.86**

(iii) Rights, preferences and restrictions attached to equity shares.

The Company has a single class of equity shares. Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the Shareholders' meeting. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive residual assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders or in line with the terms of the shareholders agreement as the case may be.

Promoters' contribution and lock-in: Pursuant to Regulations 14 of the SEBI ICDR Regulations, an aggregate of the 20% of the fully diluted Post-Offer Equity Share capital of the Company held by Promoters shall be locked in for a period of three years as minimum Promoters' contribution ("Minimum Promoters' Contribution") from the date of Allotment.

(iv) List of persons holding more than 5 percent shares in equity shares of the Company:

Name of the shareholder	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
S Sekhar Vasan	1,02,49,531	19.12%	1,02,49,531	19.36%
Client Ebene Limited	50,30,005	9.38%	95,54,842	18.05%
Axis Mutual Fund Trustee Limited	38,30,757	7.14%	30,37,875	5.74%
Kotak Small Cap Fund	34,93,612	6.52%	24,38,783	4.61%
Kotak Funds - India Midcap Fund	31,77,339	5.93%	9,74,406	1.84%
Unni Rajagopal K	28,45,549	5.31%	28,45,549	5.38%
F R Singhvi *	27,95,549	5.21%	27,95,549	5.28%

* Pursuant to the provisions of a memorandum of understanding executed between F R Singhvi and the Singhvi Family Shareholders, dated May 15, 2013, F R Singhvi is acting in trust in relation to 1,658,624 Equity Shares held by the Singhvi Family Shareholders.

(v) As at March 31, 2024, the Company has reserved 1,126,702 shares (March 31, 2023: 1,767,312 shares) for issuance towards outstanding employee stock option available for exercise. Refer note 42.

(vi) (a) There have been no shares allotted as fully paid up pursuant to contract without payment being received in cash during five years immediately preceding March 31, 2024, except with effect from July 27, 2018, on approval of shareholders, one equity share of ₹ 100 each was sub-divided into 50 equity shares of ₹ 2 each resulting into 3,237,000 number of shares. Subsequently, the Company had issued 43,699,500 bonus shares in the proportion of 27:2.

(b) There are no shares bought back during 5 years immediately preceding March 31, 2024.

(vii) Shareholding of Promoters in equity shares of the Company

March 31, 2024

Promoter name	Shares held by promoters at the end of the year		% Change in number of shares during the year
	No. of Shares	% of total shares	
S Sekhar Vasan	1,02,49,531	19.12%	0.00%
Unni Rajagopal K	28,45,549	5.31%	0.00%
D Devaraj	21,76,374	4.06%	0.00%
F R Singhvi *	27,95,549	5.21%	0.00%
D. Devaraj - HUF	6,69,175	1.25%	0.00%
P Singhvi charitable trust	46,000	0.09%	(8.00%)
Total	**1,87,82,178**	**35.04%**	

March 31, 2023

Promoter name	Shares held by promoters at the end of the year		% Change in number of shares during the year
	No. of Shares	% of total shares	
S Sekhar Vasan	1,02,49,531	19.36%	0.00%
Unni Rajagopal K	28,45,549	5.38%	0.00%
D Devaraj	21,76,374	4.11%	0.00%
F R Singhvi *	27,95,549	5.28%	0.00%
D. Devaraj - HUF	6,69,175	1.26%	0.00%
P Singhvi charitable trust	50,000	0.09%	0.00%
Total	**1,87,86,178**	**35.48%**	

The promoters of the Company are S Sekhar Vasan, F R Singhvi, Unni Rajagopal K and D Devaraj. Promoters' contribution and lock-in: Pursuant to Regulations 14 of the SEBI ICDR Regulations, an aggregate of the 20% of the fully diluted post-Offer Equity Share capital of the Company held by Promoters shall be locked in for a period of three years as minimum Promoters' contribution ("Minimum Promoters' Contribution") from the date of Allotment on September 21, 2021.

19 OTHER EQUITY

Summary of other equity balances*

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Reserves and surplus		
Capital redemption reserve	0.55	0.55
Capital reserve	8.00	8.00
Securities premium	1,675.30	1,565.44
General reserve	138.55	135.51
Retained earnings	11,565.65	9,812.17
Share options outstanding reserve	159.43	195.73
Total	**13,547.48**	**11,717.40**

* Refer statement of changes in equity for detailed movement in other equity balances.

Nature and purpose of other equity:

Capital redemption reserve

The capital redemption reserve is created out of undistributed profits for purchase of its own shares.

Capital reserve

Capital reserve of ₹ 2.39 mn refers to the subsidy received from the Government of Karnataka, Department of Industries and Commerce in the year 1999. This subsidy was received as the Company was a small scale industry in that particular year. It further includes ₹ 5.61 mn as share of pre-acquisition profit of a subsidiary at the time of acquisition by the Company accounted as capital reserve.

Securities premium

Securities premium account comprises premium on issue of shares. The reserve is utilised in accordance with specific provision of the Companies Act, 2013.

General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to standalone statement of profit and loss.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to investors.

Share options outstanding account

The fair value of the equity-settled share based payment transactions with employees is recognised in the standalone statement of profit and loss with corresponding credit to share options outstanding account.

20 BORROWINGS (NON-CURRENT)

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Secured at amortised cost		
Term loans from banks	2,164.73	2,327.26
Term loans from other financial institutions	-	48.63
Total	**2,164.73**	**2,375.89**

The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Repayment and interest terms

Term loans from banks:

(Amount in ₹ mn)

Repayment and interest terms	Name of the Lender	Security	As at 31 March 2024	As at 31 March 2023
Repayable in 18 equal quarterly instalments of ₹ 13.89 mn per quarter starting from January 2019 and to be settled by July 2023. Loan carries interest rate of 7.95% p.a. - 8.4% p.a.	HSBC	Secured by first pari-passu charge on entire plant and machinery, both present and future, certain properties (land and buildings) and secured by second pari-passu charge on current assets, both present and future.	-	19.44
Repayable in 20 equal quarterly instalments of ₹ 21 mn per quarter starting from March 2019 and to be settled by August 2023. The loan carries interest rate of 8.95% p.a.	HDFC Bank	Secured by first pari-passu charge on movable fixed assets, certain immovable fixed assets (land and buildings) and secured by second pari-passu charge on current assets, viz. inventories and receivables, both present and future.	-	42.00
Repayable in 20 equal quarterly instalments of ₹ 20 mn per quarter starting from September 2019 and to be settled by June 2024. The loan carries a interest rate of 8.43% p.a.			20.00	100.00
Repayable in 20 equal quarterly instalments of ₹ 25 mn per quarter starting from January 2021 and to be settled by October 2025. The loan carries a interest rate of 8.93% p.a.			175.00	275.00
Repayable in 20 equal quarterly instalments of ₹ 39.28 mn till October 2025 and ₹ 25 mn per quarter thereon starting from Jun 2023 and to be settled by Mar 2028. The loan carries a interest rate of 8.43%			500.00	657.14
Repayable in 54 equal monthly instalments of ₹ 45 mn starting from Dec 2024 and to be settled by Sep 2029. The loan carries a interest rate of 8.24% p.a.			900.00	-
Repayable in 16 equal quartely instalments of ₹ 62.50 mn starting from October 2021 and to be settled by July 2025. The loan carries a interest rate of 9.20% p.a.	Axis Bank	Secured by first pari-passu charge on entire movable fixed assets, both present and future, certain immovable properties and secured by second pari-passu charge on entire current assets, both present and future.	373.32	623.33

(Amount in ₹ mn)

Repayment and interest terms	Name of the Lender	Security	As at 31 March 2024	As at 31 March 2023
Repayable in 54 equal monthly instalments of ₹ 18.5 mn starting from Aug 2022 and to be settled by Jan 2027. The loan carries a interest rate of 8.30% p.a.	State Bank of India	Secured by first pari-passu charge on entire movable fixed assets, certain immovable properties and secured by second pari-passu charge on entire current assets, including inventories and receivables, both present and future.	628.68	851.94
Repayable in 54 equal monthly instalments of ₹ 18.5 mn starting from Mar 2023 and to be settled by Jan 2027. The loan carries a interest rate of 8.35% p.a.			628.87	851.00
Total			**3,225.87**	**3,419.85**
Less: Current maturities (Refer note 23)			(1061.14)	(1092.59)
Non-current			**2,164.73**	**2,327.26**

Term loans from other financial institutions:

(Amount in ₹ mn)

Repayment and interest terms	Name of the Lender	Security	As at 31 March 2024	As at 31 March 2023
Repayable in 54 equal monthly instalments of ₹ 6.72 mn starting from April 2019 and to be settled by September 2023. The loan carries interest rate of 8.9% p.a.	Bajaj Finance Limited	Secured by first pari-passu charge on entire movable fixed assets, certain immovable properties and secured by second pari-passu charge on current assets, both present and future.	-	39.84
Repayable in 48 equal monthly instalments of ₹ 4.88 mn starting from February 2021 and to be settled by January 2025. The loan carries interest rate of 9.15% p.a.			48.82	100.35
Total			**48.82**	**140.19**
Less: Current maturities (Refer note 23)			(48.82)	(91.56)
Non-current			**-**	**48.63**

Bank loans contain certain debt covenants relating to limitation on indebtedness, debt-equity ratio, net Borrowings to EBITDA ratio and debt service coverage ratio. The limitation on indebtedness covenant gets suspended if the Company meets certain prescribed criteria. The debt covenant related to limitation on indebtedness remained suspended as of the date of the authorisation of the financial statements. The Company has satisfied all other debt covenants prescribed in the terms of bank loan for the outstanding balances as on March 2024.

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

21 DEFERRED TAX LIABILITIES (NET)

(Amount in ₹ mn)

Particulars		As at 31 March 2024	As at 31 March 2023
Deferred tax assets			
Provision for employee benefits		8.62	4.28
Security deposit		3.14	3.14
Allowance for credit losses		8.49	21.64
Derivative contracts at fair value		5.49	3.11
Right-of-use assets, net of lease liabilities (Ind AS 116)		2.45	11.43
Deductions allowed on payment basis		71.39	2.63
Total	**(a)**	**99.58**	**46.23**
Deferred tax liabilities			
Property, plant and equipment		759.50	708.85
On fair valuation of quoted investments		2.56	1.69
Others		0.81	0.81
Total	**(b)**	**762.87**	**711.35**
Deferred tax liabilities (net)	**(c) = (b)-(a)**	**663.29**	**665.12**

22 OTHER NON-CURRENT LIABILITIES

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Deferred government grant	497.18	487.40
Total	**497.18**	**487.40**

Movement in deferred government grant (Current and Non-current)

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Opening balance	543.88	563.92
Add: Grants received during the year	68.37	35.27
Less: Income recognised in the standalone statement of profit and loss	(58.89)	(55.31)
Closing balance	**553.36**	**543.88**
Less: Amounts expected to be recognised in the next 12 months (Refer note 26) - current	(56.18)	(56.48)
Net Closing balance, non-current	**497.18**	**487.40**

The Government grant related to property, plant and equipment is recognised as income over the useful life, in proportion to the depreciation of the related asset under note 29 - Other income.

23 BORROWINGS (CURRENT)

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Cash credit	25.05	31.70
Working capital loan	1,203.65	955.32
Packing credit	2,499.80	1,706.04
Current maturities of long-term debt (refer note 20)	1,109.97	1,184.15
Total	**4,838.47**	**3,877.21**

Cash credit, working capital loan, packing credit loan from banks and others amounting to ₹ 3,728.50 mn as at March 31, 2024 (March 31, 2023: ₹ 2,693.06 mn) are secured by hypothecation of current assets, movable fixed assets and certain immovable properties of the Company.

Working capital loan carries interest rate ranging from 8.14% p.a. to 9.10% p.a., Cash credit carries interest rate ranging from 6.47% p.a. to 8.55% p.a. and Packing credit carries interest rate ranging from 5.85% p.a. to 6.60% p.a.

The quarterly statements of current assets filed with the banks against the borrowings obtained by the Company are in agreement with the unaudited books of accounts except in certain cases where the Company is in the process of filing of the revised return.

24 TRADE PAYABLES

(Amount in ₹ millions)

Particulars	As at 31 March 2024	As at 31 March 2023
Total outstanding dues of micro enterprises and small enterprises (Refer note 47)	310.97	202.13
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,744.40	2,166.80
Total	**3,055.37**	**2,368.93**

The Company's exposure to currency and liquidity risk related to trade payables are disclosed in note 44.

Trade Payables ageing schedule

Particulars	Accrued	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2024							
Micro, small and medium enterprises - Undisputed	-	241.44	62.00	7.53	-	-	310.97
Others - Undisputed	580.13	1,665.53	495.95	2.65	0.14	-	2,744.40
Total	**580.13**	**1,906.97**	**557.95**	**10.18**	**0.14**	**-**	**3,055.37**
As at March 31, 2023							
Micro, small and medium enterprises - Undisputed	-	135.59	66.53	0.01	-	-	202.13
Others - Undisputed	423.60	919.72	820.89	1.97	0.05	0.57	2,166.80
Total	**423.60**	**1,055.31**	**887.42**	**1.98**	**0.05**	**0.57**	**2,368.93**

Trade payables principally comprise amounts outstanding for trade purchases. The average credit period taken for trade purchases is 45 days (excluding the reverse factoring arrangements) and 30 days (including reverse factoring arrangements). For most suppliers, no interest is charged on the trade payables for the first 45 days from the date of the invoice.

25 OTHER CURRENT FINANCIAL LIABILITIES

(Amount in ₹ millions)

Particulars	As at 31 March 2024	As at 31 March 2023
Interest accrued	9.32	13.82
Capital creditors *	233.46	148.26
Derivative contracts at fair value	2.89	12.35
Total	**245.67**	**174.43**

* Capital creditors include dues to micro and small enterprises of ₹ 65.31 mn (March 31, 2023: ₹ 61.20 mn) (Refer note 47).

26 OTHER CURRENT LIABILITIES

(Amount in ₹ millions)

Particulars	As at 31 March 2024	As at 31 March 2023
Advance from customers	138.93	129.76
Statutory liabilities	66.23	49.95
Balances payable to government authorities	1.20	107.56
Deferred government grant	56.18	56.48
Total	**262.54**	**343.75**

27 PROVISIONS (CURRENT)

(Amount in ₹ millions)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits		
Provision for gratuity (Refer note 41)	-	19.18
Provision for disputed dues #	8.85	-
Total	**8.85**	**19.18**

Provision for disputed dues #

(Amount in ₹ millions)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Balance at the beginning of the year	-	-
Provisions made during the year	8.85	-
Provision at the end of the year	**8.85**	**-**

28 REVENUE FROM OPERATIONS

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of products	23,889.00	19,427.43
Sale of services	29.70	29.33
Sub-total	**23,918.70**	**19,456.76**
Other operating revenues:		
Scrap sales	1,188.38	1,163.44
Tooling income	158.21	181.38
Export incentive benefit	143.72	99.37
Income from government grants	58.89	55.31
Sale of child parts	14.05	35.43
Total	**25,481.95**	**20,991.69**

A. Disaggregation of revenue from contracts with customers

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of products		
India	17,240.24	14,706.06
Europe	3,273.20	2,407.51
USA	2,571.36	1,530.62
Other foreign countries	804.20	783.24
Sub-total	**23,889.00**	**19,427.43**
Sale of services		
India	29.70	29.33
Scrap sales		
India	1,188.38	1,163.44
Tooling income		
India	16.45	63.18
Europe	87.96	105.67
USA	46.07	9.31
Other foreign countries	7.73	3.22
Sub-total	**158.21**	**181.38**
Sale of child parts		
India	4.09	28.53
Europe	9.58	6.90
USA	0.38	-
Sub-total	**14.05**	**35.43**
India	18,478.86	15,990.54
Europe	3,370.74	2,520.08
USA	2,617.81	1,539.93
Other foreign countries	811.93	786.46
Total revenue from contract with customers	**25,279.34**	**20,837.01**

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

B. Reconciling the amount of revenue recognised with contract and total revenue:

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Total revenue from contract with customers	25,279.34	20,837.01
Adjustments:		
Other operating revenues:		
Income from government grants	58.89	55.31
Export incentive benefit	143.72	99.37
Total	**25,481.95**	**20,991.69**

C. Timing of revenue recognition

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Goods transferred at a point in time	25,091.43	20,626.30
Service transferred at a point in time	187.91	210.71
Total revenue from contract with customers	**25,279.34**	**20,837.01**

D. Contract balances

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables	4,328.55	4,073.79
Contract assets (Unbilled revenue)	69.84	133.55
Contract liabilities (Advance from customers)	138.93	129.76

E. The Company's revenue from its major products are as follows:

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Connecting rods	9,189.67	**6,979.93**
Crank shaft assembly	4,160.05	3,859.24
Rocker arms	4,082.59	3,510.11
Others*	6,456.69	5,078.15
Total revenue from sale of products	**23,889.00**	**19,427.43**

Revenue from sale of products from top three customers of the Company, who individually exceed 10% of total sales, is 39.60% (as at March 31, 2023 - three customers is 43.40%).

F. Contract liabilities

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	129.76	56.83
Revenue recognised during the year	(129.76)	(56.83)
Contract liabilities recognised during the year*	138.93	129.76
Balance at the end of the year	**138.93**	**129.76**

*Contract liabilities include advances received from customer towards supplies.

29 OTHER INCOME

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income on bank deposits	11.77	11.26
Fair value gain on financial instruments at fair value profit or loss	3.45	0.76
Gain on disposal of property, plant and equipments, net and capital work in progess	3.07	6.12
Gain on foreign currency transactions, net	0.39	74.33
Share of profit from investment in Limited Liability Partnership (LLP)	2.92	-
Others	-	4.09
Total	**21.60**	**96.56**

30 COST OF MATERIALS CONSUMED

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Raw materials at the beginning of the year	973.69	734.10
Add: Purchases	11,446.74	9,987.49
Less: Raw materials at the end of the year	1,065.38	973.69
Total	**11,355.05**	**9,747.90**

31 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance		
Finished goods	817.92	442.97
Work in progress	1,234.59	948.40
Total	**2,052.51**	**1,391.37**
Closing balance		
Finished goods	1,021.73	817.92
Work in progress	1,309.00	1,234.59
Total	**2,330.73**	**2,052.51**
Changes in inventories of finished goods and work in progress	**(278.22)**	**(661.14)**

32 EMPLOYEE BENEFITS EXPENSE

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries and wages	2,534.85	2,073.42
Contribution to provident and other funds (Refer note 41)	230.59	203.43
Share-based payment to employees (Refer note 42)	44.90	58.73
Staff welfare expenses	425.43	345.04
Total	**3,235.77**	**2,680.62**

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33 FINANCE COSTS

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on		
- Banks and Financial institution borrowings	531.50	435.67
- Others	91.45	36.64
Exchange differences regarded as an adjustment to borrowing costs	-	11.37
Interest on obligations under lease	21.71	25.36
Total	**644.66**	**509.04**

34 DEPRECIATION AND AMORTISATION EXPENSES

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of property, plant and equipment	1,244.69	1,085.10
Depreciation of right-of-use assets	46.98	46.53
Amortisation of intangible assets	6.78	4.69
Total	**1,298.45**	**1,136.32**

35 OTHER EXPENSES

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Contract labour charges	1,351.27	1,067.64
Conversion charges	937.09	741.74
Consumption of stores and spares	2,265.94	1,945.12
Power and fuel	1,064.03	879.48
Freight outward	250.35	237.09
Legal and professional (Refer note 38 and note 40)	127.74	103.76
Rates and taxes	19.98	48.66
Repairs and maintenance		
Buildings	212.57	189.69
Computers	90.02	66.87
Vehicles	48.46	36.72
Rent	2.17	4.76
Traveling and conveyance	87.60	73.19
Insurance	53.90	44.38
Printing and stationery	17.46	10.32
Communication expenses	6.54	5.78
Security charges	66.78	58.06
Selling and advertisement	11.51	7.99
Corporate social responsibility (Refer note 48)	34.45	27.56
Bank charges	16.99	24.36
Allowance for credit losses	(52.22)	58.77
Warehouse and Segregation Charges	54.82	10.45
Miscellaneous	17.19	6.81
Total	**6,684.64**	**5,649.20**

36 EARNINGS PER SHARE (EPS)

Basic earnings per share is calculated by dividing the profit for the year available to the shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is calculated by dividing the profit for the year available to the shareholders of the Company by the weighted average number of equity shares outstanding during the year, after adjustment for the effects of all dilutive potential equity shares. The details are as follows:

(Amount in ₹ mn except no. of shares)

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
Profit available to shareholders for calculation of basic and diluted earnings per share	A	1,899.60	1,502.00
Nominal value of equity shares (₹ per share)		2.00	2.00
Weighted average number of equity shares for calculation of basic earnings per share	B	5,33,31,084	5,27,01,825
Basic earnings per share (in ₹)	**A/B**	**35.62**	**28.50**
Weighted average number of equity shares for calculation of diluted earnings per share	C	5,39,95,844	5,37,98,745
Diluted earnings per share (in ₹)	**A/C**	**35.18**	**27.92**

Computation of weighted average number of shares

(Amount in ₹ mn except no. of shares)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Weighted average number of equity shares	5,29,29,540	5,21,55,815
Weighted average number of Shares issued under Employee Stock Options	4,01,544	5,46,010
Weighted average number of equity shares for calculation of basic earnings per share	**5,33,31,084**	**5,27,01,825**
Add: Impact of potentially dilutive equity shares:		
Weighted average number of Shares issued under Employee Stock Options	6,64,760	10,96,920
Weighted average number of equity shares for calculation of diluted earnings per share	**5,39,95,844**	**5,37,98,745**

37 CONTINGENT LIABILITIES AND COMMITMENTS *(TO THE EXTENT NOT PROVIDED FOR)*

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Contingent liabilities #		
Claims against the Company not acknowledged as debts:		
Excise duty, entry tax, service tax and goods and service tax matters (Refer note A(i) and A(ii) below)	48.39	33.82
Income tax matters (Refer note A(iii))	57.14	44.18
Customer claims **	63.80	67.17
Corporate guarantee for credit facility (Refer note B)	242.25	309.30
Other matters @@	22.07	20.00
Commitments ##		
Estimated amount of contracts remaining to be executed on capital account and not provided for	924.95	515.24
Investment in MMRFIC Technology Private Limited (MMRFIC)	-	200.00

Note A: Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash flows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for wherever required and disclosed as contingent liabilities where applicable, in these standalone financial statements. The Company does not expect the outcomes of these proceedings to have a materially adverse effect on its financial position.

(i) Relating to demand for service tax on labour charges, refund granted on service tax paid under reverse charge mechanism (RCM), disallowance of Excise duty rebate etc.,

(ii) Relating to demand raised by GST authorities on mismatch of GSTR 3B and GSTR 2A.

(iii) Relating to disallowance of certain expenses, additional depreciation and non-consideration of MAT (Minimum Alternate Tax) credit.

** The Company supplied Shifter Forks to American Axle (AAM). American Axle reported failure of the product Shifter Fork and filed a suit with South Carolina Civil Court. The Company appointed a legal firm to handle the civil suit. Following the unsuccessful negotiations with AAM's counsel, the Company has filed a new motion with the Court requesting to dismiss the lawsuit in entirety because AAM had failed to comply with the contractual terms. Company, further requested the Court to hold all proceedings in abeyance until the ruling on the request to dismiss the suit in entirety comes through. Court entered an order staying all proceedings until such time as the Court can rule on motion.The management is confident of a favorable outcome and expects the settlement to be not exceeding the amount provided for (₹15 mn).

Note B: The Company has proposed to provide corporate guarantee/standby letter of credit for the Credit facilities of EURO 5 mn (March 31, 2023 - Euro 5 mn) equivalent to maximum amount approx ₹ 400 mn, granted to Sansera Sweden AB by the Citi bank NA.

The Honourable Supreme Court of India, in the month of February 2019 had passed a judgement relating to definition of wages under the Provident Fund Act, 1952. The Management is of the view that there are interpretative challenges on the application of the judgement retrospectively. Based on the legal advice and in the absence of reliable measurement of the provision for earlier periods, the Company has made a provision of ₹ 0.58 mn for provident fund contribution pursuant to the judgement in the year 2018-19 from the date of Order of the Honourable Supreme Court of India. The Company will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Company does not expect any material impact of the same.

As disclosed in note 4.b, the Company has invested in Clean Max Vega Power LLP (i.e., power producer) and entered into an energy supply agreement for a period of 25 years with lock in period of 5 years. Pursuant to such energy supply agreement, the Company has committed to purchase atleast 51% of the total power produced by the power producer.

@@ The Karnataka State Pollution Control Board ("KSPCB") issued a demand order dated February 17, 2020 ("Demand Order") to the Company, demanding an amount of ₹ 10.00 mn on the grounds that Plant 12 was not compliant with the provisions of the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981 and rules framed under Environment (Protection) Act, 1986 in relation to noise pollution and LPG storage. Our Company filed a reply dated February 27, 2020 refuting all allegations made pursuant to the Demand Order specifying that the Company is in compliance with all pollution regulations and laws and requesting for an opportunity to be heard in person. KSPCB reassessed the compensation calculation notice dated July 13, 2023 to pay the revised compensation of ₹ 12.07 mn instead of ₹ 10.00 mn. The Company has submitted a reply to KSPCB dated August 22, 2023. This matter is currently pending.

The Uttarakhand Pollution Control Board ("UKPCB") issued a demand order dated March 12, 2020 ("Demand Order") to the Company, demanding an amount of ₹ 10.00 mn on the grounds that Plant 6 was not compliant with regulations in relation to discharge of pollutants, issued by the UKPCB and the order of the National Green Tribunal dated November 14, 2019 ("NGT Order"). The Company filed a writ petition dated May 15, 2020 ("Writ Petition") before the High Court of Uttarakhand to quash the Demand Order. The High Court of Uttarakhand pursuant to order dated May 18, 2020 read with order dated July 06, 2020 noted that the NGT Order has been stayed by the Supreme Court of India, and stayed recovery of the compensation demanded pursuant to the Demand Order until the Supreme Court of India completes adjudication in the matter related to the NGT Order. Further, the High Court of Uttarakhand has directed the Company to apprise the UKPCB of all measure undertaken to control pollutions. Hon'ble Supreme Court have vacated the stay in February 2022. Consequently, Uttarakhand Pollution Control Board is expected to issue fresh notice of recovery of Environment Compensation.

