



33RD

ANNUAL REPORT

2024 -25

**PORWAL AUTO COMPONENTS
LIMITED**



IN REMEMBRANCE OF



MR. SURENDRA JAIN CHAIRMAN & WHOLE TIME DIRECTOR

1952 - 2024



IT IS WITH PROFOUND SADNESS AND DEEP GRATITUDE THAT WE BID FAREWELL TO MR. SURENDRA JAIN, THE FOUNDER AND PILLAR OF THE COMPANY, WHOSE VISION AND LEADERSHIP HAVE LEFT AN INDELIBLE MARK ON THE COMPANY AND BEYOND. AS THE GUIDING FORCE BEHIND THE INCEPTION AND GROWTH OF THE COMPANY, HIS UNWAVERING COMMITMENT TO EXCELLENCE, INTEGRITY, AND INNOVATION TRANSFORMED THE COMPANY INTO WHAT IT IS TODAY—A RESPECTED LEADER IN ITS INDUSTRY.

HIS CONTRIBUTIONS WERE NOT LIMITED TO BUSINESS ACHIEVEMENTS ALONE. HIS ABILITY TO INSPIRE THROUGH ACTION, COUPLED WITH HIS GENUINE HUMILITY AND PERSONAL DEDICATION TO THOSE AROUND HIM, SET HIM APART AS A TRUE LEADER.

AS THE FOUNDER AND A PILLAR OF COMPANY, MR. SURENDRA JAIN SHAPED THE COMPANY'S CULTURE AND VALUES, LAYING THE FOUNDATION UPON WHICH WE CONTINUE TO BUILD. HIS VISION AND PRINCIPLES WILL REMAIN AT THE HEART OF EVERYTHING WE DO, GUIDING US AS WE MOVE FORWARD IN HIS HONOR. WHILE HIS ABSENCE IS DEEPLY FELT, HIS SPIRIT WILL CONTINUE TO INSPIRE AND PROPEL US TOWARDS FUTURE SUCCESS.

CORPORATE INFORMATION

01

BOARD OF DIRECTORS

MR. MUKESH JAIN -CHAIRMAN AND WHOLE TIME DIRECTOR
MR. DEVENDRA JAIN - MANAGING DIRECTOR
MR. GAUTAM CHAND KOTHARI -INDEPENDENT DIRECTOR
MR. NAVEEN DHIMAN -INDEPENDENT DIRECTOR
MR. MOHIT HANDOO -INDEPENDENT DIRECTOR
MRS. SHALU ANAND -INDEPENDENT DIRECTOR

03

AUDITORS

Statutory Auditors

HN JHAVAR & CO. (CHARTERED ACCOUNTANTS INDORE)

Secretarial Auditor

SHRADDHA JAIN (PRACTICING COMPANY SECRETARY INDORE)

Cost Auditor

M/S NIKHIL JAIN & ASSOCIATES (COST ACCOUNTANTS INDORE)

05

STOCK EXCHANGE

BOMBAY STOCK EXCHANGE

07

REGISTERED OFFICE & WORKS

CIN: L34300MP1992PLC006912
Plot No. 209 & 215, Sector No. 1,
Industrial Area, Pithampur, (M.P.) 454775 Tel:
07292-403608 Fax: 07292-405120
admin@porwalauto.com
www.porwalauto.com

02

MANAGEMENT

MR. SHAILESH JAIN - CHIEF FINANCIAL OFFICER
MR. ATIN JAIN - CHIEF OPERATING OFFICER
MS. HANSIKA MITTAL -COMPANY SECRETARY

04

BANKERS

STATE BANK OF INDIA
SME Branch, Indore (M.P.)

06

REGISTRAR AND SHARE TRANSFER AGENT

MUFG Intime India Private Ltd.
(Formerly Link Intime India Private Ltd)
CIN : U67190MH1999PTC118368
C-101, Embassy 247, L. B. S. Marg, Vikhroli
(West), Mumbai -400 083.
Tel. : +91 22 4918 6000.
Website: www.in.mpms.mufg.com
E Mail : rnt.helpdesk@linkintime.co.in

NOTICE

NOTICE is hereby given that Thirty Third Annual General Meeting of the Members of the Porwal Auto Components Limited will be held on **Friday, 26th September, 2025** at **01:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, District, Dhar, (M.P.) 454775 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:**1. Consideration & Adoption of Audited Financial Statements for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2025, and the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. Appointment of Mr. Mukesh Utsavlal Jain (DIN: 00245111), as Whole Time Director and Chairman of the Company is liable to retire by rotation.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Mukesh Utsavlal Jain (DIN: 00245111), as Whole Time Director and Chairman of the Company, who retires by rotation at this 33rd Annual General Meeting, and being eligible for reappointment, be and is hereby reappointed as a as Whole Time Director and Chairman, liable to retire by rotation.”

SPECIAL BUSINESS:**3. Ratification of the remuneration payable to M/s Nikhil Jain & Associates, Cost Accountants, Indore (FRN: 006363) for the financial year ended on 31st March, 2026**

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

“RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions 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), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the remuneration to be paid to M/s. Nikhil Jain & Associates, Cost Accountants, Indore (FRN: 006363), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ended on 31st March, 2026, amounting to Rs. 35,000/- for each year (Rupees Thirty Five Thousand Only) plus applicable taxes and re-imburement of expenses incurred by them, in connection with the said audit, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with ROC.”

4. Appointment of Mrs. Shraddha Jain, Practicing Company Secretary as Secretarial Auditor of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder read with the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”, and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Shraddha Jain, (Membership Number: 39488 and C P No.: 14717), Practicing Company Secretary as Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years commencing from April 1, 2025 to March 31, 2030 to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report and other certificates or reports as may be permissible under applicable laws, at such remuneration including out of pocket expenses and subject to taxes as applicable, to be determined by the Board of Directors of the Company, from time to time;”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or any other person(s) authorised by the Board or its Committee in this regard) be and is hereby authorised to fix and/or alter the remuneration including out of pocket expenses, of the Secretarial Auditor of the Company and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps and decisions as may be required in this connection for and on behalf of the Company including to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, applications, documents, papers, forms and writings that may be required, to settle all such issues, questions, difficulties or doubts whatsoever that may arise, as it may consider appropriate to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

5. Re-appointment of Mr. Mukesh Utsavlal Jain (DIN- 00245111) as the Whole Time Director and Chairman of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce) and other applicable provisions, if any, of the Companies Act, 2013, in terms of Articles of Association of the Company as amended and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and based on recommendation of the Nomination and Remuneration Committee and on Board's approval and such other approvals as may be required and subject to such conditions and modifications as may be prescribed by any of the authorities, the approval of members of the Company be and is hereby accorded for the reappointment of Mr. Mukesh Utsavlal Jain (DIN- 00245111), Whole-time Director and Chairman of the Company who will attain the age of 70 years during the tenure, as one of the

Whole-time Key Managerial Personnel to be designated as Whole-time Director and Chairman for a further period of three years commencing from 1st August, 2026 to 31st July, 2029, who shall be liable to retire by rotation, upon the terms and conditions, including remuneration details, mentioned in the explanatory statement, with further liberty to the Board of Directors to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Mukesh Utsavlal Jain as Whole Time Director and in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law.

“RESOLVED FURTHER THAT, notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments or re-enactments thereof or any revised/new schedule thereof, in the event of absence of profits or inadequacy of profits in any financial year, the salary, perquisites and statutory benefits as set out in the explanatory statement be paid as minimum remuneration to Mr. Mukesh Utsavlal Jain (DIN- 00245111), Whole-time Director of the Company even if it exceeds the various stipulated limits of the provisions of the Companies Act, 2013 or the rules related thereto during any financial year or period in between.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection 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 and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

6. To Re-appoint Mr. Devendra Jain (DIN-00232920) as Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce) and other applicable provisions, if any, of the Companies Act, 2013, in terms of Articles of Association of the Company as amended and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and based on recommendation of the Nomination and Remuneration Committee and on Board's approval and such other approvals as may be required and subject to such conditions and modifications as may be prescribed by any of the authorities, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Devendra Jain (DIN- 00232920), Managing Director who has attained the age of 70 years, as one of the Whole-time Key Managerial Personnel to be designated as Managing Director of the Company for a further period of three years commencing from 1st August, 2026 to 31st July, 2029, not liable to retire by rotation and upon the terms and conditions, including remuneration details, mentioned in the explanatory statement, with further liberty to the Board of Directors to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Devendra Jain, as Managing Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law.

“RESOLVED FURTHER THAT, notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments or re-enactments thereof or any revised/new schedule thereof, in the event of absence of profits or inadequacy of profits in any financial year, the salary, perquisites and statutory benefits as set out in the explanatory

statement be paid as minimum remuneration to Mr. Devendra Jain (DIN- 00232920), Managing Director of the Company even if it exceeds the various stipulated limits of the provisions of the Companies Act, 2013 or the rules related thereto during any financial year or period in between.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection 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 and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

7. Approval for Alteration in the Object Clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013, read with Rule 23 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the said Act (including any statutory modification(s), amendment(s), substitution(s) or re-enactment(s) thereof for the time being in force, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India for the time being in force), and subject to the approval of the Registrar of Companies (RoC), Ministry of Corporate Affairs (MCA), and such other regulatory or statutory authorities as may be applicable, the consent of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by inserting the following new sub-clause by replacing/substituting the existing Sub-Clause 4 of Clause III(A) with the following new clause:

“4. To carry on the business of generating, producing, refining, improving, buying, selling, acquiring, using, transmitting, distributing, and accumulating power or electricity from renewable and other conventional/non-conventional energy sources including but not limited to solar (rooftop and ground-mounted), solar with batter storage , stand alone battery storage ,wind, hydel, biomass, tidal energy, and energy derived from petroleum products and by products such as petroleum coke, LNG, and vacuum residue pitch; and to undertake all related activities including the establishment, installation, commissioning, operation, and maintenance of power plants, substations, transmission systems, and associated infrastructure primarily for the purpose of captive consumption for the Company’s operations or as may be incidental or conducive to the efficient conduct of the Company’s main business activities, to engage in research, consultancy, and development of methods for energy efficiency, energy conservation, and improved productivity in connection with the Company’s manufacturing, processing, packaging, and storage facilities.”

RESOLVED FURTHER approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection 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 and to accept any modification(s), amendment(s), if any, which may be specified by the statutory and regulatory authorities without being required to seek any further approval of the members and the members shall be deemed to have given their approval thereto expressly by authority under this Resolution and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

8. Approval for Alteration in Article of Association of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new clause No. (134) after the relevant existing clauses:

Power Purchase Agreement and Wheeling Agreement (WA) or PPA/PPWA

"Power Purchase Agreement and Wheeling Agreement (WA) or PPA/PPWA" shall mean the power purchase agreements and power purchase and wheeling agreements entered into between the Company, government companies, transmission companies, distribution companies, third party companies, and other government electricity companies/boards and Captive Users/third party power sales; and shall include all other power purchase agreements that may be entered into between the Company and Captive User/third party power sale, in the future and upon mutual written agreement, for supply of electricity by the Company to Captive User on a captive consumption basis or third party power sale basis.

Project/s

"Project/s" means the solar, solar-wind hybrid, solar with battery storage, stand alone battery storage or any other power plants installed/established by the Company for generating and supplying electricity to the Captive User on a captive consumption basis or sale of power to third party basis, and shall include all other projects that may be entered into between the Company and Captive User/third party power sale, in the future and upon mutual written agreement, for generation and supply of electricity by the Company to Captive User on a captive consumption basis or third party power sale basis, whether set up on ownership/leased land provided by Captive User/third party for such project on lease, ownership, or otherwise."

RESOLVED FURTHER approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection 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 and to accept any modification(s), amendment(s), if any, which may be specified by the statutory and regulatory authorities without being required to seek any further approval of the members and the members shall be deemed to have given their approval thereto expressly by authority under this Resolution and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

9. Adoption of new set of Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4 (which prescribes the form and content of the Memorandum of Association), Section 13 (which governs the alteration of Memorandum of Association), and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 19 of the Companies (Incorporation) Rules, 2014, including any statutory modification(s), amendment(s), substitution(s), or re-enactment(s) thereof for the time being in force and subject to the approval of the Registrar of Companies (RoC), Ministry of Corporate

Affairs (MCA), and such other regulatory or statutory authorities as may be applicable, the consent of the members be and is hereby accorded to adopt a new set of Memorandum of Association of the Company, in substitution of the existing Memorandum of Association of the Company, to align it with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection 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 and to accept any modification(s), amendment(s), if any, which may be specified by the statutory and regulatory authorities without being required to seek any further approval of the members and the members shall be deemed to have given their approval thereto expressly by authority under this Resolution and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

By the order of the Board of Directors
Porwal Auto Components Limited

Place: Pithampur

Date: 13th August, 2025

HANSIKA MITTAL
COMPANY SECRETARY

Notes:

1. Meeting through VC/OAVM: Ministry of Corporate Affairs ('MCA') vide its Circular No. 09/2024 dated 19th September 2024 (In continuation with the Circulars issued earlier in this regard) ('MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 (collectively as 'MCA and SEBI Circulars' or 'the Circulars') has allowed conducting AGM through Video Conferencing (VC) or Other Audio-Visual Means ('OAVM') without the physical presence of Members at a common venue till 30th September 2025. The MCA Circulars prescribe the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the applicable provisions of the Act and MCA Circulars, the AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 33rd the AGM of the Company is being held through VC/OAVM on **Friday, 26th September, 2025 at 1:00 p.m. (IST)**. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Plot No. 209, Sector No.1, Industrial Area, Pithampur, District, Dhar, (M.P.) 454775.

Dispatch of Annual Report through electronic mode: In compliance with the Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members, whose e-mail IDs are registered with Company/RTA/Depositories. Members may note that who have not registered their e-mail address and those members who have become the members of the Company after Friday, 29th August, 2025 being the cut-off date for sending soft copy of the Notice of 33rd AGM and Annual Report for the financial year 2024-2025 are available on the company website: <https://www.porwalauto.com/>, BSE:

www.bseindia.com and CDSL: www.evotingindia.com. Additionally, in accordance with Regulation 36(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is also sending a letter to Members whose e-mail IDs are not registered with Company/RTA/ DPs providing the weblink of Company's website from where the Annual Report for FY 2024-25 including the Notice of this AGM can be accessed. Members are also requested to register their e-mail address with their DPs/RTA to enable sending the Annual Reports/Communications in future through electronic means.

Registrar and Transfer Agent: MUFG Intime India Pvt. Ltd (Formerly known Link Intime India Pvt. Ltd.) is the Company's Registrar and Transfer Agent

E-voting Platform: Central Depository Services (India) Limited ('CDSL') shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 25 below.

2. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice. The Board of Directors have considered and decided to include the Item Nos. 3 to 9 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings in respect of the Directors seeking appointment/reappointment at the AGM furnished as Annexure to the Notice and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India.
3. **Quorum:** Pursuant to the above MCA Circulars, physical attendance of the Members is not required at the AGM and attendance of Members through VC/OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
4. **Proxy, Attendance Slip and Route Map:** Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map with prominent landmark are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/Power of Attorney/Authority Letter, etc. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at csshraddhajain@gmail.com with a copy marked to www.evotingindia.com and investors.pacl@gmail.com.
5. In case of joint holders, the Member whose name appears higher in the order of their names as per the Register of Members of the Company in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM and Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are advised to consolidate their holdings in single Demat account/ Folio.

6. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the Company as on **Friday, 19th September, 2025**, being the cut-off date.
7. **BOOK CLOSURE:** The Register of Members and Transfer Books of the Company will remain closed from **Saturday, 20th September, 2025 to Friday, 26th September, 2025 (both days inclusive)** for the purpose of AGM.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
9. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Directors.
10. M/s. HN Jhavar and Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 30th Annual General Meeting held on 28th September, 2022 to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2027. Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM, will be available electronically for the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members on the date of AGM, i.e. Friday, 26th September, 2025. Members seeking to inspect such documents can send an email to investors.pacl@gmail.com.
12. As per the provisions of Section 72 of the Act, and SEBI vide. SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 and 17th November, 2023 (now rescinded due to the issuance of the Master Circular for Registrar to an issue and Share Transfer Agent dates 07th May, 2024) has made it mandatory for all shareholders holding shares in physical form to furnish to the Company / RTA in Form ISR-1 and/or ISR-2 in hard copy form to the company/ RTA following details :
 - a) PAN
 - b) Contact details, Postal address with PIN Code, Mobile number, E-mail address
 - c) Bank account details (bank name and branch, bank account number, IFSC code)
 - d) Specimen signature

Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3.

In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled.

The forms mentioned above are available on the website of the Company as well as on the website of RTA.

Members holding shares in electronic form are requested to give the nomination to their respective Depository Participants.

13. General Information:

- a) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers to the RTA.
- b) If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to the Company's RTA, in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.
- c) In terms of the amendments to the SEBI Listing Regulations, with effect from 1st April 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e. NSDL and CDSL. Members are, therefore, requested to demat their physical holding for any further transfer. Members can, however, continue to make request for various services other than transfer for securities held in physical form but the processing will be done in demat form.
- d) Members who hold shares in the dematerialized form and desire a change / correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company / Company's RTA will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.
- e) Members holding shares in physical form need to ensure that before submitting any service request their folios are KYC compliant. If the folios of physical security holders are not KYC compliant then the security holders need to comply with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, without which any investor service requests will not be processed. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
- f) **NRI Members are requested to:**
 - a. change their residential status on return to India permanently.
 - b. furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.

- g) **Dematerialization of physical shares:** Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB /P/CIR/2022/8 dated January 25, 2022 and master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. 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. For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Company as well as on the website of MUFG Intime India Pvt. Ltd (Formerly known Link Intime India Pvt. Ltd.), Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form. It may be noted that any service request can be processed only after the folio is KYC compliant.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

14. To prevent 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 advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
15. 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 30th May 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 31st July, 2023 (updated as on 20th December, 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://www.porwalauto.com/>
16. Pursuant to Section 124 and other applicable provisions, if any, of the Act, all dividend remaining unpaid and unclaimed for a period of 7 (seven) years from the date of declaration will be transferred to Investor Education and Protection Fund ('IEPF'), established by the Central Government. Accordingly, unpaid and unclaimed dividend for the FY 2016-17, has been transferred to the IEPF.

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), equity shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration will also be transferred to IEPF, operated by the IEPF authority, pursuant to the IEPF rules.

In compliance with the aforesaid rules, the Company has transferred equity shares pertaining to the FY 2016-17 to the IEPF, after providing necessary intimations to the relevant Members. Details of unpaid / unclaimed dividend and equity shares for the FY 2016-17 are uploaded on the website of the Company, as well as that of MCA (IEPF) and can be accessed through the link: www.iepf.gov.in. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF, pursuant to the IEPF Rules.

Members can, however, claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making application in the manner provided in the IEPF rules. Members, who have so far not encashed the dividend warrant(s) for the FY 2017-18, are requested to make their claims to the Company's RTA on or before 28th October, 2025, failing which the unpaid / unclaimed dividend and the equity shares relating thereto for the FY 2017-18 will be transferred to the IEPF.

The Company is in compliance with the aforesaid IEPF Rules has sent individual notices to those Members whose shares are liable to be transferred to the IEPF and has also published notice in the newspapers. The Company has also uploaded full details of such unclaimed / unpaid dividend and the related shares due for transfer on the website of the Company at <https://www.porwalauto.com/>

Last date for claiming unclaimed and unpaid dividends declared by the Company for the financial year 2017-18 & 2018-19 and thereafter.

Financial Year Ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
31 st March 2018	29 th September 2018	28 th October 2025
31 st March 2019	28 th September 2019	28 th October 2026

Members are requested to verify the details and lodge their claims with the Company to avoid transfer of dividend and related shares to IEPF Account.

17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA of the Company at MUFG Intime India Pvt. Ltd. (Formerly known Link Intime India Pvt. Ltd.) , C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083, in case the shares are held by them in physical form.
18. For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id investors.pacl@gmail.com , at least 7 days before the date of the AGM, mentioning their name, demat account no. /folio number; email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate depending on the availability of time at the AGM for smooth conduct thereof.
19. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e investors.pacl@gmail.com to enable the investors to register their complaints / send correspondence, if any for the purpose of AGM.

20. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL i.e. www.evotingindia.com using the login credentials.
21. The Chairman shall at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
22. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Friday, 19th September, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of AGM by following the procedure mentioned in this Notice.
23. **SCRUTINISER FOR E-VOTING:** Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS 39488) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
24. **DECLARATION OF RESULTS:**
- A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote evoting and make, within 2 (two) working days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
 - B. Based on the scrutinizer's report, the Company will submit within 2(two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulation.
 - C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.porwalauto.com and on the website of CDSL i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
 - D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 26th September, 2025 subject to receipt of the requisite number of votes in favour of Resolutions
25. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI Listing Regulations (as amended from time to time) and Secretarial Standard on General Meetings (SS-2) and in terms of relevant MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited ('CDSL'), as the authorized e-Voting's agency on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The process/manner for availing e-voting facility and the instructions for members voting electronically are as under:

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 23th September 2025 from 9:00 A.M. and ends on Thursday, 25th September, 2025 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, and SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the E-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register

	<p>is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 2109911
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 toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat Form.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant PORWAL AUTO COMPONENTS LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors.pacl@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors.pacl@gmail.com. The shareholders who do not

wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors.pacl@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company** (investors.pacl@gmail.com)/RTA email id (rnt.helpdesk@in.mpms.mufg.com)
2. For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 2109911.

By the order of the Board of Directors
Porwal Auto Components Limited

Place: Pithampur

Date: 13th August, 2025

HANSIKA MITTAL
COMPANY SECRETARY

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013
ITEM NO. 03
Ratification of the remuneration payable M/s Nikhil Jain & Associates, Cost Accountants, Indore (FRN: 006363) for the financial year ended on 31st March, 2026

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending 31st March, 2026, as per the following details:

Name of the Cost Auditor	Cost Audit Fee
M/s. Nikhil Jain & Associates, Cost Accountants, Indore (FRN: 006363)	Rs. 35000/- for each year plus applicable taxes and re-imbusement of expenses incurred by them in connection with the audit

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

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2026 by passing an **Ordinary Resolution** as set out at Item No. 03 of the Notice.

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

The Board recommends the **Ordinary Resolution** set out at Item No. 03 of the Notice for ratification by the members.

ITEM NO. 04
Appointment of Mrs. Shraddha Jain, Practicing Company Secretary, as Secretarial Auditors of the Company

Pursuant to Section 204 of the Companies Act, 2013, (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) notified vide SEBI notification dated 12th December, 2024, the Audit Committee and the Board of Directors at their respective meetings held on 28th May, 2025 have approved and recommended the appointment of Mrs. Shraddha Jain, Practicing Company Secretary, Indore (Membership Number: 39488 and C.P. No.: 14717) (Peer Review No.: 1765_2022) issued by the Institute of Company Secretaries of India] for a term of 5 consecutive years commencing from April 1, 2025 to March 31, 2030 to conduct the Secretarial Audit and for issuing the Secretarial Audit Report inter-alia annex with the Company’s Board’s Report and has not incurred any disqualifications as specified by SEBI, on the following terms and conditions:

- 1. Term of appointment:** For a term of 5 consecutive years commencing from April 1, 2025 to March 31, 2030 to conduct the Secretarial Audit of the Company.

2. **Proposed Fees:** It is proposed to delegate powers to the Board of Directors to vary or modify the terms and conditions of appointment including the remuneration payable, subject to compliance with applicable laws, during the tenure of appointment.
3. **Scope of Audit:** The scope of audit shall be as prescribed under the LODR Regulations and the Companies Act, 2013, as may be amended from time to time.
4. **Basis of recommendation and credentials of Secretarial Auditor:** Based on the recommendation of the Audit Committee, on the fulfillment of the eligibility criteria and qualification prescribed under the LODR Regulations read with guidelines issued by the Institute of Company Secretaries of India (ICSI), the Board of Directors at its meeting held on May 28, 2025, approved the appointment of Mrs. Shraddha Jain, Practicing Company Secretary (Membership Number: 39488 and C P No.: 14717), as the Secretarial Auditor of the Company for a period of five (5) consecutive years commencing from April 1, 2025 to March 31, 2030 to conduct the Secretarial Audit of the Company, subject to approval of the Members at the Annual General Meeting.