The Company does not have any other material commitments.

38 AUDITOR'S REMUNERATION (INCLUDED IN LEGAL AND PROFESSIONAL, NET OF TAXES)

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Statutory audit fees	3.60	3.40
Limited review fees	2.70	2.40
Tax audit fees	0.30	0.30
Certifications	0.10	0.58
Reimbursement of expenses	0.29	0.30
Total	**6.99**	**6.98**

39 TAX EXPENSE

A. Amounts recognised in standalone statement of profit and loss

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax (a)		
Current year	656.56	451.27
Adjustment of tax relating to earlier years	4.57	16.83
Deferred tax (b)		
Attributable to -		
Origination and reversal of temporary differences	2.47	56.21
Income tax expense reported in the standalone statement of profit and loss (a+b)	**663.60**	**524.31**
Amounts recognised in other comprehensive income		
Deferred taxes		
Remeasurements of the defined benefit plans	(4.30)	(6.09)
Income tax reported in other comprehensive income	**(4.30)**	**(6.09)**
B. Bifurcation of the income tax recognised in other comprehensive income into		
Items that will not be reclassified to profit or loss	(4.30)	(6.09)
Items that will be reclassified to profit or loss	-	-
Total	**(4.30)**	**(6.09)**

C. Reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarised below:

	31 March 2024	31 March 2023
Profit before tax	**2,563.20**	**2,026.31**
At the effective income tax rate	25.17%	25.17%
Computed expected tax expense	645.16	510.02
Tax effect of:		
Non-deductible expenses	13.93	9.28
Prior year tax	4.57	16.83
Others	(0.06)	(11.82)
Income tax expense	**663.60**	**524.31**

D. Movement in temporary differences

Particulars	Balance as at April 01, 2023 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2023-24	Recognised in OCI during 2023-24	Balance as at March 31, 2024 Net deferred tax asset/ (liabilities)
Property, plant and equipment	(708.85)	(50.65)	-	(759.50)
Provision for employee benefits	4.28	0.04	4.30	8.62
Security deposit	3.14	-	-	3.14
Allowance for credit losses	21.64	(13.15)	-	8.49
Right-of-use assets, net of lease liabilities (Ind AS 116)	11.43	(8.98)	-	2.45
On fair valuation of quoted investments	(1.69)	(0.87)	-	(2.56)
Derivative contracts at fair value	3.11	2.38	-	5.49
Deductions allowed on payment basis	-	71.39	-	71.39
Others	1.82	(2.63)	-	(0.81)
Total	**(665.12)**	**(2.47)**	**4.30**	**(663.29)**

Particulars	Balance as at April 01, 2022 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2022-23	Recognised in OCI during 2022-23	Balance as at March 31, 2023 Net deferred tax asset/ (liabilities)
Property, plant and equipment	(665.52)	(43.33)	-	(708.85)
Provision for employee benefits	40.63	(42.44)	6.09	4.28
Security deposit	3.73	(0.59)	-	3.14
Allowance for credit losses	6.85	14.79	-	21.64
Right-of-use assets, net of lease liabilities (Ind AS 116)	9.84	1.59	-	11.43
On fair valuation of quoted investments	(1.50)	(0.19)	-	(1.69)
Derivative contracts at fair value	(11.62)	14.73	-	3.11
Others	2.59	(0.77)	-	1.82
Total	**(615.00)**	**(56.21)**	**6.09**	**(665.12)**

(1) Deferred tax assets and liabilities are offset when there is legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax and liabilities on net basis.

(2) There is no income surrendered or disclosed as income during the current or previous year in the tax assessment under Income tax Act, 1961, that has not been recorded in Books of accounts.

40 RELATED PARTIES DISCLOSURES

A. Significant Shareholders

Client Ebene Limited

S Sekhar Vasan

B. Subsidiary companies

Fitwel Tools and Forgings Private Limited

Sansera Engineering Pvt. Ltd., Mauritius

Sansera Sweden AB

C. Associate company

MMRFIC Technology Private Limited (w.e.f August 18, 2023)

D. Trust in which the Director is a trustee

Sansera Foundation

E. Key managerial personnel

S Sekhar Vasan - Chairman and Managing Director

F R Singhvi - Joint Managing Director

B R Preetham - Executive Director and Chief Executive Officer

Vikas Goel - Chief Financial Officer

Rajesh Kumar Modi - Company Secretary and Compliance officer

Muthuswamy Lakshminarayan - Independent Director

Revathy Ashok - Independent Director

Samir Purushottam Inamdar- Independent Director

F. Close members of key managerial personnel's family

Lalitha Singhvi

Praveen Singhvi

Lata Singhvi

Jayaraj Singhvi

Tara Singhvi

Indira Singhvi

G. Entity controlled by close members of key managerial personnel's family

Eff N'Bee Hospitality Private Limited

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H. The following is the summary of related party transactions:

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expenditure towards Corporate Social Responsibility (CSR)		
Sansera Foundation	34.45	27.50
Sale of raw materials		
Fitwel Tools and Forgings Private Limited	9.18	2.97
Purchase of raw materials		
Fitwel Tools and Forgings Private Limited	-	0.11
Purchase of services		
Fitwel Tools and Forgings Private Limited	5.53	2.19
Purchase of products		
Fitwel Tools and Forgings Private Limited	699.12	596.66
Staff welfware cost		
Eff N'Bee Hospitality Private Limited	1.32	0.21
Purchase of Property, Plant and Equipment		
Fitwel Tools and Forgings Private Limited	-	7.12
Sale of Capital work-in-progess		
Sansera Sweden AB	-	24.23
Purchase of tools		
Fitwel Tools and Forgings Private Limited	2.71	-
Sale of tools		
Sansera Sweden AB	8.26	6.90
Reimbursement of expenses (received)		
Sansera Sweden AB	1.97	-
Employee stock option Cost		
Fitwel Tools and Forgings Private Limited	1.21	2.03
Investment in associate		
MMRFIC Technology Private Limited	200.00	-
IPO expenses incurred (reimbursed by the shareholders) #		
S. Sekhar Vasan	-	4.24
F R Singhvi	-	0.41
Lalitha Singhvi	-	0.13
Praveen Singhvi	-	0.13
Lata Singhvi	-	0.13
Jayaraj Singhvi	-	0.13
Tara Singhvi	-	0.13
Indira Singhvi	-	0.13

Unni Rajagopal K	-	1.18
Devappa Devaraj	-	1.18
Client Ebene Limited	-	17.77
CVCIGP II Employee Ebene Limited	-	9.95
Managerial Remuneration *		
S Sekhar Vasan	24.89	14.89
F R Singhvi	24.89	14.89
B R Preetham	21.72	16.94
Vikas Goel	16.99	16.54
Rajesh Kumar Modi	5.07	4.35
Sale of Property, Plant and Equipment		
S Sekhar Vasan	2.45	-
B R Preetham	0.40	-
Eff N'Bee Hospitality Private Limited	1.85	1.84
Legal and Professional Charges - Fixed Commission		
Muthuswamy Lakshminarayan	1.50	1.20
Revathy Ashok	1.50	1.20
Samir Purushottam Inamdar	2.40	1.00
Bilaine Sylvain	-	0.46
Legal and Professional Charges - Sitting fees		
Muthuswamy Lakshminarayan	0.76	0.26
Revathy Ashok	0.78	0.25
Samir Purushottam Inamdar	0.38	0.16
Reimbursement of expenses		
Samir Purushottam Inamdar	0.37	-
Trade payables		
Fitwel Tools and Forgings Private Limited	4.91	2.50
Eff N'Bee Hospitality Private Limited	0.70	0.13
Trade receivables		
Sansera Sweden AB	-	6.50
Corporate guarantee for credit facility		
Sansera Sweden AB**	242.25	309.30
Payable to Directors		
S. Sekhar Vasan	12.85	12.85

*Excludes contribution to employee retirement/post retirement and other employee benefits which are based on actuarial valuation done on an overall Company basis. Also excludes cost pertaining to ESOP's given to the employees as a part of the ESOP scheme.

** Represents the amount utilised by Sansera Sweden AB against the corporate guaratee proposed to be provided/ provided by the Company.

*** The Company has undertaken to provide necessary financial support in the form of letter of comfort to its subsidiary 'Fitwel Tools and Forgings Private Limited' to enable it to obtain borrowing facility from respective banks.

Terms and conditions:

All transactions with related parties are unsecured.

41 EMPLOYEE BENEFIT PLANS

A Defined contribution plan

The Company has defined contribution plan. Contributions are made to the Provident fund for employees at the specified rate of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

(Amount in ₹ mn)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Employer contribution to Provident fund, including admin charges	97.97	90.69
Employer contribution to Employee state insurance scheme	19.37	17.21
Employer contribution to Labour Welfare fund	0.24	0.22

B Defined benefit plans - Gratuity

The Company sponsors funded defined benefit plans for qualifying employees. The defined benefit plans are administered by a separate Fund that is legally separated from the entity. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement (Age of 58 years) or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the Fund.

The following table sets out the status of the gratuity plan as required under Ind AS 19 “Employee benefits”:

a) Reconciliation of present value of defined benefit obligations

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Defined benefit obligations at the beginning of the year	410.27	340.60
Current service cost	37.47	28.23
Interest Expense	30.84	24.51
Benefits paid	(7.85)	(6.86)
Actuarial (gains) / losses recognised in Other Comprehensive Income:		
Changes in financial assumptions	12.34	(11.05)
Experience adjustments	10.16	34.84
Defined benefit obligations at the end of the year	**493.23**	**410.27**

b) Reconciliation of present value of plan assets

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Plan assets at the beginning of the year	391.09	259.69
Interest income	29.39	18.68
Contributions paid into the plan	135.00	120.00
Return on plan assets recognised in other comprehensive income	5.40	(0.42)
Benefits paid	(7.85)	(6.86)
Plan assets at the end of the year	**553.03**	**391.09**

Actual return on plan assets

Return on plan assets: The long term estimate of the expected rate of return on plan assets has been arrived at based on prevailing yields on those assets. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching government bonds.

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Net defined benefit (Assets) / liability (a-b)	**(59.80)**	**19.18**
Non-current	-	-
Current	(59.80)	19.18
Total	**(59.80)**	**19.18**

c) Expenses recognised in the standalone statement of profit and loss

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Current service cost	37.47	28.23
Interest expense	30.84	24.51
Interest income	(29.39)	(18.68)
Total	**38.92**	**34.06**

d) Remeasurements recognised in Other Comprehensive Income (OCI)

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Actuarial (gain)/loss on account of experience adjustments	10.16	34.84
Actuarial (gain)/loss arising from change in financial assumptions	12.34	(11.05)
Return on plan assets recognised in other comprehensive income	(5.40)	0.42
Total	**17.10**	**24.21**
Total cost recognised in the standalone statement of profit and loss, including other comprehensive income (c+d)	**56.02**	**58.27**

e) Actuarial assumptions

The following table sets out the status of the Gratuity scheme and the amount recognised in the financial statements as per the Actuarial Valuation done by an Independent Actuary. These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.
Interest risk	The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.
Liquidity risk	This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availabilty of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.
Salary risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liabilty.

In respect of the above plans, the most recent actuarial valuation of the present value of the defined benefit obligation were carried out as at March 31, 2024 by an independent member firm of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The principal assumptions used for the purpose of the actuarial valuations were as follows:

(Amount in ₹ mn)

Particulars	**As at 31 March 2024**	**As at 31 March 2023**
Discount rate	7.20%	7.50%
Salary increase*	5.00%	5.00%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
Retirement age	58 years	58 years
Withdrawal rate	4.00%	4.00%

* The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

f) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	**For the year ended 31 March 2024**		**For the year ended 31 March 2023**	
	Increase	**Decrease**	**Increase**	**Decrease**
Discount rate (1% movement)	453.76	(538.34)	376.38	(449.09)
Future salary growth (1% movement)	538.89	(452.62)	449.68	(375.31)
Withdrawal rate (1% movement)	499.11	(486.71)	416.40	(403.48)
Mortality Rate (1% movement)	493.44	(493.02)	410.48	(410.06)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The expected future contribution and estimated future benefit payments from the fund are as follows:

(Amount in ₹ mn)

Expected cash flows over the next (valued on undiscounted basis):	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**
1 year	42.79	31.76
2 to 5 years	162.70	126.36
6 to 10 years	222.23	196.68
More than 10 years	561.45	536.41

g) Asset liability matching strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity liability occurring during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

h) The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

B Defined benefit plans - Compensated absences

(Amount in ₹ mn)

Net defined benefit (Assets) / liability	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**
Current	(63.07)	(2.16)
Total	**(63.07)**	**(2.16)**
Expense recognised in the statement of profit and loss	74.09	37.31

The actuarial valuation of compensated absences has been carried out using projected unit credit method based on assumptions given in respect of gratuity valuation.

42 EMPLOYEE STOCK OPTIONS

The Company has share option schemes for the permanent employees of the Company and its subsidiaries. In accordance with the terms of the plan, as approved by shareholders, permanent employees may be granted options to purchase equity shares.

Each employee share option converts into one equity share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry as per ESOP Schemes.

(a) Sansera Employee Stock Option Plan 2015

On March 12, 2015, the Board of Directors of the Company approved "Sansera Employee Stock Option Plan 2015" ("the Plan") for grant of stock options to the employees of the Company and its subsidiaries which was further ratified by the shareholders on April 13, 2015. Further, the ESOP 2015 has been amended pursuant to resolutions passed by the Shareholders on August 03, 2018, June 02, 2021 and August 31, 2021, respectively. The vested options can be exercised by the option holder and the shares can be allotted by the Board/Committee as specified in the Plan. The plans are as follows:

Program 1: Key management group

Options under this program are granted to certain employees at an exercise price of ₹ 0.14 per option. All the stock options under this program are completely vested.

The following reconciles the outstanding share options granted under employee share option plan at beginning and at the end of financial year:

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	5,73,775	0.14	9,98,775	0.14
Granted during the year	-	-	-	-
Exercised during the year	4,50,475	0.14	4,25,000	0.14
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	**1,23,300**	**0.14**	**5,73,775**	**0.14**
Vested at the end of the year	**1,23,300**	**0.14**	**5,73,775**	**0.14**
Exercisable at the end of the year	**1,23,300**	**0.14**	**5,73,775**	**0.14**

Program 2: Certain identified employees

Options under this program are granted to certain employees at an exercise price of ₹ 135.20 per option. Stock options issued carries different vesting periods, it ranges from 25 to 100 percent vesting of total options granted by the end of every one year from the grant date. All stock options shall be fully vested by the end of 4 years from the grant date.

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	3,85,210	135.20	7,33,935	135.20
Granted during the year	-	-	-	-
Exercised during the year	2,35,135	135.20	3,48,725	135.20
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Surrendered during the year	-	-	-	-
Outstanding at the end of the year	**1,50,075**	**135.20**	**3,85,210**	**135.20**
Vested at the end of the year	**1,50,075**	**135.20**	**3,85,210**	**135.20**
Exercisable at the end of the year	**1,50,075**	**135.20**	**3,85,210**	**135.20**

During the year ended March 31, 2024, shares were exercised on June 08, 2023, December 13, 2023 and March 28, 2024. The share price on the date of exercise was ₹ 849.50, ₹ 935.15 and ₹ 1,018.35 respectively.

Measurement of fair values

Black-Scholes Option Pricing Model is used to value the fair value of the stock options. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Share option plans		
	Program 1: Key Management Group	Program 2: Certain Identified Employees	Program 2: Certain Identified Employees
Grant date	April 29, 2015	April 29, 2015	April 01, 2021
Fair value at grant date	103.39	55.25	273.21
Share price at grant date	103.48	103.48	396.60
Exercise price	0.14	135.20	135.20
Expected volatility (weighted average volatility)	49.20%	49.20%	31.30%
Method used to determine expected volatility	Expected volatility has been calculated based on volatility of the comparable company stock prices.		
Expected term (in years)	6.50	6.50	2.00
Risk free interest rate	7.90%	7.90%	4.52%

(b) Sansera Employee Stock Option Plan 2018

The Company, pursuant to resolution passed by its shareholders dated August 08, 2018 has adopted "Sansera Employee Stock Option Plan 2018" ("the Plan"). Further, the ESOP 2018 has been amended pursuant to resolutions passed by the Board of Directors on April 19, 2021, August 22, 2021 and Shareholders on June 02, 2021 and August 31, 2021. The aggregate number of options, which may be issued under ESOP 2018, shall be decided by the Nomination and Remuneration Committee and shall not exceed such number of options which represents 2.50% shareholding in the Company on a fully diluted basis as on the date of this plan. The plans are as follows:

Options under this program are granted to certain employees at an exercise price in the range of ₹ 744.00 - ₹ 934.70 per option. Stock options issued carry different vesting periods. It ranges from 25 to 100 % vesting of total options granted by the end of every one year from the grant date. All stock options shall be fully vested by the end of 4 years from the grant date.

The following reconciles the outstanding share options granted under employee share option plan at beginning and at the end of financial year:

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	8,08,327	744.00	8,08,327	744.00
Granted during the year	45,000	934.70	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Lapsed during the year	-	-	-	-
Outstanding at the end of the year	**8,53,327**	**754.06**	**8,08,327**	**744.00**
Vested at the end of the year	**4,04,164**	**754.06**	**2,02,082**	**744.00**
Exercisable at the end of the year	**4,04,164**	**754.06**	**2,02,082**	**744.00**

Measurement of fair values

Black-Scholes Option Pricing Model is used to value the fair value of the stock options. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Share option plan	
Grant date	September 22, 2021	February 12, 2024
Fair value at grant date (Average)	200.72	349.16
Share price at grant date	744.00	995.10
Exercise price	744.00	934.70
Expected volatility (weighted average volatility) (Average)	26.68%	28.05%
Expected term (in years) (Average)	3.50	3.90
Method used to determine expected volatility	The expected volatility has been calculated based on historic volatility Auto Index	Annualised volatility of the stock price of Company for the latest historical period.
Risk free interest rate (Average)	5.02%	6.79%

The employees of the Subsidiary are eligible for shares under Employee Stock Option Plans of Sansera Engineering Limited. The Company has cross-charged an amount of ₹ 1.21 mn for year ended March 31, 2024 (March 31, 2023: ₹ 2.03 mn) as cost of such stock options.

43 FINANCIAL INSTRUMENTS

Accounting classification and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

(Amount in ₹ mn)

Particulars	Carrying amount	Fair value		
	31 March 2024	Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in equity shares - Fair value through Profit and Loss	10.19	10.19	-	-
Other Investment- Fair value through other comprehensive income	195.43	-	-	195.43
Total	**205.62**	**10.19**	**-**	**195.43**
Financial assets measured at amortised cost				
Loans	36.80	-	-	-
Other non-current financial assets	151.54	-	-	-
Trade receivables	4,328.55	-	-	-
Cash and cash equivalents	449.14	-	-	-
Bank balances other than cash and cash equivalents above	134.59	-	-	-
Other current financial assets	77.87	-	-	-
Total	**5,178.49**	**-**	**-**	**-**
Financial liabilities measured at fair value				
Derivative liability	2.89	-	2.89	-
Total	**2.89**	**-**	**2.89**	**-**
Financial liabilities measured at amortised cost				
Non-current borrowings	2,164.73	-	-	-
Current borrowings	4,838.47	-	-	-
Lease liabilities	257.38	-	-	-
Trade payables	3,055.37	-	-	-
Other financial liabilities	242.78	-	-	-
Total	**10,558.73**	**-**	**-**	**-**

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(Amount in ₹ millions)

Particulars	Carrying amount	Fair value		
	March 31, 2023	Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in equity shares - Fair value through Profit and Loss	6.73	6.73	-	-
Other Investment- Fair value through other comprehensive income	104.93	-	-	104.93
Total	**111.66**	**6.73**	**-**	**104.93**
Financial assets measured at amortised cost				
Loans	35.49	-	-	-
Other non-current financial assets	125.13	-	-	-
Trade receivables	4,073.79	-	-	-
Cash and cash equivalents	350.99	-	-	-
Bank balances other than cash and cash equivalents above	118.58	-	-	-
Other current financial assets	169.13	-	-	-
Total	**4,873.11**	**-**	**-**	**-**
Financial liabilities measured at fair value				
Derivative liability	12.35	-	12.35	-
Total	**12.35**	**-**	**12.35**	**-**
Financial liabilities measured at amortised cost				
Non-current borrowings	2,375.89	-	-	-
Current borrowings	3,877.21	-	-	-
Lease liabilities	291.95	-	-	-
Trade payables	2,368.93	-	-	-
Other financial liabilities	162.08	-	-	-
Total	**9,076.06**	**-**	**-**	**-**

Fair value hierarchy

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

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The derivative contracts are valued using market approach, determined using forward exchange rates as at the balance sheet date.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company has not disclosed the fair value of financial instruments such as other non-current financial assets, trade receivables, cash and cash equivalents, bank balances, other current financial assets, loans, borrowings, other non-current financial liabilities, trade payables and other current financial liabilities because their carrying amounts are a reasonable approximation of fair value.

Investments in subsidiaries and associate are not appearing as financial asset in the table above, being accounted under Ind AS 27 (At cost), Separate Financial Statements.

The majority of costs and incomes are denominated in local currencies, which is not impacted by currency exchange fluctuations. Some of the contracts with key export customers may not allow for price adjustments in the event of unfavourable currency exchange rate developments. Global footprint exposes the Company to certain currency exchange risks, arising primarily from foreign currency receivables, import of raw materials and capital goods for operations, export of goods. The Company hedges significant portion of the net foreign exchange exposure through forward contracts.

44 FINANCIAL RISK MANAGEMENT

The Company is exposed to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

(i) Risk management framework

The Company's Board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

(ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and others, foreign exchange transactions and other financial instruments. The carrying amount of financial assets represents the maximum credit exposure.

Trade receivable

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. In respect of trade receivables the Company performs credit assessment for customers on an annual basis and recognises credit risk on the basis of lifetime expected losses. (Refer note 11).

The top 5 customers generated revenues of 47.29% during the year (March 31, 2023 : 56.17%), wherein 3 customers (March 31, 2023: 3 customers) individually represented more than 10% of the revenue from sale of products for the year. Further, 3 customers accounted for more than 37.67% (March 31, 2023: 36%) of the receivables as at March 31, 2024.

Security deposits, Other financial assets and Loans:

Expected credit loss for Security deposits, Other financial assets and Loans is as follows:

Particulars	Year ended	Assets of the Company	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount, net of impairment provision
Impairment allowance measured at life time expected credit loss: Financial assets for which credit risk has not increased significantly since initial recognition	March 31, 2024	Security deposits	142.46	0%	-	142.46
		Other financial assets	77.87	0%	-	77.87
		Loans	36.80	0%	-	36.80

Cash and cash equivalents (including bank balances, fixed deposits and margin money with banks):

Credit risk on cash and cash equivalents is limited as the Company generally transacts with banks and others with high credit ratings assigned by international and domestic credit rating agencies.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The working capital position of the Company is given below :

As at March 31, 2024, the Company had a working capital of ₹ 633.35 mn including cash and cash equivalents and bank balances of ₹ 583.73 mn and current investments of ₹ 10.19 mn. As at March 31, 2023, the Company had a working capital of ₹ 1,398.69 mn including cash and cash equivalents and bank balances of ₹ 469.57 mn and current investments of ₹ 6.73 mn.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted:

Particulars	As at 31 March 2024				
	Carrying amount	Total	Less than 1 year	1-2 years	Above 2 years
Non-current borrowings including current maturities	3,274.70	3,274.70	1,109.97	965.17	1,199.56
Current borrowings	3,728.50	3,728.50	3,728.50	-	-
Trade payables	3,055.37	3,055.37	3,055.37	-	-
Other financial liabilities	245.67	245.67	245.67	-	-
Lease liabilities	257.38	257.38	41.35	29.33	186.70

Particulars	As at 31 March 2023				
	Carrying amount	Total	Less than 1 year	1-2 years	Above 2 years
Non-current borrowings including current maturities	3,560.04	3,560.04	1,184.15	1,019.77	1,356.12
Current borrowings	2,693.06	2,693.06	2,693.06	-	-
Trade payables	2,368.93	2,368.93	2,368.93	-	-
Other financial liabilities	174.43	174.43	174.43	-	-
Lease liabilities	291.95	291.95	45.46	37.66	208.83

(iv) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises interest rate risk and currency rate risk. Financial instruments affected by market risk include loans, borrowings and payables. The Company's activities expose it to a variety of financial risks, including effects of changes in foreign currency exchange rates and interest rate movement.

(v) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates.

Exposure to interest rate risk

The exposure of the Company's borrowing to interest rate changes at the end of the year are as follows :

(Amount in ₹ millions)

Particulars	As at 31 March 2024	As at 31 March 2023
Variable rate instruments:		
Financial liabilities	7,003.20	6,253.10
Total	**7,003.20**	**6,253.10**

Interest rate sensitivity:

Sensitivity analysis for fixed-rate instruments

There is no impact on the profit or loss on account of fixed rate instruments.

Cash flow sensitivity analysis for variable-rate instruments

The sensitivity analysis below have been determined based on exposure to interest rate. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the year was outstanding for the whole year. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Currency	Effect on profit before tax	
		31 March 2024	31 March 2023
Increase of 100 basis points	INR	70.03	62.53
Decrease in 100 basis points	INR	(70.03)	(62.53)

(vi) Foreign currency risk

The Company is exposed to currency risk on certain transactions that are denominated in a currency other than the entity's functional currency, hence exposures to exchange rate fluctuations arise. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

Foreign currency (FC) risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments. The information on derivative instruments is as follows.