Besides, acting as Secretarial Auditor, the Company may also obtain from her, the Annual Secretarial Compliance Report, other certifications as may be mandatory or permitted to be sought from Secretarial Auditors under the applicable laws and engage with them on the other services which are not prohibited under the SEBI Listing Regulations.

Brief Profile of the Auditor: Mrs. Shraddha Jain, is a well-established and peer reviewed Practicing Company Secretary, She holds a valid Peer Review Certificate No. 1765_2022 issued by the Peer Review Board of the Institute of Company Secretaries of India (ICSI). She known for its strong track record in corporate governance, secretarial audits, governance, legal compliance, advisory services, compliance management services and consulting services including the expertise in handling complex secretarial assignments, capability, independent assessment, audit experience and knowledge of the Infrastructure industry, Medical and Healthcare industry, NBFC'S, technical competence, also based on the evaluation of the quality of audit work done by them in the past experience in listed companies, and commitment to best governance practices.

Mrs. Shraddha Jain, has given its consent to act as Secretarial Auditor and confirmed that the proposed appointment, if made, would be in compliance with applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, and the guidelines issued by the ICSI. She has also confirmed that she is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the SEBI Listing Regulations.

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

The Board recommend the **Ordinary Resolution** set out in Item No.4 of the Notice for approval of the members.

ITEM NO. 05

Re-appointment of Mr. Mukesh Utsavlal Jain as the Chairman and the Whole Time Director of the Company

Mr. Mukesh Utsavlal Jain is currently the Whole-Time Director of the Company. He was appointed as the Whole-Time Director of the Company for a period of 3 (three) years effective 1st August, 2023 to 31st July, 2026 at the Annual General Meeting dated 28th September, 2022.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 13th August, 2025 has re-appointed Mr. Mukesh Utsavlal Jain as the Whole Time Director designated as Chairman of the Company for a further period of three years commencing from 1st August, 2026 to 31st July, 2029, on consideration of the fact that during his term, the performance of Mr. Mukesh Utsavlal Jain, was encouraging and satisfactory which deserved favorable consideration in the matter of extending him another term in office as Whole Time Director of the Company. Under his guidance and leadership, several initiatives and structural changes were taken by the Company to improve its performance and market standing in the highly competitive scenario. In view of valuable contribution made by Mr. Mukesh Utsavlal Jain towards the growth of the Company,

Mr. Mukesh Utsavlal Jain have rich experience in industries and is acquainted with complete knowledge of the business. His experience, commitments and capabilities are playing a crucial role in the growth of the Company. He is associated with the Company since 31st March 1998. He is having 45 Years plus experience of Business & Industry. His experience, commitments and capabilities are playing a crucial role in the growth of the Company. Mr. Mukesh Utsavlal Jain has proved to be an invaluable asset for the Company. Considering his sincerity, commitments, hard work, devotion and concern about the Company and its growth, the board feels it absolutely necessary to reappoint him as Whole Time Director and Chairman of the Company.

In accordance with the provisions of 152, 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V of the Companies Act, 2013 (the 'Act'), a person who will attain the age of 70 years during his tenure, can be appointed as a Whole Time Director only by passing a special resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Further, he is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to get re-appointed as the Whole Time Director of the Company. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority. The additional information as required by Schedule V to the Act has been provided in the Annexure A given below.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice in Annexure B.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Mukesh Utsavlal Jain and the terms and conditions of the appointment are given below:

- a. **Nature of Duties:** As outlined in Section 166 of the Companies Act, 2013.
- b. **Salary per month:** He shall be entitled for the salary subject to maximum limit upto 5,00,000/- (Indian Rupees Five Lacs only) per month.

c. He shall be entitled to provident fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the rules of the Company.

d. Other Perquisites

- **Car:** The Company may provide Car with driver for the Company's Business and if no car is provided, reimbursement of the conveyance shall be made on the basis of claims submitted by him.
- **Telephone, Internet and Cell:** The Company may provide free use of telephone, internet at his residence and cell phone and other facilities as may be provided by the Company from time to time.
- **Housing, Medical Reimbursement and Leave Travel Assistance, Bonus, Special Allowance, Gratuity and other perquisites:** As per rules of the Company.

Except Mr. Devendra Jain and Mr. Shailesh Jain being his relative may also be deemed as concerned or interested in the resolution, however none of the other directors & KMP may be deemed as concerned or interested in the aforesaid resolution. The Board recommends to pass **Special resolution** as set out in Item No. 06 of the notice for approval of the Members

ITEM NO. 06

Re-appointment of Mr. Devendra Jain as Managing Director of the Company

Mr. Devendra Jain is currently the Managing Director of the Company. He was appointed as the Managing Director of the Company for a period of 3 (three) years effective 1st August, 2023 to 31st July, 2026 at the Annual General Meeting dated 28th September, 2022.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 13th August, 2025 has approved the re-appointment of Mr. Devendra Jain as Managing Director of the Company for a further period of three years commencing from 1st August, 2026 to 31st July, 2029, on consideration of the fact that during his term, the performance of Mr. Devendra Jain, was encouraging and satisfactory which deserved favorable consideration in the matter of extending him another term in office as Managing Director of the Company on the basis of several other parameters such as his leadership capabilities, his industry experience for providing strategic and operational direction, familiarity with Company's current challenges and opportunities, etc.

Mr. Devendra Jain holds a Bachelor's degree in Mechanical Engineering from BITS Pilani (1976) and has rich experience in industries and is acquainted with complete knowledge of the business. His experience, commitments and capabilities are playing a crucial role in the growth of the Company. He is associated with the Company since 03rd February 1992 and having 48 years plus experience in the automotive and engineering industries. He has been instrumental in driving the company's growth in the auto components sector through his expertise in manufacturing operations, product development, process improvement, and strategic planning. His leadership combines technical knowledge with business acumen, fostering innovation, quality excellence, and customer satisfaction. Under his guidance, the Company has strengthened its market presence and built a reputation for reliability and performance. Mr. Devendra Jain has proved to be an invaluable asset for the Company. Having regard to the qualifications, skill, background, experience and knowledge, the Board is of the view that the re-appointment of Mr. Devendra Jain as Managing Director will be beneficial to the functioning and growth of the Company.

In accordance with the provisions of 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V of the Companies Act, 2013 (the 'Act'), a person who has attained the age of 70 years can be appointed as a Managing Director only by passing a special resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Further, he is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to get re-appointed as the Managing Director of the Company. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority. The additional information as required by Schedule V to the Act has been provided in the Annexure A given below:

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice in Annexure B.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Devendra Jain and the terms and conditions of the appointment are given below:

- e. Nature of Duties:** As outlined in Section 166 of the Companies Act, 2013.
- f. Salary per month:** He shall be entitled for the salary subject to maximum limit upto 5,00,000/- (Indian Rupees Five Lacs only) per month.
- g.** He shall be entitled to provident fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the rules of the Company.
- h. Other Perquisites**
 - **Car:** The Company may provide Car with driver for the Company's Business and if no car is provided, reimbursement of the conveyance shall be made on the basis of claims submitted by him.
 - **Telephone, Internet and Cell:** The Company may provide free use of telephone, internet at his residence and cell phone and other facilities as may be provided by the Company from time to time.
 - **Housing, Medical Reimbursement and Leave Travel Assistance, Bonus, Special Allowance, Gratuity and other perquisites:** As per rules of the Company.

Except Mr. Mukesh Utsavlal Jain and Mr. Shailesh Jain being his relative may also be deemed as concerned or interested in the resolution, however none of the other directors & KMP may be deemed as concerned or interested in the aforesaid resolution. The Board recommends to pass **Special resolution** as set out in Item No. 06 of the notice for approval of the Members.

The Board recommends to pass **Special resolution** as set out in Item No. 06 of the notice for approval of the Members.

ANNEXURE A:

GENERAL INDORMATION			
1.	Nature of industry	Auto Component Manufacturing.	
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 03 rd February 1992	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (the Company is an existing Company).	
4.	Financial performance based on given indicators as per Audited Financial Statements for the year ended 31 March 2024 (on standalone basis)	Particulars	Rs. (in lacs)
		Gross Turnover & Other income	14059.86
		Net Profit as per Statement of Profit & Loss (After Tax)	16.09
		Computation of Net Profit in accordance with Section 198 of the Act	16.09
	Net Worth	6292.55	
5.	Foreign investments or collaborations, if any	Not Applicable.	
II. INFORMATION ABOUT THE APPOINTEE:			
PARTICULARS		MR DEVENDRA JAIN, MD	MR MUKESH UTSAVLAL JAIN, WTD
1.	Background details	Refer Profile Section as stated above.	Refer Profile Section as stated above.
2.	Past remuneration (for the financial year ended 31 March 2024)	Rs. 36 Lacs	Rs. 36 Lacs
3.	Job profile and his suitability	He holds a Bachelor's degree in Mechanical Engineering from BITS Pilani (1976) and has over 48 plus years of experience in the automotive and engineering industries. Associated with the company since February 3, 1992, he currently serves as the Managing Director. He has been instrumental in driving the company's growth in	He holds a Bachelor's degree in Commerce from Gujarati College, Indore, obtained in 1976, and has over 45 plus years of experience in business and industry. Associated with the company since March 31, 1998, he currently serves as the Whole-time Director. He brings deep expertise in

		<p>the auto components sector through his expertise in manufacturing operations, product development, process improvement, and strategic planning. His leadership combines technical knowledge with business acumen, fostering innovation, quality excellence, and customer satisfaction. Under his guidance, the company has strengthened its market presence and built a reputation for reliability and performance..</p>	<p>finance, administration, and strategic operations, contributing significantly to the company's growth in the auto components sector. His strong business acumen, operational insight, and commitment to excellence have played a vital role in streamlining processes and enhancing organizational efficiency. He continues to support the company's vision of innovation and quality-driven manufacturing.</p>
4.	Remuneration proposed	Refer Remuneration Section as stated above.	Refer Remuneration Section as stated above.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Taking into consideration the size, performance and complexity of the business of the Company, the profile of Mr. Devendra Jain, his past background and remuneration, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Devendra Jain on his re-appointment as a Managing Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies with similar responsibilities.</p>	<p>Taking into consideration the size, performance and complexity of the business of the Company, the profile of Mr. Mukesh Utasvalal Jain, his past background and remuneration, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Mukesh Utasvalal Jain on his re-appointment as a Whole Time Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies with</p>

			similar responsibilities.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, (or other Director) if any	Besides the remuneration proposed to be paid to him, Mr. Devendra Jain does not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other Directors of the Company.	Besides the remuneration proposed to be paid to him, Mr. Mukesh Utasvalal Jain does not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other Directors of the Company.
III. OTHER INFORMATION:			
1.	Reasons of loss or inadequate profits	During the Financial Year, the Company has registered a Profit of Rs. 16.09 Lacs, which is inadequate for the payment of remuneration to the Directors. Hence the provisions of Section 197(3) and Schedule V are attracted.	During the Financial Year, the Company has registered a Profit of Rs. 16.09 Lacs, which is inadequate for the payment of remuneration to the Directors. Hence the provisions of Section 197(3) and Schedule V are attracted.
2.	Steps taken or proposed to be taken for improvement and Expected increase in the Productivity and profits in measurable terms:	The Company with an aim of improvement of the Company, increased services & profits for the Company working hard towards the same. Your Company is geared for the future and also implementing its management skills and strategies for the better organic and inorganic growth of the company in a pattern which would result in minimizing the cost & expenses and yet get the Profitable Outcome with the present	The Company with an aim of improvement of the Company, increased services & profits for the Company working hard towards the same. Your Company is geared for the future and also implementing its management skills and strategies for the better organic and inorganic growth of the company in a pattern which would result in minimizing the cost & expenses and yet get the Profitable Outcome with the present
IV. Disclosures:			
1.	All elements of remuneration package	Refer disclosures	Refer disclosures

	such as salary, benefits, bonuses, stock options, pension, etc., of the Director	mentioned above. In addition, the disclosures including the elements of remuneration package such as salary, benefits and other paid to Mr. Devendra Jain for the financial year 2023-24 is also mentioned in the Corporate Governance Report forming part of the Annual Report.	mentioned above. In addition, the disclosures including the elements of remuneration package such as salary, benefits and other paid to Mr. Mukesh Utsavlal Jain for the financial year 2023-24 is also mentioned in the Corporate Governance Report forming part of the Annual Report.
2.	Details of fixed component, and performance linked incentives along with the performance criteria		
3.	Service contracts, notice period, severance fees; and		
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable		

ANNEXURE B

DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

S. NO.	PARTICULARS	DETAILS	
1.	Name	Mr. Devendra Jain	Mr. Mukesh Utsavlal Jain
2.	DIN	00232920	00245111
3.	Designation	Managing Director	Whole Time Director & Chairman
4.	Date of Birth	23-06-1954	02-10-1956
5.	Date of first Appointment	01/08/2011	01/08/2011
6.	Qualification	Bachelor's degree In Mechanical Engineering from BITS Pilani	Bachelor's degree in Commerce from Gujarati College, Indore
7.	Expertise/Experience in specific functional areas	As per the resolution at Item no. 6 of this Notice, read with the explanatory statement thereto.	As per the resolution at Item no. 5 of this Notice, read with the explanatory statement thereto.
8.	Terms and conditions of appointment	As per details provided in the Resolution and Explanatory Statement.	As per details provided in the Resolution and Explanatory Statement.
9.	Details of remuneration	Refer Boards Report/Corporate Governance Report for the year 2024-2025	Refer Boards Report/Corporate Governance Report for the year 2024-2025
10.	No. & % of Equity Shares held	352299 (2.33%)	300855 (1.99%)
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Devendra Jain Mr. Mukesh Jain and Mr. Shailesh Jain are Brothers.	Mr. Devendra Jain Mr. Mukesh Jain and Mr. Shailesh Jain are Brothers.

12.	List of outside Company Directorships held	NONE	NONE
13.	Chairman / Member of the Committees of the Board of Directors of the Company	NONE	Member in the Stakeholder Relationship Committee
14.	Chairman / Member of the Committees of the Board of Directors of other Companies in which she is director	NONE	NONE

ITEM NO. 07 & 08
Approval for Alteration in the Object Clause of the Memorandum of Association and Alteration of Article of Association of the Company.

Pursuant to the applicable provisions of the Electricity Act, 2003, and Madhya Pradesh Electricity Regulatory Commission Captive Generating Plants verification Regulations G-45 of 2023 and amendments, guidelines issued by the Government of Madhya Pradesh and other relevant authorities governing captive power generation, it was a mandatory requirement that the Memorandum of Association (MOA) and, where necessary, the Articles of Association (AOA) of the consumer company include enabling provisions for generation and consumption of electricity for captive use. The Board in its meeting held on 13th August, 2025 has approved the alteration of the Object Clause of the Memorandum of Association as per Sections 4 and 13 of the Companies Act, 2013, read with Rule 23 of the Companies (Incorporation) Rules, 2014 by replacing/substituting the existing Sub-Clause 4 of Clause III(A) with the following new clause, subject to the approval of the members at the ensuing Annual General Meeting and subject to the other approval from concerned authorities including ROC and MCA and to explicitly enable captive power generation using renewable and conventional energy sources.:

"To carry on the business of generating, producing, refining, improving, buying, selling, acquiring, using, transmitting, distributing, and accumulating power or electricity from renewable and other conventional/ non-conventional energy sources, including but not limited to solar (rooftop and ground-mounted), solar with battery storage, stand alone battery storage, wind, hydel, biomass, tidal energy, and energy derived from petroleum products and by-products such as petroleum coke, LNG, and vacuum residue pitch; and to undertake all related activities including the establishment, installation, commissioning, operation, and maintenance of power plants, substations, transmission systems, and associated infrastructure primarily for the purpose of captive consumption for the Company's operations or as may be incidental or conducive to the efficient conduct of the Company's main business activities, to engage in research, consultancy, and development of methods for energy efficiency, energy conservation, and improved productivity in connection with the Company's manufacturing, processing, packaging, and storage facilities."

It is also proposed to amend the Articles of Association suitably to reflect the same, by inserting a new clause No. (134), subject to the approval of the members at the ensuing Annual General Meeting are as:

"Power Purchase Agreement and Wheeling Agreement (WA) or PPA/PPWA" shall mean the power purchase agreements and power purchase and wheeling agreements entered into between the Company, government companies, transmission companies, distribution companies, third party companies, and other government electricity companies/boards and Captive Users/third party power sales; and shall include all other power purchase agreements that may be entered into between the Company and Captive User/third party power sale, in

the future and upon mutual written agreement, for supply of electricity by the Company to Captive User on a captive consumption basis or third party power sale basis.

Project/s

"Project/s" means the solar, solar-wind hybrid, solar with battery storage, stand alone battery storage or any other power plants installed/established by the Company for generating and supplying electricity to the Captive User on a captive consumption basis or sale of power to third party basis, and shall include all other projects that may be entered into between the Company and Captive User/third party power sale, in the future and upon mutual written agreement, for generation and supply of electricity by the Company to Captive User on a captive consumption basis or third party power sale basis, whether set up on ownership/leased land provided by Captive User/third party for such project on lease, ownership, or otherwise."

In terms of Sections 13, 14, and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, approval of the members of the Company is required by way of special resolution for amending the Memorandum and Articles of Association.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out at Item No. 7 & 8 of the Notice except to the extent of their shareholding in the Company, if any.

The Board of Directors recommend the special resolution set out at Item No. 7 and 8 of this Notice for approval of the members of the Company.

ITEM NO. 09

Adoption of new set of Memorandum of Association of the Company.

In terms of Sections 4, 13, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s), amendment(s), substitution(s), or re-enactment(s) thereof for the time being in force), the consent of the members of the Company by way of special resolution is required to amend the Memorandum of Association ("MOA") of the Company. A company limited by shares is required to adopt the form specified in Table A in Schedule I of Companies Act, 2013. The existing MOA of the Company is based on the provisions of the erstwhile Companies Act, 1956.

Accordingly, in order to align the MOA with the provisions of the Companies Act, 2013, and as per the provisions of Section 13 and other applicable provisions of the Act and rules framed thereunder, it is proposed to adopt a new set of MOA in the format prescribed under the Companies Act, 2013.

The Board of Directors, at its meeting held on August 13, 2025, approved the adoption of the revised MOA in conformity with Table A of Schedule I of the Companies Act, 2013, subject to approval of the members of the Company by way of a special resolution. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members as per the instructions provided in the Notice.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice.

The Board of Directors recommends the special resolution set out at Item No. 9 of this Notice for the approval of the members of the Company.

Order of the Board of Directors
Porwal Auto Components Limited

Place: Pithampur

Date: 13th August, 2024

HANSIKA MITTAL
COMPANY SECRETARY

Registered office

Plot No.209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 454775

BOARDS' REPORT

To
 The Members,
Porwal Auto Components Ltd.
Pithampur-454775

Your Directors have immense pleasure in presenting 33rd (Thirty Third) Boards' Report of **Porwal Auto Components Ltd**, together with the Audited Financial Statements for the year ended 31st March, 2025.

1. PERFORMANCE OF THE COMPANY

The financial highlights and summarized financial results of the Company are given below:

(Rupees in lakhs)

Particulars	As on 31.03.2025	As on 31.03.2024
Revenue from operations	14044.67	14638.52
Other Income	15.20	42.89
Total Expenses [excluding interest & depreciation]	13469.4	13617.27
Profit before Interest, Depreciation & Tax	590.47	1064.14
Less: Depreciation	538.10	578.74
Less: Interest	33.05	49.16
Less: Exceptional items	0.00	-26.42
Profit / (Loss) Before Tax	19.32	462.66
Less: Tax Expenses		
Current Tax	03.23	77.23
Deferred Tax	0.00	0.00
Net Profit / (Loss) after Tax	16.09	385.43
Add: Amount brought forward from Last Year	1474.46	1,089.10
Balance carried forward to Balance Sheet	1490.55	1474.53
Appropriations:		
Income Tax/Wealth tax of earlier years	0.00	0.07
Balance carried forward to Balance Sheet	1490.55	1474.46

Your Company's financial statements for the year ended 31st March, 2025 are the financial statements prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable.

During the year under review the Company has reported a turnover of Rs. 14044.67 Lacs against the turnover of Rs. 14,638.52 Lacs in the previous year. The overall expenses of the Company have also decreased from Rs. 13617.27 Lacs to Rs. 13469.4 Lacs. The Company has incurred a net profit of Rs. 16.09 Lacs as compared to net profit of Rs. 385.43Lacs in the previous year. Your Company is trying their best to uplift the profit in the coming period.

2. OPERATIONS AND FUTURE OUTLOOK

The global automotive components manufacturing industry is poised for continued growth, driven by increasing demand for high-quality, durable parts, particularly in iron casting and other foundry-based processes. As the automotive, railway, and defense sectors expand their infrastructure and modernization efforts, the need for precision-engineered castings has never been greater. Cast components, especially those manufactured through advanced techniques such as Lost Foam Casting, are essential in delivering the strength, durability, and performance required by these industries. Globally, manufacturers are focusing on improving production efficiency and component quality to meet the rising demand for complex, high-performance parts that meet stringent industry standards.

In India, the manufacturing sector is undergoing a significant transformation, supported by government initiatives like the Production Linked Incentive (PLI) Scheme. This scheme has unlocked new opportunities in key sectors such as automotive, railways, and defense, where there is an increasing demand for high-quality, cost-effective components. With the Indian automotive industry set to nearly triple vehicle sales by 2026, the need for reliable automotive parts—many of which rely on iron casting and other foundry-based processes—will surge. Similarly, the railway modernization and defense sector growth create significant demand for specialized castings used in critical infrastructure projects and high-performance military applications.

For our company, which specializes in iron casting and Lost Foam Casting, the future holds tremendous promise. Our investment in advanced casting technologies such as Lost Foam Casting positions us at the forefront of innovation in the manufacturing of high-precision components. This technology enhances our ability to produce complex parts with superior dimensional accuracy, surface finish, and reduced machining requirements, which are essential for meeting the high standards demanded by the automotive, railway, and defense sectors.

As part of our long-term sustainability strategy, the company has also invested in solar power generation for captive use, reinforcing our commitment to clean energy and cost optimization. This initiative not only supports our environmental goals but also enhances our energy self-reliance and operational stability. We see strong potential in further expanding this capability in the future, aligning with broader industry trends toward greener, more sustainable manufacturing practices.

Looking ahead to 2026 and beyond, our strategic priorities include expanding our global market presence by increasing exports of high-quality cast components. By focusing on testing castings for international markets, we aim to diversify our customer base and secure long-term contracts with international OEMs (Original Equipment Manufacturers) and Tier-1 suppliers. Our continuous investment in state-of-the-art manufacturing processes ensures that we remain competitive by improving operational efficiency, reducing costs, and maintaining the highest product quality standards.

Additionally, the modernization of India's railways and the continued growth of the defense sector present significant opportunities for the company to increase its participation in infrastructure and defense projects. Our expertise in manufacturing high-performance,

precision castings positions us as a trusted partner for these critical sectors, which require components that meet rigorous performance and durability standards.

In conclusion, as we look towards 2026 and beyond, our company is well-positioned to benefit from the growing demand for high-quality, precision-cast components in the automotive, railway, and defense sectors. Through our continued focus on advanced casting technologies, market expansion, and operational excellence, we are confident in our ability to drive long-term growth and value for our stakeholders.

3. STATE OF COMPANY'S AFFAIRS

Discussion on state of Company's affair has been covered as part of the Management Discussion and Analysis. Management Discussion and Analysis for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming a part of this Annual Report.

4. CAPITAL STRUCTURE & STOCK OPTIONS

During the Financial Year 2024-25, there was no change in the capital structure of the Company.

➤ **Authorized Share Capital**

The authorized share capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 20,00,00,00(Two Crore) Equity Shares of Rs. 10/- each.

➤ **Paid Up Share Capital**

The paid-up equity share capital of the Company is Rs. 15,10,00,000 /- (Rupees Fifteen Crores Ten Lakhs Only) divided into 15,10,00,00(Rupees One Crore Fifty One Lakhs Only) Equity Shares of Rs. 10/- each.

During the year under review, the Company has not issued shares with differential voting right neither granted stock option nor sweat equity. Further, the Company not issued any debenture bonds and any non-convertible securities. The Company's equity shares are listed with the Bombay Stock Exchange Limited.

- **Issue of Equity Shares with Differential Rights:**

During the period under review, the Company has not issued any Equity Shares with Differential Rights.

- **Issue of Employee Stock Options:**

During the period under review, the Company has not issued any Employee Stock Options as stated in Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014) read with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

- **Issue of Sweat Equity Shares:**

During the period under review, the Company has not issued any sweat equity shares as specified in Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014) read with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

5. TRANSFER TO RESERVES, IF ANY

During the year under review, there was no amount transferred to any of the reserves of the Company.

6. DIVIDEND

Your Directors have not recommended any Dividend for the year under review.

7. TRANSFER OF UNCLAIMED DIVIDEND/ SHARES TO INVESTOR EDUCATION & PROTECTION FUND AUTHORITY

During the Financial Year 2024-25 and in pursuance to the provisions of Section 124(5) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the unclaimed and unpaid dividends amount for the year 2017-18 on the due date as specified in the Notice of the AGM to the Investors Education and Protection Fund ("IEPF") Account established by the Central Government.

An amount of Rs. 277639.50/- in respect of unpaid/unclaimed dividend declared for the FY 2016-2017 was transferred to the Investor Education and Protection Fund Authority by the Company during the year ended 31st March, 2025. The details of dividend amount transferred to IEPF are available on the Company's website at web link <https://www.porwalauto.com/investor.html>.

Further, pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the shares on which dividend remains unclaimed for seven consecutive years or more shall be transferred to IEPF account after giving due notices to the concerned shareholders. The Company has uploaded full details of such shareholders and shares due for transfer to IEPF Authority on its website at <https://www.porwalauto.com/investor.html>. The Company had sent individual notices and also advertised in the newspapers seeking action from the Members who have not claimed their dividends for seven consecutive years or more. Mr. Shailesh Jain is appointed as the Deputy Nodal Officer for coordinating with the Investor Education and Protection Fund (IEPF) Authority and for smooth functioning in relation to the same.

8. DEPOSITS

During the year under review, the Company did not accept any deposits within the meaning of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Further, the Company has not accepted any deposit or loans in contravention of the provisions of the Chapter V of the Companies Act, 2013 and the Rules made there under.

9. MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR

During the Financial Year 2024-25, the Company has amended its Main Object Clause in the Memorandum of Association. This amendment was authorized through the passing of a Special Resolution by the members of the Company through Postal Ballot, in accordance with Section 110 of the Companies Act, 2013. The amendment has been duly approved by the Registrar of Companies (ROC) and the Ministry of Corporate Affairs (MCA), as required under the applicable provisions of the Act.

Subsequent to the end of the financial year, the Board of Directors has considered and approved a proposal to amend the Articles of Association (AOA) and the Memorandum of Association (MOA) of the Company, including the adoption of a new set of MOA, to align with the provisions of the Companies Act, 2013, in the Board meeting held on 13th August, 2025. The said proposals will be placed before the members for their approval at the ensuing Annual General Meeting (AGM).

10. SUBSIDIARY, ASSOCIATE COMPANIES OR JOINT VENTURE

The Company does not have any subsidiary, joint venture or associate Company.

11. ANNUAL RETURN

Pursuant to provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company can be accessed at Company's website at weblink <http://www.porwalauto.com/Other-shareholder-information.html>

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

At the year ended 31st March, 2025, the Board of Directors comprised of two Executive directors and four Non-Executive Independent Directors including one Woman Director. The Company has one Chief Financial Officer and a Company Secretary.

The details of changes in the directors and KMP are as follows:

Retire By Rotation

In accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, Mr. Mukesh Utsavlal Jain (DIN: 00245154) as Whole-Time Director, retires by rotation and being eligible, offers himself for reappointment at the ensuing Annual General Meeting.

Changes in the Board during the financial year 2024-25:

Mr. Surendra Jain ceased to hold the position of Whole Time Director and Chairman of the Company with effect from 16th October, 2024, due to his untimely and unfortunate demise on the same day. He was a founding pillar of the Company, whose visionary leadership, deep industry knowledge, and unwavering dedication played a pivotal role in the Company's growth and strategic direction over the years. The Board of Directors places on record its heartfelt condolences to his family and acknowledges with deep gratitude the exceptional guidance and wisdom he imparted throughout his tenure. His legacy will continue to inspire and shape the Company's journey forward.

Mrs. Rajni Jain, Independent Non-Executive Director, completed her second term as an Independent Director of the Company and, in accordance with the provisions of the Companies Act, 2013 and applicable regulations, ceased to be a Director of the Company with effect from the close of business hours on 29th March, 2025. The Board places on record its sincere appreciation for the valuable contributions, guidance, and independent insights provided by Mrs. Jain during her tenure on the Board.

In order to ensure smooth transition in the Board positions, pursuant to the recommendation of Nomination, Remuneration and Compensation Committee (NRCC), the Board of Directors of the Company at its meeting held on 21st August 2024 approved appointment of Mrs. Shalu Anand

(DIN: 10738711) as Non- Executive Independent Directors of the Company for a first term of two consecutive years from August 21, 2024 till August 20, 2029, Further, her appointment as Non- Executive Independent Directors of the Company was also approved by the members of the Company in the 32nd AGM held on 27th September, 2024.

Changes in the Board subsequent to the financial year 2024-25:

After the unfortunate loss of Mr. Surendra Jain, Whole Time Director & Chairman of the Company and in alignment with the Company's commitment to continuity, stability, and strategic growth, and in recognition of his proven leadership, vast experience, and continued dedication to the Company's values and vision, the Board of Directors, at its meeting held on 13th August 2025 has appointed Mr. Mukesh Utsavlal Jain as the Chairman of the Company. He will continue to serve concurrently in his existing role as Whole-Time Director."

Further, the Board has considered and approved the re-appointment of Mr. Mukesh Utsavlal Jain (DIN: 00245111) as Whole-Time Director, designated as Chairman of the Company in the Board Meeting dated 13th August, 2025, for a further term of three years commencing from August 1, 2026 to July 31, 2029, subject to approval by the members at the ensuing 33rd Annual General Meeting.

Furthermore, the Board has considered and approved the re-appointment Mr. Devendra Jain (DIN-00232920) as Managing Director of the Company in the Board Meeting dated 13th August, 2025, for a further term of three years commencing from August 1, 2026 to July 31, 2029, subject to approval by the members at the ensuing 33rd Annual General Meeting.

KEY MANAGERIAL PERSONNEL

In pursuance of the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Mukesh Utsavlal Jain, Chairman & Whole-Time Director, Mr. Devendra Jain (DIN-00232920) as Managing Director, Mr. Shailesh Jain and Ms. Hansika Mittal are the Chief Financial Officer (CFO) and Company Secretary (CS) of the Company respectively.

Independent Directors:

The Independent Directors on the Board of the Company comprise of Mr. Mohit Handoo, Mr. Naveen Kumar Dhiman, Mr. Gautam Chand Kothari & Mrs. Shalu Anand.

13. MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

- a. Board Meetings:** During the year under review the Board has met 8 (eight) times viz **28th May, 2024; 01st August, 2024; 13th August, 2024; 21st August, 2024; 12th November, 2024; 19th December, 2024; 17th January, 2025 and 04th February, 2025**. The details of meetings of the Board and the attendance of Directors are provided in the Corporate Governance Report.
- b. Committee Meetings:** During the year under review, the Committees duly met and the details of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report.
- c. Separate Meeting of Independent Director:** During the year under review, a separate meeting of Independent Directors was held on 20th March, 2025.

14. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of section 134(3)(p) of Companies Act 2013 and Regulation 17(10) & 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 05th January, 2017, the Nomination and Remuneration Committee of the Company has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors.

The Board of Directors has carried out an Annual Performance Evaluation of its own performance, Independent Directors, the Directors and the Committees. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole. The criteria on the basis which the evaluation has been carried out are explained in the Corporate Governance Report.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The Performance of the Committee was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of the committee, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee reviewed the performance of individual director on the basis of criteria such as the contribution of the individual directors to the board and committee meeting like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meeting, etc.

15. DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgement and without any external influence.

Further, they are not debarred from holding the office of director pursuant to any SEBI order or any such other authority. All the Independent Directors of the Company have registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs and have confirmed their compliance with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

In the opinion of the Board, all independent directors possess strong sense of integrity and having requisite experience, qualifications and expertise as well as they are independent of the management and has no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any.

Pursuant to the provisions of Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014, the Board of Directors affirms that, in its opinion, Mrs. Shalu Anand, who was appointed as an Independent Director during the financial year 2024-25, is the person of integrity, and possess relevant expertise, experience, and proficiency, as required for the role of an Independent

Director. The Board has evaluated his background, qualifications, and track record and is satisfied with his professional competence and ethical standards.

Disqualifications of Directors

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. The Board appraised the same and found that none of the director is disqualified for holding office as director.

Further the Certificate from Practicing Company Secretary has been obtained who certified that none of the directors of the Company disqualified for holding office as director of the Company is enclosed with this Board Report.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. In the preparation of the Annual Accounts for the Financial Year ended on 31st March, 2025, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit for the year ended on that period.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- d. The Directors had prepared the annual accounts on a going concern basis.
- e. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

17. COMMITTEES OF THE BOARD OF DIRECTORS

Your Company has 3 (Three) committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee with Mr. Gautam Chand Kothari (Chairperson), Mr. Mohit Handoo and Mr. Naveen Kumar Dhiman, as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The other Committees of the Board are:

- i. Nomination and Remuneration Committee
- ii. Stakeholders Relationship Committee

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Report.

18. NOMINATION AND REMUNERATION POLICY

Pursuant to the provisions of Section 178(3) of the Companies Act, 2013, and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has formulated a policy relating to the remuneration for the Directors, key managerial personnel (KMP) and other employees which was approved and adopted by the Board. The policy is available on the website of the Company at <http://www.porwalauto.com/Other-shareholder-information.html>.

Other Policies:

The other policies adopted by the Company pursuant to the provisions of the Companies Act, 2013 and SEBI Regulations are placed on the Company's website at <http://www.porwalauto.com/Other-shareholder-information.html>.

19. AUDITORS:**a. STATUTORY AUDITOR**

Pursuant to the provisions of section 139 of the Act and the rules framed there under, at the 30th Annual General Meeting held on 28th September 2022, of M/S. HN Jhavar and Co., Chartered

Accountants, Indore (ICAI Firm Registration Number: 000544C) were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2027.

The Company has received a certificate from the Statutory Auditors confirming their eligibility and willingness for their appointment and affirmation that the appointment is in accordance with Section 139 read with Section 141 of the Act.

In accordance with Notification No. GSR 432(E) issued on 07th May, 2018 by the Ministry of Corporate Affairs the appointment of statutory auditors is not required to be ratified at every Annual General Meeting.

EXPLANATION TO AUDITOR'S REMARK

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.

REPORTING OF FRAUD BY STATUTORY AUDITORS

There was no fraud in the Company, which was required to be reported by statutory auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

b. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Shraddha Jain, Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2024-25. The Secretarial Audit Report for the Financial Year ended on March 31, 2025 is annexed herewith marked as **Annexure-I** to this Report.

The Securities and Exchange Board of India (SEBI), through recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that Secretarial Auditors may be appointed or re-appointed by the shareholders, based on the recommendation of the Board of Directors, for a maximum of two terms of five consecutive years each, at the Annual General Meeting.

In compliance with the above requirement, the Board of Directors, upon the recommendation of the Audit Committee, proposes the appointment of Mrs. Shraddha Jain, Practicing Company Secretary, as the Secretarial Auditor of the Company for a term of five consecutive financial years, commencing from Financial Year 2025-26 to Financial Year 2029-30, subject to the approval of the members of the Company in the ensuing Annual General Meeting.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

ANNUAL SECRETARIAL COMPLIANCE REPORT:

The Company has undertaken an audit for the Financial Year 2024-25 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Ms. Shraddha Jain, Practicing Company Secretary has been submitted to the Stock Exchanges.

c. COST RECORD AND COST AUDIT

Pursuant to Section 148 of the Companies Act, 2013 ('the Act') read with Rule 8 of the Companies (Accounts) Rules, 2014, it is stated that the cost accounts and records are made and maintained by the Company as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

The Board of Directors of the Company on recommendation of Audit Committee, in pursuance of Section 148 of the Companies Act, 2013, have appointed M/s. Nikhil Jain & Associates, Cost Accountants, Indore (FRN: 006363), for conducting the audit of the cost accounting records maintained by the Company for the Financial Year 2025-2026. They have confirmed that their appointment is within the limits of Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from acting as Cost Auditors.

As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the members in the ensuing Annual General Meeting for their ratification. Accordingly, a Resolution seeking Members' ratification for the remuneration payable to M/s. Nikhil Jain & Associates, Cost Auditors is included in the Notice convening the Annual General Meeting.

d. INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Act read with Rule 13(1)(a) of Companies (Accounts) Rules, 2014, the Board of Directors of the Company have appointed M/s. Nishi Agrawal and Company, Chartered Accountant, Indore to conduct internal audit reviews for the Company for the FY 2024-25. Further, the Board of Directors of the Company on recommendation of Audit Committee, have appointed M/s. Nishi Agrawal and Company, (FRN:014983C), Chartered Accountant, Indore to conduct internal audit reviews for the Company for the FY 2025-26.

20. INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY.

The Company has in place adequate internal financial controls commensurate to the size and nature of its business. The Company has policies and procedures in place for ensuring orderly and efficient conduct of its business and operations 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. The details of internal control systems are given in the Management Discussion and Analysis Report attached to this Report. An independent internal audit function is an important element of the Company's internal control systems. This is executed through an internal audit programme and periodic review by the management and the Audit Committee.

During the year under review, M/s. Nishi Agrawal and Company, (FRN:014983C), Chartered Accountant, are engaged as Internal Auditors of the Company, with the audit processes and procedures. The Audit Committee has satisfied itself on the adequacy and effectiveness of the internal financial control systems laid down by the management. The Statutory Auditors have confirmed the adequacy of the internal financial control systems over financial reporting.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security are provided in Note Nos. 5 and 6 to the Financial Statements.

22. WEBSITE

As per provisions of the Regulation 46 of the SEBI (LODR), 2015 all necessary information as required to be given to the shareholders/ stakeholders, is available at <https://www.porwalauto.com/>. Shareholders/ stakeholders are requested to refer to investor section.

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the Financial Year 2024-2025, all contracts/ arrangements/ transactions entered into by the Company with its related parties were reviewed and approved by the Audit Committee and the Board. Prior omnibus approvals were obtained from the Audit Committee for related party transactions which were of repetitive nature, entered in the ordinary course of business and on an arm's length basis. No transaction with any related party was in conflict with the interest of the Company.

All Related Party Transactions that were entered into during the Financial Year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of Section 188 of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Therefore, there is no particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 which needs to be disclosed in the prescribed form AOC-2 and may be treated as not applicable. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's weblink <https://www.porwalauto.com/Other-shareholder-information.html>. However, the related party transactions as covered under Indian Accounting Standards (IND AS 24) have been disclosed in the Note No. 32 of Notes to Accounts of the financial statements for the year under review.

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

The details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo Pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached as **Annexure-II** to this report.

25. RISK MANAGEMENT

The Company recognizes that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and efficient manner. The Company as part of business strategy has in place a mechanism to identify, assess, monitor risks and mitigate various risks with timely action.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders passed by the Regulators / Courts which would impact the future operations / going concern status of the Company.

27. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, the Company has in place a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of illegal activities, unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy and also to report insider trading violations as well as reporting of instances of leak of unpublished price sensitive information. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases. During the year under review, no protected disclosure concerning any reportable matter in accordance with the Vigil mechanism and Whistle Blower policy of the Company was received by the Company. The Whistle Blower Policy has been posted on the website of the Company https://www.porwalauto.com/pdf/Vigil_Mechanism.pdf.

28. HUMAN RESOURCES

Our relations with the employees are very cordial. Your directors would like to place on record their appreciation of the commitment and efficient services rendered by all employees of the Company, without whose wholehearted efforts, the overall satisfactory performance of the Company would not have been possible.

29. DISCLOSURE OF RATIO OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The prescribed particulars of employees required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure III** and forms the part of this Board Report.

30. PARTICULARS OF EMPLOYEES

During the year, there was no employee drawing remuneration in excess of Rs. 1,02,00,000/- p.a. or Rs. 8,50,000/- p.m. Accordingly, information required to be given pursuant to provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has not been given here. Further the particulars of top ten employees in terms of remuneration drawn required under section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended is enclosed as **Annexure IV** and forms the part of this Board Report.

31. CHIEF FINANCIAL OFFICER AND MANAGING DIRECTOR CERTIFICATION

As required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director and Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2025 which is enclosed as forms the part of this Board Report.

32. VOTING RIGHTS OF EMPLOYEES

During the year under review the Company has not given loan to any employee for purchase of its own shares as per section 67(3)(c) of Companies Act, 2013.

33. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS

The Company has not issued shares under Employee's Stock Options scheme during the year under review.

34. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES

The Company has not issued Sweat Equity Shares during the year under review.

35. CORPORATE GOVERNANCE REPORT

As per Regulation 34(3) read with Schedule V of the Listing Regulations, your Company and its Board has been complying with Corporate Governance practices as set out in a separate report in pursuance of requirement of Para C of Schedule V SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure V**. Certificate obtained from Ms. Shraddha Jain, Practicing Company Secretary, confirming compliance of the Corporate Governance as stipulated under the said Regulations is also enclosed herewith in the Report and the same is enclosed as forms the part of this Annual Report.

36. CORPORATE SOCIAL RESPONSIBILITY

During the Financial Year under review, the provisions of Section 135 of the Act relating to the constitution of a Corporate Social Responsibility Committee are not applicable to the Company.

37. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Statement in pursuance of requirement of Regulation 34(2)(e) and Para B of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as **Annexure - VI**.

38. LISTING AT STOCK EXCHANGE

The Equity shares of the Company are listed on Bombay Stock Exchange Limited, Mumbai and the Listing Fee for the year 2025-26 has been duly paid.

The Company has complied with SEBI (LODR) Regulations, 2015 including payment of Annual Listing Fees up to March 31, 2026 to BSE Limited.

39. INSURANCE

The Company's assets are adequately insured against the loss of fire and other risks, as considered necessary by the Management from time to time.

40. BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the Financial Year ending 31st March, 2025.

41. DEPOSITORY SYSTEM

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). As per the SEBI (Listing Obligations & Disclosure Requirements) (Fourth Amendment) Regulations, 2018, vide Gazette notification dated 08th June, 2018 & 30th November, 2018 mandated that Share transfer shall be mandatorily carried out in dematerialized form only w.e.f. from 01st April, 2019. In view of the numerous advantages offered by the Depository System, members are requested to avail the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

42. CONVENING ANNUAL GENERAL MEETING (AGM) THROUGH AUDIO-VISUAL MEANS FACILITY:

The Circular No. 09/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (SEBI) permitted convening the Annual General Meeting through Video Conference ('VC')/Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the MCA and SEBI Circulars, applicable provisions of the Act and the Listing Regulations, the 33rd Annual General Meeting of your Company will be convened and conducted through VC / OAVM.

43. PROVISION OF VOTING BY ELECTRONIC MEANS THROUGH REMOTE E-VOTING AND E-VOTING AT THE AGM:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, your Company will facilitate E-voting. The upcoming AGM will be held via VC/OVAM, with no physical meeting. Arrangements with CDSL ensure remote and AGM e-voting. Details are included in the AGM notice.

44. ENVIRONMENT AND SAFETY

Environment, Health and Safety are among the core values of your Company. In order to promote zero accident culture, your Company has conducted various training & awareness programs.

Employees are encouraged to report all incidents so that preventive actions can be taken to avoid any mishap. Environment sustainability is paramount to any industry and your Company is conscious of its responsibility towards the impact of its operations on the environment.

The Health and Safety of employees is paramount and the Company stand on Environment, Health and Safety of its employees and it is clearly outlined in Policy. The Company's Environment, Health & Safety (EHS) strategies are directed towards achieving the greener and safe operations across all units by optimising the usage of natural resources and providing a safe and healthy workplace.

Your Company believes that healthy and hygienic work environment not only benefits the workforce but it also increases the productivity and works as a retention tool.

45. INDUSTRIAL RELATIONS

Industrial relations remained cordial throughout the year. Your Directors recognize and appreciate the sincere, hard work, loyal, dedicated efforts and contribution of all the employees in the growth and performance of the Company during the year.

The Company continues to accord a very high priority to both industrial safety and environmental protection and these are ongoing processes at the Company's plant and facilities to maintain high awareness levels. The Company as a policy re-evaluates safety standards and practices from time to time in order to raise the bar of safety for its people as well as users and customers.

46. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

Details of complaints during Financial Year 2024-2025, are as follows:

S.No	PARTICULARS	Number
1	Number of Complaints of Sexual Harassment received during the year	0
2	Number of Complaints disposed off during the year	0
3	Number of cases pending for more than ninety days	0

It may be noted that during the year 2024-25, no grievance/complaint from any women employee was reported. Further, during the year under review.

47. COMPLIANCE OF SECRETARIAL STANDARD

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

48. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) AND THEIR STATUS

During the year under review and till date of this Report, the Company has neither made any application against anyone nor any proceedings were pending against the Company under the Insolvency and Bankruptcy Code, 2016.

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

There are no such events occurred during the period from April 01, 2024 to March 31, 2025, thus no valuation is carried out for the one-time settlement with the Banks or Financial Institutions.

50. OTHER STATUTORY DISCLOSURES

- a. **Change in Nature of Business:** During the year under review, there has been no change in the nature of the business of the Company.
- b. **Revision of Annual Financial Statements:** There was no case of revision in financial statement during the year.
- c. **Cash Flow Statement :** The Cash Flow Statement of the Company for the financial year ending on 31st March, 2025 has been prepared in accordance with Ind AS 7. The 'Statement of Cash Flows' is attached and forms part of the financial statements of the Company.
- d. **Details with respect to the Compliance of the provision relating to the Maternity Benefits Act 1961:** The Company is in compliance with the provisions of the Maternity Benefit Act, 1961. All eligible female employees are granted maternity benefits in accordance with the provisions of the Act, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave. No employee has applied for maternity leave during the financial year 2024-2025.

51. ACKNOWLEDGEMENTS

Your Company's organizational culture upholds professionalism, integrity and continuous improvement across all functions, as well as efficient utilization of the Company's resources for sustainable and profitable growth.

Your Directors would like to place on record their appreciation for the continued co-operation and support received by the Company during the year from its customers, suppliers, bankers, financial institutions, business partners and other stakeholders

For and on behalf of the Board of Directors
Porwal Auto Components Limited

Date: 13th, August 2025
Place: Pithampur

Mukesh Jain	Devendra Jain
Whole time Director	Managing Director
(DIN - 00245111)	(DIN - 00232920)

Registered office

Plot No. 209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 454775
CIN: L34300MP1992PLC006912

ANNEXURE - I

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PORWAL AUTO COMPONENTS LIMITED
(L34300MP1992PLC006912)
Plot No. 209, Sector 1,
Industrial Area, Pithampur
M.P. - 454775

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PORWAL AUTO COMPONENTS LIMITED**, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 ("audit period") 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, in so far as they are made applicable from time to time;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; which is not applicable to the company during audit period
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; which is not applicable to the company during audit period
 - e. The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; which is not applicable to the company during audit period
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; which is not applicable to the company during audit period
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; which is not applicable to the company during audit period
 - i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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

- i. Secretarial Standards relating to Board Meetings and General Meetings issued by The Institute of Company Secretaries of India and amendments made thereunder.
- ii. The Securities and Exchange Board of India (Listing obligations And Disclosure Requirements) Regulations, 2015 and amendments made thereunder ("Listing Regulations")

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors & Woman Director. The Company has appointed the Independent Director in the 32nd Annual General Meeting held on 27th September, 2024 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 and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and in case of meeting at shorter notice, necessary consent has been sought at the meeting and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meetings.