(Amount in ₹ mn)

Particulars	Currency Hedged	As at 31 March 2024		As at 31 March 2023	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Forward contract (to hedge net receivables)	USD	10.88	907.45	13.15	1,080.54
No. of Contracts		22		20	
Forward contract (to hedge net receivables)	EUR	-	-	2.06	184.25
No. of Contracts		-		5	
Forward contract (to hedge net receivables)	EURUSD	5.50	494.33	5.50	491.93
No. of Contracts		9		11	
Forward contract (to hedge payables)	USD	-	-	2.00	164.34
No. of Contracts		-		2	
Forward contract (to hedge payables)	EURUSD	1.00	89.88	2.50	223.61
No. of Contracts		2		4	
Forward contract (to hedge payables)	USDJPY	1.15	103.36	-	-
No. of Contracts		3		-	

The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities when revenue and expense is denominated in a foreign currency:

The following table presents foreign currency risk from financial instruments as of:

(Amount in ₹ mn)

Particulars	Currency	As at 31 March 2024		As at 31 March 2023	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Trade receivables	USD	18.77	1,565.51	9.67	794.58
	EUR	10.10	907.76	12.33	1,102.83
Other receivables	USD	-	-	0.35	28.76
Cash and cash equivalents	USD	1.63	135.95	1.17	96.14
	EUR	0.49	44.04	1.48	132.37
Trade payables	USD	0.70	58.38	1.02	83.81
	EUR	2.38	213.91	1.20	107.33
	JPY	7.60	4.19	-	-
	GBP	-	-	*	0.03
	CHF	0.01	0.92	0.01	0.90
Total	**USD**	**19.70**	**1,643.08**	**9.82**	**835.67**
	EUR	**8.21**	**737.89**	**12.61**	**1,127.87**
	JPY	**7.60**	**4.19**	**-**	**-**
	GBP	**-**	**-**	**-**	**(0.03)**
	CHF	**0.01**	**0.92**	**0.01**	**0.90**

Sensitivity analysis

Particulars	Percentage movement	Effect on profit before tax		Effect on equity	
		Strengthening	Weakening	Strengthening	Weakening
March 31, 2024					
USD	2%	24.65	(24.65)	18.45	(18.45)
EUR	0%	-	-	-	-
JPY	11%	0.46	(0.46)	-	-
CHF		-	-		
March 31, 2023					
USD	8%	66.85	(66.85)	50.02	(50.02)
EURO	6%	67.67	(67.67)	50.64	(50.64)
CHF	9%	0.08	(0.08)	-	-

* GBP 258.32 (March 31, 2023 GBP 258.32) not presented above due to rounding off to nearest mn.

45 CAPITAL MANAGEMENT

i The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital employed.

The Company manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio and implements capital structure improvement plan when necessary.

The Company uses debt ratio as a capital management index and calculates the ratio as net debt divided by total equity. Net debt and total equity are based on the amounts stated in the standalone financial statements.

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
Gross debt*	7,269.90	6,558.87
Less : Cash and cash equivalents and other bank balances	583.73	469.57
Net debt (A)	**6,686.17**	**6,089.30**
Total equity (B)**	**13,654.71**	**11,823.26**
Debt ratio (A / B)	**0.49**	**0.52**

* Gross debt includes non-current borrowings, current borrowings, current maturities of long term debts, lease liabilities and accrued interest .

** Total equity includes Equity share capital, instruments entirely equity in nature and other equity.

ii Dividends

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
1. Dividends recognised		
Final dividend for the year ended March 31, 2023 of ₹ 2.5/- (March 31, 2022 – ₹ 2/-) per fully paid share	133.32	105.26
	133.32	**105.26**
2. Dividends Unrecognised		
In addition to the above dividends, since the year ended, the Directors have recommended the payment of a final dividend of ₹ 3/- per fully paid equity share (March 31, 2023 – ₹ 2.5/-). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting	160.85	133.32
	160.85	**133.32**

46 RATIOS

Particulars	Numerator	Denominator	As at March 31, 2024	As at March 31, 2023	% Variance	Reason for Variance
(a) Current Ratio	Current assets	Current liabilities	1.07	1.20	(10.83%)	Not Applicable
(b) Debt-Equity ratio	Total debt	Shareholders' equity	0.53	0.55	(3.64%)	Not Applicable
(c) Debt Service Coverage Ratio	Earnings available for debt service	Debt service	1.99	1.60	24.38%	Not Applicable
(d) Return on Equity Ratio	Net profits after taxes – Preference dividend	Average shareholders equity	14.91%	13.56%	1.35%	Not Applicable
(e) Inventory turnover ratio	Cost of goods sold	Average inventory	3.19	3.24	(1.54%)	Not Applicable
(f) Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	6.07	5.26	15.40%	Not Applicable
(g) Trade payables turnover ratio	Net credit purchases	Average trade payables	6.71	6.89	(2.61%)	Not Applicable
(h) Net capital turnover ratio	Revenue from operations	Working capital	40.23%	14.94%	25.29%	Refer note i below
(i) Net profit ratio	Net profit after tax	Revenue from operations	7.45%	7.19%	0.26%	Not Applicable
(j) Return on Capital employed	EBIT	Capital employed	14.88%	13.33%	1.55%	Not Applicable
(k) Return on investment	Income generated from investments	Average investments	5.19%	5.03%	0.16%	Not Applicable

Notes:

(1) Total Debt includes non-current borrowings, current borrowings, current maturities of non-current borrowings, lease liabilities and accrued interest

(2) Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest - other adjustments like gain on sale of fixed assets, income from government grant and dividend income/share of profit from investment

(3) Debt service = Interest and Lease Payments + Principal Repayments

(4) Cost of Goods Sold = Cost of materials consumed + Changes in inventories of finished goods and work-in-progress

(5) Net credit purchases consist of gross credit purchases minus purchase return (includes purchase of raw material, conversion charges, power and fuel, stores and spares)+ Other Expenses

(6) Working capital = Current assets - Current liabilities

(7) EBIT = Earnings before interest and taxes.

(8) Capital Employed = Tangible net worth + Borrowings + Deferred tax liabilities

(9) Income generated from investment consists of dividend/share of profit from investment and interest income generated from various investments.

(10) Average investments include average of investments in fixed deposits and Other Investments (Unquoted).

Remarks for variance

(i) The reason for increase is on account of reduction in working capital in the current year. The working captial has come down on account of increase in current borrowings.

47 DUES TO MICRO, SMALL AND ENTERPRISES

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each financial year: *		
– Principal	344.98	252.92
– Interest	1.01	0.34
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), along with the amount of the payment made to the supplier beyond the appointed day during each financial year.	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act. 2006 #	19.88	6.27
The amount of interest accrued and remaining unpaid at the end of each financial year.	31.30	10.41
The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

* Includes amount payable to capital creditors amounting to ₹ 65.31 mn (March 31, 2023: ₹ 61.20 mn)

The Company has not received any claim for interest from any supplier as at the balance sheet date.

The above information regarding micro enterprises and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

48 EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a Company meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Act. The funds are allocated to the activities which are specified in Schedule VII of the Companies Act, 2013.

(Amount in ₹ mn)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(i) Gross amount required to be spent by the Company during the year	34.25	26.90
(ii) Amount of expenditure incurred	34.45	27.56
a) Construction/acquisition of any asset	-	9.23
b) On purpose other than (a) above	34.45	18.33
(iii) Shortfall at the end of the year *	-	-
(iv) Total of previous years' shortfall	-	-

(v) Reason for shortfall : For the year ended March 31, 2024 the Company has spent required amount under CSR.

(vi) Nature of CSR activities: Promotion of education of underprivileged children, construction of sanitation facilities in rural schools, project related to environmental sustainability etc.

(vii) Details of related party transactions: Trust in which the Director is a trustee. Refer note 40

* The unspent amount was transferred to unspent CSR account within 30 days from the end of the financial year, in accordance with the Companies Act, 2013 read with the CSR Amendment Rules.

During current and previous year the Company has not contributed any amount to political parties, National Deference Fund or Any other fund approved by Central Government

49 SEGMENT REPORTING

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The Company is in the business of manufacture and sale of automobile/aerospace components, which in the context of Ind AS 108 'Segment Information' represents single reportable business segment. The entire operations are governed by the same set of risk and returns. Accordingly, these operations represent a single segment. The revenues, total expenses and net profit as per the standalone statement of profit and loss represents the revenue, total expenses and the net profit of the sole reportable segment.

(i) Geographical information

Geographic segmentation is based on business sourced from specific geographic regions. Other foreign countries comprises all other places except India, Europe and USA:

(a) Revenue from operations

(Amount in ₹ mn)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
India	18,681.47	16,145.22
Europe	3,370.74	2,520.08
USA	2,617.81	1,539.93
Other foreign countries	811.93	786.46
Total	**25,481.95**	**20,991.69**

(b) Non-current assets

(Amount in ₹ mn)

Particulars	As at 31 March 2024	As at 31 March 2023
India	15,060.92	13,024.02
Total	**15,060.92**	**13,024.02**
Reconciling items:		
Non-current financial assets	1,437.25	1,111.03
Income tax assets	64.42	64.42
Total non-current assets	**16,562.59**	**14,199.47**

50 DETAILS OF NON-CURRENT INVESTMENTS PURCHASED/ SOLD AND DETAILS OF GUARANTEES PROVIDED UNDER SECTION 186(4) OF THE COMPANIES ACT 2013.

Investments in equity and preference instruments

Relationship	Entity	Nature of Transaction	Purpose/ proposed utilisation by recipient	As at March 31, 2024	As at March 31, 2023
Subsidiary	Fitwel Tools and Forgings Private Limited	Investment in Equity shares of ₹ 10/- each	Investment made by Sansera	201.65	201.65
Subsidiary	Sansera Engineering Pvt. Ltd., Mauritius	Investment in Equity shares of EUR 10/- each	Investment made by Sansera	6.88	6.88
Subsidiary	Sansera Engineering Pvt. Ltd., Mauritius	Investment in Preference shares of EUR 10/- each	Investment made by Sansera	666.58	666.58
Associate	MMRFIC Technology Private Limited	Investment in Equity shares of ₹ 10/- each	Investment made by Sansera	0.01	-
Associate	MMRFIC Technology Private Limited	Investment in Preference shares of ₹ 10/- each	Investment made by Sansera	199.99	-
Step down subsidiary	Sansera Sweden AB	Corporate Guarantee issued	Working Capital purposes	400.00	400.00
Subsidiary	Fitwel Tools and Forgings Private Limited	Comfort Letter issued	Borrowings and working capital facility	280.00	180.00

51 ADDITIONAL REGULATORY INFORMATION:

a) There are no transactions or balances with Companies which have been removed from the Register of Companies (Struck off Companies), during the year ended/as at March 31, 2024 except as disclosed below

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding		Relationship with the Struck off company, if any
		As at March 31, 2024	As at March 31, 2023	
Multitech System Industrial Automation Private Limited	Purchases and Trade Payables	0	0.27	Nil

1) During the financial year 2023-24, the Company made payment of ₹ 0.27 mn, during the year for the opening balances.

2) There were no transactions made during the financial year 2023-24

b) The Company has not traded/invested in Cryptocurrency/Virtual currency.

c) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

d) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

e) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

f) The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003)

g) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

52 The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility, however, the same has not operated throughout the year for all relevant transactions recorded in the software. The Company is in process of implementing the changes inline with the regulation.

53 During the year ended March 31, 2024, on account of final dividend for financial year 2022-23, the Company has incurred a net cash outflow of ₹ 133.32 mn.

The Board of Directors, in their meeting held on May 16, 2024, recommended a final dividend of ₹ 3 per equity share for the financial year ended March 31, 2024. This payment is subject to the approval of shareholders in the AGM of the Company and if approved, would result in a net cash outflow of approximately ₹ 160.85 mn.

54 The Company evaluated all events or transactions that occurred after March 31, 2024 up through May 16, 2024, the date the standalone financial statements were authorised for issue by the Board of Directors. Based on this evaluation, the Company is not aware of any events or transactions that would require recognition or disclosure in the standalone financial statements.

55 The Board of Directors of the Company have approved these standalone financial statements of the Company in their meeting held on May 16, 2024.

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

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

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

INDEPENDENT AUDITOR'S REPORT

To The Members of **Sansera Engineering Limited**

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of Sansera Engineering Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") and the Group's share of profit in its associate, which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Loss), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries referred to in the Other matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Revenue recognition** (Refer Note 2 and note 28 to consolidated financial statements) The Group recognizes revenue as per Ind AS 115-Revenue from contracts with customers. The Group identifies the performance obligation and assesses the satisfaction of the performance obligation for the purpose of recognizing revenue. Sale of products forms a significant component of the total revenue where the revenue is recognized on transfer of control of the products to the end customer. The transfer of control is assessed based on the inco-terms agreed with the end customer. We consider cut off assertion of revenue recognition to be a key area of focus for our audit due to: • the existence of large number of contracts with the customers.	**Principal audit procedures performed included the following:** • We have assessed the appropriateness of the Group's accounting policies for revenue recognition by comparing with the Indian accounting standards. • We have evaluated the design, implementation and operating effectiveness of key internal controls over recognition of revenue in the correct accounting period. • On a sample basis, we tested the revenue transactions recorded during the year by verifying the underlying documents to assess whether revenue is recognised appropriately when control is transferred. • We performed the lead time analysis by using the distance between the customer location and dispatch location and subsequently arrived at the expected lead time for delivery. The same was used to identify exceptions or outliers (if any).

Sr. No.	Key Audit Matter	Auditor's Response
	• value of the sales transactions at the period end date and management's determination of the point of transfer of control for sales reversal; and • change in the management's control in the current year for evaluating revenue recognition in the correct accounting period.	• We tested on a sample basis, specific revenue transactions recorded before and after the financial year end date to assess whether the revenue is recognized in the correct financial period in which control is transferred.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Parent's Board of Directors is responsible for the other information. The other information comprises the Board's Report, Management Discussion and Analysis, Corporate Governance Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Board's Report, Management Discussion and Analysis, Corporate Governance Report, are expected to be made available to us after the date of this auditor's report.

- Our opinion on the consolidated financial statements does not cover the other information and we do 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, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary, is traced from its respective financial statements audited by the other auditor.

- When we read the Board's Report, Management Discussion and Analysis, Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial 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

- We did not audit the financial information of one subsidiary, whose financial information reflect total assets of Rs. 1,482.19 million as at March 31, 2024, total revenues of Rs. 1,626.90 million and net cash outflows (net) of Rs. 105.01 million for the year ended on that date, as considered in the consolidated financial statements. These financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.

- We did not audit the financial information of one subsidiary, whose financial information reflect total assets of Rs. 865.06 million as at March 31, 2024, total revenues of Rs. Nil and net cash inflows amounting to Rs.1.02 million 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 of Rs. 5.06 million for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of one associate, whose financial information have not been audited by us. These financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and associate, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

  Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial information of the subsidiary referred to in the other matters section above, 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 maintained by the Group and its associate including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except in relation to compliance with the requirements of audit trail, refer paragraph (i)(vi) below.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Consolidated Other Comprehensive Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   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 Parent as on March 31, 2024 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 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 paragraph (b) above.

   g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary company, incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to the directors during the year is in accordance with the provisions of Section 197 of the Act and based on the auditor's reports of subsidiary company incorporated in India, the said subsidiary company being private company, section 197 of the Act related to the managerial remuneration is not applicable.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate - Refer note 37 to the consolidated financial statements;

   ii) The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.

   iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent. There were no amounts required to be transferred to Investor Education and Protection Fund by its subsidiary and associate incorporated in India.

   iv) (a) The respective Managements of the Parent and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us, to the best of their knowledge and belief, as disclosed in the note 48 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or the subsidiary and associate to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiary and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (b) The respective Managements of the Parent and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us, to the best of their knowledge and belief, as disclosed in the note 48 to the consolidated financial statements, no funds have been received by the Parent or the subsidiary and associate from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or the subsidiary and associate shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary which is a company incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The final dividend proposed in the previous year, declared and paid by the Parent during the year is in accordance with Section 123 of the Act, as applicable.

As stated in note 50 to the consolidated financial statements, the Board of Directors of the Parent, have proposed final dividend for the year which is subject to the approval of the members of the Parent at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with Section 123 of the Act, as applicable. No dividend has been proposed, declared and paid by the subsidiary and associate which are companies incorporated in India, whose financial statements have been audited under the Act, where applicable.

vi) Based on our examination which included test checks, the Parent and the subsidiary which are incorporated in India, have used accounting softwares for maintaining its books of account for the year ended March 31, 2024 wherein the accounting softwares did not have the audit trail feature enabled throughout the year (refer note 49 of the consolidated financial statements). The financial information of the associate, incorporated in India, which is not material to the Consolidated Financial Statements of the Group, has not been audited under the provisions of the Act as of the date of the report. Therefore, we are unable to comment on the reporting requirement under Rule 11(g) of the Companies (Accounts and Auditors) Rules, 2014 in respect of this associate.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in clause (xxi) of paragraph (3) and paragraph (4) of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us for the Parent and the auditors of the subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable and based on the identification of matters of qualifications or adverse remarks in the CARO report by us, we report that in respect of the Company where audit have been completed under Section 143 of the Act, the auditor of Company have not reported any qualifications or adverse remarks except for the following

Name of the Company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
Fitwel Tools and Forgings Private Limited	U29220KA1983PTC005690	Subsidiary	Clause (ix)(d)

In respect of the following Company included in the consolidated financial statements of the Company, whose audit under Section 143 of the Act has not yet been completed, the CARO report as applicable in respect of this Company is not available and consequently has not been provided to us as on the date of this audit report:

Name of the Company	CIN	Nature of relationship
MMRFIC Technology Private Limited	U72200KA2014PTC077359	Associate

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Monisha Parikh
Partner
(Membership No.047840)
UDIN: 24047840BKFIXO6104

Place: Bengaluru
Date: May 16, 2024
MP/MS/VJ/2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of Sansera Engineering Limited (hereinafter referred to as "Parent") and its subsidiary company, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Parent, its subsidiary company and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary company, and its associate company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary company, which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

OPINION

In our opinion to the best of our information and according to the explanations given to us the Parent and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.008072S)

Monisha Parikh
Partner
(Membership No.047840)
UDIN: 24047840BKFIXO6104

Place: Bengaluru
Date: May 16, 2024
MP/MS/VJ/2024

SANSERA
ideas@work

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2024

(Amount in ₹ mn)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	3.a	14,625.13	12,691.41
Right-of-use assets	3.d	841.86	873.12
Capital work in progress	3.b	835.00	756.61
Goodwill	3.e	343.28	347.07
Other Intangible assets	3.c	29.59	24.54
Investments accounted for using the equity method	4.a	205.06	-
Financial assets			
(i) Investments	4.b	195.43	104.93
(ii) Loans	5	18.01	8.99
(iii) Other financial assets	6	295.06	279.03
Current tax assets (net)	7.a	87.51	85.08
Other non-current assets	8	456.42	313.72
Total non-current assets		**17,932.35**	**15,484.50**
CURRENT ASSETS			
Inventories	9	4,189.11	3,709.63
Financial assets			
(i) Investments	10	10.19	6.73
(ii) Trade receivables	11	4,622.12	4,327.31
(iii) Cash and cash equivalents	12	486.35	495.58
(iv) Bank balances other than cash and cash equivalents	13	143.35	120.83
(v) Loans	14	25.13	32.45
(vi) Other financial assets	15	77.87	188.63
Other current assets	16	440.90	262.97
Total current assets		**9,995.02**	**9,144.13**
Total Assets		**27,927.37**	**24,628.63**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share capital	17	107.23	105.86
Other equity	18	13,366.73	11,573.48
Total equity attributable to owners of the Company		**13,473.96**	**11,679.34**
Non-controlling interests		159.24	140.34
Total equity		**13,633.20**	**11,819.68**
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	19	2,515.86	2,630.25
(ii) Lease liabilities	3.d	796.10	821.32
Provisions	20	27.34	28.92
Deferred tax liabilities (net)	21	692.42	688.60
Other non-current liabilities	22	497.18	487.40
Total non-current liabilities		**4,528.90**	**4,656.49**
CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	23	5,495.13	4,490.86
(ii) Lease liabilities	3.d	99.50	99.81
(iii) Trade payables	24		
- Total outstanding dues of micro enterprises and small enterprises		308.26	202.72
- Total outstanding dues of creditors other than micro enterprises and small enterprises		3,249.41	2,724.06
(iv) Other financial liabilities	25	248.28	188.60
Other current liabilities	26	308.44	415.68
Provisions	27	15.72	25.73
Current tax liabilities (net)	7.b	40.53	5.00
Total current liabilities		**9,765.27**	**8,152.46**
Total Equity and Liabilities		**27,927.37**	**24,628.63**
Summary of material accounting policies	2		
See accompanying notes forming part of financial statements			

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

Monisha Parikh
Partner
(Membership No. 047840)

Place: Bengaluru
Date: May 16, 2024

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

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

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2024

(Amount in ₹ mn)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operations	28	28,114.32	23,460.44
Other income	29	24.26	100.69
Total Income		**28,138.58**	**23,561.13**
EXPENSES			
Cost of materials consumed	30	12,505.73	10,863.04
Changes in inventories of finished goods and work-in-progress	31	(330.33)	(688.46)
Employee benefits expense	32	3,797.82	3,179.61
Finance costs	33	770.06	615.10
Depreciation and amortisation expenses	34	1,494.80	1,300.80
Other expenses	35	7,342.59	6,258.72
Total expenses		**25,580.67**	**21,528.81**
Profit before tax		**2,557.91**	**2,032.32**
Tax expense:	38		
Current tax		681.93	476.73
Adjustment of tax relating to earlier years		5.27	18.86
Deferred tax		0.28	53.31
Total tax expense		**687.48**	**548.90**
Share of profits of associate, net of tax		5.06	-
Profit for the year		**1,875.49**	**1,483.42**
Other Comprehensive Income/(Loss)			
Items that will not be reclassified to profit or loss			
Re-measurement of the net defined benefit liability		(12.68)	(26.40)
Income tax relating to items that will not be reclassified to profit or loss		3.07	6.70
Share of Other Comprehensive Income of an associate		(0.08)	-
Net other comprehensive income/(loss) not to be reclassified subsequently to profit or loss		**(9.69)**	**(19.70)**
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		4.10	0.12
Income tax relating to items that will be reclassified to profit or loss		(1.03)	(0.03)
Net other comprehensive income/(loss) to be reclassified subsequently to profit or loss		**3.07**	**0.09**
Other comprehensive income/(loss) for the year, net of income tax		**(6.62)**	**(19.61)**
Total Comprehensive Income for the year		**1,868.87**	**1,463.81**
Profit attributable to :			
Owners of the Company		1,857.55	1,461.95
Non-controlling interests		17.94	21.47
Total profit for the year		**1,875.49**	**1,483.42**
Other comprehensive income/(loss) attributable to:			
Owners of the Company		(7.58)	(19.14)
Non-controlling interests		0.96	(0.47)
Total other comprehensive income/(loss)		**(6.62)**	**(19.61)**
Total comprehensive income attributable to:			
Owners of the Company		1,849.97	1,442.81
Non-controlling interests		18.90	21.00
Total Comprehensive Income for the year		**1,868.87**	**1,463.81**
Earnings per equity share (face value of ₹ 2 each)			
Basic (in ₹)	36	34.83	27.74
Diluted (in ₹)	36	34.40	27.17
Summary of material accounting policies	2		

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

Monisha Parikh
Partner
(Membership No. 047840)

Place: Bengaluru
Date: May 16, 2024

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

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

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2024

(Amount in ₹ mn)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash flows from operating activities			
Profit before tax including share of profit of associate		2,562.97	2,032.32
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expenses	34	1,494.80	1,300.80
Income from government grants	28	(58.89)	(55.31)
Interest income	29	(12.75)	(16.34)
Fair value gain on financial instruments at fair value through profit or loss	29	(3.45)	(0.76)
Gain on disposal of property, plant and equipment, net	29	(4.75)	(3.45)
Unrealised foreign exchange (gain)/loss, net		59.53	(48.26)
Employee stock compensation expense	32	46.11	60.76
Finance costs	33	770.06	615.10
Share of profit from investment in Limited Liability Partnership (LLP)	29	(2.92)	-
Share of profit from investment in associate		(5.06)	-
Allowance for credit losses	35	(52.22)	58.77
Operating cash flows before changes in operating assets and libilities		**4,793.43**	**3,943.63**
Changes in operating assets and liabilities:			
Decrease/(increase) in trade receivables		(310.27)	(235.12)
Decrease/(increase) in other financial assets and other assets		(109.20)	92.48
Decrease/(increase) in inventories		(479.48)	(933.60)
Increase/(decrease) in trade payables		634.23	267.98
Increase/(decrease) in other liabilities		(106.94)	149.75
Increase/(decrease) in provisions		(24.27)	(165.12)
Cash generated from operations		**4,397.50**	**3,120.00**
Income taxes paid, net		(654.10)	(555.82)
Net cash generated from operating activities (A)		**3,743.40**	**2,564.18**
Cash flows from investing activities			
Payments for property, plant and equipment		(3,355.52)	(2,420.23)
Purchase of intangible assets	3.c	(17.12)	(11.81)
Proceeds from disposal of property, plant and equipment		(13.82)	7.12
Receipt of government grant		-	6.56
Investment in associate		(200.01)	-
Investment in Limited Liability Partnership (LLP)		(90.50)	-
Interest received	29	12.75	16.34
Share of profit from investment in Limited Liability Partnership (LLP)	29	2.92	-
Movement in fixed deposits, net	13	(22.13)	(6.77)
Net cash used in investing activities (B)		**(3,683.43)**	**(2,408.79)**
Cash flows from financing activities			
Proceeds/(repayments) of non-current borrowings:			
Proceeds (refer note (i) below)		1,130.39	1,708.79
Repayments (refer note (i) below)		(1,241.60)	(1,380.88)
Proceeds of current borrowings, net (refer note (i) below)		1,004.58	344.37
Interest paid (refer note (i) below)		(742.93)	(557.44)
Payment of lease rentals (refer note (i) below)	3.d	(128.57)	(118.47)
Dividend payment		(133.32)	(105.26)
Proceeds from issue of equity share capital		31.85	47.21
Net cash used in financing activities (C)		**(79.60)**	**(61.68)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		**(19.63)**	**93.71**
Cash and cash equivalents at the beginning of the year	12	495.58	383.44
Effect of exchange differences on translation of foreign currency cash and cash equivalents		10.40	18.43

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(Amount in ₹ mn)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash and cash equivalents at the end of the year (refer below)	**12**	**486.35**	**495.58**
For the purpose of statement of cash flows, cash and cash equivalents comprise the following:			
Cash on hand		0.66	0.70
Balances with banks - on current accounts		485.69	494.88
Cash and cash equivalents at the end of the year		**486.35**	**495.58**

The above consolidated statement of cash flows has been prepared under indirect method in accordance with Indian Accounting Standard (IND AS) 7 on "Statement of Cash Flows"

Note (i) Reconciliation of liabilities from financing activities:

Particulars	Opening balance	Cash flows		Non-cash movements			Closing balance
	April 01, 2023	Proceeds	Repayments	Reclassification	Additions (net)/ Accruals	Fair value changes/ Effect of foreign exchange differences	March 31, 2024
Non-current borrowings	3,918.87	1,130.39	(1,241.60)	27.57	-	(63.75)	3,771.48
Current borrowings *	3,202.24	1,004.58	-	(27.57)	-	60.26	4,239.51
Interest	27.20	-	(742.93)	-	727.66	-	11.93
Lease liabilities	921.13	-	(128.57)	-	54.72	48.32	895.60

Particulars	Opening balance	Cash flows		Non-cash movements			Closing balance
	April 01, 2022	Proceeds	Repayments	Reclassification	Additions (net)/ Accruals	Fair value changes/ Effect of foreign exchange differences	March 31, 2023
Non-current borrowings	3,430.30	1,708.79	(1,380.88)	176.27	-	(15.61)	3,918.87
Current borrowings *	3,021.14	344.37	-	(176.27)	-	13.00	3,202.24
Interest	9.63	-	(557.44)	-	570.89	4.12	27.20
Lease liabilities	1,013.14	-	(118.47)	-	44.21	(17.75)	921.13

* Current borrowings are disclosed net of proceeds/repayments.

Summary of material accounting policies 2

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

Monisha Parikh
Partner
(Membership No. 047840)

Place: Bengaluru
Date: May 16, 2024

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

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

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

SANSERA
ideas@work

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

AS AT MARCH 31, 2024

A. Equity share capital

(Amount in ₹ mn)

Equity shares of ₹ 2 each issued, subscribed and fully paid	No. of shares	Amount
As at April 01, 2023	**5,29,29,540**	**105.86**
Changes in Equity Share Capital due to prior period errors	-	-
Restated as at March 31, 2024	**5,29,29,540**	**105.86**
Add: Shares issued on exercise of employee stock options	6,85,610	1.37
As at March 31, 2024	**5,36,15,150**	**107.23**
As at April 01, 2022	**5,21,55,815**	**104.31**
Changes in Equity Share Capital due to prior period errors	-	-
Restated as at March 31, 2023	**5,21,55,815**	**104.31**
Add: Shares issued on exercise of employee stock options	7,73,725	1.55
As at March 31, 2023	**5,29,29,540**	**105.86**

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2024 (Contd.)

B. Other equity

(Amount in ₹ mn)

Particulars	Reserves and Surplus						Other Comprehensive Income(OCI)		Attributable to owners of the Company	Non-Controlling Interests	Total Equity
	Capital reserve	Securities premium	Capital redemption reserve	Share options outstanding reserve	General reserve	Retained earnings	Foreign currency translation reserve	Remeasurement of defined benefit liability			
As at April 01, 2023	**8.17**	**1,565.45**	**0.55**	**195.73**	**135.48**	**9,648.55**	**19.55**	**-**	**11,573.48**	**140.34**	**11,713.82**
Exercise of options		-	-	46.11	-	-	-	-	46.11	-	46.11
Transfers	-	109.86	-	(82.41)	3.04	-	-	-	30.49	-	30.49
Dividend (refer note 50)						(133.32)	-		(133.32)		(133.32)
Profit for the year	-	-	-	-	-	1,857.55	-	-	1,857.55	17.94	1,875.49
Other Comprehensive Income:											
Remeasurement of the net defined benefit liability (Refer note below)	-	-	-	-	-	-	-	(10.65)	(10.65)	-	(10.65)
Exchange differences on translation of foreign operations	-	-	-	-	-	-	3.07	-	3.07	-	3.07
Transfer to retained earnings	-	-	-	-	-	(10.65)	-	10.65	-	0.96	0.96
As at March 31, 2024	**8.17**	**1,675.31**	**0.55**	**159.43**	**138.52**	**11,362.13**	**22.62**	**-**	**13,366.73**	**159.24**	**13,525.97**
As at April 01, 2022	**8.17**	**1,431.39**	**0.55**	**223.37**	**135.48**	**8,311.09**	**19.46**	**-**	**10,129.51**	**119.34**	**10,248.85**
Exercise of options	-	-	-	60.76	-	-	-	-	60.76	-	60.76
Transfers	-	134.06	-	(88.40)	-	-	-	-	45.66	-	45.66
Dividend (refer note 50)						(105.26)	-		(105.26)		(105.26)
Profit for the year	-	-	-	-	-	1,461.95	-	-	1,461.95	21.47	1,483.42
Other Comprehensive Income:											
Remeasurement of the net defined benefit liability (Refer note below)	-	-	-	-	-	-	-	(19.23)	(19.23)	-	(19.23)
Exchange differences on translation of foreign operations	-	-	-	-	-	-	0.09	-	0.09	-	0.09
Transfer to retained earnings	-	-	-	-	-	(19.23)	-	19.23	-	(0.47)	(0.47)
As at March 31, 2023	**8.17**	**1,565.45**	**0.55**	**195.73**	**135.48**	**9,648.55**	**19.55**	**-**	**11,573.48**	**140.34**	**11,713.82**

In accordance with Notification G.S.R 404(E), dated April 06, 2016, as included in amended Schedule III, the Company has recognised remeasurement of defined benefit plans amounting to (₹10.65) mn (March 31, 2023: (₹ 19.23) mn) as a part of retained earnings.

Summary of material accounting policies 2

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.: 008072S)

Monisha Parikh
Partner
(Membership No. 047840)

Place: Bengaluru
Date: May 16, 2024

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

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

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

GROUP OVERVIEW

Sansera Engineering Limited (the "Company" or "Parent Company") is a public company incorporated on 15 December 1981 under the provisions of the Companies Act, 1956 with its registered office and principal place of business in Bengaluru, Karnataka. The Company along with its subsidiaries Fitwel Tools and Forgings Private Limited, Sansera Sweden AB and Sansera Engineering Private Limited. Mauritius (together referred to as "Group") and its associate MMRFIC Technology Private Limited. is involved in the business of manufacture of auto components such as rocker arms, connecting rods, gear shifters, crank shafts, and aerospace components, radars and mm-wave sensors. It is also involved in providing services such as forging and other related services.

The Company is a public limited company incorporated and domiciled in India and has its registered office at Bengaluru, Karnataka, India and has offices in Sweden. The consolidated financial statements were authorized for issuance by the Company's Board of Directors on 16 May 2024.

1. BASIS OF PREPARATION

A. STATEMENT OF COMPLIANCE

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the results of the following components:

S. No.	Name of the Entity	Country of incorporation	Nature	Effective group shareholding %
1	Fitwel Tools and Forgings Private Limited	India	Subsidiary	70
2	Sansera Sweden AB	Sweden	Subsidiary	100
3	Sansera Engineering Private Limited, Mauritius	Mauritius	Subsidiary	100
4	MMRFIC Technology Private Limited	India	Associate	21

C. BASIS OF CONSOLIDATION

Business combinations (other than common control business combinations)

In accordance with Ind AS 103, the Group accounts for these business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in Other Comprehensive Income and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

In accordance with Appendix C to Ind AS 103 on Business combinations of entities under common control, the Group accounts for these business combinations using the pooling of interest method as per the guidance provided under Appendix C to Ind AS 103. The consolidated financial statements in respect of prior periods are restated as if the combination had occurred from the beginning of the preceding period in the consolidated financial statements, irrespective of the actual date of the combination. All the assets and liabilities including have been recorded at their existing carrying amounts.

Subsidiary companies

Subsidiary companies are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealized gain / loss on transactions between group companies are eliminated. The financial statements are prepared by applying uniform policies in use at the Group.

Non- controlling interests (NCI)

NCI in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively. NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. The parent company's portion of equity in such subsidiary is determined on the basis of book values of assets and liabilities as per the financial statements of the subsidiary as on the date of the investment.

Associate company

An associate is an entity over which the investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. The Group consolidates the associate under equity method as per Ind AS 28. The equity method is a method of accounting whereby the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the investor's share of the investee's net assets

D. FUNCTIONAL AND PRESENTATION CURRENCY

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupees (INR), which is also the functional currency of the Company, and the presentation currency considered for the Group. The functional currency of the subsidiaries operations in Mauritius is Euro and that of its operations in Sweden is Swedish Krona (SEK).

For the purposes of presenting the consolidated financial statements assets and liabilities of Group's foreign operations with functional currency different from the Company are translated into Company's functional currency i.e., INR using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any are recognised in other comprehensive income and accumulated in equity.

On the disposal of foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to the consolidated statement of profit and loss.

All amounts have been rounded-off to the nearest millions, unless otherwise indicated.

E. BASIS OF MEASUREMENT

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

- Derivative instruments at fair value;
- Net defined benefit (asset)/liability at fair value of plan assets less present value of defined benefit obligations;
- Current investments at fair value through consolidated statement of profit and loss; and
- Share based payment transactions at fair value.

F. USE OF ESTIMATES AND JUDGEMENTS

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in lease classification.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending ended March 31, 2024 is included in the following notes:

- Note 2(a), 2(b), 3.a and 3.c - Depreciation and amortisation method and useful lives of items of property, plant and equipment and intangibles assets;

- Note 3.a and 3.c – Impairment of property, plant and equipment;
- Note 38 – recognition of deferred tax assets;
- Note 32 and 40– measurement of defined benefit obligations: key actuarial assumptions;
- Note 43 – Impairment of financial assets;
- Note 46 – Impairment of goodwill; and
- Note 15, 25 and 43 – Derivative contracts at fair value.

G. MEASUREMENT OF FAIR VALUES

Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are 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). The derivative contracts are valued using market approach, determined using forward exchange rates as at the balance sheet date.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is 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.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Note 41 – Employee stock options; and

- Note 42 – Financial instruments;

2. MATERIAL ACCOUNTING POLICIES

A. PROPERTY, PLANT AND EQUIPMENT

i. Recognition and measurement

Property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the consolidated statement of profit or loss.

Borrowing costs directly attributable to the acquisition/ construction of the qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as expense in the consolidated statement of profit and loss in the period in which they are incurred.

ii. Depreciation methods, estimated useful lives and residual values

Depreciation is provided on a Straight-Line Method ("SLM") over the useful life of property, plant and equipment as prescribed under Part C of Schedule II of the Companies Act, 2013. In case of second hand assets purchased, the useful life considered is based on the remaining useful life of such asset determined based on technical evaluation and its proposed use. Depreciation for assets purchased/sold during a period is proportionately charged. The useful lives for property, plant and equipment is as follows:

Asset category	Estimated useful life (in years)
Building	30
Plant and machinery	5-25
Furniture and fixtures	10
Vehicles	8
Office equipment	5
Electrical installations	10
Computer (including software)	3-6

Freehold land is not depreciated.

B. BUSINESS COMBINATION, GOODWILL AND INTANGIBLE ASSETS

Business combinations, other than through common control transactions, are accounted for using the purchase (acquisition) method in accordance with Ind AS 103, Business Combinations. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations through common control transactions are accounted on a pooling of interests method. Transaction costs incurred in connection with a business combination are expensed as incurred.

(i) Goodwill:

The excess of the cost of acquisition over the Group's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities is recognized as goodwill. Any goodwill that arises is tested annually for impairment.

(ii) Customer relationships:

Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts. Such intangible assets are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. The estimated useful life for customer relationship is expected to be 7 years. The residual values, useful lives and method of amortisation of intangible assets are reviewed at each financial year end and adjusted if appropriate.

(iii) Other Intangibles:

Intangible assets purchased are measured at cost less accumulated amortisation and accumulated impairment, if any. Intangible assets are amortised in the consolidated statement of profit and loss over their estimated useful life of 3 years on a straight-line basis.

C. INVENTORIES

i. Inventories are measured at the lower of cost and net realisable value (NRV). Cost comprises purchase price and all expenses incurred in bringing the inventory to its present location and condition. Cost has been determined as follows:

Raw materials, stores and spares	:	on weighted average basis
Work in progress	:	includes cost of conversion
Finished goods	:	includes cost of conversion

ii. Fixed production overheads are allocated on the basis of normal capacity of production facilities. The comparison of cost and NRV is made on an item-by-item basis. Spare parts that meet the definition of asset are capitalised at their respective carrying amounts. The NRV of work-in-progress is determined with reference to NRV of related finished goods.

iii. Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their NRV.

iv. Provision for inventory obsolescence is assessed periodically and is provided as considered necessary.

D. REVENUE RECOGNITION

The Group recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer;

Step 2: Identify the performance obligation in contract;

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations in the contract; and

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon transfer of control of goods or services to buyer in an amount that reflects the consideration which the Group expects to receive in exchange for those goods or services.

Sale of products is adjusted net of Goods and Service tax, returns, trade discounts, and volume rebates.

Service income is recognized when the related services are rendered unless significant future contingencies exist.

Export incentives are recognised in the consolidated statement of profit and loss when the right to receive credit as per the terms of the entitlement is established in respect of export made.

Dividend income is recognised in the consolidated statement of profit and loss on the date on which the right to receive payment is established.

Interest on the deployment of funds is recognised using the time-proportion method, based on underlying interest rates.

E. FOREIGN CURRENCY TRANSACTIONS AND BALANCES

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the consolidated statement of profit and loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the consolidated statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of profit and loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate in effect at the balance sheet date.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through consolidated statement of profit and loss.

F. GOVERNMENT GRANTS

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Grants related to assets are government grants whose primary condition is that an entity qualifying for them should purchase, construct or otherwise acquire long-term assets. Grants related to income are government grants other than those related to assets.

Government grants relating to an expense item are recognized in the consolidated statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented as a deduction in reporting the related expense. The presentation approach is applied consistently to all similar grants.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to the consolidated statement of profit and loss over the periods and in proportions in which depreciation expense on those assets is recognized.

Income from export incentives are recognized in the consolidated statement of profit and loss when the right to receive credit as per the terms of the entitlement is established in respect of exports made and disclosed as other operating revenues.

Income from government incentives (other than export incentive) are recognized in the consolidated statement of profit and loss when the right to receive credit as per the terms of the entitlement and disclosed as a reduction to the related expenses.

G. LEASES

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognises a right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the consolidated statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and a charge or credit to the consolidated statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in consolidated statement of profit and loss.

Lease payments associated with following leases are recognised as expense on straight-line basis:

(i) Low value leases; and

(ii) Leases which are short-term

H. FINANCIAL INSTRUMENTS

i. Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

Cash and cash equivalents

Cash and cash equivalents include cash on hand, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income (FVOCI) if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss (FVTPL). This include all derivative assets and current investments.

Financial liabilities

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense and are recognised in consolidated statement of profit and loss. Other financial liabilities are subsequently carried at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in the consolidated statement of profit and loss.

Derivative Instruments

The Group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. These derivative instruments are recorded at fair value on every reporting date with changes being accounted in consolidated statement of profit and loss.

iii. Drecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the consolidated statement profit and loss.

I. IMPAIRMENT

i. Impairment of financial assets

The Group recognises loss allowances for expected credit losses (ECL) on financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it 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 subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12 months ECL.

ii. Impairment of non - financial assets

A cash-generating unit (CGU) is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The Group's non-financial assets, other than inventories and deferred tax assets, are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the consolidated statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed in the consolidated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount.

The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

J. EMPLOYEE BENEFITS

i. Defined benefit plan

Gratuity

The Group's gratuity plan is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plan is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the consolidated balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Compensated absences

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absence and utilise it in future periods or receive cash compensation at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absence as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date. The calculation of the Group's obligation is performed annually by an independent actuary using the projected unit credit method as at the balance sheet date.

Non-accumulating compensated absences are recognised in the period in which the absences occur. The Group recognizes actuarial gains and losses immediately in the consolidated statement of profit and loss.

ii. Defined contribution plan

Provident fund

Provident fund is a post-employment benefit plan under which t makes specified monthly contribution towards Government administered provident fund scheme. Obligations for contributions to defined contribution plan are recognised as an employee benefit expense in the consolidated statement of profit and loss during the period in which the related services are rendered by the employees.

iii. Share-based payment transactions

Employees of the Group receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognised in the consolidated statement of profit and loss with a corresponding increase in equity over the period that the employees unconditionally become entitled to the award. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants. The stock compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

K. TAXES

Current income tax

Current income tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current income tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

L. EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the net profit for the year attributable to the owners of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit for the year for the year attributable to the owners of the Group by the weighted average number of equity shares outstanding during the year, after adjustment for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

M. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

N. PROVISIONS AND CONTINGENCIES

A provision is recognised when an enterprise has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are determined by discounting the expected future cash flows to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions for onerous contracts, i.e., contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a best estimate of such obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

O. SEGMENT REPORTING

Based on the "management approach" as defined in Ind AS 108 - Operating Segments, Managing Directors of the Group has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the Group's performance and allocates resources based on single segment approach and accordingly, information has been presented.

P. RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

3.A PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹ mn)

Particulars	Owned Property, plant and equipment										
	Land # (1)	Buildings (2)	Plant and machinery (3)	Furniture and fixtures (4)	Vehicles (5) "	Office equipment (6)	Electrical installations (7)	Computers (8)	Leasehold improvements (9)	Leasehold land ##	Total
Gross Carrying Amount											
At April 01, 2022	**496.89**	**1,345.26**	**12,577.73**	**51.59**	**168.31**	**56.19**	**553.23**	**98.82**	**220.92**	**2.01**	**15,570.95**
Additions	95.78	660.09	1,933.83	18.64	35.00	13.29	85.10	26.98	-	-	2,868.71
Disposals	-	-	(26.67)	(0.30)	(17.93)	(1.17)	-	(18.01)	-	-	(64.08)
Effect of foreign exchange differences	-	-	(1.99)	0.03	-	(0.23)	-	(0.43)	(5.56)	-	(8.18)
At March 31, 2023	**592.67**	**2,005.35**	**14,482.90**	**69.96**	**185.38**	**68.08**	**638.33**	**107.36**	**215.36**	**2.01**	**18,367.40**
Reclassification	-	-	-	-	-	-	-	(4.19)	-	-	(4.19)
Additions	62.00	380.14	2,592.91	7.17	53.73	11.78	190.50	36.93	0.50	-	3,335.67
Disposals	-	-	(23.38)	0.00	(33.96)	-	(0.47)	(14.78)	-	-	(72.59)
Effect of foreign exchange differences	-	-	(7.41)	0.03	0.00	(0.17)	-	(0.39)	(4.24)	-	(12.24)
At March 31, 2024	**654.67**	**2,385.49**	**17,045.02**	**77.10**	**205.15**	**79.69**	**828.36**	**124.94**	**211.62**	**2.01**	**21,614.05**
Accumulated Depreciation											
At April 01, 2022	**-**	**225.06**	**3,765.66**	**29.95**	**81.55**	**38.36**	**266.10**	**69.12**	**54.38**	**-**	**4,530.18**
Charge for the year	-	60.26	1,030.68	5.30	19.98	4.61	52.39	17.49	12.31	-	1,203.02
Disposals	-	-	(18.18)	(0.28)	(15.69)	(1.13)	0.00	(18.01)	-	-	(53.29)
Effect of foreign exchange differences	-	-	(2.09)	0.00	0.00	(0.06)	0.00	(0.70)	(1.07)	-	(3.92)
At March 31, 2023	**-**	**285.32**	**4,776.07**	**34.97**	**85.84**	**41.78**	**318.49**	**67.90**	**65.62**	**-**	**5,675.99**
Reclassification	-	0.00	0.00	-	-	-	-	(3.31)	0.00	-	(3.31)
Charge for the year	-	75.27	1,173.70	7.07	23.69	7.43	65.34	25.74	11.32	-	1,389.56
Disposals	-	-	(19.70)	-	(29.90)	-	(0.47)	(14.78)	-	-	(64.85)
Effect of foreign exchange differences	-	-	(6.79)	-	0.00	(0.04)	-	(0.33)	(1.30)		(8.47)
At March 31, 2024	**-**	**360.59**	**5,923.28**	**42.04**	**79.63**	**49.17**	**383.36**	**75.21**	**75.64**	**-**	**6,988.92**
Carrying Amount (net)											
At March 31, 2024	**654.67**	**2,024.90**	**11,121.74**	**35.06**	**125.52**	**30.52**	**445.00**	**49.73**	**135.98**	**2.01**	**14,625.13**
At March 31, 2023	**592.67**	**1,720.03**	**9,706.83**	**34.99**	**99.54**	**26.30**	**319.84**	**39.46**	**149.74**	**2.01**	**12,691.41**

Notes:

(a) Includes land of 60,786.60 square meter allocated by Karnataka Industrial Area Development (KIADB) at Plot no. 48, 2nd Phase, Sector - 2, Bidadi Industrial Area for a period of 10 years w.e.f. August 08, 2014 to the Company on a lease cum sale basis.

(b) Karnataka Industrial Area Development Board (KIADB) has allotted land measuring 2,025 square meter at Plot no. 143-B-8 Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099, Karnataka on a lease cum sale basis for a period of 11 years w.e.f. September 07, 1999 and 1,058 square meter at Plot no. 143-B-8-Part Bommasandra Industrial Area, Hebbagodi Village, Attibele Hobli, Anekal Taluk, Bengaluru 560099, Karnataka on a lease cum sale basis for a period of 11 years w.e.f. May 29, 2001 with specified terms and conditions to be complied with by each party. KIADB has alleged / contended that as per the terms and conditions of Clause 2(r)(ii) of the Lease Cum Sale Agreement dated January 17, 2000, the original allottee should hold minimum 51% shares in the Company till the execution of the sale deed and in view of there being a violation of the said clause by Sansera Engineering Limited (Sansera), they have issued a demand notice No. KIADB / HO / Allot / Secy – 3/ 12680 / 6102 / 19-20 dated July 29, 2019 calling upon Sansera to remit an additional sum of ₹ 53,83,798. Challenging the said demand, Sansera has filed Writ Petition seeking quashing of the said demand and also directions to execute the sale deed.

c) Includes land measuring 870.75 square meter allocated by Karnataka Small State Industrial Development Corporation (KSSIDC) at Industrial Estate, Antharasanahalli, Tumkur for a period of 6 years w.e.f. September 29, 2012, to Fitwel Tools and Forging Private Limited on a lease cum sale basis.

Karnataka Small State Industrial Development Corporation (KSSIDC) has allotted land of 4,257 square meter at Unit No. 5, KHT Complex, Antarasanahalli, Tumkur, Karnataka on a lease cum sale basis for a period of 4 years w.e.f. January 08, 1987, with specified terms and conditions to be complied with by each party. Subsequently, KSSIDC failed to comply with the terms of the agreement, hence Fitwel Tools and Forgings Private Limited (Fitwel) retained possession of the land. Pursuant to the communications with the KSSIDC, Fitwel has paid an amount of ₹ 2.01 mn as consideration for the land, which has been capitalised. As at the balance sheet date, negotiations are in progress and Fitwel awaits the final approval of KSSIDC with respect to the registration of the land in the name of Fitwel.

Refer note 19 for details of charge over the Groups's property, plant and equipment for the borrowings taken by the Group.

3.B CAPITAL-WORK IN PROGRESS (CWIP) AGING SCHEDULE

(Amount in ₹ mn)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress					
As at March 31, 2024	786.48	31.93	10.28	6.31	**835.00**
As at March 31, 2023	672.90	64.18	10.61	8.92	**756.61**

The Group has a dedicated facility in Bengaluru for machine building and machine design with special purpose machines being manufactured in-house. Special purpose machines are customised machines deployed to automate industrial processes to ensure high productivity. Machinery component required for machine building process are included in capital work-in-progress.

There are no projects which are under suspension. With regard to the ongoing projects there are no projects where completion is overdue or has exceeded the cost as compared to its original plan, considering amendments as may be approved. The Projects in-progress for more than 3 years represent components which would be commonly used across various special purpose machines being manufactured in-house.

3.C OTHER INTANGIBLE ASSETS

(Amount in ₹ mn)

Particulars	Owned intangible assets		Total
	Customer relationship	Computer Software	
Gross Carrying Amount			
At April 01, 2022	**36.53**	**54.54**	**91.07**
Additions	-	11.81	11.81
Disposals	-	-	-
Effect of foreign exchange differences	(0.92)	(0.96)	(0.92)
At March 31, 2023	**35.61**	**66.35**	**101.96**
Reclassification	-	4.19	4.19
Additions	-	17.12	17.12
Disposals	-	-	-
Effect of foreign exchange differences	(0.67)	-	(0.67)
At March 31, 2024	**34.94**	**87.66**	**122.60**
Accumulated Amortisation			
At April 01, 2022	**26.10**	**41.01**	**67.11**
Amortisation for the year	4.64	5.88	10.52
Disposals	-	-	-
Effect of foreign exchange differences	(0.21)	-	(0.21)
At March 31, 2023	**30.53**	**46.89**	**77.42**
Reclassification	-	4.26	4.26
Amortisation for the year	4.64	7.88	12.52
Disposals	-	-	-
Effect of foreign exchange differences	(0.23)	(0.96)	(1.19)
At March 31, 2024	**34.94**	**58.07**	**93.01**
Carrying Amount (net)			
At March 31, 2024	**-**	**29.59**	**29.59**
At March 31, 2023	**5.08**	**19.46**	**24.54**

3.c. (i) There were no revaluation of Intangible assets during financial year 2023-24 and 2022-23.