All decisions at Board Meetings and Committee(s) Meetings are carried through unanimously as recorded in the meetings of the Board and Committee(s) of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

The company has altered the Object Clause of its Memorandum of Association (MOA) by passing a special resolution through postal ballot.

I further report that during the audit period except as stated below there were no major events/ actions have taken place having a major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards etc.

Place: Indore

Date: 13th August, 2025

SHRADDHA JAIN

PRACTISING COMPANY SECRETARY

M. No.: ACS 39488

C P No.: 14717

PR No.: 1765/2022

UDIN:A039488G001051774

NOTE: This report is to be read with Annexure A which forms an integral part of this report.

Annexure A

To,
The Members,
PORWAL AUTO COMPONENTS LIMITED
(L34300MP1992PLC006912)
Plot No. 209, Sector 1,
Industrial Area, Pithampur
M.P. - 454775

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I 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. I believe that the process and practices, I have followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Indore

Date: 13th August, 2025

SHRADDHA JAIN
PRACTISING COMPANY SECRETARY
M. No.: ACS 39488
C P No: 14717
PR No.: 1765/2022
UDIN: A039488G001051774

ANNEXURE – II**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2025 is given here below and forms part of the Boards' Report.

A. Conservation of Energy:

i. The steps taken or impact on conservation of energy: The Company undertakes various initiatives for energy conservation through continuous improvements in operational efficiency, equipment upgradation, modernisation etc. Following measures have been taken by different Businesses of the Company:

- Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- Upgradation of Machineries and installation of new machineries based on fuel or power efficiency.
- Monitoring the maximum demand and power load factor on daily basis.
- Educate staff on energy-saving practices and promote energy-conscious behavior.
- Replacement of inefficient motors with energy efficient motors.
- Reduce waste and improve workflow efficiency.

ii. The steps taken by the Company for utilizing alternate sources of energy

The Company has installed Solar Plants at its manufacturing location for using solar energy as a source in place of conventional sources. Continuously assess the effectiveness and efficiency of the installed systems and make improvements as needed.

iii. Capital Investment on Energy Conservation Equipments

The Company acknowledges the fact that investment in energy conservation offers significant economic benefits in addition to climate change benefits.

The Company has setup solar power plant in the year 2013-14 for environment protection and conservation of energy. The Company has invested Rs. 11.97 crores as capital investment on energy conservation equipment.

The Company has setup another solar power plant in the year 2017-18 of three mega watt for the captive consumption. The Company has invested Rs. 13.49 crores as capital investment.

The Company focuses on investments aiming to reduce usage of conventional energy, energy conservation projects and increase the generation of solar energy and optimization of energy utilization and also upgradation of equipment to achieve higher operational efficiencies for current business practices.

B. Technology Absorption**i. The efforts made towards technology absorption**

The company is focusing efforts on investing in advanced machinery, enhancing staff training, integrating cutting-edge software, and fostering R&D initiatives. Additionally, they are collaborating with technology partners and continuously upgrading systems to drive efficiency and innovation.

Your Company has installed advanced technology “LOST FOAM VACUUM ASSISTED MOULDING PROCESS” using which we have developed special components for the Defence, Loco Motives including Vande Bharat , Rail Coach units, Heavy Engineering sectors, Pumps, Oil & Gas and other sectors. This process enables manufacturing of components as single unit. We can also manufacture intricate and complicated castings with critical sectional dimensions not feasible in traditional process of casting.

Your company is in the process to put up the green field unit for “LOST FOAM VACUUM ASSISTED MOULDING PROCESS” for larger engineering components for the sectors as given above.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution

The Company is committed to develop innovative technologies and creating a knowledge base for manufacturing high quality and economical products. The quality of the Company’s products has improved and also there was reduction in the cost of the Company’s products, whenever the Company took steps towards technology absorption. There is a perennial effect of technology absorption in the quality of and on the cost of the Company’s products.

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

The Company has adopted Lost Foam technology, an advanced imported method, to enhance manufacturing. This technology improves precision and performance of components, leveraging cutting-edge international innovations to boost efficiency and product quality.

iv. Expenditure on Research & Development -

Research & Development activities are being carried out as part of the Company’s normal business activities. This initiative focuses on driving innovation, enhancing product performance, and optimizing manufacturing processes. These efforts are designed to keep the company competitive and responsive to the evolving demands of the industry. In order to maintain its position, your Company is continuously upgrading its technology to meet the ever increasing demands of its customers. The Company is regular in adding new equipments for testing. During the year the Company has made an investment of Rs. 30.54 Lacs approximately towards Research and Development. We have also focused on knowledge management, capturing, and sharing valuable insights and best practices across the organisation.

C. Foreign exchange earnings and Outgo-

Particulars	2024-25	2023-24
Foreign exchange earnings	7.48 Crore	---
Foreign exchange outgo:		
Travelling Expenses	13.05 Lacs	22.96 Lacs
Capital Goods	---	51.41 lacs

Date: 13th August, 2025**Place:** Pithampur

For and on behalf of the Board of Directors

Porwal Auto Components Limited**Registered office**Plot No. 209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 454775
CIN: L34300MP1992PLC006912**Mukesh Jain**Whole time Director
(DIN - 00245111)**Devendra Jain**Managing Director
(DIN - 00232920)

ANNEXURE – III
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2024-25, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2024-25 are as under:

S. No.	Name of Director/KMP and Designation	Designation	Remuneration of Director/KMP for Financial Year 2024-25	% Increase/decrease in Remuneration in the Financial Year 2024-25	Ratio of Remuneration of each Director to median remuneration of employees
1.	Mr. Devendra Jain	Managing Director	36,00,000	0%	23.189:1
2.	Mr. Mukesh Utsavlal Jain	Whole-Time Director	36,00,000	0%	23.189:1
3.	Mr. Surendra Utsavlal Jain	Whole Time Director	7,80,000	-21.66%	5.024:1
4.	Mr. Surajmal Birdichand Kucheria	Independent Non-Executive	-	-	NA
5.	Mr. Nitin Kumar Dafria	Independent Non-Executive	-	-	NA
6.	Mr. Ramesh C Kashyap	Independent Non-Executive	-	-	NA
7.	Mrs. Rajni Jain	Independent Non-Executive	-	-	NA
8.	Mr. Gautam Chand Kothari	Independent Non-Executive	-	-	NA
9.	Mr. Naveen Kumar Dhiman	Independent Non-Executive	-	-	NA
10.	Mr. Mohit Handoo	Independent Non-Executive	-	-	NA
11.	Mr. Shailesh Utsavlal Jain	CFO	27,00,000	0%	NA
12.	Ms. Hansika Mittal	Company Secretary	12,00,000	0%	NA

Note: Mr. Surendra Jain ceased to be Whole Time Director and Chairman of the Company due to his sad demise on 16th October, 2024.

Note:

None of the Independent Directors of the Company received any remuneration during the Financial Year 2024-25

- (ii) **The percentage increase in the median remuneration of employees in the Financial Year: 6.36%**
- (iii) **The number of permanent employees on the rolls of Company as on March 31, 2025: 385 employees**
- (iv) Average percentile increase made in the salaries of employees other than the managerial personnel in the last Financial Year i.e. 2024-25 was 10.40% and there is also decrease in the managerial remuneration for the same Financial Year was -15.58 percentage.
- (v) The key parameters for any variable component of remuneration availed by the directors are approved by the Board of Directors based on the recommendation of Nomination & Remuneration Committee.
- (vi) It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

PLACE: Pithampur

DATE: 13th August, 2025

By order of the Board of Directors of
PORWAL AUTO COMPONENTS LIMITED

Registered office

Plot No. 209, Sector 1,
Industrial Area Pithampur,
(M.P.) - 454775

Mr. Mukesh Jain
Whole Time Director
(DIN: 00245111)

Mr. Devendra Jain
Managing Director
(DIN: 00232920)

ANNEXURE - IV

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(2) & 5(3) OF CHAPTER XIII, THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, AND FORMING PART OF THE BOARDS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2025.

S. No.	Name	Designation	Remuneration received During the Financial Year (In Rs.)	Qualification and Experience	Date of Joining	Age	Last employment
1	Mr. Devendra Jain	Managing Director	36,00,000	B. E. (Mech), 49 Years experience of Business & Industry	03.02.1992	70 Years	Porwal Diesels Pvt. Ltd., Pithampur
2	Mr. Mukesh Utsavlal Jain	Whole Time Director	36,00,000	Graduate in Commerce, 49 Years experience of Business & Industry	31.03.1998	68 Years	Porwal Udhog
3	Mr. Shailesh Utsavlal Jain	CFO	27,00,000	B. Com; 46 Years	01.04.1999	66 Years	Porwal Diesels Pvt. Ltd., Pithampur
4	Mr. Atin Jain	Chief Operating Officer	27,00,000	MBA (Foreign), 23 Years	01.04.2014	47 Years	Porwal Diesel Pvt. Ltd., Pithampur
5	Mr. Praveen Sinha	Vice President (Oper.)	28,31,446	B. Tech , MCA ; 43 Years	25.11.2015	64 Years	Priyanshi Casting Pvt. Ltd., Pithampur
6	Mr. Anish Jain	Commercial Manager	24,12,600	BBA MBA, 17 Years	01.04.2008	37 Years
7	Mr. Nutan Joshi	Maintenance Manager	12,84,600	B. Sc , DME ; 46 Years	05.09.2015	64 Years	Pioneer Enginee. P. Ltd. Ujjain
8	Mr. Sunil Lanjewar	Quality Manager	12,55,100	B.E. (Mech), 29 Years	19.09.2006	47 Years	Raneka Industries Ltd., Pithampur
9	Mr. Narendra Malakar	NPD Manager	13,59,831	B. E. (Mech), 27 Years	02.02.2010	44 Years	-----
10	Mr. G. L. Tirole	Accounts & Finance Manager	11,16,254	M. Com., MBA Finance; 40 years	02.02.1995	58 Years	N. K. Machines Pvt. Ltd., Indore

11	Mr. Anil Mendiratta	Marketing Manager	10,20,600	B.A. ; 36 Years	01.05.2014	57 Years	Phooltas Temper Pvt. Ltd. New Delhis
12	Mr. R. K. Sahu	H R Manager	11,07,215	B. A. 40 years	02.02.2001	54 Years	Gomtesh Engineering, Pithampur
13	Late Mr. Surendra Utsavlal Jain	Whole Time Director	7,80,000	B. E. (Mech), 51 Years experience of Business & Industry	07.06.2005	72 Years	Triveni Conductors Limited, Indore
14	Mr. B. K. Gupta	Assistant Manager (IT Deptt)	69,49,85	MCA; 21 years	01.04.2015	45 Years	Sonic Biochem Pvt Ltd

1. None of the employees holds 2% or more of the paid up equity share capital of the Company as per clause (iii) of sub-rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
2. Late Mr. Surendra Utsavlal Jain, Mr. Devendra Jain, Mr. Mukesh Utsavlal Jain and Mr. Shailesh Utsavlal Jain are Brothers, Mr. Atin Jain and Mr. Anish Jain are relatives of KMP. Mr. Surendra Utsavlal Jain passed away on October 16, 2024.
3. All the above employees are permanent employees of the Company.

PLACE: Pithampur
DATE: 13th August, 2025

By order of the Board of Directors of
PORWAL AUTO COMPONENTS LIMITED

Registered office

Plot No. 209, Sector 1,
Industrial Area Pithampur,
(M.P.) - 454775
CIN: L34300MP1992PLC006912

Mr. Mukesh Jain
Whole Time Director
(DIN: 00245111)

Mr. Devendra Jain
Managing Director
(DIN: 00232920)

ANNEXURE-V**CORPORATE GOVERNANCE REPORT 2024-25****[Pursuant to Regulation 34(3) read with Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

(Forming part of the Board Report of Porwal Auto Components Limited)

The Directors present the Report on compliance with the Corporate Governance provisions as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") for the Financial Year ended on March 31, 2025.

Corporate Governance refers to a set of laws, regulations and good practices that enables an organization to perform its business efficiently and ethically to generate long-term wealth and create value for all its stakeholders. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency, accountability, sustainability and safety across all business practices. Good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.

Corporate Governance has always been intrinsic to the management of the business and affairs of your Company. In line with the above philosophy, your Company continuously strives for excellence and focuses on enhancement of long-term stakeholder value through adoption of best governance and disclosure practices. Your Company is committed to the adoption of best governance practices and its adherence in true spirit, at all times. Your Company aims at fostering and sustaining a culture that demonstrates highest standard of ethical and responsible business conduct.

Good Corporate Governance is a synonym for sound management, transparency and adequate disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a company to take sound decisions. As a Company with a strong sense of values and commitment, the Company believes that profitability must go hand-in-hand with a sense of responsibility towards all stakeholders. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on the Code of Governance is rooted in its commitment to transparency, accountability, integrity, and ethical business conduct. It believes that strong corporate governance is essential for achieving long-term success, building trust with stakeholders, and ensuring sustainable growth. The Company strives to uphold the highest standards of compliance with applicable laws, regulations, and internal policies while fostering a culture of fairness, responsibility, and openness. Governance is not viewed merely as a regulatory requirement, but as a core value that guides decision-making at all levels. Through sound governance practices, the Company aims to protect the interests of shareholders, employees, customers, and the wider community, while enhancing overall organizational effectiveness and investor confidence. In order to achieve its mission as stated below:

"To continually enhance the stakeholders' value through global competitiveness while contributing to society."

For your Company, Good Corporate Governance is a synonym for sound management, transparency and adequate disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a Company to take sound decisions. As a Company with a strong sense of values and commitment, Porwal Auto Components Limited believes that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This is an integral part of Porwal Auto Components Limited's business philosophy. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

The Company has adopted Governance Guidelines to cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, Director's term, retirement age and committees of the Board. It also covers aspects relating to nomination, appointment, remuneration, induction of Directors, and Board effectiveness review.

In India, Corporate Governance Standards for listed companies are regulated by the Listing Regulation. The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time and as applicable, with regard to Corporate Governance including relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time. The Board structure and the various committees that constitute the governance structure of the organization are covered in detail in this report.

2. BOARD OF DIRECTORS

a. Composition & Category:

Our Company comprises of eminent and distinguished personalities with proficiency and vast experience in diversified sectors with an optimum mix of management and financial experts thereby ensuring the best interest of its stakeholders. Our Company has a balanced and diverse Board, which includes independent professionals and confirms to the provisions of the Companies Act, 2013 ('the Act') and the Listing Regulations. The Directors possess requisite qualification, experience and expertise in their respective functional areas, which enable them to discharge their responsibilities and provide effective leadership to the management. In designing the Board composition, number of factors are considered, which include educational background, professional experience, gender, skills and knowledge among others.

The Board of Directors comprised of Six Directors, 2 (Two) are Executive Directors and 4 (Four) are Independent Directors include one Woman Director. The position of Chairman and Managing Director are held by different individuals, where Chairman of the Board is an Executive Chairman. Memberships or Chairmanships of the stipulated Board Committees held by all Directors are within the limits specified under Regulation 26(1) of the Listing Regulations. None of the Directors holds directorships in more than 20 companies, including 10 public companies, pursuant to the provisions of Section 165, and all the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Companies Act, 2013. Further, the other directorships held by all Directors, including Independent Directors, are within the limits prescribed under the Listing Regulations.

The size and composition of the Board as on March 31, 2025, is as under:

Name of Director	Category
Mr. Surendra Utsavlal Jain*	Whole-Time Director
Mr. Devendra Jain	Managing Director
Mr. Mukesh Utsavlal Jain**	Whole-Time Director
Mr. Gautam Chand Kothari	Independent Non-Executive
Mr. Naveen Kumar Dhiman	Independent Non-Executive
Mr. Mohit Handoo	Independent Non-Executive
Mrs. Shalu Anand***	Independent Non-Executive
Mrs. Rajni Jain****	Independent Non-Executive
Mr. Shailesh Utsavlal Jain	Chief Financial Officer
Ms. Hansika Mittal	Company Secretary

Note: Changes in Board of Directors / Key Managerial Personnel of the Company during the financial year 2024-25:

*Mr. Surendra Jain ceased to hold the position of Whole Time Director and Chairman of the Company with effect from 16th October, 2024, due to his untimely and unfortunate demise on the same day. The Board of Directors expresses its deepest condolences to the family of Mr. Surendra Jain and mourns the loss of a visionary leader. He was a founding pillar of the Company, whose visionary leadership, deep industry knowledge, and unwavering dedication played a pivotal role in the Company's growth and strategic direction over the years. The Board of Directors places on record its heartfelt condolences to his family and acknowledges with deep gratitude the exceptional guidance and wisdom he imparted throughout his tenure. His legacy will continue to inspire and shape the Company's journey forward.

** In light of unfortunate loss of Mr. Surendra Jain, and keeping in view the leadership qualities, extensive experience, and continued dedication to the Company's values and vision, the Board of Directors, in its meeting held on 13th August, 2025, unanimously appointed Mr. Mukesh Utsavlal Jain as the Chairman of the Company, in addition to his current role as Whole Time Director.

***Mrs. Shalu Anand (DIN: 10738711) was appointed as an Independent Director of the Company for a term of five consecutive years, commencing from 21st August, 2024, and ending on 20th August, 2029, not be liable to retire by rotation. Her appointment was duly approved by the members of the Company at the 32nd Annual General Meeting held on 27th September, 2024. Mrs. Shalu Anand brings with her a wealth of knowledge, independent perspective, and a strong commitment to Corporate Governance. Her presence on the Board is expected to contribute meaningfully to the Company's strategic decision-making and enhance the effectiveness of its governance practices.

**** Mrs. Rajni Jain, Independent Non-Executive Director, completed her second term as an Independent Director of the Company and, in accordance with the provisions of the Companies Act, 2013 and applicable regulations, ceased to be a Director of the Company with effect from the close of business hours on 29th March, 2025. The Board places on record its sincere appreciation for the valuable contributions, guidance, and independent insights provided by Mrs. Jain during her tenure on the Board.

All Directors possess relevant qualifications and experience in general corporate management, marketing, finance and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors.

Independent Directors:

The term Independent Director has been defined under Section 149 of the Companies Act, 2013 and rules framed there under and Regulation 16 of the Listing Regulations.

During the year under review, all Independent Directors of the Company fulfilled the criteria of independence as specified under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the Listing Regulations and have furnished declarations of independence to that effect pursuant to Section 149(7) of the Companies Act, 2013, and Regulation 25(8) of the Listing Regulations. The said declarations of independence were reviewed and taken on record by the Board, and in the opinion of the Board, all Independent Directors of the Company fulfil the criteria of independence and all conditions specified in the Listing Regulations and are independent of the management.

The Company has complied with the provisions with respect to appointment and term of appointment of Independent Directors which are consistent with the Act and Listing Regulations. The Independent Directors on the Board of the Company are given a formal appointment letter inter alia containing the terms of appointment, role, duties and responsibilities etc. The terms and conditions of appointment are disclosed on the website at <https://www.porwalauto.com/Other-shareholder-information.html>. None of the Independent Directors have resigned before the expiry of their respective tenures during the year under review.

The skills, expertise, and competencies of the Directors, as identified by the Board in the context of the business(es) of the Company, are provided in this Report. These skills, expertise, and competencies are available in the present mix of the Directors of the Company

A separate meeting of the Independent Directors was held on 20th March, 2025 without the attendance of non- Independent Directors and other members of the Management. All the Independent Directors took part in the discussion. At the said meeting, the Independent Directors reviewed the performance of non-independent directors, the Board as a whole and the Chairman of the Company. They also assessed the quality, quantity, timeliness of flow of information and adequacy of information between the Company's management and the Board.

b. Board Procedure and its Meetings:

The Board meets at least four times every calendar year to review the results and other items on the agenda. The agenda is circulated well in advance to the Board/Committee members along with comprehensive background information on the items in the agenda to enable the Board and Committees to arrive at appropriate decisions.

The Board in its meeting reviews the existing policies and programmes and also formulates various strategies for the enhancement of the Company and stakeholder's value. The Board considers matters relating to business, production, finance, marketing, personnel, materials and general administration also. The maximum gap between any two Board meetings was not more than one hundred and twenty days. In addition to the scheduled meetings, additional Board Meetings are convened as and when necessary, depending upon the business requirements of the Company.

During the Financial year, the Board met Eight times as on:

- i. 28th May, 2024;*
- ii. 01st August, 2024;*
- iii. 13th August, 2024;*
- iv. 21st August, 2024;*

- v. 12th November, 2024;
vi. 19th December, 2024;
vii. 17th January, 2025;
viii. 04th February, 2025;

All Directors are provided the opportunity to suggest matters for inclusion in the agenda for consideration by the Board. Directors are expected to attend meetings of the Board and its Committees, dedicate adequate time, and meet as frequently as necessary to effectively discharge their responsibilities.

All material information, including such information as prescribed under Part A of Schedule II of Sub-Regulation (7) of Regulation 17 of the Listing Regulations, is circulated in advance or placed before the Board during the meeting.

c. Details of attendance of each Director at Board Meetings and at the last year's Annual General Meeting with particulars of their other Directorships and Chairman/Membership of Board Committees showing the position as on 31st March, 2025 are given in the following table

S. No.	Name of the Director	Category	Attendance at Board meeting	Attendance at last AGM	No. of Directors (including this Company)	No. of Committee membership position (including this Company)		Shareholding of Non Executive Director
						Chairman	Member	
1	Mr. Devendra Jain (DIN: 00232920)	Managing Director	8	Yes	1	-	-	-
2	Mr. Mukesh Utsavlal Jain (DIN:00245111)	Whole-Time Director	8	Yes	1	-	1	-
3	Mr. Surendra Utsavlal Jain (DIN :00245154)	Whole-Time Director	4	Yes	1	-	-	-
4	Mrs. Rajni Jain (DIN:07140288)	Independent Non-Executive	8	No	1	-	-	-
5	Mr. Naveen Kumar Dhiman (DIN: 10273058)	Independent Non-Executive	8	Yes	1	-	2	-

6	Mr. Gautam Chand Kothari (DIN: 00115063)	Independent Non-Executive	8	Yes	2	3	-	-
7	Mr. Mohit Handoo (DIN: 10274798)	Independent Non-Executive	8	Yes	1	-	3	-
8	Mrs. Shalu Anand (DIN: 10738711)	Independent Non-Executive	4	NA	1	-	-	-

-Details of Directors who holds Directorship in another Listed Company: NA

d. Separate Meeting of Independent Directors: Pursuant to the Regulation 25(3) of the SEBI (LODR) Regulations, 2015 and Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 20th March, 2025, without the attendance of Non-Independent Directors and members of management. They discussed following at the meeting:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, quantity and timelines of flow of information between the Management and the Board, that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction on the overall performance of the Directors and the Board as a whole. The Independent Directors also expressed satisfaction on the Board's freedom to express views on matters transacted at meetings.