3.D RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

i) Following are the changes in the carrying value of right-of-use assets:

(Amount in ₹ mn)

Particulars	Leasehold Land	Leased Buildings	Total
At April 01, 2022	**162.04**	**815.23**	**977.27**
Additions	-	-	-
Deletion	-	-	-
Depreciation	(6.96)	(80.04)	(87.00)
Effect of foreign exchange differences	-	(17.15)	(17.15)
At March 31, 2023	**155.08**	**718.04**	**873.12**
Additions	-	12.32	12.32
Deletion	-	(1.48)	(1.48)
Depreciation	(6.98)	(85.74)	(92.72)
Remeasurement	-	61.63	61.63
Effect of foreign exchange differences	-	(11.01)	(11.01)
At March 31, 2024	**148.10**	**693.76**	**841.86**

ii) The following is the movement in lease liabilities:

(Amount in ₹ mn)

Particulars	Leasehold Land	Leased Buildings	Total
At April 01, 2022	**139.35**	**873.79**	**1,013.14**
Additions	-	-	-
Finance cost accrued during the year	10.35	33.86	44.21
Deletions	-	-	-
Payments	(12.00)	(106.47)	(118.47)
Effect of foreign exchange differences	-	(17.75)	(17.75)
At March 31, 2023	**137.70**	**783.43**	**921.13**
Additions	-	12.32	12.32
Finance cost accrued during the year	10.24	32.16	42.40
Deletions	-	(1.63)	(1.63)
Payments	(12.00)	(116.57)	(128.57)
Remeasurement	-	61.66	61.66
Effect of foreign exchange differences	-	(11.71)	(11.71)
At March 31, 2024	**135.94**	**759.66**	**895.60**

iii) The following is the break-up of current and non-current lease liabilities:

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Current lease liabilities	99.50	99.81
Non-current lease liabilities	796.10	821.32
Total	**895.60**	**921.13**

iv) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Less than one year	118.50	121.81
One to five years	370.53	369.82
More than five years	737.91	746.84
Total lease liabilities	**1,226.94**	**1,238.47**
Less: Implicit interest	331.34	317.34
Lease liabilities included in the Balance sheet	**895.60**	**921.13**

v) Amount recognised in the consolidated statement of profit and loss:

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation on Right-of-use assets	92.72	87.00
Interest on lease liabilities	42.40	44.21
Low value lease rentals (included with rent, classified under other expenses)	5.86	14.94

vi) Amount recognised in the consolidated statement of cash flows:

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash outflows for leases	128.57	118.47
Total	**128.57**	**118.47**

3.E GOODWILL

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Carrying amount at the beginning of the year	347.07	352.25
Effect of foreign exchange differences	(3.79)	(5.18)
Carrying amount at the end of the year	**343.28**	**347.07**

Note: For details of impairment tests for goodwill refer note 47.

4.A INVESTMENT ACCOUNTED FOR USING THE EQUITY METHOD

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
MMRFIC Technology Private Limited		
Investment in equity instruments	0.01	-
(17 (March 31, 2023: Nil) equity shares of ₹ 10 each fully paid up)		
Investment in preference shares		
37,310 (March 31, 2023: Nil) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up	50.00	-
55,970 (March 31, 2023: Nil) Series A2 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up	75.00	-
55,970 (March 31, 2023: Nil) Series A3 Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up	74.99	-
Share of profit for the year ended March 31, 2024	5.06	
Total	**205.06**	**-**

On March 29, 2023, the Company entered into a definitive agreement for a strategic investment in MMRFIC Technology Private Limited (MMRFIC). As per the terms of the agreement, the Company has made an investment of ₹ 200.00 mn in 149,250 Compulsorily Convertible Preference Shares (CCPS) of ₹ 100 each at a premium of ₹ 1,240 per CCPS; and 17 Equity Shares of Re.1 each at a premium of ₹ 599 per Equity Share, for an approximate 21.37% stake in MMRFIC and has a further right to invest and increase stake up to 51% at a predefined valuation formula.

4.B INVESTMENTS (NON-CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Unquoted (Measured at fair value through other comprehensive income)		
Partner contribution		
Clean Max Vega Power LLP	195.43	104.93
26% (March 31, 2023: 26%)		
Total	**195.43**	**104.93**

Name of the Partners	As at March 31, 2024		As at March 31, 2023	
	Monetary Value of Contribution (Amount in ₹ mn)	Contribution Ratio	Monetary Value of Contribution (Amount in ₹ mn)	Contribution Ratio
Clean Max Enviro Energy Solutions Private Limited	556.23	74.00%	265.98	65.90%
Sansera Engineering Limited	195.43	26.00%	104.93	26.00%
CleanMax Renewable Trust	-	0.00%	32.67	8.10%
Kuldeep Jain #	-	0.00%	-	0.00%
Total Capital	**751.66**	**100.00%**	**403.58**	**100.00%**

₹ 10 (March 31, 2023: ₹ 10) not presented above due to rounding off to nearest ₹ in mn.

Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	195.43	104.93
Aggregate amount of impairment in investments	-	-

CORPORATE IDENTITY NUMBER (CIN) : L34103KA1981PLC004542
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

5. LOANS (NON-CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good, at amortised cost		
Loans to the Directors of subsidiary Company*	1.93	2.28
Loans to employees	16.08	6.71
Total	**18.01**	**8.99**

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
*Total Loans to Directors of subsidiary Company	3.12	7.23%
Current portion	1.19	2.76%
Non current portion	1.93	4.47%

6. OTHER FINANCIAL ASSETS (NON-CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Security deposits - Unsecured, considered good	283.99	267.57
Bank deposits with more than 12 months maturity *	11.07	11.46
Total	**295.06**	**279.03**

* Represents deposits pledged against bank guarantees and letter of credits provided by the bank.

7.A CURRENT TAX ASSETS (NET)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax including tax deducted at source, net of provision for tax of ₹ 2,434.85 mn	87.51	85.08
Total	**87.51**	**85.08**

7.B CURRENT TAX LIABILITIES (NET)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for tax, net of advance tax including tax deducted at source of ₹ 1,056.64 mn	40.53	5.00
Total	**40.53**	**5.00**

8. OTHER NON-CURRENT ASSETS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital advances	422.45	303.66
Duty paid under protest	12.37	10.06
Prepayments	21.60	-
Total	**456.42**	**313.72**

9. INVENTORIES *(VALUED AT LOWER OF COST AND NET REALISABLE VALUE)*

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials *	1,326.13	1,233.69
Work-in-progress	1,486.89	1,380.52
Finished goods **	1,054.58	830.62
Stores and spares	321.51	264.80
Total	**4,189.11**	**3,709.63**

* Includes stock of assembled components.

** Includes stock in transit of ₹ 572.74 mn (March 31, 2023: ₹ 416.26 mn).

a) Amount of inventories recognised as an expense is ₹ 14.94 mn (Financial year 2022-23: ₹ 18.54 mn)

b) Write-down of the inventories to net realisable value amounted to ₹ 1.50 mn (Financial year 2022-23: ₹ 4.14 mn). These were recognised as an expense during the year and included in note 30 and 31 in the consolidated statement of profit and loss.

The mode of valuation of inventories has been stated in note 2.c

10. CURRENT INVESTMENTS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Quoted equity shares		
Equity shares at fair value through statement of profit and loss		
800 (March 31, 2023: 800) equity shares of ₹ 10 each fully paid up of Maruti Suzuki India Limited	10.19	6.73
Total	**10.19**	**6.73**
Aggregate amount of quoted investments	10.19	6.73
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in investments	-	-

11. TRADE RECEIVABLES

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Considered good - Secured	-	-
Considered good - Unsecured	4,661.30	4,418.71
That have an increase in Credit Risk that is significant	-	-
Credit Impaired	-	-
Total	**4,661.30**	**4,418.71**
Less: Allowance for credit losses	(39.18)	(91.40)
Trade receivables	**4,622.12**	**4,327.31**

The Group's exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 43.

Trade receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2024							
(i) Undisputed Trade receivables - considered good	3,166.97	1,322.60	81.39	80.30	10.04	-	**4,661.30**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	**-**
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	**-**
Total	**3,166.97**	**1,322.60**	**81.39**	**80.30**	**10.04**	**-**	**4,661.30**
Less: Allowance for credit losses							(39.18)
Trade receivables							**4,622.12**
As at March 31, 2023							
(i) Undisputed Trade receivables - considered good	2,792.88	1,345.99	249.49	24.60	5.75	-	**4,418.71**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**2,792.88**	**1,345.99**	**249.49**	**24.60**	**5.75**	**-**	**4,418.71**
Less: Allowance for credit losses							(91.40)
Trade receivables							**4,327.31**

(a) Trade receivables are non-interest bearing and are generally on terms of 15 to 120 days.

12. CASH AND CASH EQUIVALENTS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with banks		
in current accounts	485.69	494.88
Cash on hand	0.66	0.70
Total	**486.35**	**495.58**

13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Bank deposits within 12 months maturity *	143.35	120.83
Total	**143.35**	**120.83**

* Includes certain deposits amounting to ₹ 37.51 mn as at March 31, 2024 (March 31, 2023: ₹ 42.70 mn) pledged against bank guarantees and letter of credits provided by the bank.

14. LOANS (CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good, at amortised cost		
Loans to the Directors of subsidiary Company	1.19	0.91
Loans to employees	23.94	31.54
Total	**25.13**	**32.45**

15. OTHER FINANCIAL ASSETS (CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Unbilled revenue*	69.84	153.05
Derivative contracts at fair value	-	-
Others	8.03	35.58
Total	**77.87**	**188.63**

* Unbilled revenue includes revenue recognised in excess of invoicing towards price increases, where there is an unconditional right to receive consideration, and only act of invoicing is pending or tooling income where the Company has discharged its obligation and has an unconditional right to receive consideration for the work performed. The ageing of the unbilled is less 90 days as at March 31, 2024 and as at March 31, 2023.

16. OTHER CURRENT ASSETS

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Duty drawback receivables	56.40	27.67
Advance to suppliers	170.25	113.21
Balances payable to government authorities	6.06	12.83
Fund balance related to compensated absences and gratuity	122.87	2.16
Prepayments	85.32	107.10
Total	**440.90**	**262.97**

17. EQUITY SHARE CAPITAL

(Amount in ₹ mn except no. of shares)

(i) Particulars	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
Equity shares		
62,500,000 (March 31, 2023: 62,500,000) equity shares of ₹ 2 each (March 31, 2023: ₹ 2 each)	125.00	125.00
Total	**125.00**	**125.00**
Issued, subscribed and paid up share capital		
Equity shares		
53,615,150 (March 31, 2023: 52,929,540) equity shares of ₹2 each (March 31, 2023: ₹ 2 each)	107.23	105.86
Total	**107.23**	**105.86**

(ii) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
Number of shares outstanding at the beginning of the year	5,29,29,540	105.86	5,21,55,815	104.31
Add: Shares issued on exercise of employee stock options	6,85,610	1.37	7,73,725	1.55
Number of shares outstanding at the end of the year	**5,36,15,150**	**107.23**	**5,29,29,540**	**105.86**

(iii) Rights, preferences and restrictions attached to equity shares:

The Company has a single class of equity shares. Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the Shareholders' meeting. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive residual assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders or in line with the terms of the shareholders agreement as the case may be.

Promoters' contribution and lock-in: Pursuant to Regulations 14 of the SEBI ICDR Regulations, an aggregate of the 20% of the fully diluted post-Offer Equity Share capital of the Company held by Promoters shall be locked in for a period of three years as minimum Promoters' contribution ("Minimum Promoters' Contribution") from the date of Allotment.

(iv) List of persons holding more than 5 percent shares in equity shares of the Company

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
S Sekhar Vasan	1,02,49,531	19.12%	1,02,49,531	19.36%
Client Ebene Limited	50,30,005	9.38%	95,54,842	18.05%
Axis Mutual Fund Trustee Limited	38,30,757	7.14%	30,37,875	5.74%
Kotak Small Cap Fund	34,93,612	6.52%	24,38,783	4.61%
Kotak Funds - India Midcap Funds	31,77,339	5.93%	9,74,406	1.84%
Unni Rajagopal K	28,45,549	5.31%	28,45,549	5.38%
F R Singhvi *	27,95,549	5.21%	27,95,549	5.28%

* Pursuant to the provisions of a memorandum of understanding executed between F R Singhvi and the Singhvi Family Shareholders, dated May 15, 2013, F R Singhvi is acting in trust in relation to 1,658,624 Equity Shares held by the Singhvi Family Shareholders.

(v) As at March 31, 2024, the Company has reserved 1,126,702 shares (March 31, 2023: 1,767,312 shares) for issuance towards outstanding employee stock option available for exercise. Refer note 41.

(vi) (a) There have been no shares allotted as fully paid up pursuant to contract without payment being received in cash during five years immediately preceding March 31, 2024, except with effect from July 27, 2018, on approval of shareholders, one equity share of ₹ 100 each was sub-divided into 50 equity shares of ₹ 2 each resulting into 3,237,000 number of shares. Subsequently, the Company had issued 43,699,500 bonus shares in the proportion of 27:2.

(b) There are no shares bought back during 5 years immediately preceding March 31, 2024.

(vii) Shareholding of Promoters in equity shares of the Company

March 31, 2024

Promoter name	Shares held by promoters at the end of the year		% Change in number of shares during the year
	No. of Shares	% of total shares	
S Sekhar Vasan	1,02,49,531	19.12%	0.00%
Unni Rajagopal K	28,45,549	5.31%	0.00%
D Devaraj	21,76,374	4.06%	0.00%
F R Singhvi *	27,95,549	5.21%	0.00%
D. Devaraj - HUF	6,69,175	1.25%	0.00%
P Singhvi charitable trust	46,000	0.09%	(8.00%)
Total	**1,87,82,178**	**35.04%**	

March 31, 2023

Promoter name	Shares held by promoters at the end of the year		% Change in number of shares during the year
	No. of Shares	% of total shares	
S Sekhar Vasan	1,02,49,531	19.36%	0.00%
Unni Rajagopal K	28,45,549	5.38%	0.00%
D Devaraj	21,76,374	4.11%	0.00%
F R Singhvi *	27,95,549	5.28%	0.00%
D. Devaraj - HUF	6,69,175	1.26%	0.00%
P Singhvi charitable trust	50,000	0.09%	0.00%
Total	**1,87,86,178**	**35.48%**	

* Pursuant to the provisions of a memorandum of understanding executed between F R Singhvi and the Singhvi Family Shareholders, dated May 15, 2013, F R Singhvi is acting in trust in relation to 1,658,624 Equity Shares held by the Singhvi Family Shareholders.

The promoters of the Company are S Sekhar Vasan, F R Singhvi, Unni Rajagopal K and D Devaraj. Promoters' contribution and lock-in: Pursuant to Regulations 14 of the SEBI ICDR Regulations, an aggregate of the 20% of the fully diluted post-Offer Equity Share capital of the Company held by Promoters shall be locked in for a period of three years as minimum Promoters' contribution ("Minimum Promoters' Contribution") from the date of Allotment on September 21, 2021.

18. OTHER EQUITY

Summary of other equity balances*

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Reserves and surplus		
Capital redemption reserve	0.55	0.55
Capital reserve	8.17	8.17
Securities premium	1,675.31	1,565.45
General reserve	138.52	135.48
Retained earnings	11,362.13	9,648.55
Share options outstanding account	159.43	195.73
Exchange differences on translation of foreign operations (Net of tax)	22.62	19.55
Total	**13,366.73**	**11,573.48**

* Refer consolidated statement of changes in equity for detailed movement in above other equity balances.

Nature and purpose of other equity:

Capital redemption reserve

The capital redemption reserve is created out of undistributed profits for purchase of its own shares.

Capital reserve

Capital reserve of ₹ 2.56 mn refers to the subsidy received from the Government of Karnataka, Department of Industries and Commerce. This subsidy was received as the Group was a small scale industry in that particular year. Balance pertains to share of pre-acquisition profits of a subsidiary at the time of acquisition by the Group accounted as capital reserve.

Securities premium

Securities premium comprises of premium on issue of shares. The reserve is utilised in accordance with specific provision of the Companies Act, 2013.

General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to consolidated statement of profit and loss.

Retained earnings

Retained earnings are profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to investors.

Share options outstanding account

The fair value of the equity-settled share based payment transactions with employees is recognised in the consolidated statement of profit and loss with corresponding credit to share options outstanding account.

Exchange differences on translation of foreign operations

Exchange differences arising on translation of the foreign operation are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

19. BORROWINGS (NON-CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured at amortised cost		
Term loans from banks	2,515.69	2,578.16
Term loans from other financial institutions	-	51.59
Car loan from bank	0.17	0.50
Total	**2,515.86**	**2,630.25**

Term loans from banks:

(Amount in ₹ mn)

Repayment and interest terms	Name of the Lender	Security	As at March 31, 2024	As at March 31, 2023
Repayable in 18 equal quarterly instalments of ₹ 13.89 mn per quarter starting from January 2019 and to be settled by July 2023. Loan carries interest rate of 7.95% p.a. - 8.4% p.a.	HSBC	Secured by first pari-passu charge on entire plant and machinery, both present and future, certain properties (land and buildings) and secured by second pari-passu charge on current assets, both present and future.	-	19.44
Repayable in 20 equal quarterly instalments of ₹ 21 mn per quarter starting from March 2019 and to be settled by August 2023. The loan carries interest rate of 8.95% p.a.	HDFC Bank	Secured by first pari-passu charge on movable fixed assets, certain immovable fixed assets (land and buildings) and secured by second pari-passu charge on current assets, viz. inventories and receivables, both present and future.	-	42.00
Repayable in 20 equal quarterly instalments of ₹ 20 mn per quarter starting from September 2019 and to be settled by June 2024. The loan carries a interest rate of 8.43% p.a.			20.00	100.00
Repayable in 20 equal quarterly instalments of ₹ 25 mn per quarter starting from January 2021 and to be settled by October 2025. The loan carries a interest rate of 8.93% p.a.			175.00	275.00
Repayable in 20 equal quarterly instalments of ₹ 39.28 mn till October 2025 and ₹ 25 mn per quarter thereon starting from June 2023 and to be settled by Mar 2028. The loan carries a interest rate of 8.43%			500.00	657.14
Repayable in 20 equal monthly instalments of ₹ 45 mn starting from Dec 2024 and to be settled by Sep 2029. The loan carries a interest rate of 8.24% p.a.			900.00	-
Repayable in 16 equal quarterly instalments of ₹ 62.50 mn starting from October 2021 and to be settled by July 2025. The loan carries a interest rate of 9.20% p.a.	Axis Bank	Secured by first pari-passu charge on entire movable fixed assets, both present and future, certain immovable properties and secured by second pari-passu charge on entire current assets, both present and future.	373.32	623.33

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(Amount in ₹ mn)

Repayment and interest terms	Name of the Lender	Security	As at March 31, 2024	As at March 31, 2023
Repayable in 54 equal monthly instalments of ₹ 18.5 mn starting from Aug 2022 and to be settled by Jan 2027. The loan carries a interest rate of 8.30% p.a.	State Bank of India	Secured by first pari-passu charge on entire movable fixed assets, certain immovable properties and secured by second pari-passu charge on entire current assets, including inventories and receivables, both present and future.	628.68	851.94
Repayable in 54 equal monthly instalments of ₹ 18.5 mn starting from Mar 2023 and to be settled by Jan 2027. The loan carries a interest rate of 8.35% p.a.			628.87	851.00
Repayable in 60 monthly instalments of ₹ 0.37 mn per month starting from Jan 2020 and to be settled by Augest 2024. The loan carries a interest rate of 10.05% p.a.	HDFC Bank	Secured by first pari-passu charge on certain property/ immovable assets and movable assets and secured by second pari-passu charge on current assets i.e., inventories and receivables, both present and future, of the Company.	1.86	6.30
Repayable in 36 monthly instalments of ₹ 1.42 mn per month starting from Nov 2021 and to be settled by October 2024. The loan carries a interest rate of 9.25% p.a.			9.96	27.02
Repayable in 60 monthly instalments of ₹ 1.11 mn per month starting from Dec 2022 and to be settled by December 2027. The loan carries a interest rate of 9.34% p.a.			50.00	60.00
Repayable in 60 monthly instalments of ₹ 0.79 mn per month starting from September 2023 and to be settled by September 2028. The loan carries a interest rate of 8.76% p.a.			42.70	60.00
Repayable in 16 quarterly instalments of ₹ 3.75 mn per quarter starting from Jan 2023 and to be settled by September 2026. The loan carries a interest rate of 8.60% p.a.	Axis Bank	Secured by first pari-passu charge on certain property/ immovable assets and movable fixed assets, both present and future, and secured by second pari-passu charge on current assets including receivables, both present and future.	37.50	52.50
Sweden Tax Agency loan	Sweden Tax Loan		351.25	139.82
Total			**3,719.14**	**3,765.49**
Less: Current maturities (Refer note 23)			(1,203.45)	(1,187.33)
Non-current			**2,515.69**	**2,578.16**

Term loans from other financial institutions :

(Amount in ₹ mn)

Repayment and interest terms	Name of the Lender	Security	As at March 31, 2024	As at March 31, 2023
Repayable in 54 equal monthly instalments of ₹ 6.72 mn starting from April 2019 and to be settled by September 2023. The loan carries interest rate of 8.9% p.a.	Bajaj Finance Limited	Secured by first pari-passu charge on entire movable fixed assets, certain immovable properties and secured by second pari-passu charge on current assets, both present and future.	-	39.84
Repayable in 48 equal monthly instalments of ₹ 4.88 mn starting from February 2021 and to be settled by January 2025. The loan carries interest rate of 9.15% p.a.			48.82	100.35
Repayable in 60 monthly instalments of ₹ 0.11 mn per month starting from May 2018 and to be settled by August 2024.The loan carries a interest rate of 10.95% p.a.			0.51	7.83
Repayable in 60 monthly instalments of ₹ 0.21 mn per month starting from May 2019 and to be settled by March 2025.The loan carries a interest rate of 10.95% p.a.			2.44	4.57
Total			**51.77**	**152.59**
Less: Current maturities (Refer note 23)			(51.77)	(101.00)
Non-current			**-**	**51.59**

Car loans from banks:

(Amount in ₹ mn)

Repayment and interest terms	Name of the Lender	Security	As at March 31, 2024	As at March 31, 2023
Repayable in 39 monthly instalments of ₹ 0.03 mn per month starting from July 2022 and to be settled by September 2025. The loan carries a interest rate of 7.59% p.a.	HDFC Bank	Secured by certain movable fixed assets.	0.57	0.79
Total			**0.57**	**0.79**
Less: Current maturities (Refer note 23)			(0.40)	(0.29)
Non-current			**0.17**	**0.50**

20. PROVISIONS (NON-CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits		
Provision for gratuity (Refer note 40)	27.34	28.92
Total	**27.34**	**28.92**

21. DEFERRED TAX LIABILITIES (NET)

(Amount in ₹ mn)

Particulars		As at March 31, 2024	As at March 31, 2023
Deferred tax assets			
Provision for employee benefits		18.14	14.15
Security deposit		3.18	3.14
Allowance for credit losses		8.49	21.64
Derivative contracts at fair value		5.49	3.11
Right-of-use assets, net of lease liabilities (Ind AS 116)		2.49	11.49
Deductions allowed on payment basis		63.36	3.46
Total	**(a)**	**101.15**	**56.99**
Deferred tax liabilities			
Property, plant and equipment		790.13	740.08
On fair valuation of quoted investments		2.56	1.69
On Intangibles		-	1.02
Exchange differences arising from foreign operations		-	1.99
Others		0.88	0.81
Total	**(b)**	**793.57**	**745.59**
Deferred tax liabilities (net)	**(c) = (b) - (a)**	**692.42**	**688.60**

22 OTHER NON-CURRENT LIABILITIES

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Government grant	497.18	487.40
Total	**497.18**	**487.40**

Movement in deferred Government grant (Current and Non-current)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	543.88	563.92
Add: Grants during the year	68.37	35.27
Less: Income recognised in the consolidated statement of profit and loss	(58.89)	(55.31)
Closing balance	**553.36**	**543.88**
Less: Amounts expected to be recognised in the next 12 months (Refer note 26) - current	(56.18)	(56.48)
Net Closing balance, non-current	**497.18**	**487.40**

The Government grant related to property, plant and equipment is recognised as income over the useful life, in proportion to the depreciation of the related asset under note 29 -Other income.

23. BORROWINGS (CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Loans from banks - Secured - at amortised cost		
Cash credit	84.98	31.70
Working capital loan	1,654.73	1,464.50
Packing credit	2,499.80	1,706.04
Current maturities of long-term debt (refer note 19)	1,255.62	1,288.62
Total	**5,495.13**	**4,490.86**

Cash credit, working capital loan, packing credit loan from banks and others amounting to ₹ 4,239.51 mn as at March 31, 2024 (March 31, 2023: ₹ 3,202.24 mn) are secured by hypothecation of current assets, movable fixed assets and certain immovable properties of the Group.

Working capital loan carries interest rate ranging from 8.14% p.a. to 9.10% p.a., Cash credit carries interest rate ranging from 6.47% p.a. to 8.55% p.a. and Packing credit carries interest rate ranging from 5.85% p.a. to 6.60% p.a.

The quarterly statements of current assets filed with the banks against the borrowings obtained by the Parent Company are in agreement with the unaudited books of accounts except in certain cases where the Parent Company is in the process of filing of the revised return.

24. TRADE PAYABLES

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	308.26	202.72
Total outstanding dues of creditors other than to micro enterprises and small enterprises	3,249.41	2,724.06
Total	**3,557.67**	**2,926.78**

The Group's exposure to currency and liquidity risk related to trade payables are disclosed in note 43.