Attendance in Independent Directors meeting:

Name of Director	No. of Meetings Held	No. of Meetings Attended
Mrs. Rajni Jain	1	1
Mr. Naveen Kumar Dhiman	1	1
Mr. Gautam Chand Kothari	1	1
Mr. Mohit Handoo	1	1
Mrs. Shalu Anand	1	1

Note: Mrs. Rajni Jain, Independent Director have completed their second term as an Independent Director and consequently ceased to be the Director of the Company w.e.f. the close of business hours on 29th March, 2025.

e. Inter-se relationship among directors:

Mr. Surendra Jain, Mr. Devendra Jain and Mr. Mukesh Jain are Brothers. However, * Mr. Surendra Jain ceased to be Whole Time Director and Chairman of the Company w.e.f. 16th October, 2024, due to his sad demise on the same day.

f. Familiarization Programme:

All Board members of the Company are accorded every opportunity to familiarise themselves with the Company, its management, its operations and above all, the industry perspective and issues. They are made to interact with senior management personnel and proactively provided with relevant news, views and updates on the Company and sector. The Company periodically presents updates at the Board/Committee meetings to familiarize the Directors with the Company's strategy, business performance including Company's product offerings, finance, risk, key statutory and regulatory updates, human resources and other related matters. The Board has an active communication channel with the management, which enables Board members to raise queries, seek clarifications for enabling a good understanding of the Company and its various operations.

Further details of familiarization programme are available on the Company's website at <https://www.porwalauto.com/Other-shareholder-information.html>.

g. Key Board Skills, Expertise and Competence:

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees.

In view of the objectives and activities of our Business, the Company requires skills/ expertise/ competencies in the areas of Finance, Regulatory, Strategy, Business Leadership, Automotive Technology, Human Resources, risk and Governance.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively. The Board periodically evaluates the need for change in its composition and size.

The Members of the Board are committed to ensuring that the Board is in compliance with the highest standard of Corporate Governance. In terms of the requirement of the Listing Regulation, the Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company, which are currently available with the Board along with the names of the Directors, who have such skill/expertise/ competence, are given below:-

1. Knowledge on Company's businesses, policies and business culture major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
2. Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
3. Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.
4. Financial and Management skills.
5. Technical / Professional skills and knowledge in relation to Company's business.

NAME OF DIRECTORS	SKILLS				
	Knowledge on Company's businesses etc.	Behavioural skills	Business Strategy, Sales & Marketing etc	Financial and Management skills	Technical / Professional skills etc.
Mr. Devendra Jain	√	√	√	√	√
Mr. Mukesh Utsavlal Jain	√	√	√	√	√
Mr. Surendra Utsavlal Jain	√	√	√	√	√
Mrs. Rajni Jain	√	√	√	√	√
Mr. Naveen Kumar Dhiman	√	√	√	√	√
Mr. Gautam Chand Kothari	√	√	√	√	√
Mr. Mohit Handoo	√	√	√	√	√
Mrs. Shalu Anand	√	√	√	√	√

Notes: 1. Mr. Surendra Jain ceased to be Whole Time Director and Chairman of the Company w.e.f. 16th October, 2024, due to his sad demise on the same day.

2. Mrs. Rajni Jain, Independent Director have completed their second term as an Independent Director and consequently ceased to be the Director of the Company w.e.f. the close of business hours on 29th March, 2025.

3. Mrs. Shalu Anand has been appointed as Independent Director w.e.f. 21st August, 2024 with the approval of members in the 32nd AGM held on 27th September, 2024

These skills/ competencies are broad-based, encompassing multiple domains of expertise/ experience. Each Director may possess varied combinations of attributes/ experience. While all the Board members broadly possess the identified skills/ competence

h. Note on Directors Appointment/Re-appointment

Changes in the Board during the financial year 2024-25:

Mrs. Shalu Anand (DIN: 10738711) was appointed as an Independent Director of the Company for a term of five consecutive years, commencing from 21st August, 2024, and ending on 20th August, 2029, not be liable to retire by rotation. Her appointment was duly approved by the members of the

Company at the 32nd Annual General Meeting held on 27th September, 2024. Mrs. Shalu Anand brings with her a wealth of knowledge, independent perspective, and a strong commitment to Corporate Governance. Her presence on the Board is expected to contribute meaningfully to the Company's strategic decision-making and enhance the effectiveness of its governance practices.

Mr. Surendra Jain ceased to hold the position of Whole Time Director and Chairman of the Company with effect from 16th October, 2024, due to his untimely and unfortunate demise on the same day. The Board of Directors expresses its deepest condolences to the family of Mr. Surendra Jain and mourns the loss of a visionary leader. He was a founding pillar of the Company, whose visionary leadership, deep industry knowledge, and unwavering dedication played a pivotal role in the Company's growth and strategic direction over the years. The Board of Directors places on record its heartfelt condolences to his family and acknowledges with deep gratitude the exceptional guidance and wisdom he imparted throughout his tenure. His legacy will continue to inspire and shape the Company's journey forward.

Resignation / Discontinuation of Independent Director(s): Mrs. Rajni Jain (DIN: 07140288), Independent Non-Executive Director, completed her second term as an Independent Director of the Company and, in accordance with the provisions of the Companies Act, 2013 and applicable regulations, ceased to be a Director of the Company with effect from the close of business hours on 29th March, 2025. The Board places on record its sincere appreciation for the valuable contributions, guidance, and independent insights provided by Mrs. Jain during her tenure on the Board.

Changes in the Board subsequent to the financial year 2024-25:

After the unfortunate loss of Mr. Surendra Jain, Chairman of the Company and in alignment with the Company's commitment to continuity, stability, and strategic growth, and in recognition of his proven leadership, vast experience, and continued dedication to the Company's values and vision, the Board of Directors, at its meeting held on 13th August 2025 has appointed Mr. Mukesh Utsavlal Jain as the Chairman of the Company. He will continue to serve concurrently in his existing role as Whole-Time Director."

Further, the Board has considered and approved the re-appointment of Mr. Mukesh Utsavlal Jain (DIN: 00245111) as Whole-Time Director, designated as Chairman of the Company in the Board Meeting dated 13th August, 2025, for a further term of three years commencing from August 1st, 2026 to July 31st, 2029, subject to approval by the members at the ensuing 33rd Annual General Meeting to be held on 26th September, 2025.

Furthermore, the Board has considered and approved the re-appointment Mr. Devendra Jain (DIN-00232920) as Managing Director of the Company in the Board Meeting dated 13th August, 2025, for a further term of three years commencing from August 1st, 2026 to July 31st, 2029, subject to approval by the members at the ensuing 33rd Annual General Meeting to be held on 26th September, 2025.

i. Performance Evaluation of Independent Director:

The Nomination and Remuneration Committee of the Board reviewed the criteria laid down for the performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated.

j. Board's Functioning and Procedures:

The Board plays a pivotal role in ensuring good governance. Its style of functioning is democratic. The Members of the Board have always had complete freedom to express their opinion and decisions are taken on the basis of a consensus arrived at after detailed discussion. The members are also free to bring up any matter for discussion at the Board Meetings with the permission of the Chairman.

The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the management towards the set goals and seeks accountability with a view to ensure that the corporate philosophy and mission viz., to create long term sustainable growth that translates itself into progress, prosperity and the fulfilment of stakeholders' aspirations, is accomplished. It also sets standards of corporate behavior and ensures ethical behavior at all times and strict compliance with Laws and Regulations.

The required information including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the LODR Regulations is made available to the Board of Directors.

All the items on the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made. The agenda and the relevant notes are sent in advance separately to each Director to enable the Board to take informed decisions.

The minutes of the meetings of the Board are individually given to all directors for their comments, if any and are noted at the subsequent Board Meeting. The Minutes of the various Committees of the Board are also individually given to the respective Committee members and thereafter tabled for noting purpose at the subsequent Board Meeting, in compliance with Secretarial Standards issued by the Institute of Company Secretaries of India.

k. Shareholding of Executive Directors and Non- Executive Directors as on March 31, 2025.

S. No.	Category	Shares Held
1.	Executive Director	653154
2.	Non-Executive Director	--

As on the date of this Report, none of the Non-Executive Directors of the Company hold any equity shares or convertible instruments in the Company, either in their individual capacity or jointly with others. This disclosure is in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

l. Confirmations that in the opinion of the Board, the Independent directors fulfil the conditions specify in these regulations and are independent of the Management.

In the opinion of the Board, all Independent Directors of the Company meet the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board further confirms that all Independent Directors are independent of the management and do not have any pecuniary relationship or transactions with the Company, its promoters, its management, or its subsidiaries that may affect their independence.

1. COMMITTEES OF THE BOARD:

The Board of Directors has constituted various Committees with specific terms of reference to ensure effective working of the Company and in compliance with the provisions of the Companies Act, 2013, rules framed thereunder, Listing Regulations and other applicable regulations, guidelines, circulars and notifications of Securities and Exchange Board of India ("SEBI"). These Committees operates as empowered agents of the Board of Directors. There are various Committees of the Board of Directors, which have been entrusted with adequate powers to discharge their roles & responsibilities.

The Board Committees are set up by the Board and play a crucial role in the governance structure of the Company and deal with specific areas of concern for the Company that need a closer review. The Committees operate under the direct supervision of the Board and the Chairpersons of the respective Committees report to the Board about the deliberations and decisions taken by the Committees. The recommendations of the Committees are submitted to the Board for approval. The Minutes of the meetings of all Committees of the Board are placed before the Board for noting purpose. The Composition of the following Committees of the Board as on 31st March 2025 are as under:

- a. Audit Committee;
- b. Nomination and Remuneration Committee;
- c. Stakeholder Relationship Committee;

The above mentioned Committees consist of appropriate number of Executive Directors and Non-executive Independent Directors. Detailed terms of reference, composition, meetings, attendance and other relevant details of these committees are as under:

a. AUDIT COMMITTEE:

The composition of the Audit Committee is in compliance with Section 177 of the Companies Act, 2013 and with Regulation 18(1) of the SEBI (LODR) Regulations. The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. It addresses itself to matters pertaining to adequacy of internal controls, reliability of financial statements/other management information, adequacy of provisions for liabilities, and whether the audit tests are appropriate and scientifically carried out and that they are aligned with the realities of the business, adequacy of disclosures, compliance with all relevant statutes and other facets of Company's operation that are of vital concern to the Company.

i. Terms of reference

The terms of reference of the Audit Committee includes the matters specified in Part C of Schedule II to the SEBI (LODR) Regulations, 2015 and also as required under Section 177 of the Companies Act, 2013 which includes oversight of the Company's financial reporting process and disclosure of its financial information, review of financial statements, review of systems and controls, approval or any subsequent modification of transactions of the Company with related parties, review report of the internal auditor etc.

ii. Composition and Meetings:

The Company has an Audit Committee and Mr. Gautam Chand Kothari, Chairperson of the Audit Committee is a Non-Executive Independent Director of the Board who has relevant accounting and financial expertise.

During the financial year ended 31st March, 2025, six (6) Audit Committee Meetings were held and the dates on which the said meetings were held are as follows:

- i. 28th May, 2024;*
- ii. 13th August, 2024;*
- iii. 12th November, 2024;*
- iv. 19th December, 2024;*
- v. 17th January, 2025;*
- vi. 04th February, 2025;*

The Composition and attendance record of the members at the meeting is as under:

Name	Category	Number of Meetings	
		Held	Attended
Mr. Gautam ChandKothari	Chairman, Non-Executive Independent Director	6	6
Mr. Naveen Kumar Dhiman	Member, Non-Executive Independent Director	6	6
Mr. Mohit Handoo	Member, Non-Executive Independent Director	6	6

b. NOMINATION AND REMUNERATION COMMITTEE

In terms of the provisions of Section 178(3) of the Act and Regulation 19(4) read with Part D of Schedule II to the Listing Regulations. The Nomination and Remuneration Committee comprises only independent directors. The Committee oversees key processes by which the Company recruits new members to its Board, and the processes by which the Company recruits, motivates and retains outstanding senior management as well as the Company's overall approach to human resources management.

i. Terms of reference

The terms of reference of the Nomination and Remuneration Committee includes the matters specified in Part D of Schedule II to the SEBI (LODR) Regulations, 2015 which broadly includes determination and recommendation for appointment/removal of Executive, Non-Executive and Independent Directors to the Board etc.

ii. Composition and Meetings

The Nomination and Remuneration Committee comprises of three Directors, out of which all the Directors are Non-Executive Independent Director. The Committee is chaired by Mr. Gautam ChandKothari, who is a Non-Executive Independent Director.

During the financial year ended on 31st March, 2025, Three meeting of Nomination and Remuneration Committee were held and the date on which the said meeting was held is:

i. 28th May, 2024;

ii. 13th August, 2024

iii. 21st August 2024;

The composition and attendance record of the members at the meeting is as under:

Name	Category	Number of Meetings	
		Held	Attended
Mr. Gautam Chand Kothari	Chairman, Non-Executive Independent Director	3	3
Mr. Naveen Kumar Dhiman	Member, Non-Executive Independent Director	3	3
Mr. Mohit Handoo	Member, Non-Executive Independent Director	3	3

iii. Criteria for Performance Evaluation

Annual Board Evaluation is an important component of our corporate governance framework. This involves a comprehensive and transparent assessment, providing candid feedback and constructively using the results of the evaluation process to continuously augment the overall effectiveness of the Board. The Board firmly believes that a robust Board Evaluation helps in delivering greater value to the Company and all its stakeholders.

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive Directors, Non-Executive Directors including Independent Directors and Board as a Whole.

The criteria for Performance Evaluation are as under:

For Executive Directors, Non-Executive Directors including Independent Directors:

The Board carries out annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Committees as mandated under the Act, the Listing Regulations and the Executive Remuneration Policy of your Company, as amended from time to time. The performance evaluation of Non-independent Directors and the Board as a whole was carried out by the Independent Directors. The performance of the Chairman of the Board was also reviewed, taking into account the views of the Executive, Non-executive and Independent Directors.

For Board as a whole:

The criteria for evaluation of the Board, inter alia, includes, Proper mix of competencies and experience, composition and diversity, induction programme, team work, integrity Understanding of the legal requirements, setting of goals, Compliances with corporate governance regulations and guidelines, Adequacy of attendance and participation by the Board members, Frequency of Board Meetings, Understanding of the risk attached with the business structure, Monitoring the Company's internal controls and compliance, Appropriateness of effective vigil mechanism, Succession plan for the Management.

For Board Committee:

The criteria for evaluation of the Board Committee, inter alia, includes, Constitution of Committee, the terms of reference, Independence of the Committee, Reporting the Committees to the Board, Reviews its mandate and performance, Proactive measures to perform its functions, Suggestion and recommendation of committee, Fulfillment of its functions as assigned by the Board, frequency of the Committee meetings, Adequacy of attendance and participation in the Committee meetings, discussions and decision making.

iv. REMUNERATION OF DIRECTORS

The Board has, on the recommendation of the NRC framed a policy on Remuneration of Directors and Senior Management Employees, which is available on the Company's website at <https://www.porwalauto.com/Other-shareholder-information.html>. Performance Review System is primarily based on competencies and values. The Company closely monitors growth and development of top talent in the Company to align personal aspiration with the organisation's goal.

➤ Remuneration to Executive Directors

There were no pecuniary relationships or transactions between your Company and its Non-executive/Independent Directors during the year. The remuneration package of the Managing

Director is determined by the NRC, which is in accordance with the remuneration policy of the Company. A fair portion of the remuneration is linked to the Company's performance, thereby creating a strong alignment of interest with members. The details of remuneration for the year ended on 31st March, 2025 to Executive Directors are as follows:

Name of Directors	Designation	Remuneration
Mr. Devendra Jain	Managing Director	Rs. 36,00,000
Mr. Mukesh Utsavlal Jain	Whole Time Director	Rs. 36,00,000
Mr. Surendra Utsavlal Jain*	Whole Time Director	Rs. 7,80,000

*Mr. Surendra Utsavlal Jain (00245154) ceased to hold the office of Whole-Time Director of the Company with effect from October 16th, 2024, due to his sad demise."

- **The Company does not pay any fixed component and performance linked incentives to any of its Directors.**
- **The Company does not have any service contract with any of its directors.**
- **The Company has not granted any stock option to any of its Director/employees.**
- **The Company has not paid any fees or compensation to the Executive Directors except the remuneration mentioned above.**

c. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with Section 178 of the Companies Act, 2013 and the rules made thereunder and Regulation 20 of SEBI (LODR), 2015, the Company has duly constituted a Stakeholders' Relationship Committee (SRC). The Stakeholders Relationship Committee oversees various activities that lead to improve and effective shareholder services like review of adherence to the service standards adopted for shareholder services, measures taken for reducing the timelines for redressal of shareholder and investor grievances, transfer/transmission of shares, issue of duplicate share certificates, dematerialisation / rematerialisation of shares, IEPF matters and related matters. The Committee meets as often as required.

i. Terms of reference

The terms of reference of the Stakeholders Relationship Committee includes the matters specified in Part D of Schedule II to the SEBI (LODR) Regulations, 2015 which broadly includes to consider and resolve the grievances of the security holders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends etc.

ii. Composition and Meetings

The Stakeholders' Relationship Committee ('SRC') comprises of two Non-Executive Independent Directors and one Executive Director. The composition of the SRC complies with the requirements of the Listing Regulations and the Act. The Committee is chaired by Mr. Gautam ChandKothari, who is a Non- Executive Independent Director.

During the financial year ended on 31st March, 2025, four (4) meetings of Stakeholders Relationship Committee were held and the dates on which the said meetings were held are:

- i. 28th May, 2024;*
- ii. 13th August, 2024;*
- iii. 12th November, 2024;*
- iv. 04th February, 2025;*

The composition and attendance record of the members at the meeting is as under:

Name	Category	Number of Meetings	
		Held	Attended
Mr. Gautam Chand Kothari	Chairman, Non-Executive Independent Director	4	4
Mr. Mohit Handoo	Member, Non-Executive Independent Director	4	4
Mr. Mukesh Utsavlal Jain	Member, Executive Director	4	4

Details of Complaints received during the year are given in table below and all were solved to the satisfaction of the shareholders. resolved. No complaint was pending as on March 31st, 2025.

S.N O	PARTICULARS OF INVESTOR GRIEVANCES	NUMBER OF INVESTORS GRIEVANCES
1.	Complaints received during the Year	Nil
2.	Complaints disposed of during the Year	Nil
3.	Complaints pending at the end of the year	Nil

COMPLIANCE OFFICER

Company Secretary is the general compliance officer of the Company except specifically provided otherwise for specific purposes.

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Email: admin@porwalauto.com
cs@porwalauto.com
Telephone: 07292-405101
Fax: 07292-403608
www.porwalauto.com

2. GENERAL BODY MEETINGS

- a. Details of the General Body Meetings held during last three years:

AGM/EGM	Date	Venue	Time
AGM-2022	28 th September, 2022	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	01:00 PM

AGM-2023	29 th September, 2023	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	01:00 PM
AGM-2024	27 th September, 2024	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	01:00 PM

NOTE: The proceedings of the Annual General Meeting of the Members of the Company, held on 28th September, 2022, 29th September, 2023 and 27th September, 2024 shall be deemed to be conducted at the Registered Office of the Company at Plot No. 209, Sector No. 1, Industrial Area, Pithampur, (M.P.) 454775.

b. Details of Special Businesses Transacted in last three years General Body Meetings are as under:

AGM/EGM	Date	Special Business Transacted
AGM-2022	28 th September, 2022	<ul style="list-style-type: none"> • Ratification of the remuneration payable to M/S. A. K. Jain & Associates, Cost Accountants. • To Re-appoint Mr. Devendra Jain (DIN: 00232920) as the Managing Director of the Company. • To Re-appoint Mr. Mukesh Utsavial Jain (DIN: 00245111) as the Whole-Time Director of the Company. • To Re-appoint Mr. Surendra Utsavial Jain (DIN: 00245154) as the Chairman and Whole Time Director of the Company. • To approve Material Related Party Transaction(s) to be entered into during the Financial Year 2021-22, 2022-23 and 2023-24.
AGM-2023	29 th September, 2023	<ul style="list-style-type: none"> • Ratification of the remuneration payable to M/s. A. K. Jain & Associates, Cost Accountants, Indore (FRN: 101472) for the financial year ending March 31, 2024. • Appointment of Mr. Mohit Handoo (DIN - 10274798) as the Independent Director of Company. • Appointment of Mr. Naveen Kumar Dhiman (DIN: 10273058) as the Independent Director of Company. • Appointment of Mr. Gautam Chand Kothari (DIN: 00115063) as the Independent Director of Company. • To approve Material Related Party Transaction(s) to be entered into during the Financial Year 2024-25, 2025-26 and 2026-27
AGM-2024	27 th September, 2024	<ul style="list-style-type: none"> • Ratification of the remuneration payable to M/s Nikhil Jain & Associates, Cost Accountants, Indore (FRN: 006363) for the financial year ended on 31st March, 2024 & 31st March, 2025. • Appointment of Mrs. Shalu Anand (DIN - 10738711) as the Independent Director of Company.

Postal Ballot -2024 -25	17 th January, 2025	<ul style="list-style-type: none"> Alteration of the objects clause of the memorandum of association (“MOA”) of the company.
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- No Extra-ordinary General Meeting of the shareholders was held during the year.
- During the year, special resolution was passed through Postal Ballot. The Details are provided in above table.

3. MEANS OF COMMUNICATION

- Quarterly and Annual Financial Results:** The Board of Directors of the Company approves and takes on record the Quarterly, Half Yearly and Yearly Financial Results in the performance prescribed by SEBI (LODR) Regulations, 2015 within 45/60 days of the end of the respective quarter or financial year.
- Newspaper publications on Financial Results:** The Quarterly/ Half yearly/ Annual Results of the Company are published in accordance with the SEBI (LODR) Regulations, 2015 in newspapers viz. “Free Press”, (English) and “Chhotha Sansar” (Hindi).
- Website:** The Company’s website www.porwalauto.com contains a dedicated segment called ‘Investors Corner’, where all the information as may be required by the Shareholders is available including quarterly results, shareholding pattern, stock exchange disclosures, Annual Reports, Policies, additional disclosures including IEPF related details etc. in accordance with Regulation 46 of Listing Regulations.
- Annual Report and Annual General Meeting:** The Annual Reports are emailed to Members and others entitled to receive them. The Annual Report is also available on the Company’s website at www.porwalauto.com The Company also provides live webcast facility of its AGM in co-ordination with CDSL. The Notice of the AGM along with the Annual Report for financial year 2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. However, Members desiring a physical copy of the Annual Report for financial year 2025, may either write to us or email us on investors.pacl@gmail.com to enable the Company to dispatch a copy of the same. Please include details of Folio No./DP ID and Client ID and holding details in the said communication.
- Official Media releases and presentations made to Institutional Investors/Financial Analysts:** No official media releases and presentations are made by the Company.
- SEBI Complaints Redressal System (SCORES):** A centralised web-based complaints redressal system, which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned Company and online viewing by the investors of actions taken on the complaint and its current status. Further, SEBI vide Circular dated July 31, 2023, read with Master circular dated December 28, 2023, as amended, expanded the scope of investors complaints and by establishing a common Online Dispute Resolution Portal (‘ODR Portal’) which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.
- UPLOADING ON BSE LISTING CENTRE:** The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on BSE Listing Centre for BSE.

h. Reminder to investors: Pursuant to the provisions of the Act, the Company sends reminder letters to those Members whose unpaid/unclaimed dividends and shares are liable to be transferred to the IEPF.