Trade Payables ageing schedule

Particulars		Outstanding for following periods from due date of payment					
	Accrued	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2024							
Micro, small and medium enterprises - Undisputed	-	238.73	62.00	7.53	-	-	308.26
Others - Undisputed	709.19	1,948.20	589.05	2.68	0.29	-	3,249.41
Total	**709.19**	**2,186.93**	**651.05**	**10.21**	**0.29**	**-**	**3,557.67**
As at March 31, 2023							
Micro, small and medium enterprises - Undisputed	-	136.18	66.53	0.01	-	-	202.72
Others - Undisputed	530.02	1,296.39	890.59	6.44	0.05	0.57	2,724.06
Total	**530.02**	**1,432.57**	**957.12**	**6.45**	**0.05**	**0.57**	**2,926.78**

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25. OTHER CURRENT FINANCIAL LIABILITIES

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued	11.93	27.20
Capital creditors *	233.46	149.05
Derivative contracts at fair value	2.89	12.35
Total	**248.28**	**188.60**

* Capital creditors include dues to micro enterprises and small enterprises amounting to ₹ 65.31 mn (March 31, 2023: ₹ 61.20 mn).

26. OTHER CURRENT LIABILITIES

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance from customers	139.02	139.44
Statutory liabilities	112.04	112.20
Balances with government authorities	1.20	107.56
Deferred government grant	56.18	56.48
Total	**308.44**	**415.68**

27. PROVISIONS (CURRENT)

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits		
Provision for gratuity (Refer note 40)	4.64	23.04
Provision for compensated absences (Refer note 40)	2.23	2.69
Provision for disputed dues #	8.85	-
Total	**15.72**	**25.73**

Provision for disputed dues #

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	-	-
Provisions made during the year	8.85	-
Provision at the end of the year	-	-
	8.85	**-**

28. REVENUE FROM OPERATIONS

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of products	26,361.23	21,739.42
Sale of services	37.51	36.30
Sub-total	**26,398.74**	**21,775.72**
Other operating revenues:		
Scrap sales	1,339.80	1,317.65
Tooling income	167.38	190.29
Export incentive benefits	143.72	99.37
Income from government grants	58.89	55.31
Sale of child parts	5.79	22.10
Total	**28,114.32**	**23,460.44**

A. Disaggregation of Revenue from contracts with customers

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of products		
India	18,099.05	15,563.78
Europe	4,854.46	3,826.04
USA	2,603.52	1,566.36
Other foreign countries	804.20	783.24
Sub-total	**26,361.23**	**21,739.42**
Sale of services		
India	35.90	35.56
Europe	1.61	0.74
Sub-total	**37.51**	**36.30**
Scrap sales		
India	1,327.97	1,307.78
Europe	11.83	9.87
Sub-total	**1,339.80**	**1,317.65**
Tooling income		
India	20.15	72.09
Europe	87.96	105.67
USA	46.07	9.31
Other foreign countries	13.20	3.22
Sub-total	**167.38**	**190.29**
Sale of child parts		
India	4.09	22.10
Europe	1.32	-
USA	0.38	-
Sub-total	**5.79**	**22.10**
Total revenue from contracts with customers:		
India	19,487.16	17,001.31
Europe	4,957.18	3,942.32
USA	2,649.97	1,575.67
Other foreign countries	817.40	786.46
Total revenue from contract with customers	**27,911.71**	**23,305.76**

B. Reconciling the amount of revenue recognised with contract and total revenue:

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Total revenue from contract with customers	27,911.71	23,305.76
Adjustments:		
Other operating revenues:		
Income from government grants	58.89	55.31
Export incentive benefit	143.72	99.37
Total	**28,114.32**	**23,460.44**

C. Timing of revenue recognition

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Good transferred at a point in time	27,706.82	23,079.17
Service transferred at a point in time	204.89	226.59
Total revenue from contract with customers	**27,911.71**	**23,305.76**

The transaction price allocated to (partially) unsatisfied performance obligations at March 31, 2024 and March 31, 2023 is Nil.

D. Contract balances

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Trade receivables	4,622.12	4,327.31
Contract assets (Unbilled revenue)	69.84	153.05
Contract liabilities (Advance from customers)	139.02	139.44

E. The Group's revenue from its major products are as follows:

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Connecting rods	10,803.09	8,465.46
Crank shaft assembly	4,160.05	3,859.24
Rocker arms	4,400.34	3,510.11
Others*	6,997.75	5,904.61
Total revenue from sale of products	**26,361.23**	**21,739.42**

* Individual items of these are less than 10% of sale of products.

Revenue from sale of products from top three customers of the Group, who individually exceed 10% of total sales, is 35.89% (as at March 31, 2023 - three customers is 38.78%).

F. Contract liabilities

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the year	139.44	87.63
Revenue recognised during the year	(139.44)	(87.63)
Contract liabilities recognised during the year*	139.02	139.44
Balance at the end of the year	**139.02**	**139.44**

* Contract liabilities include advances received from customer towards supplies.

29. OTHER INCOME

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income on bank deposits	12.75	16.34
Fair value gain on financial instruments at fair value through profit or loss	3.45	0.76
Gain on disposal of property, plant and equipment, net	4.75	3.45
Net foreign exchange gain, net	0.39	74.33
Share of profit from investment in Limited Liability Partnership (LLP)	2.92	-
Others	-	5.81
Total	**24.26**	**100.69**

30. COST OF MATERIALS CONSUMED

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Raw materials at the beginning of the year	1,233.69	993.68
Add: Purchases	12,598.17	11,103.05
Less: Raw materials at the end of the year	1,326.13	1,233.69
Total	**12,505.73**	**10,863.04**

31. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance		
Finished goods	830.62	466.79
Work in progress	1,380.52	1,055.89
Total	**2,211.14**	**1,522.68**
Closing balance		
Finished goods	1,054.58	830.62
Work in progress	1,486.89	1,380.52
Total	**2,541.47**	**2,211.14**
Changes in inventories of work in progress and finished goods	**(330.33)**	**(688.46)**

32. EMPLOYEE BENEFITS EXPENSE

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries and wages	3,057.93	2,598.48
Contribution to provident and other funds (Refer note 40)	247.27	159.25
Share-based payment to employees (Refer note 41)	46.11	60.76
Staff welfare expenses	446.51	361.12
Total	**3,797.82**	**3,179.61**

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33. FINANCE COSTS

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on		
- Banks and Financial institution borrowings	605.60	481.02
- Others	122.06	78.50
Exchange differences regarded as an adjustment to borrowing costs	-	11.37
Interest on obligations under lease	42.40	44.21
Total	**770.06**	**615.10**

34. DEPRECIATION AND AMORTISATION EXPENSES

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of property, plant and equipment	1,389.56	1,203.28
Depreciation of right-of-use asset	92.72	87.00
Amortisation of intangible assets	12.52	10.52
Total	**1,494.80**	**1,300.80**

35. OTHER EXPENSES

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Contract labour charges	1,464.37	1,158.03
Conversion charges	1,024.28	803.90
Consumption of stores and spares	2,481.38	2,145.09
Power and fuel	1,196.32	1,038.03
Freight outward	264.70	247.64
Legal and professional (Refer note 39)	151.95	126.94
Rates and taxes	21.31	49.59
Repairs and maintenance		
Buildings	213.50	191.12
Computers	95.13	73.26
Vehicles	52.69	40.62
Rent	5.86	14.94
Traveling and conveyance	90.60	76.72
Insurance	66.82	54.97
Printing and Stationery	17.74	10.58
Communication expenses	8.20	7.49
Security charges	74.58	64.97
Selling and advertisement	11.55	8.04
Corporate social responsibility	36.33	28.21
Bank charges	18.68	25.00
Allowance for credit losses	(52.22)	58.77
Gain on foreign currency transactions, net	5.32	-
Warehouse and segregation charges	54.82	10.45
Miscellaneous	38.68	24.36
Total	**7,342.59**	**6,258.72**

36. EARNINGS PER SHARE (EPS)

Basic earnings per share is calculated by dividing the profit for the year available to the shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is calculated by dividing the profit for the year available to the shareholders of the Company by the weighted average number of equity shares outstanding during the year, after adjustment for the effects of all dilutive potential equity shares. The details are as follows:

(Amount in ₹ mn except no. of shares)

Particulars		**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Profit available to shareholders for calculation of basic and diluted earnings per share	**A**	1,857.55	1,461.95
Nominal value of equity shares (₹ per share)		2	2
Weighted average number of equity shares for calculation of basic earnings per share	**B**	5,33,31,084	5,27,01,825
Basic earnings per share (in ₹)	**A/B**	**34.83**	**27.74**
Weighted average number of equity shares for calculation of diluted earnings per share	**C**	5,39,95,844	5,37,98,745
Diluted earnings per share (in ₹)	**A/C**	**34.40**	**27.17**

Computation of weighted average number of shares

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Weighted average number of equity shares	5,29,29,540	5,21,55,815
Weighted average number of Shares issued under Employee Stock Option	4,01,544	5,46,010
Weighted average number of equity shares for calculation of basic earnings per share	**5,33,31,084**	**5,27,01,825**
Add: Impact of potentially dilutive equity shares:		
Weighted average number of Shares issued under Employee Stock Option	6,64,760	10,96,920
Weighted average number of equity shares for calculation of diluted earnings per share	**5,39,95,844**	**5,37,98,745**

37. CONTINGENT LIABILITIES AND COMMITMENTS *(TO THE EXTENT NOT PROVIDED FOR)*

(Amount in ₹ mn)

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Contingent liabilities #		
Claims against the Group not acknowledged as debts:		
Excise duty, entry tax and service tax matters (Refer note A i)	48.39	35.13
Income tax matters (Refer note A ii)	63.88	49.77
Customer claims **	63.80	67.17
Other matters @@	22.07	20.00
Commitments ##		
Estimated amount of contracts remaining to be executed on capital account and not provided for	939.27	542.50
Investment in MMRFIC Technology Private Limited (MMRFIC) (Refer note 50)	-	200.00

Note A: Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash flows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for wherever required and disclosed as contingent liabilities where applicable, in these standalone financial statements. The

Group does not expect the outcomes of these proceedings to have a materially adverse effect on its financial position.

(i) Relating to demand for service tax on labour charges, refund granted on service tax paid under reverse charge mechanism (RCM), disallowance of Excise duty rebate etc.

(ii) Relating to demand raised by GST authorities on mismatch of GSTR 3B and GSTR 2A.

(iii) Relating to disallowance of certain expenses, additional depreciation and non-consideration of MAT (Minimum Alternate Tax) credit.

** The Parent Company supplied Shifter Forks to American Axle (AAM). American Axle reported failure of the product Shifter Fork and filed a suit with South Carolina Civil Court. The Company appointed a legal firm to handle the civil suit. Following the unsuccessful negotiations with AAM's counsel, the Company has filed a new motion with the Court requesting to dismiss the lawsuit in entirety because AAM had failed to comply with the contractual terms. Company, further requested the Court to hold all proceedings in abeyance until the ruling on the request to dismiss the suit in entirety comes through. Court entered an order staying all proceedings until such time as the Court can rule on motion.The management is confident of a favorable outcome and expects the settlement to be not exceeding the amount provided for (₹15 mn).

The Honourable Supreme Court of India, in the month of February 2019 had passed a judgement relating to definition of wages under the Provident Fund Act, 1952. The Management is of the view that there are interpretative challenges on the application of the judgement retrospectively. Based on the legal advice and in the absence of reliable measurement of the provision for earlier periods, the Group has made a provision of ₹ 0.58 mn for provident fund contribution pursuant to the judgement in the year 2018-19 from the date of Order of the Honourable Supreme Court of India. The Group will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Group does not expect any material impact of the same.

As disclosed in note 4, the Parent Company has invested in Clean Max Vega Power LLP (i.e., power producer) and entered into an energy supply agreement for a period of 25 years with lock in period of 5 years. Pursuant to such energy supply agreement, the Parent Company has committed to purchase atleast 51% of the total power produced by the power producer.

@@ The Karnataka State Pollution Control Board ("KSPCB") issued a demand order dated February 17, 2020 ("Demand Order") to the Parent Company, demanding an amount of ₹ 10.00 mn on the grounds that Plant 12 was not compliant with the provisions of the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981 and rules framed under Environment (Protection) Act, 1986 in relation to noise pollution and LPG storage. Our Company filed a reply dated February 27, 2020 refuting all allegations made pursuant to the Demand Order specifying that the Parent Company is in compliance with all pollution regulations and laws and requesting for an opportunity to be heard in person. KSPCB reassessed the compensation calculation notice dated July 13, 2023 to pay the revised compensation of ₹12.07 mn instead of ₹10.00 mn. The Parrent Company has submitted a reply to KSPCB dated August 22, 2023. This matter is currently pending.

The Uttarakhand Pollution Control Board ("UKPCB") issued a demand order dated March 12, 2020 ("Demand Order") to the Parent Company, demanding an amount of ₹10.00 mn on the grounds that Plant 6 was not compliant with regulations in relation to discharge of pollutants, issued by the UKPCB and the order of the National Green Tribunal dated November 14, 2019 ("NGT Order"). The Parent Company filed a writ petition dated May 15, 2020 ("Writ Petition") before the High Court of Uttarakhand to quash the Demand Order. The High Court of Uttarakhand pursuant to order dated May 18, 2020 read with order dated July 06, 2020 noted that the NGT Order has been stayed by the Supreme Court of India, and stayed recovery of the compensation demanded pursuant to the Demand Order until the Supreme Court of India completes adjudication in the matter related to the NGT Order. Further, the High Court of Uttarakhand has directed the Parent Company to apprise the UKPCB of all measure undertaken to control pollutions. Hon'ble Supreme Court have vacated the stay in February 2022. Consequently, Uttarakhand Pollution Control Board is expected to issue fresh notice of recovery of Environment Compensation.

The Group does not have any other material commitments.

38. TAX EXPENSE

A. Amounts recognised in the consolidated statement of profit and loss

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax (a)		
Current year	681.93	476.73
Adjustment of tax relating to earlier years	5.27	18.86
Deferred tax (b)		
Attributable to -		
Origination and reversal of temporary differences	0.28	53.31
Income tax expense reported in the consolidated statement of profit and loss (a+b)	**687.48**	**548.90**
Amounts recognised in other comprehensive income		
Deferred taxes		
Remeasurements of the defined benefit plans	(3.07)	(6.70)
Exchange differences on translation of foreign operations	1.03	0.03
Income tax reported in other comprehensive income	**(2.04)**	**(6.67)**
B. Bifurcation of the income tax recognised in other comprehensive income into		
Items that will not be reclassified to profit or loss	(3.07)	(6.70)
Items that will be reclassified to profit or loss	1.03	0.03
Total	**(2.04)**	**(6.67)**

C. Reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarised below:

	March 31, 2024	March 31, 2023
Profit before tax	**2,557.91**	**2,032.32**
At the effective income tax using the Group's domestic tax rate	25.17%	25.17%
Computed expected tax expense	643.83	511.53
Tax effect of:		
Non-deductible expenses	14.51	9.46
Prior period tax items	5.27	14.98
Others	23.87	12.93
Income tax expense	**687.48**	**548.90**

D. Movement in temporary differences

Particulars	Balance as at April 01, 2023 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2023-24	Recognised in OCI during 2023-24	Balance as at March 31, 2024 Net deferred tax asset/ (liabilities)
Property, plant and equipment	(740.08)	(50.05)	-	(790.13)
Provision for employee benefits	14.15	7.06	(3.07)	18.14
Security deposit	3.14	0.04	-	3.18
Allowance for credit losses	21.64	(13.15)	-	8.49
On fair valuation of quoted investments	(1.69)	(0.87)	-	(2.56)
Deductions allowed on payment basis	-	62.33	1.03	63.36
Derivative contracts	3.11	2.38	-	5.49
Right-of-use assets, net of lease liabilities (Ind AS 116)	9.99	(7.50)	-	2.49
Exchange difference on foreign operations	(1.99)	1.99	-	-
On Intangibles	(1.02)	1.02	-	-
Others	2.65	(3.53)	-	(0.88)
Total	**(688.60)**	**(0.28)**	**(2.04)**	**(692.42)**

Particulars	Balance as at April 01, 2022 Net deferred tax asset/ (liabilities)	Recognised in profit and loss during 2022-23	Recognised in OCI during 2022-23	Balance as at March 31, 2023 Net deferred tax asset/ (liabilities)
Property, plant and equipment	(697.42)	(42.66)	-	(740.08)
Provision for employee benefits	49.52	(42.04)	6.70	14.15
Security deposit	3.81	(0.67)	-	3.14
Allowance for credit losses	6.85	14.79	-	21.64
On fair valuation of quoted investments	(1.50)	(0.19)	-	(1.69)
Others	5.39	(2.74)	-	2.65
Derivative contracts	(11.62)	14.73	-	3.11
Right-of-use assets, net of lease liabilities (Ind AS 116)	9.84	1.65	-	11.49
Exchange difference on foreign operations	(1.96)	-	(0.03)	(1.99)
On Intangibles	(4.84)	3.82	-	(1.02)
Total	**(641.93)**	**(53.31)**	**6.67**	**(688.60)**

(1) Deferred tax assets and liabilities are offset when there is legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax and liabilities on net basis.

(2) There is no income surrendered or disclosed as income during the current or previous year in the tax assessment under Income tax Act, 1961, that has not been recorded in books of accounts.

39. RELATED PARTIES DISCLOSURES

A. Significant Shareholders

S Sekhar Vasan

Client Ebene Limited

B. Trust in which the Director is a trustee

Sansera Foundation

C. Associate company

MMRFIC Technology Private Limited (w.e.f August 18, 2023)

D. Key managerial personnel

S Sekhar Vasan - Chairman and Managing Director

F R Singhvi - Joint Managing Director

B R Preetham - Executive Director and Chief Executive Officer

Vikas Goel - Chief Financial Officer

Rajesh Kumar Modi - Company Secretary and Compliance officer

Muthuswamy Lakshminarayan - Independent Director

Revathy Ashok - Independent Director

Samir Purushottam Inamdar- Independent Director

E. Close members of key managerial personnel's family

Lalitha Singhvi

Praveen Singhvi

Lata Singhvi

Jayaraj Singhvi

Tara Singhvi

Indira Singhvi

F. Entity controlled by close members of key managerial personnel's family

Eff N'Bee Hospitality Private Ltd

G. The following is the summary of related party transactions

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expenditure towards Corporate Social Responsibility (CSR)		
Sansera Foundation	34.45	27.50
IPO expenses incurred (to be reimbursed by the shareholders) #		
S. Sekhar Vasan	-	4.24
F R Singhvi	-	0.41
Lalitha Singhvi	-	0.13
Praveen Singhvi	-	0.13
Lata Singhvi	-	0.13
Jayaraj Singhvi	-	0.13

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(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Tara Singhvi	-	0.13
Indira Singhvi	-	0.13
Unni Rajagopal K	-	1.18
Devappa Devaraj	-	1.18
Client Ebene Limited	-	17.77
CVCIGP II Employee Ebene Limited	-	9.95
Staff welfare cost		
Eff N'Bee Hospitality Private Ltd	1.32	0.21
Managerial Remuneration*		
S Sekhar Vasan	24.89	14.89
F R Singhvi	24.89	14.89
B R Preetham	21.72	16.94
Vikas Goel	16.99	16.54
Rajesh Kumar Modi	5.07	4.35
Sale of Property, Plant and Equipment		
S Sekhar Vasan	2.45	-
B R Preetham	0.40	-
Eff N'Bee Hospitality Private Ltd	1.85	1.84
Legal and Professional Charges- Fixed Commission		
Muthuswamy Lakshminarayan	1.50	1.20
Revathy Ashok	1.50	1.20
Samir Purushottam Inamdar	2.40	1.00
Bilaine Sylvain	-	0.46
Legal and Professional Charges- Sitting fees		
Muthuswamy Lakshminarayan	0.76	0.26
Revathy Ashok	0.78	0.25
Samir Purushottam Inamdar	0.38	0.16
Reimbursement of expenses		
Samir Purushottam Inamdar	0.37	-
Investment in associate		
MMRFIC Technology Private Limited	200.00	-

H. The balances receivable from and payable to related parties are:

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables		
Eff N'Bee Hospitality Private Ltd	0.70	0.13
Payable to Directors		
S. Sekhar Vasan	12.85	12.85

*Excludes contribution to employee retirement/post retirement and other employee benefits which are based on actuarial valuation done on an overall Company basis. Also excludes cost pertaining to ESOP's given to the employees as a part of the ESOP scheme.

Terms and conditions:

All transactions with related parties are unsecured.

40. EMPLOYEE BENEFIT PLANS

A Defined contribution plan

The Group has defined contribution plan. Contributions are made to the Provident fund for employees at the specified rate of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employer contribution to Provident fund, including admin charges	106.12	98.57
Employer contribution to Employee state insurance scheme	20.22	18.03
Employer contribution to Labour Welfare Fund	2.29	3.63

B Defined benefit plans

The Group sponsors funded defined benefit plans for qualifying employees. The defined benefit plans are administered by a separate Fund that is legally separated from the entity. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement (Age of 58 years) or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Group makes annual contribution to the Fund.

The following table sets out the status of the gratuity plan as required under Ind AS 19 "Employee benefits":

a) Reconciliation of present value of defined benefit obligations

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Defined benefit obligations at the beginning of the year	454.47	378.04
Current service cost	40.62	31.02
Interest Expense	34.15	27.21
Benefits paid	(8.10)	(9.17)
Actuarial (gains) / losses recognised in Other Comprehensive Income:		
Changes in financial assumptions	9.89	(8.87)
Experience adjustments	7.45	36.24
Changes in demographic assumptions	0.78	-
Defined benefit obligations at the end of the year	**539.26**	**454.47**

b) Reconciliation of present value of plan assets

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Plan assets at the beginning of the year	402.49	267.11
Interest income	30.25	19.21
Contributions paid into the plan	137.00	125.00
Return on plan assets recognised in Other Comprehensive Income	5.44	(2.03)
Benefits paid	(8.10)	(6.80)
Plan assets at the end of the year	**567.08**	**402.49**

Actual return on plan assets

Return on plan assets: The long term estimate of the expected rate of return on plan assets has been arrived at based on prevailing yields on those assets. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching government bonds.

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Net defined benefit liability/ (asset) (a-b)	**(27.82)**	**51.98**
Provision for Gratuity - Non-current	27.34	28.92
Provision for Gratuity - Current	4.64	23.04
Other current assets - Current	(59.80)	-
Total	**(27.82)**	**51.96**

c) **Expense recognised in the consolidated statement of profit and loss**

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current service cost	40.62	31.02
Interest expense	34.15	27.21
Interest income	(30.25)	(19.21)
Total	**44.52**	**39.02**

d) **Remeasurements recognised in Other Comprehensive Income (OCI)**

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Actuarial (gain)/loss on account of experience adjustments	7.45	36.24
Actuarial (gain)/loss arising from change in financial assumptions	9.89	(8.87)
Return on plan assets recognised in other comprehensive income	(5.44)	2.03
Actuarial (gain) / loss arising from change in demographic assumptions	**0.78**	**-**
Total	**12.68**	**29.40**
Total cost recognised in the consolidated statement of profit and loss, including other comprehensive income (c+d)	**57.20**	**68.42**

e) **Actuarial assumptions**

The following table sets out the status of the Gratuity scheme and the amount recognised in the financial statements as per the Actuarial Valuation done by an Independent Actuary. These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

In respect of the above plans, the most recent actuarial valuation of the present value of the defined benefit obligation were carried out as at March 31, 2024 by an independent member firm of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The principal assumptions used for the purpose of the actuarial valuations were as follows:

(Amount in ₹ mn)

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Discount rate	7.15% - 7.20%	7.50%
Salary increase*	4% - 5%	5.00%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
Retirement age	58 years	58 years
Withdrawal rate	4% - 5%	4.00%

*The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

f) Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	**For the year ended March 31, 2024**		**For the year ended March 31, 2023**	
	Increase	**Decrease**	**Increase**	**Decrease**
Discount rate (1% movement)	496.49	(588.01)	416.99	(497.30)
Future salary growth (1% movement)	588.64	(495.22)	497.95	(415.81)
Withdrawal rate (1% movement)	546.75	(530.60)	461.79	(446.13)
Mortality Rate (1% movement)	539.45	(538.98)	454.66	(454.19)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The expected future contribution and estimated future benefit payments from the fund are as follows:

(Amount in ₹ mn)

Expected cash flows over the next (valued on undiscounted basis):	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
1 year	47.43	35.62
2 to 5 years	181.07	141.84
6 to 10 years	243.65	218.48
More than 10 years	604.80	591.35

g) Asset liability matching strategies

The Group has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance company, as part of the policy rules, makes payment of all gratuity liability occurring during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Group is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

h) The Group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

C Defined benefit plans- Compensated absenses

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Provision for compensated absences - Non-current	-	-
Provision for compensated absences - Current	2.23	2.69
Other current assets - Current	(63.07)	(2.16)
Total	**(60.84)**	**0.53**
Expenses recognised in the consolidated statement of profit and loss	**76.13**	**40.70**

The actuarial valuation of compensated absences has been carried out using projected unit credit method based on assumptions given in respect of gratuity valuation.

41. EMPLOYEE STOCK OPTIONS

The Group has a share option scheme for the permanent employees of the Parent Company and its subsidiaries. In accordance with the terms of the plan, as approved by shareholders, permanent employees may be granted options to purchase equity shares.

Each employee share option converts into one equity share of the Parent Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry as per ESOP Schemes.

(a) Sansera Employee Stock Option Plan 2015

On March 12, 2015, the Board of Directors of the Parent Company approved "Sansera Employee Stock Option Plan 2015" ("the Plan") for grant of stock options to the employees of the Parent Company and its subsidiaries which was further ratified by the shareholders on April 13, 2015 Further, the ESOP 2015 has been amended pursuant to resolutions passed by the Shareholders on August 03, 2018, June 02, 2021 and August 31, 2021, respectively. The vested options can be exercised by the option holder and the shares can be allotted by the Board/Committee as specified in the Plan. The plans are as follows:

Program 1: Key management group

Options under this program are granted to certain employees at an exercise price of ₹ 0.14 per option. All the stock options under this program are completely vested.