4. GENERAL SHAREHOLDERS INFORMATION

a. Annual General Meeting:

The Date, Time & Venue of the 33rd Annual General Meeting to be held on Friday, the 26th day of September 2025 at 01:00 PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") deemed to be conducted at the Registered Office of the Company.

b. Financial Year: The financial year covers the period from 1st April to 31st March.

c. Financial Calendar (Tentative)

Results for the Quarter ending 30th June, 2024: First Fortnight of August, 2024

Results for the Quarter ending 30th Sept, 2024: First Fortnight of November, 2024

Results for the Quarter ending 31st Dec, 2024: First Fortnight of February, 2025

Results for the Quarter ending 31st Mar, 2025: Last week of May, 2025

d. Dividend

The Board of Directors of the Company has not declared any dividend on equity share for the financial year 2024-2025.

e. Book Closure

Saturday, 20th September, 2025 to Friday, 26th September, 2025 (both days inclusive) for the purpose of AGM.

f. Listing

- **Stock Exchange:** Bombay Stock Exchange Limited
- **Stock Code:** 532933
- **ISIN No.:** INE386I01018
- Listing Fees has been paid for 2025-2026.

g. Plant Location

Plot No. 209 & 215, Sector No. 1, Industrial Area,

Pithampur, Distt. DHAR (M.P.) 454775

Tel: 07292-403608, Fax: 07292-405120

admin@porwalauto.com, www.porwalauto.com

h. Registered Office:

Porwal Auto Components Limited

CIN: L34300MP1992PLC006912

Plot No. 209, Sector No. 1, Industrial Area, Pithampur, (M. P.) 454775

i. Investor Correspondence Address
➤ Registrars and Share Transfer Agents

MUFG Intime India Private Limited
 (formerly known Link Intime India Private Limited)
 C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
 Mumbai 400 083
 Tel: +91 22 49186000
 Tel:+91 8108116767
 Fax: +91 22 49186060
 E Mail: rushikesh.hingmire@linkintime.co.in,
rnt.helpdesk@linkintime.co.in

➤ Compliance Officer

Porwal Auto Components Limited
CIN:L34300MP1992PLC006912
 Plot No. 209, Sector No. 1,
 Industrial Area, Pithampur, (M. P.) 454775
 Tel: 07292-403608
 Fax: 07292-405120
 E Mail: cs@porwalauto.com
www.porwalauto.com

j. Market Price Data:

High/Low/Close during each month in the last Financial Year Monthly highs and lows Quotes at the BSE 2024-25

Year	High(Rs.)	Low(Rs.)	Close(Rs.)
Mar 2025	51.99	41.00	44.11
Feb 2025	59.50	43.00	45.14
Jan 2025	62.00	50.51	54.88
Dec 2024	65.40	53.01	57.71
Nov 2024	68.14	50.00	55.58
Oct 2024	74.80	51.51	62.51
Sep 2024	73.00	60.00	61.47
Aug 2024	74.00	60.00	63.25
Jul 2024	83.90	66.30	70.13
Jun 2024	83.39	45.00	72.53
May 2024	70.68	52.10	54.33
Apr 2024	64.89	51.00	62.93

k. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc;

l. Share Transfer System:

In terms of Regulation 40(1) of the SEBI - LODR Regulations, as amended from time to time, securities can be transferred (including transmission and transposition) only in dematerialized form. Further, SEBI vide its circular no.SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/ Exchange of securities certificate; (d) Endorsement; (e) Sub-division/ Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition, which were earlier allowed in physical form. SEBI has issued the Master Circular for Registrar to an issue and Share Transfer Agent dates 07th May, 2024, has made it mandatory for all shareholders holding shares in physical form to furnish to the Company / RTA in Form ISR-1 and/or ISR-2 in hard copy form to the company/ RTA the necessary details. Further, The forms for the above request are available on the website of the Company at <https://www.porwalauto.com/Other-shareholder-information.html>. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or MUFG Intime India Pvt. Ltd. (formerly known Link Intime India Private Limited), for assistance in this regard.

Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. Share transfer request is processed within stipulated time, subject to documents being valid and complete in all respects. A summary of transfer/ transmission of securities of the Company is placed before the Stakeholders' Relationship Committee from time to time.

m. Distribution of shareholding as on 31st March, 2025:
Distribution of shareholding (Rupees)

SHAREHOLDING OF NOMINAL SHARES	NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL	SHARE AMOUNT RS.	PERCENTAGE OF TOTAL
1 – 5000	6437	79.9727	10011260	6.6300
5001 -- 10000	775	9.6285	6248410	4.1380
10001 – 20000	428	5.3174	6346590	4.2030
20001 -- 30000	145	1.8015	3713390	2.4592
30001 -- 40000	44	0.5467	1550460	1.0268
40001 -- 50000	39	0.4845	1840570	1.2189
50001 -- 100000	79	0.9815	5749120	3.8074
100001 -- *****	102	1.2672	115540200	76.5167
TOTAL	8049	100	1510000000	100

Distribution of shareholding (Shares)

SHAREHOLDING OF NOMINAL SHARES	NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL	NO. OF SHARES	PERCENTAGE OF TOTAL
1 – 500	6437	79.9727	1001126	6.6300
501 -- 1000	775	9.6285	624841	4.1380
1001 – 2000	428	5.3174	634659	4.2030
2001 -- 3000	145	1.8015	371339	2.4592
3001 -- 4000	44	0.5467	155046	1.0268
4001 -- 5000	39	0.4845	184057	1.2189
5001 -- 10000	79	0.9815	574912	3.8074
10001 -- *****	102	1.2672	11554020	76.5167
TOTAL	8049	100	15100000	100

n. Dematerialization of shares as on 31.03.2025:

CATEGORY	NO. OF SHARES	PERCENTAGE (%)
Total number of Dematerialized shares with NSDL	86,93,120	57.57
Total number of Dematerialized shares with CDSL	60,89,080	40.33
PHYSICAL	3,17,800	2.10
TOTAL	1,51,00,000	100

o. Shareholding Pattern as on 31st March, 2025:

Sr. No.	Category	No. of Shares Held	Percentage of Shareholding
1.	Promoters & Promoter Group	5800814	38.42%
2.	Corporate Bodies	3540493	23.45%
3.	Indian Public	5025902	33.29%
4.	Clearing Member	2612	0.02%
5.	Hindu Undivided Family	324233	2.14%
6.	NRIs/OCBs	93789	0.62%
7.	Investor Education And Protection Fund	312157	2.06%
TOTAL		1,51,00,000	100%

p. Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity-
The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.

q. Commodity price risk or foreign exchange risk and hedging activities: Your Company does not deal in any commodity or foreign exchange; hence it is not directly exposed to any commodity price risk or foreign exchange risk and hedging activities.

r. List of Credit Ratings obtained by the Company along with any revisions thereto during the relevant financial year, for all debt instruments of the Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds,whether in India or abroad: Your Company does not have any securities other than equity shares thus it does not obtain any credit ratings.

s. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The Company has 6160 shares in the Demat suspense account/unclaimed suspense account lying at the end of the year.

5. OTHER DISCLOSURES:
a. Related Party Transactions

All transactions entered into by the Company during the year with related parties were in the ordinary course of business and on arm's length pricing basis. All related party transactions have prior approval of the Audit Committee and are reviewed by the Audit Committee on a quarterly basis. There are no materially significant transactions with the related parties that had potential conflict with the interest of the Company. Further details of related party transactions are as per Accounting Standard 18 and are presented in Notes to Accounts in the Annual Report.

Your Company has formulated a Policy on Related Party Transactions which has been posted on the website of the Company and can be accessed through web link <https://www.porwalauto.com/Other-shareholder-information.html> .

Related Party Transactions are disclosed in Note No. 32 to the financial statement in the Annual Report along with detail of such transaction entered by the Company with related parties have been disclosed. The Audit Committee had reviewed and approved the related party transactions as

mandatory requirement under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. Details of non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to Capital Markets during the last three years

There was no such instance.

c. Vigil Mechanism/ Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal activities, unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy and also to report insider trading violations as well as reporting of instances of leak of unpublished price sensitive information. The Company has a Vigil Mechanism Policy under which the employees are free to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy. The same is posted on the website of the Company at <https://www.porwalauto.com/Other-shareholder-information.html>. It is hereby affirmed by the Board that, no personnel have been denied access to the Audit Committee to lodge their grievances.

d. Compliance with mandatory requirements

The Company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015 during the year. The Company has not adopted any of the non-mandatory requirements of SEBI (LODR) Regulations, 2015.

e. REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance forms part of this Annual Report of the Company and is being sent to the shareholders accordingly.

Disclosures of Compliance with Corporate Governance Requirements

The Company has complied with Corporate Governance Requirements as specified in Regulation 17 to 27 of LODR. The Company has complied with Clause (b) to (i) of sub regulation (2) of Regulation 46, relating to website disclosures. The Company's website contains a separate section 'Investor Relations' where members can access the details of the Board, Policies, the Board Committee, financials, details of unclaimed dividend and shares transferred/ liable to be transferred to IEPF, Stock exchange disclosures etc.

f. Web link where policy for determining 'material' subsidiaries is disclosed.

Your Company has no Material Subsidiaries.

g. Disclosure of commodity price risks and commodity hedging activities.

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk.

h. Disclosure of Accounting Treatment

The 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 and other relevant provisions of the Act.

i. Details of Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

Your Company did not raise funds in any manner during the financial year.

j. Certificate on Non-disqualification of Directors

Your Company has obtained a Certificate from Mrs. Shraddha Jain, Practicing Company Secretary (M. No.: ACS 39488) certifying that none of the directors on the Board of the Company as on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority and the same has been annexed to this report.

k. Acceptance of recommendations of any Committee of the Board

During the year, your Company had accepted all the recommendations made by the committees of Board.

l. Payment of Fee for services by the Company

Your Company has paid the fee of Rs. 75,000 for services provided by the Statutory Auditor during the year.

m. Prevention of Sexual Harassment

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition & Redressal) Act 2013. An Internal Complaint Committee has been set up to redress complaints received regarding sexual harassment. During the year no complaints of Sexual Harassment were received.

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

PARTICULARS	Number
Number of cases pending as on the beginning of the financial year	NIL
Number of complaints filed/received during the year	NIL
Number of complaints disposed off during the year	NIL
Number of cases pending as on the end of the financial year	NIL
Number of cases pending for more than ninety days, if any	NIL

o. Disclosure of Subsidiaries

Your Company does not have any material subsidiary.

p. OTHER USEFUL INFORMATION FOR SHAREHOLDERS:

• Common And Simplified Norms For Investor Service Request

In terms of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023; the Company had sent individual letters to all the Shareholders holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination. The aforesaid communication is also available on the website of the Company. The Shareholders are requested to go through the communication available on the web link <https://www.porwalauto.com/Other-shareholder-information.html>.

• Unclaimed Shares/Dividend

Pursuant to Section 124 and other applicable provisions, if any, of the Act, all dividend remaining unpaid and unclaimed for a period of 7 (seven) years from the date of declaration will be transferred to Investor Education and Protection Fund ('IEPF'), established by the Central Government. Accordingly, unpaid and unclaimed dividend for the FY 2016-17, has been transferred to the IEPF.

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), equity shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration will also be transferred to IEPF, operated by the IEPF authority, pursuant to the IEPF rules.

In compliance with the aforesaid rules, the Company has transferred equity shares pertaining to the FY 2016-17 to the IEPF, after providing necessary intimations to the relevant Members. Details of unpaid / unclaimed dividend and equity shares for the FY 2016-17 are uploaded on the website of the Company, as well as that of MCA (IEPF) and can be accessed through the link: www.iepf.gov.in. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF, pursuant to the IEPF Rules.

Members can, however, claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making application in the manner provided in the IEPF rules. Members, who have so far not encashed the dividend warrant(s) for the FY 2017-18, are requested to make their claims to the Company's RTA on or before 28th October, 2025, failing which the unpaid / unclaimed dividend and the equity shares relating thereto for the FY 2017-18 will be transferred to the IEPF.

The Company is in compliance with the aforesaid IEPF Rules has sent individual notices to those Members whose shares are liable to be transferred to the IEPF and has also published notice in the newspapers. The Company has also uploaded full details of such unclaimed / unpaid dividend and the related shares due for transfer on the website of the Company at <https://www.porwalauto.com/>

6. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis is a part of the Annual report and annexed separately.

7. DETAILS OF MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS:

Extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted :NIL

8. CODE OF CONDUCT

In terms of the requirement of Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations 2015 ["SEBI (LODR), 2015"] & Section 149(8) read with Schedule IV of the Companies Act, 2013 ("the Act"), the Board of Directors has adopted the Code of Conduct for Directors and Senior Management. The said Code has been communicated to the Directors and the Members of the Senior Management. It has been posted at the website of the Company. All Board members and senior management personnel affirm their compliance with the Code on annual basis. The said code is available on the website of the Company. A declaration signed by the Managing Director to this effect is annexed separately to this report.

9. CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

The Company has adopted a Code for Prevention of Insider Trading as per SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors and Designated Employees/ persons who could have access to the Unpublished Price Sensitive Information are governed by the said Code.

For and on behalf of the Board of Directors
Porwal Auto Components Limited

Date: 13th August, 2025

Place: Pithampur

Registered office

Plot No. 209, Sector No. 1,

Industrial Area,

Pithampur (M.P.) 454775

CIN: L34300MP1992PLC006912

Mukesh Jain	Devendra Jain
Whole time Director	Managing Director
(DIN - 00245111)	(DIN - 00232920)

CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025****[Pursuant to Part E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

To,
The Members,
PORWAL AUTO COMPONENTS LIMITED
(L34300MP1992PLC006912)
Plot No. 209, Sector 1,
Industrial Area, Pithampur
M.P. - 454775

I have examined the compliance of conditions of Corporate Governance by **PORWAL AUTO COMPONENTS LIMITED** (hereinafter called the Company), for the year ended on 31st March, 2025 as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V any other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the relevant records/documents maintained by the Company furnished to me for my review and report on Corporate Governance as approved by the Board of Directors for the period from 1st April, 2024 to 31st March, 2025. I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of certification.

The Compliance of the conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance and was carried out in accordance with the guidance note on Corporate Governance Certificate issued by the Institute of Company Secretaries of India. It is neither an audit, nor an expression of opinion on the financial statements of the Company.

This certificate 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.

In my opinion and to the best of my information and according to the explanations given to me and representation made by the Directors and the management, I confirm that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, 2015.

In my opinion and to the best of my information and according to the explanations given to me, I report that the Company has complied with the conditions of Corporate Governance.

Date: 13/08/2025**Place:** Indore

SHRADDHA JAIN
PRACTICING COMPANY SECRETARY
ACS: 39488
CP. No. 14717
PR No.: 1765/2022
UDIN: A039488G001051862

DECLARATION

(COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS)

Porwal Auto Components Limited is committed to conducting its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics.

As provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the Board Members and Senior Management for the year ended 31st March 2025.

FOR, PORWAL AUTO COMPONENTS LIMITED

DEVENDRA JAIN
MANAGING DIRECTOR
(DIN: 00232920)

MD / CFO CERTIFICATION

To,
The Board of Directors,
Porwal Auto Components Ltd.
Pithampur

As provided under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Porwal Auto Components Limited ("the Company"), certify the following to the Board that for the year ended 31st March, 2025:

- (a) We have reviewed the Audited Financial Statements for the Financial Year ended on 31st March 2025 and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, there are no transactions entered into by the listed entity during the financial year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- i. significant changes, if any, in the internal control over financial reporting during the year;

- ii. significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
- iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Pithampur

Date: 28/05/2025

SHAILESH JAIN
CHIEF FINANCIAL OFFICER

DEVENDRA JAIN
MANAGING DIRECTOR
(DIN: 00232920)

ANNEXURE - VI
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

CAVEAT

This Management Discussion and Analysis (MD&A) contains forward-looking statements that reflect the Company's current expectations, assumptions, estimates, and projections. These statements, which may include future plans, objectives, strategies, outlook, and performance, involve known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially from those expressed or implied.

The auto component industry is closely linked to trends in the global and domestic automotive markets and is subject to volatility in raw material prices, currency fluctuations, evolving regulatory frameworks, changes in technology, and shifts in consumer demand. Additionally, dependence on Original Equipment Manufacturers (OEMs), supply chain disruptions, geopolitical developments, and rapid advancements in vehicle electrification and automation can significantly impact performance.

While the information presented in this section is based on data available and believed to be reliable, the Company makes no representation or warranty as to its completeness or accuracy. The Company undertakes no obligation to update or revise any forward-looking statements publicly, whether due to new information, future events, or otherwise, except as required by applicable laws.

Investors and stakeholders are advised to exercise due caution and conduct their own independent evaluation and analysis before making any decisions based on this report. This MD&A does not purport to contain all the information that may be relevant to stakeholders.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Indian auto component industry continues to build on its growth trajectory, supported by strong domestic vehicle production and rising global exports. In 2025, India has reaffirmed its position as one of the leading automotive hubs globally, with the auto component sector playing a pivotal role in driving this expansion.

The sector's growth is driven by a resilient automotive market, growing demand from a burgeoning middle class, and an increasing focus on localization and Make in India initiatives. Its contribution to India's Gross Domestic Product (GDP) remains significant, further highlighting the industry's role as a cornerstone of the manufacturing economy.

As the automotive industry undergoes a period of rapid transformation, driven by technological innovations, changing consumer preferences, and evolving regulatory frameworks, the auto component sector is also adapting to meet emerging demands. While electric vehicles (EVs) are gaining prominence, the demand for components supporting internal combustion engine (ICE) vehicles, especially in commercial and rural segments, remains substantial.

Ongoing investments in technology and innovation are enabling the development of high-performance engine parts, transmission systems, braking components, and safety features, catering to both domestic and global OEMs. The shift towards cleaner, smarter, and more connected vehicles is accelerating demand for precision engineering, electronics, and lightweight materials.

Beyond the automotive space, sectors such as railways and defense are offering new growth opportunities. The modernization of rail infrastructure is increasing the need for components that support efficiency, durability, and safety. Similarly, the defense sector's focus on equipment modernization and indigenization is creating steady demand for specialized, high-quality casting and machining solutions.

India's auto component industry is broadly segmented into the organised and unorganised sectors. The organised sector, comprising large and mid-sized companies, caters to OEMs with advanced, high-value components and systems. The unorganised sector primarily serves the aftermarket, focusing on low-cost, standardized parts.

The ongoing globalization of the automotive value chain continues to open up new avenues for Indian component manufacturers. With the industry shifting toward electric, electronic, and hybrid mobility, companies must embrace systematic R&D, automation, digital transformation, and quality enhancement to remain competitive on a global scale.

Looking ahead, the next decade is expected to bring new verticals and business models, creating expansive opportunities for companies that are agile, innovation-focused, and capable of scaling efficiently. The Indian auto component industry is well-positioned to capitalize on this momentum, playing a strategic role in the evolution of mobility in India and across the world.

FAVOURABLE POLICY MEASURES AIDING GROWTH

1. Production Linked Incentive Scheme(PLI):

This scheme encourages companies to invest in expanding their manufacturing capabilities, enhancing production efficiency, and developing new technologies. It also helps reduce the dependency on imports and supports the growth of domestic supply chains. The Union Cabinet's PLI Scheme for the automotive sector, with an allocation of \$3.5 billion, provides financial incentives of up to 18% to bolster domestic manufacturing of advanced automotive technology products and attract investment in the automotive value chain. This scheme is effective from April 01, 2022, for a period of five years.

2. Automotive Mission Plan 2016-26 (AMP 2026):

This plan includes goals for increasing production capabilities, enhancing research and development (R&D) efforts, and expanding exports. For auto components companies, this translates into opportunities for growth through increased demand for locally manufactured parts and a stronger focus on technological innovation.

AMP 2026 aims to propel the Indian Automotive industry to be the engine of the "Make in India" programme as it is amongst the foremost drivers of the Manufacturing sector. Indian Automotive sector is likely to contribute in excess of 12% of the country's GDP and comprise more than 40% of its manufacturing sector. The Automotive industry has achieved the target of incremental employment creation of 25 million jobs and shall generate an additional 65 million jobs in the future.

3. National Automotive Testing and research and development (R&D) Infrastructure Project (NATrIP):

NATRIP aims to enhance the testing and R&D infrastructure for automotive components and vehicles in India. By providing state-of-the-art facilities for testing and development, this initiative supports innovation and quality assurance for auto components companies. Funded entirely by the Government of India, with a total cost of Rs. 3727.30 Crore, NATRIP is designed to enhance global automotive excellence and support low-cost manufacturing and product development.

4. Skilling and Training Programs:

Government initiatives aimed at enhancing the skills of the workforce, such as vocational training and skill development programs, benefit the auto components sector by providing a skilled labour pool. Well-trained professionals contribute to higher productivity and innovation within the industry.

5. Government Incentives for R&D and Innovation:

The Indian government offers various incentives for research and development activities, including tax benefits and grants. These incentives are designed to encourage companies to invest in innovative technologies and develop advanced automotive components. By taking advantage of these incentives, companies can drive technological advancements and maintain a competitive edge in the market.

COMPANY'S OVERVIEW:

The global automotive components manufacturing industry is poised for continued growth, driven by increasing demand for high-quality, durable parts, particularly in iron casting and other foundry-based processes. As the automotive, railway, and defense sectors expand their infrastructure and modernization efforts, the need for precision-engineered castings has never been greater. Cast components, especially those manufactured through advanced techniques such as Lost Foam Casting, are essential in delivering the strength, durability, and performance required by these industries. Globally, manufacturers are focusing on improving production efficiency and component quality to meet the rising demand for complex, high-performance parts that meet stringent industry standards.

In India, the manufacturing sector is undergoing a significant transformation, supported by government initiatives like the Production Linked Incentive (PLI) Scheme. This scheme has unlocked new opportunities in key sectors such as automotive, railways, and defense, where there is an increasing demand for high-quality, cost-effective components. With the Indian automotive industry set to nearly triple vehicle sales by 2026, the need for reliable automotive parts—many of which rely on iron casting and other foundry-based processes—will surge. Similarly, the railway modernization and defense sector growth create significant demand for specialized castings used in critical infrastructure projects and high-performance military applications.

For our company, which specializes in iron casting and Lost Foam Casting, the future holds tremendous promise. Our investment in advanced casting technologies such as Lost Foam Casting positions us at the forefront of innovation in the manufacturing of high-precision components. This technology enhances our ability to produce complex parts with superior dimensional accuracy, surface finish, and reduced machining requirements, which are essential for meeting the high standards demanded by the automotive, railway, and defense sectors.

As part of our long-term sustainability strategy, the company has also invested in solar power generation for captive use, reinforcing our commitment to clean energy and cost optimization. This initiative not only supports our environmental goals but also enhances our energy self-reliance and operational stability. We see strong potential in further expanding this capability in the future, aligning with broader industry trends toward greener, more sustainable manufacturing practices.

Looking ahead to 2026 and beyond, our strategic priorities include expanding our global market presence by increasing exports of high-quality cast components. By focusing on testing castings for international markets, we aim to diversify our customer base and secure long-term contracts with international OEMs (Original Equipment Manufacturers) and Tier-1 suppliers. Our continuous investment in state-of-the-art manufacturing processes ensures that we remain competitive by improving operational efficiency, reducing costs, and maintaining the highest product quality standards.

Additionally, the modernization of India's railways and the continued growth of the defense sector present significant opportunities for the company to increase its participation in infrastructure and defense projects. Our expertise in manufacturing high-performance, precision castings positions us as a trusted partner for these critical sectors, which require components that meet rigorous performance and durability standards.

In conclusion, as we look towards 2026 and beyond, our company is well-positioned to benefit from the growing demand for high-quality, precision-cast components in the automotive, railway, and defense sectors. Through our continued focus on advanced casting technologies, market expansion, and operational excellence, we are confident in our ability to drive long-term growth and value for our stakeholders.

OPPORTUNITIES AND THREATS:

OPPORTUNITIES:

As India continues to forge ahead on its path to "Atmanirbharta" (self-reliance), the manufacturing sector is positioned to play a central role in realizing this vision. The Production Linked Incentive (PLI) Scheme introduced by the government is a game-changer for the automobile and auto components industries, as well as other critical sectors like railways and defense. This scheme supports both direct investments in advanced technology, green vehicles and auto components all of which present significant opportunities for our business.

The Indian automotive industry is already a major player on the global stage, leading in multiple segments, and it is expected to nearly triple vehicle sales by 2026. This growth creates powerful tailwinds for the auto components sector, which is poised to not only double its contribution to India's manufacturing GDP but also achieve a four-fold increase in industry size and a six-fold rise in exports by 2026. This rapidly evolving market presents an exciting opportunity for our company to expand and diversify, leveraging our core strengths and capabilities.

Our focus on the automotive components industry, which supplies critical parts for both the domestic and international automotive markets, places us in a prime position to capitalize on these growth opportunities. We are committed to expanding into global markets, where the demand for high-quality, precision-engineered auto parts continues to rise. By enhancing our testing castings for export, we plan to broaden our customer base and strengthen our presence in international markets.

The government's emphasis on modernization across key sectors presents additional opportunities for growth. The railway sector, with its ongoing modernization and infrastructure expansion programs, offers a significant avenue for securing new contracts and engaging in major infrastructure projects. Our expertise in manufacturing high-performance components for railways positions us to capitalize on these developments, ensuring our participation in the growth of this critical sector.

Moreover, the defense sector's expansion, driven by increasing budgets and modernization initiatives, aligns directly with our manufacturing capabilities. Our experience in producing high-quality, durable components for military applications positions us as a reliable partner in this rapidly growing segment.

We are also making strategic investments in advanced manufacturing technologies, such as Lost Foam Casting, to improve production efficiency, reduce costs, and elevate product quality. These technological advancements not only enable us to stay ahead of the competition but also help us meet the rising demand for high-precision parts in both the automotive and railway industries.

Our Company is uniquely positioned to benefit from the growth of India's automotive, railway, and defense sectors. By continuing to invest in innovation, expanding our global footprint, and focusing on cutting-edge technologies, we are confident in our ability to seize these opportunities and contribute significantly to India's manufacturing future. We have undertaken a series of strategic actions to drive growth and expansion:

1. Technological Advancements:

- **Advanced Manufacturing Technologies:** Implementing automation, robotics, and AI-driven manufacturing processes can improve efficiency, reduce costs, and enhance product quality.
- **Smart Components:** Developing and supplying smart auto components with integrated sensors and IoT capabilities can address the growing demand for connected and autonomous vehicles.

2. Expansion into Global Markets:

- **Export Opportunities:** Leveraging India's position as a global hub for auto component sourcing, companies can explore new markets and increase exports to regions such as ASEAN, Europe, Japan, and Korea.
- **Strategic Partnerships:** Forming alliances or joint ventures with international automotive companies can facilitate entry into global markets and expand the customer base.

3. Focus on Sustainability:

- **Green Technologies:** Investing in eco-friendly technologies and materials, such as recyclable components and energy-efficient production processes, aligns with global trends towards sustainability and can attract environmentally-conscious clients.
- **Regulatory Compliance:** Adhering to stringent environmental regulations and standards can enhance the company's reputation and competitiveness in the global market.

4. New Customer Acquisition:

- Developing relationships with new customers across various sectors—such as automotive, railway, and defense—can drive growth. Identifying and engaging potential clients, particularly those looking for high-quality, reliable components, will be crucial to expanding our market reach and increasing our revenue streams.

5. Investment in R&D:

- Expanding our research and development efforts allows us to explore new materials, casting techniques, and product applications. Investing in R&D will enable us to develop advanced components that meet emerging industry needs and maintain our competitive edge.

In summary, the Company is poised to capitalize on diverse opportunities, from expanding into global markets and enhancing technological capabilities to engaging in new customer acquisition and strategic partnerships. By focusing on these areas and leveraging our strengths, we can drive growth, enhance our competitive position, and achieve long-term success.

THREATS:

The Automotive Components Manufacturing Industry in the financial year 2024-25 continues to undergo significant disruption and transformation. The increasing convergence of technology firms with traditional auto manufacturers is reshaping the industry landscape, expanding the definition of what constitutes a conventional automotive company. This integration of cutting-edge technologies—such as electric mobility, autonomous driving, and connectivity—is not only changing product portfolios but also altering industry dynamics, presenting both challenges and growth opportunities.

The Auto Components Industry faces several key challenges that impact its operations, profitability, and growth prospects. Your Company faces several critical threats that could impact its operations and growth.

1. Dependence on the automotive industry: The auto components industry is highly dependent on the health and growth of the automotive industry. Any downturn or slowdown in the automotive sector can have a significant impact on the demand for auto components, leading to reduced sales and profitability.

2. Global competition: The auto components industry is highly competitive, with numerous players operating at both domestic and international levels. Global competition can lead to pricing pressures, reduced profit margins, and the need for continuous innovation and cost optimization.

3. Technological Advancements: Rapid advancements in technology, such as electric vehicles, autonomous driving, and connectivity, are transforming the automotive industry. Auto components manufacturers need to invest in research and development to keep up with these technological changes. Failure to adapt to new technologies can result in obsolescence and loss of market share.

4. Supply Chain Disruptions: The Auto Components Industry relies on a complex global supply chain. Any disruptions, such as natural disasters, political instability, or trade disputes, can lead to supply shortages, increased costs, and production delays.

5. Regulatory Compliance: Auto components manufacturers need to comply with various regulations and standards related to safety, emissions, and quality. Non-compliance can result in penalties, recalls, damage to reputation, and legal liabilities.

6. Shift towards electric vehicles: The increasing adoption of electric vehicles poses a risk to traditional auto component manufacturers who primarily produce parts for internal combustion engines. They need to adapt their product offerings and manufacturing processes to cater to the growing demand for electric vehicle components.

7. Environmental Concerns: The auto components industry is under scrutiny for its environmental impact, particularly regarding emissions and waste generation. Companies need to invest in sustainable practices, such as recycling and reducing carbon footprint, to mitigate environmental risks and meet consumer expectations.

8. Intellectual Property Theft: Auto components manufacturers invest significant resources in research and development to create innovative products. However, there is a risk of intellectual property theft by competitors or unauthorized entities, which can lead to lost competitive advantage and revenue.

9. Volatile Raw Material Prices: Fluctuations in raw material prices, such as steel, aluminium, and rubber, can significantly impact the profitability of Auto Components manufacturers. Companies need to manage their procurement strategies, including hedging and supplier relationships, to mitigate price volatility risks.

10. Changing Consumer Preferences: Consumer preferences and buying patterns are constantly evolving, driven by factors such as changing demographics, economic conditions, and technological advancements. Auto components manufacturers need to anticipate and adapt to these changing preferences to stay relevant and competitive in the market.

In summary, the Company faces several threats today and in the future, ranging from raw material volatility and supply chain disruptions to competitive pressures and technological advancements. Addressing these threats requires proactive strategies, including diversification, technological investment, and robust risk management practices, to ensure long-term stability and success.

OUTLOOK:

The Global Automotive components manufacturing industry is poised for continued growth, driven by increasing demand for high-quality, durable parts, particularly in iron casting and other foundry-based processes. As the automotive, railway, and defense sectors expand their infrastructure and modernization efforts, the need for precision-engineered castings has never been greater. Cast components, especially those manufactured through advanced techniques such as Lost Foam Casting, are essential in delivering the strength, durability, and performance required by these industries. Globally, manufacturers are focusing on improving production efficiency and component quality to meet the rising demand for complex, high-performance parts that meet stringent industry standards.

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In addition to our core manufacturing capabilities, the company has also made significant strides in sustainability through our involvement in solar power generation for captive use. By installing solar plants at our manufacturing facilities, we are reducing our reliance on conventional energy sources and lowering our overall carbon footprint. This not only supports our commitment to environmental sustainability but also provides us with a cost-effective, reliable energy source to power our operations. In the years to come, we see solar energy playing a pivotal role in our operational strategy, driving further cost efficiencies and supporting the company's long-term sustainability goals.

Looking ahead to 2026 and beyond, our strategic priorities include expanding our global market presence by increasing exports of high-quality cast components. By focusing on testing castings for international markets, we aim to diversify our customer base and secure long-term contracts with international OEMs (Original Equipment Manufacturers) and Tier-1 suppliers. Our continuous investment in state-of-the-art manufacturing processes ensures that we remain competitive by improving operational efficiency, reducing costs, and maintaining the highest product quality standards.

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INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss. It ensures that all transactions are authorised, recorded and reported correctly and all the transactions are properly authorized and recorded. It monitors compliance to internal processes and provide timely and reliable information to management.

The Chief Internal Auditor reports directly to the Chairman of the Board. The Internal Audit function develops an audit plan for the Company, which covers, inter alia, corporate, core business operations, as well as support functions. The Audit Committee reviews the annual internal audit plan.

Significant audit observations are presented to the Audit Committee, together with the status of the management actions and the progress of the implementation of the recommendations.

The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. During the year, the Company has taken steps to review and document the adequacy and operating effectiveness of internal controls. Nonetheless, your Company recognises that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

Your Company's Management has carried out the evaluation of design and operative effectiveness of these controls and noted no significant deficiencies/material weaknesses that might impact financial statements as at the Balance Sheet date.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review the Company has reported a turnover of Rs. 14044.67 Lacs against the turnover of Rs. 14,638.52 Lacs in the previous year, reflecting a decrease of approximately Rs. 593.85 Lacs (approx). The overall expenses of the Company have decreased from Rs. 13617.25 Lacs to Rs. 13469.4 Lacs. The Company has incurred a net profit of Rs. 16.09 Lacs as compared to profit of Rs 385.43 Lacs in the previous year. Your Company is trying their best to uplift the profit in the coming period.

Material development in human resources/industrial relations front, including number of people employed

HUMAN RESOURCES / INDUSTRIAL RELATIONS

The human resource plays a vital role in the growth and success of an organization. The Company has maintained cordial and harmonious relations with employees across various locations. The Company has built a competent team to handle challenging assignments. As on 31st March, 2025, there were 451 permanent employees on the roll of the Company. Our Company shares good industrial relations which improves the morale of the employees. Employees work with great zeal with the feeling in mind that the interest of employer and employees is one and the same i.e. to increase production. Every worker feels that he is a co-owner of the gains of industry. Complete unity of thought and action is placed in organization. Keeping employee wellbeing foremost, we have embraced the post-pandemic way of life and work. It has increased the place of workers in the society. During the year, the Company has taken several initiatives to further strengthen its human resource base to meet its current & future growth plans. The Company strives to enhance the technical, work related and general skills of employees on a continuous basis. There was unity of purpose among the employees to continuously strive for all round improvements in work practices & productivity Industrial relations were cordial throughout the year at all locations.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations are as follows:

Ratio	Ratio in Year 2025	Ratio in Year 2024	% of Change (Compare 2024 & 2025)	Reason for Change (2025)
Debtors Turnover	9.38	13.83	-32.14%	The trade receivable turnover ratio in 2025 is 9.38 against 13.83 in 2024, indicating poor collection from debtors during the year.

Debt Equity Ratio	0.003	0.002	88.61%	As the company has taken further loans in 2025, debt equity ratio has increased from 0.002 to 0.003 in 2025.
Net Profit Margin	0.001	0.026	-95.65%	The net profit margin ratio has declined from 0.026 to 0.001 in 2025
Return on networth and Compared to immediately previous financial year	0.003	0.061	-95.84%	The return on networth is 0.003 in 2025 as opposed to 0.061 in 2024, indicating significant decline in the ratio.
Inventory Turnover Ratio	9.17	9.29	-1.38%	The Inventory turnover ratio of 2025 is 9.17 against 9.29 of 2024, which suggests further decline in inventory control.
Interest Coverage Ratio	1.769	10.453	-83.07%	The interest coverage ratio has been reduced from 10.453 in 2024 to 1.769 in 2025.
Current Ratio	2.23	1.79	24.83%	The current ratio of the company has improved in current year as there has been significant rise in trade receivables as well as loans and advances.
Operating Profit Margin Ratio	0.003	0.033	-90.40%	Since the profits of the company has decreased as compared with previous year, there has been reduction in operating profit margin ratio

DISCLOSURE OF ACCOUNTING TREATMENT

Your Company's financial statements for the year ended 31st March, 2025 are the financial statements prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable. During the Financial Year, there was no change in the Accounting Treatment in preparation of Financial Statements.

Date: 13th August, 2025

Place: Pithampur

For and on behalf of the Board of Directors

Porwal Auto Components Limited

Registered office

Plot No. 209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 454775
CIN: L34300MP1992PLC006912

Mukesh Jain
Whole time Director
(DIN - 00245111)

Devendra Jain
Managing Director
(DIN - 00232920)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
 The Members,
PORWAL AUTO COMPONENTS LIMITED
(L34300MP1992PLC006912)
 Plot No. 209, Sector 1,
 Industrial Area, Pithampur, M.P. – 454775

I have examined the relevant registers, records, forms, returns and disclosures provided by the Directors (as enlisted in Table A); to **PORWAL AUTO COMPONENTS LIMITED** bearing CIN: **L34300MP1992PLC006912**; having registered office at Plot No. 209, Sector 1, Industrial Area, Pithampur, M.P. – 454775 (hereinafter referred to as ‘**the Company**’) for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my knowledge and based on the following:

- i. Documents available on the website of the Ministry of Corporate Affairs;
- ii. Verification of Directors Identification Number (DIN) status at the website of the Ministry of Corporate Affairs; and
- iii. Disclosures provided by the Directors (as enlisted in Table A) to the Company.

I hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on March 31, 2025.

TABLE A

S.No.	Name of the Directors	DIN	Date of Appointment
1	Mr. Devendra Jain	00232920	01/08/2011
2	Mr. Mukesh Utsavlal Jain	00245111	01/08/2011
3	Mr. Gautam Chand Kothari	00115063	11/08/2023
4	Mr. Naveen Dhiman	10273058	11/08/2023
5	Mr. Mohit Handoo	10274798	11/08/2023
6	Mrs. Shalu Anand	10738711	21/08/2024

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.

Place: Indore

Date: 13th August, 2025

SHRADDHA JAIN
 PRACTISING COMPANY SECRETARY
 ACS No: 39488
 C P No: 14717
 PR No.: 1765/2022
 UDIN: A039488G001051884

INDEPENDENT AUDITORS' REPORT**To the Members of PORWAL AUTO COMPONENTS LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Porwal Auto Components Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis For Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statement.

Key Audit matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

S. no.	Key Audit Matter	How our audit addressed the key audit matter
1	Capitalisation of Property Plant and Equipment(PPE) : The company has invested in PPE during the year ended 31st March 2025. The significant level of capital expenditure requires considerations to ensure that the capitalisation of PPE meets the specific recognition criteria in Indian Accounting Standards (Ind AS) 16 Property, Plant and Equipment.	Our audit included assessing the nature of PPE capitalised by the Company to test the validity of the amounts classified with source documentation and evaluating whether assets capitalised meet the recognition criteria in Ind AS 16. We have tested the design, implementation and operating effectiveness of controls in respect of capital work in progress and capitalisation of PPE.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon

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

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 system 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast

significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of subsection (11) of Section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

2. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting 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 over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and 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.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 30 (Contingent Liabilities) to the financial statements.
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - (iii) There 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, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - (v) The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
 - (vi) Based on our examination, which included test checks, the Company has a widely used ERP as its accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software, except that (a) database level logs records only the modified values; and (b) the audit trail (edit log) for modification made by certain users with specific access was not enabled for a part of the year. During the course of performing our procedures, we did not notice any instance of the audit trail feature being tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per the

statutory requirements for record retention. Also, refer note 47 to the standalone financial statements.

3. 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 of the matters specified in paragraph 3 and 4 of the order.

For H.N. Jhavar & Co.
Chartered Accountants
Firm Reg. No.000544C

(CA Ashish Saboo)
Partner
M.No.079657
UDIN: 25079657BMMLED3740
Place: Indore
Date:28/05/2025

Annexure – A to the Auditors’ Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of PORWAL AUTO COMPONENTS LIMITED (“the Company”) as of 31 March 2025 in conjunction with our audit of the 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 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the Ind-AS 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For H.N. Jhavar & Co.
Chartered Accountants
Firm Reg. No.000544C

(CA Ashish Saboo)
Partner
M.No.079657
UDIN: 25079657BMMLED3740

Place: Indore
Date: 28/05/2025

ANNEXURE “B” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements section of our report of even date)

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that –

(i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Intangible Assets.

(b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company.

(d) The company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company the Management has conducted physical verification of the inventories at reasonable intervals. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed during such verifications.

(b) The Company has been sanctioned working capital limits in excess of Rs. Five crores in aggregate from a bank on the basis of security of the current assets. Quarterly returns or statements filed by the company with such bank are in agreement with the books of accounts of the Company.

(iii) The Company has made investments in shares of various companies and units of mutual funds and granted unsecured loans to employees during the year, in respect of which:

(a) The company has not provided any loans and advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) In our opinion and according to the information and explanations given to us, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments regular as per the stipulation.

(d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence reporting under clause 3(iii)(f) is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has not advanced any loans to the parties covered under section 185 of the Act. The company has not given any loans and guarantees but has made investments in the securities of other body corporate in respect of which provisions of section 186 of the Act have been complied with.

(v) According to the information and explanations given to us, The Company has not accepted any deposits from public within the meaning of Section 73 and 74 of the Act and the rules framed there under to the extent notified.

(vi) According to the information and explanations given to us, The Company has made and maintained the cost records as the Central Government has prescribed under of sub- section (1) of Section 148 of the Act, for the nature of industry in which the Company is doing business.

(vii) (a) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Excise Duty, Custom Duty, Goods and Service Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Excise Duty, Custom Duty, Goods and Service Tax, Cess and other material statutory dues, as applicable were in arrears as at 31st March 2025 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us and based on the records of the Company examined by us, the particulars of dues of Income Tax, Service Tax, Sales Tax, Excise Duty, Custom Duty, Value Added Tax, Goods and Service Tax, Cess and other statutory dues as at 31st March 2025 which have not been deposited on accounts of any disputes are as follows:

Name of the statute	Nature of dues	Disputed Amount	Period to which the amount relates	Forum where dispute is pending
MP VAT Tax	Vat Tax	Rs. 2.48 Lakh	F.Y. 2013-14	MP Commercial Tax Appellate Board, Bhopal
Income Tax Act	Income Tax Demand	Rs. 477.92 Lakh	A.Y. 2018-19	Appeal filed before Commissioner of Income Tax Appeals
Income Tax Act	Income Tax Demand	Rs. 202.77 Lakh	A.Y. 2017-18	Appeal filed before Commissioner of Income Tax Appeals
Income Tax Act	Income Tax Demand	Rs. 89.02 Lakh	A.Y. 2016-17	Appeal filed before Commissioner of Income Tax Appeals
Income Tax Act	Income Tax Demand	Rs. 6.17 Lakh	A.Y. 2015-16	Appeal filed before Commissioner of Income Tax Appeals

(viii) As per our opinion, there were no transactions that are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to the bank. The company does not have dues to financial institution, government or debenture holders as at the balance sheet date.

(b) The Company has not been declared willful defaulter by any bank or financial institution or other lender

(c) The term loans obtained during the year by the Company have been applied for the purposes for which they 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) The Company does not have subsidiaries, associates or joint ventures. Hence the reporting requirements of paragraph 3(ix)(e) of the Order are not applicable.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence the reporting requirements of paragraph 3(ix)(f) of the Order are not applicable.

(x) (a) In our opinion, and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public

offer (including debt instruments) during the year.

- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xi) (a) No material fraud on or by the Company has been noticed or reported during the year nor have we been informed of any such case by the Management.
- (b) 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 and up to the date of this report
- (c) As represented by the management, there are no whistle blower complaints received by the company during the year
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting as per paragraph 3(xii) of the Order is not required.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company, in determining nature, timing and extent of our audit procedure.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) (a) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, hence reporting requirement of paragraph 3(xvi) (a), (b) and (c) of the Order are not applicable to the Company.
- (b) The Company does not have any Core Investment Companies which are part of the group.
- (xvii) The Company has not incurred cash losses in the financial year and in 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) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified company in Schedule VII to the Companies Act in compliance with the provisions of Section 135 of the said Act. Further the company has not undertaken any ongoing project as a part of CSR Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable for the year.

(xxi) In our Opinion, there have not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the company included in the consolidated financial statements. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

For H.N. Jhavar & Co.
Chartered Accountants
Firm Reg. No.000544C

(CA Ashish Saboo)
Partner
M.No.079657
UDIN: 25079657BMMLED3740
Place: Indore
Date: 28/05/2025

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
PORWAL AUTO COMPONENTS LIMITED

We have examined the compliance of conditions of Corporate Governance by Porwal Auto Components Limited, for the year ended on 31 March, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India which requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31 March, 2025.

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

For H.N. Jhavar & Co.
Chartered Accountants
Firm Reg. No.000544C

(CA Ashish Saboo)
Partner
M.No.079657
UDIN: 25079657BMMLED3740

Place: Indore
Date: 28/05/2025

Porwal Auto Components Ltd
CIN: L34300MP1992PLC006912
BALANCE SHEET AS AT 31 MARCH 2025

Amount in Lacs

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	3	3632.26	4044.10
Capital work-in-progress	3	1.50	-
Intangible assets	4	8.64	8.84
Financial assets			
Investments	5	1128.29	1478.29
Loans	6	130.67	97.28
Other Financial Assets (Security Deposits)	7	654.12	319.29
		5555.49	5947.79
Current assets			
Inventories	8	1399.85	1413.15
Financial assets			
Trade receivables	9	1496.55	1058.54
Cash and cash equivalents	10	2.12	1.89
Bank balance other than cash and cash equivalents	11	24.89	10.43
Loans	12	13.93	9.09
Other receivables	13	0.54	8.39
Other current assets	14	23.39	31.82
		2961.27	2533.31
		8516.76	8481.10
Total Assets			
Equity and liabilities			
Equity			
Share capital	15	1,510.00	1,510.00
Other equity	16	4782.55	4766.47
		6292.55	6276.47
Non-current liabilities:			
Financial liabilities			
Loan Term Borrowings	17	20.65	10.88
Other financial liabilities		875.00	775.00
		895.65	785.88
Current liabilities:			
Financial liabilities			
Borrowings	17	343.97	561.88
Trade payables	19	575.54	329.98
Other current financial liabilities	20	37.12	126.20
Other current liabilities	21	371.93	400.70
Current tax liabilities (net)		1328.55	1418.75
		8516.76	8481.10
Total equity and liabilities			
Significant Accounting Policies		For and on behalf of board	
As per report of even date			
For H N Jhavar & Co			
Chartered Accountants		Devendra Jain	Mukesh Jain
Firm Reg No. 000544C		Managing Director	Whole Time Director
(CA Ashish Saboo) Partner (M. N. 079657)		DIN: 00232920	DIN: 00245111
UDIN : 25079657BMMLED3740			
Place : Indore		Hansika Mittal	Shailesh Jain
Date : 28/05/2025		Company Secretary	Chief Financial Officer

Porwal Auto Components Limited
CIN L34300MP1992PLC006912
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025
Amount in lacs

Particulars	Note No.	31st March, 2025	31st March, 2024
Revenue from operations	22	14044.67	14638.52
Other income	23	15.20	42.89
TOTAL INCOME		14059.86	14681.40
EXPENSES			
Cost of materials consumed	24	7420.20	8203.37
Purchases of stock-in-trade	25	-	-
Changes in inventories of finished goods (including stock-in-trade) and work-in-progress	26	148.07	-132.96
Employee benefits expenses	27	1360.51	1277.93
Finance costs	28	184.69	236.43
Depreciation and amortization expenses		538.10	578.74
Other expenses	29	4388.99	4081.64
TOTAL EXPENSES		14040.55	14245.15
Profit before exceptional items and tax		19.32	436.25
Exceptional items		.00	-26.42
Profit before tax		19.32	462.66
Tax expenses			
Current tax		3.23	77.23
Deferred tax credit/(charge)		-	-
PROFIT FOR THE YEAR		16.09	385.43
Other Comprehensive Income		-	-
Total Comprehensive Income for the period		16.09	385.43
Earnings per equity share			
Basic (Face value of Re. 10 each)		0.11	2.55
Diluted (Face value of Re. 10 each)		0.11	2.55

The accompanying notes are an integral part of these financial statements

Significant Accounting Policies

For H N Jhavar & Co

Chartered Accountants

Firm Reg No. 000544C

(CA Ashish Saboo)

Partner

M. N. 079657

UDIN : 25079657BMMLED3740

Place : Indore

Date : 28/05/2025

For and on behalf of board
Devendra Jain
Managing Director
DIN: 00232920
Mukesh Jain
Whole Time Director
DIN: 00245111
Hansika Mittal
Company Secretary
Shailesh Jain
Chief Financial Officer

PORWAL AUTO COMPONENTS LIMITED
CIN: L34300MP1992PLC006912
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025

Amount in lacs

PARTICULARS	As at 31 March 2025	As at 31 March 2024
Operating Activities		
Profit before tax	19.32	436.25
Add: Extraordinary Item	-	26.42
Add: Depreciation	538.10	578.74
Add: Interest/ Finance Cost	184.69	236.43
Add: Current tax	-3.23	-
Less: Non Operating Income	-5.40	-42.89
Cash Flow from operating activities	733.47	1234.95
Less Decrease CL (including bank borrowings)	-90.20	520.08
Add Decrease in current assets	-413.27	-556.43
Less tax paid	-	-77.23
Less Interest Paid	-184.69	-236.43
Net Cash from Operating Activities	45.31	884.94
Investing Activities		
Inflow:		
Subsidy Received	167.92	-
Short Provision W/ o	-	-0.09
Sale of Fixed Assets/Invesments	18.00	27.25
Outflow:		
Increase in Fixed Assets	-319.52	-306.65
Decrease in Capital WIP	-1.50	-
Increase in Non current Assets	-18.22	-629.68
Net Cash from Investing Activities	-153.33	-909.17
Financial Activities		
Inflow:		
Net Change in Long term Borrowing	9.76	-15.35
Net Change in Other current liabilities	100.00	-
Net Non Operating Income	12.93	41.02
Net Cash from Financial Activities	122.70	25.67
Opening Cash	12.32	10.89
Cash Surplus/Deficit	14.69	1.44
Closing Cash	27.01	12.32

This is the cash flow statement referred to in our report of even date.