The following reconciles the outstanding share options granted under employee share option plan at beginning and at the end of financial year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	5,73,775	0.14	9,98,775	0.14
Granted during the year	-	-	-	-
Exercised during the year	4,50,475	0.14	4,25,000	0.14
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	**1,23,300**	**0.14**	**5,73,775**	**0.14**
Vested at the end of the year	**1,23,300**	**0.14**	**5,73,775**	**0.14**
Exercisable at the end of the year	**1,23,300**	**0.14**	**5,73,775**	**0.14**

Program 2: Certain identified employees

Options under this program are granted to certain employees at an exercise price of ₹ 135.20 per option. Stock options issued carries different vesting periods, it ranges from 25 to 100 percent vesting of total options granted by the end of every one year from the grant date. All stock options shall be fully vested by the end of 4 years from the grant date.

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	3,85,210	135.20	7,33,935	135.20
Granted during the year	-	-	-	-
Exercised during the year	2,35,135	135.20	3,48,725	135.20
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Surrendered during the year	-	-	-	-
Outstanding at the end of the year	**1,50,075**	**135.20**	**3,85,210**	**135.20**
Vested at the end of the year	**1,50,075**	**135.20**	**3,85,210**	**135.20**
Exercisable at the end of the year	**1,50,075**	**135.20**	**3,85,210**	**135.20**

During the year ended March 31, 2024, shares were exercised on June 08, 2023, December 13, 2023 and March 28, 2024. The share price on the date of exercise was ₹ 849.50, ₹ 935.15 and ₹ 1,018.35 respectively.

Measurement of fair values

Black-Scholes Option Pricing Model is used to value the fair value of the stock options. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Share option plans		
	Programme 1: Key Management Group	Programme 2: Certain Identified Employees	Programme 2: Certain Identified Employees
Grant date	April 29, 2015	April 29, 2015	April 01, 2021
Fair value at grant date	103.39	55.25	273.21
Share price at grant date	103.48	103.48	396.60
Exercise price	0.14	135.20	135.20
Expected volatility (weighted average volatility)	49.20%	49.20%	31.30%
Method used to determine expected volatility	Expected volatility has been calculated based on volatility of the comparable company stock prices.		
Expected term (in years)	6.50	6.50	2.00
Risk free interest rate	7.90%	7.90%	4.52%

(b) Sansera Employee Stock Option Plan 2018

The Parent Company, pursuant to resolution passed by its shareholders dated August 08, 2018 has adopted "Sansera Employee Stock Option Plan 2018" ("the Plan"). Further, the ESOP 2018 has been amended pursuant to resolutions passed by the Board of Directors on April 19, 2021, August 22, 2021 and Shareholders on June 02, 2021 and August 31, 2021. The aggregate number of options, which may be issued under ESOP 2018, shall be decided by the Nomination and Remuneration Committee and shall not exceed such number of options which represents 2.50% shareholding in the Company on a fully diluted basis as on the date of this plan. The plans are as follows:

Options under this program are granted to certain employees at an exercise price in the range of ₹ 744.00 - ₹ 934.70 per option. Stock options issued carry different vesting periods. It ranges from 25 to 100 percent vesting of total options granted by the end of every one year from the grant date. All stock options shall be fully vested by the end of 4 years from the grant date.

The following reconciles the outstanding share options granted under employee share option plan at beginning and at the end of financial year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Options	Weighted average exercise price in ₹	Number of Options	Weighted average exercise price in ₹
Outstanding at the beginning of the year	8,08,327	744.00	8,08,327	744.00
Granted during the year	45,000	934.70	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	**8,53,327**	**754.06**	**8,08,327**	**744.00**
Vested at the end of the year	**4,04,164**	**754.06**	**2,02,082**	**744.00**
Exercisable at the end of the year	**4,04,164**	**754.06**	**2,02,082**	**744.00**

Measurement of fair values

Black-Scholes Option Pricing Model is used to value the fair value of the stock options. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Share option plan	
Grant date	September 22, 2021	February 12, 2024
Fair value at grant date (Average)	200.72	349.16
Share price at grant date	744	995.10
Exercise price	744	934.70
Expected volatility (weighted average volatility) (Average)	26.68%	28.05%
Expected term (in years) (Average)	3.5	3.90
Method used to determine expected volatility	The expected volatility has been calculated based on historic volatility of Auto Index	Annualised volatility of the stock price of Company for the latest historical period.
Risk free interest rate (Average)	5.02%	6.79%

42. FINANCIAL INSTRUMENTS

Accounting classification and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(Amount in ₹ mn)

Particulars	Carrying amount	Fair value		
	March 31, 2024	Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in equity shares - Fair value through Profit and Loss	10.19	10.19	-	-
Other Investment- Fair value through other comprehensive income	195.43	-	-	195.43
Total	**205.62**	**10.19**	**-**	**195.43**
Financial assets measured at amortised cost				
Loans	43.14	-	-	-
Other non-current financial assets	295.06	-	-	-
Trade receivables	4,622.12	-	-	-

(Amount in ₹ mn)

Particulars	Carrying amount	Fair value		
	March 31, 2024	Level 1	Level 2	Level 3
Cash and cash equivalents	486.35	-	-	-
Bank balances other than cash and cash equivalents above	143.35	-	-	-
Other current financial assets	77.87	-	-	-
Total	**5,667.89**	**-**	**-**	**-**
Financial liabilities measured at fair value				
Derivative liability	2.89	-	2.89	-
Total	**2.89**	**-**	**2.89**	**-**
Financial liabilities measured at amortised cost				
Non-current borrowings	2,515.86	-	-	-
Current borrowings	5,495.13	-	-	-
Lease liabilities	895.60	-	-	-
Trade payables	3,557.67	-	-	-
Other financial liabilities	245.39	-	-	-
Total	**12,709.65**	**-**	**-**	**-**

(Amount in ₹ mn)

Particulars	Carrying amount	Fair value		
		Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in equity shares - Fair value through Profit and Loss	6.73	6.73	-	-
Other Investment- Fair value through other comprehensive income	104.93	-	-	104.93
Total	**111.66**	**6.73**	**-**	**104.93**
Financial assets measured at amortised cost				
Loans	41.44			
Other non-current financial assets	279.03	-	-	-
Trade receivables	4,327.31	-	-	-
Cash and cash equivalents	495.58	-	-	-
Bank balances other than cash and cash equivalents above	120.83	-	-	-
Other current financial assets	188.63	-	-	-
Total	**5,452.82**	**-**	**-**	**-**
Financial liabilities measured at fair value				
Derivative liability	12.35	-	12.35	-
	12.35	**-**	**12.35**	**-**
Financial liabilities measured at amortised cost				
Non-current borrowings	2,630.25	-	-	-
Current borrowings	4,490.86	-	-	-
Lease liabilities	921.13	-	-	-
Trade payables	2,926.78	-	-	-
Other financial liabilities	176.25	-	-	-
Total	**11,145.27**	**-**	**-**	**-**

Fair value hierarchy

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

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The derivative contracts are valued using market approach, determined using forward exchange rates as at the balance sheet date.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The group has not disclosed the fair value of financial instruments such as other non-current financial assets, trade receivables, cash and cash equivalents, bank balances, other current financial assets, loans, borrowings, other non-current financial liabilities, trade payables and other current financial liabilities because their carrying amounts are a reasonable approximation of fair value.

The majority of costs and incomes are denominated in local currencies, which is not impacted by currency exchange fluctuations. Some of the contracts with key export customers may not allow for price adjustments in the event of unfavourable currency exchange rate developments. Global footprint exposes the Group to certain currency exchange risks, arising primarily from foreign currency receivables, import of raw materials and capital goods for operations, export of goods and non-Indian rupee denominated borrowings. The Group hedges significant portion of the net foreign exchange exposure through forward contracts and non-Indian rupee denominated loans.

43. FINANCIAL RISK MANAGEMENT

The Group is exposed to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk"

(i) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

(ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and others, foreign exchange transactions and other financial instruments. The carrying amount of financial assets represents the maximum credit exposure.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. In respect of trade receivables the Group performs credit assessment for customers on an annual basis and recognises credit risk on the basis of lifetime expected losses.

Movement in expected credit loss allowance on trade receivables:

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance as at the beginning of the year	91.40	32.63
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	(52.22)	58.77
Balance at the end of the year	**39.18**	**91.40**

Security deposits, Other financial assets and Loans:

Expected credit loss for Security deposits, Other financial assets and Loans is as follows:

Particulars	Year ended	Assets of the Group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount, net of impairment provision
Impairment allowance measured at life time expected credit loss: Financial assets for which credit risk has not increased significantly since initial recognition	March 31, 2024	Security deposits	283.99	0%	-	283.99
		Other Financial Assets	77.87	0%	-	77.87
		Loans	43.14	0%	-	43.14

Cash and cash equivalents (including bank balances, fixed deposits and margin money with banks):

Credit risk on cash and cash equivalent is limited as the Group generally transacts with banks and others with high credit ratings assigned by international and domestic credit rating agencies.

(iii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation .

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

(Amount in ₹ mn)

Particulars	As at March 31, 2024				
	Carrying amount	Total	Less than 1 year	1-2 years	Above 2 years
Non-current borrowings including current maturities	3,771.48	3,771.48	1,255.62	1,133.24	1,382.62
Current borrowings	4,239.51	4,239.51	4,239.51	-	-
Trade payables	3,557.67	3,557.67	3,557.67	-	-
Other financial liabilities	245.39	245.39	245.39	-	-
Lease liabilities	895.60	895.60	99.50	114.88	681.22

(Amount in ₹ mn)

Particulars	As at March 31, 2023				
	Carrying amount	Total	Less than 1 year	1-2 years	Above 2 years
Non-current borrowings including current maturities	3,918.87	3,918.87	1,288.62	1,134.59	1,495.66
Current borrowings	3,202.24	3,202.24	3,202.24	-	-
Trade payables	2,926.78	2,926.78	2,926.78	-	-
Other financial liabilities	176.25	176.25	176.25	-	-
Lease liabilities	921.13	921.13	99.81	114.88	706.44

(iv) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises interest rate risk and currency rate risk. Financial instruments affected by market risk include loans, borrowings, receivables and payables. The Group's activities expose it to a variety of financial risks, including effects of changes in foreign currency exchange rates and interest rate movement.

(v) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Group's exposure to risk of changes in market interest rates relates primarily to Group's long term debt obligations with floating interest rates.

(vi) Exposure to interest rate risk

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows :

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed rate instruments:		
Financial liabilities	13.40	40.22
Variable rate instruments:		
Financial liabilities	7,997.59	7,080.89
Total	**8,010.99**	**7,121.11**

Interest rate sensitivity:

Sensitivity analysis for fixed-rate instruments

There is no impact on the profit or loss on account of fixed rate instruments.

Cash flow sensitivity analysis for variable-rate instruments

The sensitivity analysis below have been determined based on exposure to interest rate. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Currency	Effect on profit before tax	
		March 31, 2024	March 31, 2023
Increase of 100 basis points	₹	79.98	70.81
Decrease in 100 basis points	₹	(79.98)	(70.81)

(vii) Foreign currency risk

The Group is exposed to currency risk on certain transactions that are denominated in a currency other than the entity's functional currency, hence exposures to exchange rate fluctuations arise. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The Group uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

Foreign currency (FC) risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments. The information on derivative instruments is as follows.

(Amount in ₹ mn)

Particulars	Currency	As at March 31, 2024		As at March 31, 2023	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Forward contract (to hedge net receivables)	USD	10.88	907.45	13.15	1,080.54
No. of Contracts		22		20	
Forward contract (to hedge net receivables)	EUR	-	-	2.06	184.25
No. of Contracts		-		5	
Forward contract (to hedge net receivables)	EURUSD	5.50	494.33	5.50	491.93
No. of Contracts		9		11	
Forward contract (to hedge payables)	USD	-	-	2.00	164.34
No. of Contracts		-		2	
Forward contract (to hedge payables)	EURUSD	1.00	89.88	2.50	223.61
No. of Contracts		2		4	
Forward contract (to hedge payables)	USDJPY	1.15	103.36	2.50	223.61
No. of Contracts		3		4	

The Group's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities when revenue and expense is denominated in a foreign currency.

The following table presents foreign currency risk from financial instruments as of:

(Amount in ₹ mn)

Particulars	Currency	As at 31 March 2023		As at 31 March 2022	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Trade receivables	USD	18.77	1,565.51	9.67	794.58
	EUR	10.10	907.76	13.02	1,164.54
Other receivables	USD	-	-	0.35	28.76
Cash and cash equivalents	USD	1.63	135.95	1.17	96.14
	EUR	0.49	44.04	2.70	241.49
Trade payables	USD	0.70	58.38	1.02	83.81
	EUR	2.38	213.91	3.42	305.89
	JPY	7.60	4.19	-	-
	GBP	-	-	*	0.03
	CHF	0.01	0.92	0.01	0.90
Total	**USD**	**19.70**	**1,643.08**	**10.17**	**835.67**
	EUR	**8.21**	**737.89**	**12.30**	**1,100.14**
	JPY	**7.60**	**4.19**		
	GBP	**-**	**-**	**-**	**0.03**
	CHF	**0.01**	**0.92**	**0.01**	**0.90**

* March 31, 2023 GBP 258.32 not presented above due to rounding off to nearest million.

Sensitivity analysis

(Amount in ₹ mn)

Particulars	Percentage movement	Effect on profit before tax		Effect on equity	
		Strengthening	Weakening	Strengthening	Weakening
March 31, 2024					
USD	2%	24.65	(24.65)	18.45	(18.45)
EURO	0%	-	-	-	-
JPY	11%	0.46	(0.46)	0.34	(0.34)
CHF	0%	-	-	-	-
March 31, 2023					
USD	8%	66.85	(66.85)	50.02	(50.02)
EURO	6%	66.01	(66.01)	49.40	(49.40)
CHF	9%	0.08	(0.08)	0.06	(0.06)

44. CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital employed.

The Group manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio and implements capital structure improvement plan when necessary.

The Group uses debt ratio as a capital management index and calculates the ratio as net debt divided by total equity. Net debt and total equity are based on the amounts stated in the financial statements.

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
Gross debt*	8,918.52	8,069.44
Less : Cash and cash equivalent and other bank balances	629.70	616.41
Net debt (A)	**8,288.82**	**7,453.03**
Total equity (B)**	**13,633.20**	**11,819.68**
Debt ratio (A / B)	**0.61**	**0.63**

* Gross debt includes non-current borrowings, current borrowings, current maturities of long term debts, lease liabilities and accrued interest.

** Total equity includes Equity share capital, instruments entirely equity in nature and other equity.

45. SEGMENT REPORTING

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The Group is in the business of manufacture and sale of automobile components, which in the context of Ind AS 108 'Segment Information' represents single reportable business segment. The entire operations are governed by the same set of risk and returns. Accordingly, these operations represent a single segment. The revenues, total expenses and net profit as per the consolidated statement of profit and loss represents the revenue, total expenses and the net profit of the sole reportable segment.

(i) Geographical information

Geographic segmentation is based on business sourced from specific geographic regions. Other foreign countries comprises all other places except India, Europe and USA.

(a) Revenue from operations

(Amount in ₹ mn)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
India	19,689.77	17,155.99
Europe	4,957.18	3,942.32
USA	2,649.97	1,575.67
Other foreign countries	817.40	786.46
Total	**28,114.32**	**23,460.44**

(b) Non-current assets

(Amount in ₹ mn)

Particulars	As at March 31, 2024	As at March 31, 2023
India	15,917.16	13,756.26
Europe	1,214.12	1,250.21
Total	**17,131.28**	**15,006.47**
Reconciling items:		
Income tax assets	87.51	85.08
Other non-current financial assets	713.56	392.95
Total non-current assets	**17,932.35**	**15,484.50**

46. IMPAIRMENT

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the cash generating units (CGU) or groups of CGU's, which benefit from the synergies of the acquisition. The chief operating decision maker reviews the goodwill for any impairment at each entity level, which is represented as separated CGU's.

The carrying value of goodwill, entity wise is as follows:

(Amount in ₹ mn)

Entity acquired	As at March 31, 2024	As at March 31, 2023
Fitwel Tools and Forgings Private Limited ('Fitwel')	146.72	146.72
Sansera Sweden AB ('Sansera Sweden')	200.35	205.53
Exchange differences on translation of foreign operations	(3.79)	(5.18)
	196.56	200.35
Total carrying value	**343.28**	**347.07**

The recoverable amount of a cash generating unit is the higher of its fair value less costs of disposal and its value in use. For the purpose of impairment test, fair value of a CGU is determined based on the market capitalisation and the value in use is determined based on specific calculations. The recoverable amount of all CGU's has been determined based on value in use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period and an average of the range of each assumption mentioned below:

(Amount in ₹ mn)

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Discount rate*	10% - 16%	12% - 17%
Terminal growth rate **	2% - 4%	2% - 4%
Operating margins	7%/14% - 12%/15%	7%/14% - 11%/16%

*These discount rate(s) are based on the Weighted Average Cost of Capital (WACC) of the Company. These estimates are likely to differ from future actual results of operations and cash flows.

** The cash flow projections include specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate has been determined based on management's estimates of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

The Group does its impairment evaluation on an annual basis and as of March 31, 2024, the estimated recoverable amount of the CGU exceeded its carrying amount, hence impairment is not triggered. The Group has performed sensitivity analysis for all key assumptions, including the cash flow projections, consequent to the change in estimated future economic conditions arising from the possible effects of ongoing war and is unlikely to cause the carrying amount of the CGU exceed its estimated recoverable amount.

As of March 31, 2024, the estimated recoverable amount of each of the CGU's exceeded its carrying amount by ₹ 613.28 mn (Fitwel Tools and Forgings Private Limited) and ₹ 706.65 mn (Sansera Sweden AB), hence impairment is not triggered. The carrying amount of the CGU was computed by allocating the net assets to operating segments for the purpose of impairment testing.

47. ADDITIONAL INFORMATION PURSUANT TO PARAGRAPH 2 OF DIVISION II OF SCHEDULE III TO COMPANIES ACT, 2013 GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ mn)

Name of the entity	As at / for the year ended March 31, 2024							
	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Sansera Engineering Limited	100.16 %	13,654.71	101.29 %	1,899.60	193.35 %	(12.80)	100.96 %	1,886.80
Subsidiaries								
Sansera Engineering Pvt. Ltd., Mauritius	6.34 %	863.70	0.06 %	1.15	-	-	0.06 %	1.15
Sansera Sweden AB	(0.29)%	(39.48)	(4.35)%	(81.50)	-	-	(4.36)%	(81.50)
Fitwel Tools and Forgings Private Limited	3.90 %	531.67	3.19 %	59.86	(48.19)%	3.19	3.37 %	63.05
Associate								
MMRFIC Technology Private Limited	NA	NA	0.27 %	5.06	1.21 %	(0.08)	0.27 %	4.98
Non-controlling interest	1.17 %	159.24	0.96 %	17.94	(14.50)%	0.96	1.01 %	18.90
Elimination on account of Consolidation	(11.26)%	(1,536.64)	(1.42)%	(26.62)	(31.87)%	2.11	(1.31)%	(24.51)
Total	**100.00 %**	**13,633.20**	**100.00 %**	**1,875.49**	**100.00 %**	**(6.62)**	**100.00 %**	**1,868.87**

(Amount in ₹ millions)

Name of the entity	As at / for the year ended March 31, 2023							
	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Sansera Engineering Limited	100.03 %	11,823.26	101.25 %	1,502.00	92.40 %	(18.12)	101.37 %	1,483.88
Subsidiaries								
Sansera Engineering Pvt. Ltd., Mauritius	7.26 %	858.39	0.08 %	1.15	-	-	0.08 %	1.15
Sansera Sweden AB	(0.13)%	(15.26)	(5.57)%	(82.62)	-	-	(5.64)%	(82.62)
Fitwel Tools and Forgings Private Limited	3.96 %	468.62	4.83 %	71.58	8.06 %	(1.58)	4.78 %	70.00
Non-controlling interest	1.19 %	140.34	1.45 %	21.47	2.40 %	(0.47)	1.43 %	21.00
Elimination on account of Consolidation	(12.32)%	(1,455.67)	(2.04)%	(30.16)	(2.86)%	0.56	(2.02)%	(29.60)
Total	**100.00 %**	**11,819.68**	**100.00 %**	**1,483.42**	**100.00 %**	**(19.61)**	**100.00 %**	**1,463.81**

Interest in other entities

Subsidiary companies:

The consolidated financial statements of the Company includes subsidiary companies listed in the table below:

Name of the entity	Country of incorporation	Ownership interest held by the group (%)	Ownership interest held by non-controlling interest (%)	Ownership interest held by the group (%)	Ownership interest held by non-controlling interest (%)
		March 31, 2024		March 31, 2023	
Sansera Engineering Pvt. Ltd., Mauritius	Mauritius	100%	-	100%	-
Sansera Sweden AB	Sweden	100%	-	100%	-
Fitwel Tools and Forgings Private Limited	India	70%	30%	70%	30%

48. ADDITIONAL REGULATORY INFORMATION:

a) There are no transactions or balances with Companies which have been removed from the Register of Companies (Struck off Companies), during the year ended/as at March 31, 2024.

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding (in mn)		Nature of transactions with struck-off Company
		As at March 31, 2024	As at March 31, 2023	
Multitech System Industrial Automation Private Limited	Purchases and Trade Payables	-	0.27	Nil

1) During the financial year 2023-24, the Company made payment of ₹ 0.27 mn during the year for the opening balances.

2) There were no transactions made during the financial year 2023-24.

b) The Group has not traded/invested in Cryptocurrency/Virtual currency.

c) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

d) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

e) The Group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

f) The Group has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003)

g) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

49. The Parent Company and the subsidiary incorporated in India have used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility, however, the same has not operated throughout the year for all relevant transactions recorded in the software. The Group is in process of implementing the changes inline with the regulation.

50. During the year ended March 31, 2024, on account of final dividend for financial year 2022-23, the Company has incurred a net cash outflow of ₹ 133.32 mn. The Board of Directors, in their meeting held on May 16, 2024, recommended a final dividend of ₹ 3 per equity share for the financial year ended March 31, 2024. This payment is subject to the approval of shareholders in the AGM of the Company and if approved, would result in a net cash outflow of approximately ₹ 160.85 mn.

51. The Board of Directors of the Company have approved these consolidated financial statements of the Company in their meeting held on May 16, 2024.

for and on behalf of the Board of Directors of
Sansera Engineering Limited
CIN: L34103KA1981PLC004542

S Sekhar Vasan
Managing Director
DIN: 00361245

F R Singhvi
Joint Managing Director
DIN: 00233146

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

Vikas Goel
Chief Financial Officer

Rajesh Kumar Modi
Company Secretary

Place: Bengaluru
Date: May 16, 2024

NOTICE OF 42ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Second (42nd) Annual General Meeting of the members of Sansera Engineering Limited will be held on Thursday, September 26, 2024 at 03:00 p.m. (IST) through video conferencing ('VC')/ Other Audio-Visual Means ('OAVM') facility to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Auditors' and Board's Report thereon.
2. To declare dividend of ₹ 3.00 per equity share for the year ended March 31, 2024.
3. To appoint a director in place of Mr. Subramonia Sekhar Vasan (DIN: 00361245) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **RATIFICATION OF REMUNERATION PAYABLE TO M/S. RAO, MURTHY AND ASSOCIATES, BENGALURU, COST AUDITORS OF THE COMPANY.**

   To consider and, if thought fit, to pass the following resolution as an ***Ordinary Resolution:***

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration not exceeding ₹ 3,00,000.00 (Indian Rupees Three Lakhs Only) plus applicable taxes, conveyance and reimbursement of out of pocket expenses incurred in connection with the cost audit payable to M/s. Rao, Murthy and Associates, Bengaluru having Firm Registration No. 000065) who have been appointed as cost auditors by the Board of Directors on the recommendation of the Audit Committee on March 26, 2024, to conduct the audit of cost records of the Company for the financial year 2024-25."

   "RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

5. **APPROVAL FOR INCREASING THE COMMISSION PAYABLE TO MR. SAMIR PURUSHOTTAM INAMDAR (DIN: 00481968), NON-EXECUTIVE INDEPENDENT DIRECTOR.**

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

   "**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded for increasing remuneration payable to Mr. Samir Purushottam Inamdar (DIN: 00481968) Independent Director of the Company in the form of fixed commission duly recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on May 16, 2024 and pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, from an existing amount of ₹ 24,00,000.00 (Rupees Twenty-Four Lakhs Only) to a fixed commission of ₹ 30,00,000.00 (Rupees Thirty Lakhs Only) or such other amount as may be determined by the Board of Directors of the Company from time to time, which shall not exceed 1% per annum of the net profits of the Company payable to all Independent Directors, calculated in accordance with the provisions of Section 198 of the Act, commencing from April 01, 2024, till the term of the appointment."

   "RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

6. **APPROVAL FOR INCREASING THE COMMISSION PAYABLE TO MR. LAKSHMINARAYAN MUTHUSWAMI (DIN: 00064750), NON-EXECUTIVE INDEPENDENT DIRECTOR.**

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

   "**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded for increasing remuneration payable to Mr. Lakshminarayan Muthuswami (DIN: 00064750) Independent Director of the Company in the form of fixed commission duly recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on May 16, 2024 and pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the **'Act'**) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, from an existing amount of ₹ 15,00,000.00 (Rupees Fifteen Lakhs Only) to a fixed commission of ₹ 30,00,000.00 (Rupees Thirty Lakhs Only) or such other amount as may be determined by the Board of Directors of the Company from time to time, which shall not exceed 1% per annum of the net profits of the Company payable to all Independent Directors, calculated in accordance with the provisions of Section 198 of the Act, commencing from April 01, 2024 till the term of the appointment."

"**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

7. **APPROVAL FOR INCREASING THE COMMISSION PAYABLE TO MS. REVATHY ASHOK (DIN: 00057539), NON- EXECUTIVE INDEPENDENT DIRECTOR.**

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

"**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded for increasing remuneration payable to Ms. Revathy Ashok (DIN: 00057539) Independent Director of the Company in the form of fixed commission duly recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on May 16, 2024 and pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, from an existing amount of ₹ 15,00,000.00 (Rupees Fifteen Lakhs Only) to a fixed commission of ₹ 30,00,000.00 (Rupees Thirty Lakhs Only) or such other amount as may be determined by the Board of Directors of the Company from time to time, which shall not exceed 1% per annum of the net profits of the Company payable to all Independent Directors, calculated in accordance with the provisions of Section 198 of the Act, commencing from April 01, 2024 till the term of the appointment."

"**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

8. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

*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 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing ₹ 23,00,00,000.00 divided into 6,25,00,000 Equity Shares of ₹ 2/- each, 3,00,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 7,50,000 Series B compulsorily convertible preference shares of ₹ 100/- each to ₹ 30,50,00,000.00 (Rupees Thirty Crores and Fifty Lakhs Only) divided into 10,00,00,000 Equity shares of ₹ 2/- each, 300,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 750,000 Series B compulsorily convertible preference shares of ₹ 100/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company."

"**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

"**V.** The Authorised Share Capital of the Company is ₹ 30,50,00,000.00 (Rupees Thirty Crores and Fifty Lakhs Only) divided into 10,00,00,000 Equity shares of ₹ 2/- each, 300,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 750,000 Series B compulsorily convertible preference shares of ₹ 100/- each."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

9. TO CONSIDER AND APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT OR THROUGH ANY OTHER MODE PERMITTED UNDER LAW

To consider and if thought fit, pass with or without modification, the following resolution as a ***Special Resolution***:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 **(the "Act")**, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) thereof) **(the "SEBI ICDR Regulations")**, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")**, to the extent applicable, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the uniform listing agreement(s) entered into by the Company with the National Stock Exchange of India Limited and BSE Limited (collectively, the **"Stock Exchanges"**) where the equity shares of face value of ₹ 2 each of the Company **("Equity Shares")** are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) and/ or re-enactment(s) thereof **("FEMA")**, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the extant consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India **("GOI")**, circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 01, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the **"ECB Guidelines"**), Foreign Exchange Management (Overseas Investment) Rules, 2022 and the Foreign Exchange Management (Overseas Investment) Regulations, 2022 and all such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, each as amended from time to time, issued by the GOI, the Reserve Bank of India **("RBI")**, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs **("MCA")**, the Registrar of Companies, Karnataka at Bengaluru **("RoC")** the Securities and Exchange Board of India **("SEBI")**, Stock Exchanges, and/ or any other regulatory/ statutory authorities, in India or abroad from time to time(hereinafter singly or collectively referred to as the **"Appropriate Authorities"**), to the extent applicable and subject to such approvals, permits, consents and sanctions of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include any duly constituted committee of the Board, thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of securities or instruments including but not limited to Equity Shares, securities convertible or exchangeable into such number of Equity Shares as the Board may decide, convertible debentures and/or preference shares (compulsory and/or optionally, fully and/or partly) and/or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares, and/or foreign currency convertible bonds **("FCCB")** and/or foreign currency exchangeable bonds **("FCEB")** which are convertible or exchangeable into Equity Shares at the option of the Company, and/or global depository receipts **("GDRs")** and/or American depository receipts **("ADRs")** and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not) secured/un-secured or any other equity based instrument or combination thereof (all of which are hereinafter referred to as **"Securities"**), or any combination thereof, in India or abroad in one or more tranches and/or one or more issuances simultaneously, whether in Rupee denomination or in denomination of one or more permissible foreign currencies, and/or any combination of any of the aforementioned securities, at such price and such terms and conditions as may be determined by the Board in accordance with the relevant provisions of the SEBI ICDR Regulations or other applicable laws, for an aggregate amount not exceeding ₹ 1,200.00 Crores (Rupees One Thousand Two Hundred Crores) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) further public issue(s), debt issue(s), preferential allotment(s), private placement(s), qualified institutions placement(s) **("QIP")** in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, and/or any other method as may be permitted under the applicable law, to such eligible investors that may be permitted to invest in such issuance of Securities, , including eligible Qualified Institutional Buyers **("QIBs")** (as defined in the SEBI ICDR Regulations), employees of the Company, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals, trustees or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors who are authorized to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion, to all or any of them, jointly or severally and, whether or not such investors are members of the Company, in course of domestic or international offerings, through issue of prospectus and/or letter of offer and/or placement document and/or private placement cum application letters and /or such other permissible/ requisite offer documents / writings / circulars / memoranda as may be deemed appropriate, at the sole discretion of the Board, in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price, as the Board may deem fit, as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion **(the "Issue")** at the time of such issue and allotment of Securities pursuant to the Issue, considering the prevailing market conditions and other relevant factors, where necessary, in consultation with the lead manager(s) / book running lead manager(s) and/ or underwriter(s) and/ or other advisor (s) to be appointed by the Company for such Issue.

RESOLVED FURTHER THAT in the event the proposed issuance and allotment of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as **"Eligible Securities"** within the meaning of the SEBI ICDR Regulations), shall be subject to the following:

i. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations;

ii. the Eligible Securities proposed to be offered, issued and allotted shall be fully paid up except as may be permitted under the SEBI ICDR Regulations, and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

iii. the Eligible Securities proposed to be offered / issued / allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company, in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;

iv. the allotment of Eligible Securities shall be completed within a period of 365 days from the date of this Special Resolution or such other time as may be allowed under the Act, the SEBI ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;

v. the Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time, except as may be allowed under the SEBI ICDR Regulations from time to time;

vi. no single allottee shall be allotted more than fifty per cent of the Issue size or such other limit as may be permitted under applicable law and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;

viii. the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue of such convertible securities or the date on which holders of the convertible securities become eligible to apply for Equity Shares, as may be determined by the Board or the committee of the Board duly constituted to exercise its powers including powers conferred under this resolution or such date as may be permitted under SEBI ICDR Regulations, as amended from time to time;

ix. the issue and allotment of Eligible Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations **("QIP Floor Price")** and the Board may, at its absolute discretion and in consultation with the lead manager(s) / book running lead manager(s), may offer a discount of not more than 5% (five percent) or such other percentage as may be permitted under applicable law to the QIP Floor Price;

x. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

xi. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;

xii. application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations;

xiii. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;

xiv. no allotment shall be made, either directly or indirectly, to any person who is a Promoter, or any person related to Promoter in terms of the SEBI ICDR Regulations;

xv. the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized, in case the Issue size exceeds ₹ 100 Crores (Rupees One Hundred Crores); and

RESOLVED FURTHER THAT in case of issue of Eligible Securities, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;

b. makes a rights issue of Equity Shares;

c. consolidates its outstanding Equity Shares into a smaller number of shares;

d. divides its outstanding Equity Shares including by way of stock split;

e. re-classifies any of its Equity Shares into other securities of the issuer; and

f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board or any committee of the Board duly constituted to exercise its powers including powers conferred under this resolution be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, submitting the listing applications, as the case may be, on one or more Stock Exchanges and/or internationally recognised stock exchanges and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/ regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board or any committee of the Board duly constituted to exercise its powers including powers conferred under this resolution, be and is authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019 and such other circulars, notifications, clarifications, guidelines, rules and regulations issued by Appropriate Authority (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the Equity Shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing of Securities thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Appropriate Authorities including any conditions as may be prescribed in granting such approval or permissions by such Appropriate Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares or variation of the conversion price of the Eligible Securities or period of conversion of Securities into Equity Shares during the duration of the Equity Shares and other Eligible Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to the issue, including the finalization and approval of the draft as well as final offer document(s), and any corrigenda thereto, as applicable, with any applicable regulatory / statutory / governmental authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and make arrangements for the use of proceeds of the Issue to be monitored by a credit rating agency registered with SEBI, if applicable, in accordance with SEBI ICDR Regulations, severally authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, undertakings, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/ conversion of the Securities, if any, and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purpose of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint /engage merchant bankers, lead manager(s) or book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, consultants, professional firms, escrow bankers and all such persons/agencies as are or may be required to be appointed, involved or concerned in such Issue and to pay any commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s) or book running lead manager(s), underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Securities, the price, premium or discount on issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred herein by this resolution to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the issue.

Registered Office:	**By Order of the Board**
Plant 7, No. 143/A,	Sansera Engineering Limited
Jigani Link Road,	
Bommasandra Industrial Area	Sd/-
Bengaluru 560105	Rajesh Kumar Modi
	Company Secretary
	Membership No. F5176
Place: Bengaluru	
Date: August 20, 2024	

NOTES:

1) Ministry of Corporate Affairs ('MCA') vide its general circular no. 20/2020 dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and Circular No. 09/2023 September 25, 2023 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as 'SEBI Circulars) permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars issued from time to time, the 42nd AGM of the Company is being held through VC/OAVM on September 26, 2024 at 03:00 p.m. (IST).

2) The deemed venue for the 42nd AGM shall be the registered office of the Company, i.e., Plant 7, Plot No. 143/A, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560105, Karnataka, India.

3) As per the provisions of clause 3.A. II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Businesses as appearing in the accompanying notice, are considered to be unavoidable by the Board and hence form part of this notice.

4) A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto.

5) Pursuant to the provisions of the Act, a member entitled to attend and vote at the 42nd AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.

6) Institutional Investors and corporate members are encouraged to attend and vote at the 42nd AGM of the Company.

7) Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send certified copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the 42nd AGM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at info@bmpandco.com with a copy marked to the RTA of the Company i.e., Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. The facility of joining the AGM through VC /OAVM will be opened 30 minutes before and will remain open upto 30 minutes after the scheduled start time of the AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however shall not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key/ senior managerial personnel and auditors.

8) Members are requested to confirm their e-mail Id, or otherwise notify changes in the email Id, to RTA of the Company at: rnt.helpdesk@linkintime.co.in

9) Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the RTA of the Company in case, the shares are held by them in physical form.

10) The Board of Directors has recommended a dividend of ₹ 3.00 per equity share on equity Shares of the Company of face value ₹ 2/- each fully paid-up for the year ended March 31, 2024 for the approval of shareholders at the 42nd AGM.

11) Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the register of members and share transfer books of the Company will remain closed from Friday, September 20, 2024 to September 26, 2024 (both days inclusive) for the purpose of payment of dividend.

12) Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched on or before 30 days from the date of AGM.

13) As per the Listing Regulations and pursuant to SEBI Circular dated April 20, 2018, the Company shall use

any electronic mode of payment approved by the Reserve Bank of India for making payment of dividend to the members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where dividend payments are made through electronic mode, intimation regarding such remittance will be sent separately to the shareholders. Where the dividend cannot be paid through electronic mode, the same will be paid through physical instrument such as non-negotiable instruments/warrants/ Demand Draft with bank account details of such shareholders printed thereon.

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Registrar and Transfer Agent (in case of shares held in physical mode) and with their respective Depository Participants (in case of shares held in demat mode).

14) To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change of address or particulars of their bank account, if any, to RTA of the Company and to their respective depository participants.

15) In view of above MCA Circulars, SEBI vide its circular dated October 07, 2023 also relaxed from the requirement of sending hard copy of annual report to shareholders who have not registered their email address. In compliance of the same the Company has sent notice of AGM only through electronic mode to those shareholders whose e-mail addresses are registered with Company or its RTA. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and all other relevant circulars issued from time to time, the Notice calling the AGM has been uploaded on the website of the Company i.e., www.sansera.in, The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www. bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Link Intime (agency for providing the Remote e-Voting facility) i.e. https://instavote.linkintime.co.in.

16) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

17) Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

18) Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company Secretary of the Company at rajesh.modi@sansera.in.

19) Members seeking any information/desirous of asking any questions at the meeting with regard to the accounts or any other matter to be placed at the meeting are requested to send email to the Company Secretary at rajesh.modi@sansera.in at least 10 days prior to the meeting. The same will be replied by the Company suitably in the meeting.

20) In order to strengthen the dispute resolution mechanism for all disputes between a listed Company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company: https://sansera.in/

21) In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

22) Share transfer documents and all correspondence relating thereto, should be addressed to the RTA of the Company at Link Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e., rnt.helpdesk@linkintime.co.in

23) To prevent any fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also be advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

24) SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.

25) Pursuant to Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority

26) As mandated by SEBI, effective April 01, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with a depository. Accordingly, the members of the Company were requested to open a demat account and submit physical securities to their DPs.

27) As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the RTA of the Company for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.

28) Pursuant to Section 72 of the Act, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to RTA. Further, members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to RTA. These forms will be made available by RTA on request.

29) Brief details of the directors, who are seeking appointment/ re-appointment, are annexed (Annexure 1) hereto as per the requirement of Regulation 36(3) of the Listing Regulations and the provisions of the Act.

30) **INSTRUCTIONS FOR SHAREHOLDERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:**

i. **Temporary Registration for Demat shareholders:**

The members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime. co.in at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

ii. **Permanent Registration for Demat Shareholders:**

It is clarified that for permanent registration of e-mail address, the members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

iii. **Registration of email id for Shareholders holding physical shares:**

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with RTA, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

iv. **Registration of Bank Details for Physical Shareholders:**

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with RTA by clicking the link: https://linkintime.co.in/emailreg/email_register.html at their website www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, email id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an email to RTA at rnt.helpdesk@linkintime.co.in

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

31) **Information and other instructions relating to e-voting are as under:**

I. The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 09:00 am (IST) on Monday, September 23, 2024.

End of e-voting: Up to 05:00 pm (IST) on Wednesday, September 25, 2024.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled automatically upon expiry of the aforesaid period.

II. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA and SEBI Circulars, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means.

III. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to the members.

IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Thursday, September 19, 2024. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting.

VI. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, such member may obtain the User ID and password by sending a request at rnt.helpdesk@linkintime.co.in.

VII. The Board of Directors of the Company has appointed CS Pramod SM or failing him CS Biswajit Ghosh; Partners of M/s. BMP & Co., LLP, a Practicing Company Secretary firm, Bengaluru as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e., www.sansera.in. The results shall simultaneously be communicated to the Stock Exchanges i.e., BSE and NSE.

IX. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting,

X. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 09, 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.

d) Click on Submit button and investor will be mapped now.

e) 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 shareholder 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

- o Click on **'Login'** under **'Corporate Body/ Custodian/ Mutual Fund'** tab and further Click **'forgot password?'**
- o 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".

Process and manner for attending the Annual General Meeting through InstaMeet:

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).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the Company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember to speak serial number and start your conversation with panellist by switching on video mode and audio of your device.

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 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 General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

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.

Process and manner for attending the General Meeting through InstaMeet:

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).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the Company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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 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:

a) Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

b) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

c) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 9 GIVEN HEREUNDER AND THE SAME FORMING PART OF THE NOTICE.

ITEM NO. 4:

RATIFICATION OF FEE PAYABLE TO COST AUDITORS

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have its cost records audited by the Cost Accountant. Based on the recommendation of the Audit Committee, the Board at its meeting held on 26th March, 2024, approved the appointment of M/s. Rao, Murthy and Associates, Bengaluru (having Firm Registration No. 000065), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year 2024-25 at a remuneration not exceeding ₹ 3,00,000/- (Rupees Three Lakh Only) plus applicable taxes, out-of-pocket and other expenses. This remuneration has been determined by the Board based on the industry standards, time and effort required for the audit process, and the scope of the cost audit. The Board considers this remuneration to be fair and reasonable, commensurate with the size and nature of operations of the Company.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the members as set out at Item No. 4 of the Notice to comply with the statutory provisions and to ensure transparent corporate governance practices. This will enable the Company to carry out the mandatory cost audit and fulfil its legal obligations.

M/s. Rao, Murthy and Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have a vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members. None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5, 6, 7:

APPROVAL FOR INCREASING FIXED COMMISSION PAYABLE TO NON- EXECUTIVE INDEPENDENT DIRECTORS

The Company's Non-Executive Independent Directors are 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 Board proposes to increase the fixed commission payable to Independent Directors to ₹ 30,00,000.00 per annum. This increase reflects the growing responsibilities, time commitment, and valuable contributions of our Independent Directors in guiding the Company's long-term growth strategy. The proposed remuneration is competitive with peer companies in our industry and aims to attract and retain high-calibre individuals essential for effective corporate governance. The increase also acknowledges the expanded regulatory landscape, and the critical role Independent Directors play in ensuring compliance and risk management. The uniform increase to ₹ 30 Lakhs for all the Independent Directors ensures parity and acknowledges their equal importance to our governance structure. This adjustment in compensation demonstrates our commitment to fair and transparent governance practices while aligning with market standards. The Board believes this increase is in the best interest of the Company and its stakeholders, ensuring continued access to diverse expertise crucial for sustainable growth.

Pursuant to Section 149(9) of the Companies Act, 2013 including amendments if any, an independent director is entitled to receive (a) sitting fee for Board/Committee meetings as may be prescribed under second proviso in Section 197(5); (b) reimbursement of expenses for attending the Board/Committee meetings; (c) profit related commission as may be approved by the members.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members, approved to increase annual fixed commission for a period of their term effective from April 01, 2024 as stated in the resolution, subject to the condition that total commission in aggregate does not exceed one per cent (1%) of the net profits of the Company for each Financial Year.

In accordance with Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors (except sitting fees) requires approval of members of the Company.

In view of the above, the resolution at Item No. 5, 6 and 7 of the notice is placed before the members for their approval as an Ordinary Resolution.

Except the Independent Directors of the Company none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the said resolution set out in items no. 5, 6 and 7.

ITEM NO. 8:

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors at its meeting held on August 20, 2024 approved, subject to approval of shareholders and in compliance to the provisions of the Companies Act, 2013 including applicable rules/ regulations to increase the Authorised Share Capital of the Company from ₹ 23,00,00,000.00 divided into 6,25,00,000 Equity Shares of ₹ 2/- each, 3,00,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 7,50,000 Series B compulsorily convertible preference shares of ₹ 100/- each to ₹ 30,50,00,000.00 (Rupees Thirty Crores and Fifty Lakhs Only) divided into 10,00,00,000 Equity shares of ₹ 2/- each, 3,00,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 7,50,000 Series B compulsorily convertible preference shares of ₹ 100/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

The proposed increase in authorized share capital is necessary to facilitate the issuance of additional equity shares. This will provide the company with greater flexibility to raise capital for future growth opportunities, strategic investments, or strengthening our financial position. By increasing only, the equity share capital component, we aim to maintain the current structure of our compulsory convertible preference shares while expanding our ability to access equity funding as and when needed, subject to applicable provisions of the Companies Act, SEBI Regulations including amendments, modifications if any.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting under Section 13 and 61 of the Companies Act, 2013.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours and would be made available on our Company's website www.sansera in.

The Board recommends the resolutions set forth in the Item No. 8 of the Notice for approval of the Members.

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

ITEM NO. 9:

TO CONSIDER AND APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT BASIS OR THROUGH ANY OTHER MODE PERMITTED UNDER LAW

The Company is in expansion phase and foresees opportunities for growth, as it continues to evaluate organic and inorganic options to improve its market share and accelerate its business growth on a consolidated basis and would require funds for achieving such growth and expansion. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for raising funds by way of public issue or private offerings including by one or more qualified institutions placement to eligible investors through issuance of Equity Shares or other Securities, in one or more tranches, and use the proceeds from such Issue for meeting the fund requirements for its capital expenditure, working capital requirements, refinancing or repayment or prepayment of the existing borrowings of the Company and/ or its subsidiaries, investment in subsidiaries, investment in organic and inorganic opportunities for backwards and forward integration and, for any other purpose or object, as may be determined by the Board and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The Board of Directors of the Company (**"Board"** which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under the resolution) at their meeting held on August 20, 2024, in order to fulfil the aforesaid objects, have considered and approved seeking approval of the shareholders to enable raising of funds by way of issuance (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, of equity shares having a Face Value ₹ 2 each (**"Equity Shares"**), and / or securities convertible or exchangeable into such number of Equity Shares as the Board may decide, convertible debentures and/or preference shares (compulsory and/or optionally, fully and/or partly) and/or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity

Shares, and/or foreign currency convertible bonds (**"FCCB"**) and/or foreign currency exchangeable bonds (**"FCEB"**) which are convertible or exchangeable into Equity Shares at the option of the Company, and/or global depository receipts (**"GDRs"**) and/or American depository receipts (**"ADRs"**) and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not) secured/un-secured or any other equity based instrument or combination thereof (all of which are hereinafter collectively referred to as **"Securities"**), in India or abroad, in one or more tranches and/or one or more issuances simultaneously, whether in Rupee denomination or in denominations of permissible foreign currencies, in the course of domestic or international offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s) or book running lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1200 Crores (Rupees One Thousand and Five Hundred Crores) (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law further public issue(s), debt issue(s), preferential allotment(s), private placement(s), including Qualified Institutions Placement(s) (**"QIP"**) in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or amendments thereof) (**"SEBI ICDR Regulations"**) and/or any other method as may be permitted under the applicable law. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as may be determined and permitted under applicable law and to such classes of investors, including eligible Qualified Institutional Buyers (**"QIBs"**) (as defined in the SEBI ICDR Regulations), existing members, employees of the Company, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds, insurance companies and/or any other categories of investors who are authorized to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above, as the Board may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) or book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013, including rules made thereunder, each as amended (the **'Act'**) and other applicable guidelines, notifications, rules and regulations (the **"Issue"**).

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed raising of funds is, inter alia, subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange Limited and BSE Limited (together with National Stock Exchange Limited, the **"Stock Exchanges"**), Reserve Bank of India, Ministry of Corporate Affairs (**"MCA"**), Government of India, Registrar of Companies, Karnataka at Bengaluru, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the issue of Securities is made through a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as **"Eligible Securities"** within the meaning of the SEBI ICDR Regulations) shall be subject to the following:

i. the allotment of Eligible Securities (or any combination of Securities as maybe decided by the Board) shall only be made to QIBs as defined under SEBI ICDR Regulations;

ii. the Eligible Securities shall be offered, issued and allotted on fully paid-up basis except as may be permitted under the SEBI ICDR Regulations, in dematerialized form and subject to the provisions of the Memorandum and Articles of Association of the Company;

iii. the Eligible Securities proposed to be offered, issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof and shall be subject to the requirements of all applicable laws;

iv. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the Special Resolution or such other time as may be allowed under the Act, the SEBI ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until two weeks after the prior QIP;

v. the Eligible Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

vi. no single allottee shall be allotted more than 50% of the Issue size or such other limit as may be permitted under applicable law and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;

viii. the "Relevant Date" for the purposes of pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee thereof, decides to open the issue for the proposed QIP of Equity Shares as Eligible Securities, and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue of such convertible securities or the date on which holders of such convertible securities become entitled to apply for Equity Shares as may be determined by the Board or the committee of the Board duly constituted to exercise its powers including powers conferred under this resolution or such date as may be permitted under the SEBI ICDR Regulations;

ix. the issue and allotment of Eligible Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (**"QIP Floor Price"**) and the price determined shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board may, at its absolute discretion and in consultation with the lead managers or book running lead managers, offer a discount of not more than 5% (five percent) or such other percentage as may be permitted under applicable law to the QIP Floor Price;

xi. a minimum of 10% of the Eligible Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

xii. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;

xiii. application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations;

xiv. no allotment shall be made, either directly or indirectly, to any person who is a Promoter or any person related to Promoters in terms of the SEBI ICDR Regulations;

xv. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;

xvi. the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized, in case the Issue size exceeds ₹ 100 Crores (Rupees One Hundred Crores).

Further, as per Section 62(1)(c) of the Act, a company proposing to increase its subscribed capital by further issue of shares may offer such shares to any person, who may or may not be the existing members of the Company, either for cash or for a consideration other than cash, subject to prior approval of the Members by Special Resolution. As the proposed Special Business of this Notice shall result in such issuance of Equity Shares of the Company to the existing Members or to persons other than existing Members of the Company, approval of the Members of the Company is being sought through Special Resolution pursuant to the said provisions of the Act as well as applicable rules notified by the MCA and in terms of the provisions of SEBI ICDR Regulations. The Equity Shares to be allotted pursuant to the Issue shall rank pari passu in all respects with the existing Equity Shares of the Company.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the aforementioned provisions of the Act, read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), for issuance of Securities.

The Equity Shares to be allotted, if any under the Issue, would be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed. The offer/ issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or amendments thereof (**'FEMA'**), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations. There would be no change in control pursuant to the said issue.

The Resolution further seeks to empower the Board to undertake a QIP with QIBs as prescribed by SEBI ICDR Regulations. The Board may, in their discretion, adopt the mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders.

None of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel and members of the Senior Management of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolutions set forth in the Item No. 9 of the Notice for approval of the Members as a Special Resolution.

Registered Office:
Plant 7, No. 143/A,
Jigani Link Road,
Bommasandra Industrial Area
Bengaluru 560105

By Order of the Board
Sansera Engineering Limited

Sd/-
Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Place: Bengaluru
Date: August 20, 2024

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 42ND AGM OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Subramonia Sekhar Vasan
DIN	00361245
Date of Birth and Age	March 02, 1953 (71 years)
Date of First Appointment on the Board	December 15, 1981
Qualifications	Bachelor's degree in technology from Indian Institute of Technology (IIT), Madras and a post graduate diploma in management from Indian Institute of Management (IIM), Bangalore.
Relationship between Directors inter-se	Not related to any Directors of the Company
Experience & Expertise in specific functional areas/ brief resume	He has been a Director of the Company since incorporation. He holds a bachelor's degree in technology from IIT, Madras and a post graduate diploma from IIM, Bangalore. He has over 43 years of professional experience in the field of technology, engineering, quality, manufacturing etc.
Directorships held in other Public Companies (excluding Foreign Companies)	Nil
Names of listed entities from which the director has resigned in the past three years	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
No. of equity shares held in the Company (self and as a beneficial owner)	1,02,49,531
No. of Board Meetings attended during 2023-24	6
Terms and conditions of appointment / reappointment	As per the resolution approved by the shareholders at 38th AGM of the Company held on December 24, 2020 and subsequent amendment by the shareholders in the last AGM held on September 08, 2023.
Remuneration last drawn in financial year 2023-24	₹ 24.89 mn
Details of Remuneration sought to be paid	₹ 24.89 mn

NOTES

Sansera Engineering Limited
CIN : L34103KA1981PLC004542

Registered Address
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