As per report of even date

For H N Jhavar & Co

Chartered Accountants

Firm Reg No. 000544C

(CA Ashish Saboo)

Partner, M. N. 079657

UDIN : 25079657BMMLED3740

Place : Indore

Date : 28/05/2025

Devendra Jain
Managing Director
DIN 00232920

Hansika Mittal
Company Secretary

For and on behalf of board

Mukesh Jain
Whole Time Director
DIN 00245111

Shailesh Jain
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2025		
EQUITY SHARE CAPITAL		
For the year ended 31st March 2025		
Balance as of 1 st April 2024	Changes in Equity shares capital during the year	Balance as of 31 st March 2025
1510	0	1510

For the year ended 31st March 2024		
Balance as of 1 st April 2023	Changes in Equity shares capital during the year	Balance as of 31 st March 2024
1510	0	1510

OTHER EQUITY	Securities Premium Reserve	General Reserve	Retained Earning	Total
Balance as at 31st march 2023	3260.00	32.00	1089.12	4381.12
Profit for the year ended 31st March 2024	0.00	0.00	385.43	385.43
Other comprehensive income	0.00	0.00	0.00	0.00
Total comprehensive income	0.00	0.00	0.00	0.00
Dividends	0.00	0.00	0.00	0.00
Dividend distribution tax on dividend	0.00	0.00	0.00	0.00
Income Tax for earlier years	0.00	0.00	-0.09	-0.09
Transfer from retained earnings	0.00	0.00	0.00	0.00
Transfer to General Reserve	0.00	0.00	0.00	0.00
Balance As at 31 March 2024	3260.00	32.00	1474.46	4766.47
Profit for the year ended 31st March 2025	0.00	0.00	16.09	16.09
Other comprehensive income	0.00	0.00	0.00	0.00
Total comprehensive income	0.00	0.00	0.00	0.00
Dividends	0.00	0.00	0.00	0.00
Dividend distribution tax on dividend	0.00	0.00	0.00	0.00
Income Tax for earlier years			0.00	0.00
Transfer from retained earnings	0.00	0.00	0.00	0.00
Transfer to General Reserve	0.00	0.00	0.00	0.00
Balance As at 31 March 2025	3260.00	32.00	1490.55	4782.55

This is the Changes in Equity referred to in our report of even date.

As per report of even date

For H N Jhavar & Co
 Chartered Accountants
 Firm Reg No. 000544C

For and on behalf of board

(CA Ashish Saboo)
 Partner
 M. N. 079657
 UDIN : 25079657BMMLED3740
 Place : Indore
 Date : 28/05/2025

Devendra Jain
 Managing Director
 DIN 00232920

Mukesh Jain
 Whole Time Director
 DIN 00245111

Hansika Mittal
 Company Secretary

Shailesh Jain
 Chief Financial Officer

Note 5: Investments
Investments in unquoted equity Instruments
Investments at fair value through OCI (fully paid)

Unquoted equity shares
Quoted equity shares
Mutual Funds (Quoted) units of Rs. 10/- each unless otherwise specified

493038.126(493038.126) units of Aditya Birla Sunlife Silver ETF FoF Reg-G

508545.728(508545.728) units of Axis Special Situations Fund Reg (G)

458254.33(458254.33) units of DSP Global Innovation FoF Reg(g)

489269.223(489269.223) units of HDFC Banking & Financial Fund Reg(G)

77899.094(77899.094) units of ICICI Prudential Equity and Debt (G)

70858.135 (0) units of ICICI Manufacturing Fund

7217.679 (0) units of ICICI Multi asset Fund

7864.511(7864.511) units of ICICI Prudential Technology-G

19844.630 (19844.630) units ICICI Prudential Value Discovery (G)

86503.690 (86503.690) units IDFC Core Equity Reg (G)

68949.676 (68949.676) units of Invesco India Financial Services (G)

249987.501 (0) units of Invesco Manufacturing fund

22575.416 (0) units of Motilal Oswal Multi cap fund

249987.501 (0) units of SBI Innovative Opportunities Fund

93519.237(93519.237) units of Invesco India Midcap Fund (G)

43109.499(43109.499) units Kotak Equity Opportunity Reg (G)

226626.969(226626.969) units of L & T India Value Fund (G)

351629.126 (351629.126) units of Mirae Asset Banking & Financial Services Fund Reg (G)

337253.488(337253.488) units of PGIM India Flexi Cap Reg (G)

36242.467(36242.467) units of SBI Focused Equity Fund (G)

49910.323 (49910.323) units TATA Equity PE (G)

842844.652(842844.652)Unit of Mirae Asset Multicap Fund Reg-G

9160.572 (9160.572)Unit of SBI Magnum Ultra short Duration Reg-G

(Mutual Fund Units of 49,91,930.731 (39,11,487.956) units NAV as on 31.03.2025 Rs. 20,92,97,141/- (P.Y. 22,60,71,970/-)

	31 March 2025	31 March 2024
	1.25	1.25
	50.00	50.00
	55.00	55.00
	42.00	42.00
	50.00	50.00
	95.29	95.29
	25.00	
	50.00	
	12.00	12.00
	24.00	24.00
	38.25	38.25
	50.00	50.00
	25.00	
	25.00	
	25.00	
	70.00	70.00
	62.00	62.00
	81.00	81.00
	40.00	40.00
	75.00	75.00
	75.00	75.00
	67.50	67.50
	90.00	90.00
	0.00	500.00
	1128.29	1478.29

Note 6: Loans

Loans (secured good unless otherwise stated)

Capital advances

	31st March 2025	31st March 2024
	85.72	53.13

Supplier advances paid	25.00	25.03
Deposits and balances with government authorities		
Income Tax Deposit	19.12	19.12
GST demand	0.83	0.00
VAT Claim Receivable	-	-
	130.67	97.28

31 March 2025	31 March 2024
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7: Other non-current assets
OTHER FINANCIAL ASSETS

Deposit	206.68	294.28
Others	2.22	25.01
Porwal Auto Components Limited Unit II	445.23	-
	654.12	319.29

31st March 2025	31st March 2024
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Note 8: Inventories

Raw materials (at cost)	490.20	342.38
Work in progress (at cost)	72.73	239.65
Finished goods (at lower of cost and net realisable value)	711.68	711.66
Stores and spares	125.24	119.46
	1399.85	1413.15

31st March 2025	31st March 2024
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Note 9: Trade and other receivables

Trade receivables	1496.55	1058.54
	1496.55	1058.54

31st March 2025	31st March 2024
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Trade receivables
Undisputed Trade Receivables - Considered Good

Not Due		
Less Than 6 Months	1109.87	1038.08
6 Months - 1 year	386.68	20.47
1 Year- 2 year	-	-
2 Year - 3 year	-	-
More Than 3 Years	-	-
Total trade receivables	1496.55	1058.54

Note 10: Cash and cash equivalents

Balances with banks
 In current accounts
 In deposit accounts
 Cheques on hand
 Cash on hand

	31 st March 2025	31 st March 2024
	1.08	.51
	-	-
	-	-
	1.04	1.38
	2.12	1.89

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

Note 11: Bank balance other than cash and cash equivalents

Margin money with banks
 Earmarked bank balance towards dividend

	31 st March 2025	31 st March 2024
	24.89	10.43
	-	-
	24.89	10.43

The Group has pledged a part of its bank deposits to fulfill collateral requirements. Refer to Note 26 for further details.

Note 12: Loans

Loans to employees

	31 st March 2025	31 st March 2024
	13.93	9.09
	13.93	9.09

Note 13: Other receivables
Other loans and advances

Advance for trade
 Advance for capital goods

	31 st March 2025	31 st March 2024
	.00	.00
	.54	8.39
	0.54	8.39

Note 14: Other current assets

GST Refund Receivable (Cess)
 Input Tax Credit
 Prepaid expenses
 Advance tax and TDS and TCS

	31 st March 2025	31 st March 2024
	0.06	0.06
	0.89	1.84
	17.08	17.68
	5.36	12.24
	23.39	31.82

15. Statement of changes in equity for the year ended 31 March 2025
Note 15: Share Capital

	As at 31 March 2025	As at 31 March 2024
Authorised 20,000,000 Equity Shares of Rs. 10/- Each (20,000,000 Equity Shares of Rs. 10/- Each)	2,000.00	2,000.00
Issued and Subscribed and Paid up capital 15,100,000 Equity shares of Rs. 10/- Each (15,100,000 Equity shares of Rs. 10/- Each)	1,510.00	1,510.00

The company has only one class of equity shares having par value of INR 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

a) Reconciliation of Equity Shares

Equity Shares	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance as at the beginning of the year	15100000	1,510.00	15100000	1,510.00
Balance as at the end of the year	15100000	1,510.00	15100000	1,510.00

b) Shareholders holding more than 5% shares in the company

Shares held by	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
Flag Vittawas Limited	2750000	18.21%	2750000	18.21%
Porwal Finsec Private Limited	3215000	21.29%	3215000	21.29%

c) Shareholding of promoters at the end of the year

Promoter Name	As at 31 March 2025			As at 31 March 2024		
	No. of Shares	% of Total Shares	% change during the year	No. of Shares	% of Total Shares	% change during the year
Flag Vittawas Limited	2750000	18.21%	-	2750000	18.21%	-
Surendra Jain	389280	2.58%	-	389280	2.58%	-
Devendra Jain	352299	2.33%	-	352299	2.33%	-
Mukesh Jain	300855	1.99%	-	281105	1.86%	-
Gajendra Utsavlalji Jain	275989	1.83%	-	275989	1.83%	-

Shailesh Utsavlal Jain	253960	1.68%	-	221263	1.47%	-
Chandanbai Utsavlal Jain	164000	1.09%	-	164000	1.09%	-
Sunita Jain	114600	0.76%	-	114600	0.76%	-
Pramila Jain	110000	0.73%	-	110000	0.73%	-
Manju Jain	109266	0.72%	-	109266	0.72%	-
Pushpa Jain	95000	0.63%	-	95000	0.63%	-
Premlata Jain	92000	0.61%	-	92000	0.61%	-
Atin Gajendra Jain	139518	0.92%	-	78500	0.52%	-
Santosh Aidasani	75000	0.50%	-	75000	0.50%	-
Arshui Jain	72500	0.48%	-	72500	0.48%	-
Devendra Jain HUF	69000	0.46%	-	69000	0.46%	-
Gajendra Jain HUF	66000	0.44%	-	66000	0.44%	-
Mukesh Jain HUF	59000	0.39%	-	59000	0.39%	-
Sejal Jain	34500	0.23%	-	34500	0.23%	-
Sonali Parekh	30800	0.20%	-	30800	0.20%	-
Parul Atin Jain	26500	0.18%	-	26500	0.18%	-
Richa Devendra Jain	24000	0.16%	-	24000	0.16%	-
Reema Devendra Jain	23000	0.15%	-	23000	0.15%	-
Shailesh Jain HUF	20500	0.14%	-	20500	0.14%	-
Surendra Jain HUF	19500	0.13%	-	19500	0.13%	-
Cherry Sanman Kapale	17500	0.12%	-	17500	0.12%	-
Rohan Jain	30750	0.20%	-	17500	0.12%	-
Anish Jain	75828	0.50%	-	14060	0.09%	-
Riti Dawra	9000	0.06%	-	9000	0.06%	-
Shikha Gawade	669	0.00%	-	669	0.00%	-
Total	5800814	38.42 %	-	5612331	37.17%	0

16. Other equity
Securities premium account

At 31 March 2024 3260.00

Add: Premium on issue of shares allotted pursuant to exercise of ESOP -

Add: Premium on QIP and preferential allotment of equity shares -

At 31 March 2025 3260.00

General reserve

At 31 March 2024 32.00

At 31 March 2025 32.00

Retained earnings

At 31 March 2024 1474.46

Add: Profit during the year 16.09

Add: Other Comprehensive Income	0.00
Less: Income tax/Wealth tax of earlier years	0.00

Less: Transfer to debenture redemption reserve

At 31 March 2025	1490.55
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Total other equity

At 31 March 2025	4782.55
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At 31 March 2024	4766.47
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Note 17: Long Term Borrowings

	Effective interest rate	Maturity	31 st March 2025	31 st March 2024
Vehicle loan from banks				
HDFC Bank Car Loan (Innova)	8.86%	To be repaid by June 2025 in 27 monthly installments of Rs. 56066/- each.	-	2.28
HDFC Bank Car Loan (Jeep)	8.75%	To be repaid by July 2026 in 33 monthly installments of Rs. 71880/- each.	1.42	8.60
HDFC Bank Car Loan (Jeep)	8.54%	To be repaid by December 2027 in 37 monthly installments of Rs. 51333/- each.	19.22	-

(All loans secured by hypothecation of specific vehicles)

Total Secured Loans	20.65	10.88
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Total non-current interest bearing loans and borrowings	20.65	10.88
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Current borrowings
Loan repayable on demand (from bank)
Secured loans

Working capital loan from banks

From SBI SSI Branch Indore

174.80 142.18

Secured by way of hypothecation of present and future stock of raw material, stock in process, finished goods, stores and spares, and book debts and first charge over the fixed assets of the company situated at Plot No. 209 Sector I, Pithampur. The loans are further secured by way of personal guarantee of three directors.

The loan is repayable on demand and carries interest @ 9.40% p.a.

From SBI SSI EPC

93.60 -

Secured by way of hypothecation of entire raw material, stock in process, finished goods, consumables, stores and spares etc at the firm's premises/ site or at such at other places as may be approved by the Bank from time to time including goods in transit/ shipment/ outstanding money / book-debts/ receiveables etc. Factory/site located at Plot No. 209 Industrial Area Sector-1, pithampur, Dist Dhar, Madhya Pradesh. The loans is further secured by way of personal guarantee of three directors. The loan is repayable on demand and carries interest @ 7.40% p.a.

 268.41 142.18

Loan from other Body Corporates

Porwal Diesels Pvt. Ltd.

 75.56 419.70

Current maturity of long term loans

From ICICI Bank

HDFC Bank Car Loan (Innova)

2.75 6.73

HDFC Bank Car Loan (Jeep)

8.19 8.63

Federal Bank (Fortuner)

4.25 0.00

Total current borrowings

 359.16 577.23

Less: Amount clubbed under "other current liabilities"

 15.19 15.35

Net current borrowings

 343.97 561.88

Ind AS 107 only requires disclosure of information that enables users of the financial statements to evaluate the significance of financial instruments for its financial position and performance. Ind AS compliant Schedule III requires that a company to disclose terms of repayment of term loan and other loan. Accordingly, to comply with the requirement of Ind AS compliant Schedule III the group has disclosed effective interest rate and maturity date for all the borrowings.

Payables for capital expenditure	7.89	44.26
Advance against trade	14.03	66.59
	37.12	126.20

Note 21: Other current liabilities
(a) Provision for employee benefits

	31 st March 2025	31 st March 2024
Bonus Payable	39.75	37.57
Leave Encashment (unfunded)	48.74	64.95
E.S.I.C. Payable	1.62	1.94
Good Work Reward	15.91	9.89
Canteen Expenses Payable	.00	1.72
Professional Tax Payable	.30	.23
Professional Tax Payable (Company)	.03	.00
Provident Fund Payable	5.37	4.74
Salary and Wages Payable	81.49	75.45

(b) Others (Specify nature)

Provision for Income Tax	3.23	77.23
TDS Payable	15.63	9.63
Power & Fuel Payable	70.23	60.80
Freight Payable	1.06	.40
Telephone Expenses Payable	.04	.05
Lease rent Payable	.00	1.66
Audit Fees Payable	.95	.75
Professional Charges Payable	.60	.80
Water Charges Payable	1.53	1.24
GST Payable	85.45	51.66
	371.93	400.70

22. Revenue from operations
Sale of products

	31 st March 2025	31 st March 2024
CI & SG Iron Automobile Components	13813.88	14223.67
Solar Power	230.79	414.84
Scarp	-	-
	14044.67	14638.52

23. Other income

	31 st March 2025	31 st March 2024
Interest income	.77	1.73
Income from Sale of Mutual Funds	12.17	39.29
Export Incentives	9.80	-
Profit on Sale of Fixed Assets	-7.53	1.86
	15.20	42.89

24. Cost of materials consumed

	31st March 2025	31st March 2024
Raw Material Consumed		
Inventory at the beginning of the year	254.14	227.19
Add: Purchases	7112.25	7718.16
Less: inventory at the end of the year	-383.12	-254.14
Cost of raw material and components consumed	6983.26	7691.22

Details of stores and consumables consumed

	31st March 2025	31st March 2024
Inventory at the beginning of the year	119.46	132.72
Add: Purchases	442.72	498.89
Less: inventory at the end of the year	-125.24	-119.46
Cost of raw material and components consumed	436.94	512.15
Total Consumption	7420.20	8203.37

25. Purchases of stock-in-trade

	31st March 2025	31st March 2024
Inventory at the beginning of the year	-	-
Add: Purchases	-	-
Less: inventory at the end of the year	-	-
Cost of raw material and components consumed	-	-

26. Changes in inventories of finished goods (including stock-in-trade) and work-in-progress

	31st March 2025	31st March 2024
Opening Stock		
Work-in-Process	239.65	207.45
Finished Goods	711.66	635.45
Stock-in-Trade	88.24	63.70
Less: Closing Stock		
Work-in-Process	72.73	239.65
Finished Goods	711.68	711.66
Stock-in-Trade	107.07	88.24
	148.07	-132.96

27. Employee benefits expenses

	31st March 2025	31st March 2024
Salaries, wages and bonus	1225.15	1142.83
Contribution to provident and other funds	82.91	75.01
Gratuity expense	10.00	10.00

Staff welfare expense	42.45	50.09
	1360.51	1277.93

28. Finance costs

	31st March 2025	31st March 2024
Interest		
- On fixed period loan	25.11	46.15
Finance charges		
Interest and bank charges	7.94	3.01
Bank charges and bill discounting charges	151.64	187.27
Total interest expense	184.69	236.43
Total finance cost	184.69	236.43

29. Depreciation and amortization expense

	31st March 2025	31st March 2024
Depreciation of tangible assets	538.10	578.74
	538.10	578.74

30. Other expenses
Manufacturing Expenses

	31st March 2025	31st March 2024
Commission	80.61	58.13
Contract Wages	783.13	794.35
Freight Inward	176.06	188.12
Insurance Expenses	9.15	8.52
Job work Charges	1475.11	1323.88
Miscellaneous Factory Overhead	46.86	26.53
Power & fuel	1248.66	1287.80
Provident Fund Contractor	.16	.43
Repairs & Maintenance	76.01	87.32
Solar Power Line Charges	.92	1.00
Telemetry Expenses	3.70	2.41

Selling & Distribution Expenses

Advertisement Expenses	1.52	1.54
Business Promotion & Exhibition Expense	.40	35.62
Computer software Development expense	2.52	2.25
Customer Entertainment Expenses	5.88	3.79
Warehouse Charges - Export	44.55	
Freight Outward	176.86	105.52
GST Expense Audit Objection	-	-
Inspection and Testing	1.82	.72
Petition Filing Fees	-	3.70
Selling Expenses	.57	.39
Turnover Discount	.00	7.00
Tax Expenses (CST)	2.31	9.67
Website Design Expense	.04	.96

Establishment Expenses

Auditor's Remuneration	.75	.75
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Books & Periodicals	.47	.30
Consultancy Fees	41.17	26.34
Conveyance Expenses	.42	1.02
Donation	.75	.21
Late Delivery Charges (L.D.)	64.49	-13.61
Lease Rent	10.11	2.48
Legal Expenses	25.41	17.33
Membership & Subscription	3.13	2.04
Office Expenses	7.95	6.72
Postage & Courier Charges	1.00	.91
Professional fees	12.02	16.55
Property Tax	2.12	2.12
Rebate & Discount	-	.01
Registration for filing fees	.20	.10
Stamp Paper Expenses	.00	2.77
Stationary & printing	12.11	11.06
Sundry Balances written off	-	.12
Telephone Expenses	4.80	4.37
Tender Fees	.00	.02
Training & seminar	2.06	.26
Travelling Expenses	46.33	32.45
Vehicle Running & Maintenance	16.87	17.64
	4388.99	4081.64

Payments to the auditor:
As auditor

Audit fee	0.60	0.60
Tax audit fee	0.15	0.15
	0.75	0.75

Details of CSR expenditure:

Gross amount required to be spent by the group during the year

31st March 2025
31st March 2024

Nil

Nil

Amount spent during the year ending on 31 March 2025

Nil

Nil

Total

Construction/acquisition of any asset

-

-

-

On purposes other than above

-

-

-

Amount spent during the year ending on 31 March 2024

Nil

Nil

Total

Construction/acquisition of any asset

-

-

-

On purposes other than above

-

-

-

PORWAL AUTO COMPONENTS LIMITED**Notes to the Ind AS financial statements for the year ended March 31, 2025****NOTE 1****1.1 COMPANY OVERVIEW**

Porwal Auto Components Limited (referred to as “the Company” hereinafter) was incorporated in the year 1992 as an ancillary to M/s. Eicher Motors Limited now VE Commercial Vehicles Ltd. (A Volvo group and Eicher Motors joint venture). Porwal Auto Components Ltd is involved in the manufacture of a variety of Ductile Iron, Grey Cast Iron Steel and Steel Alloy Casting Components and Subassemblies. PACL caters to various sectors including Automobile, Engineering, Pumps and Valves, Agriculture and Tractor Equipments etc.

1.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with the Indian Accounting Standards (herein referred to as ‘IND AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of Companies Act 2013, read with Companies (Indian Accounting Standards) Rules 2015 (as amended).

The financial statements have been prepared and presented under historical cost convention, on accrual and going concern basis of accounting. The Accounting policies are applied consistently in presenting these financial statements.

The classification of assets and liabilities of the Company into current or non-current is based on the criterion specified in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(a) Functional and Presentation currency:

The financial statements are prepared in Indian Rupees, which is the Functional and Presentation currency for the Company.

(b) Use of Estimates:

The preparation of Financial Statement in accordance with IND AS requires use of estimates and assumptions for some items, which might have effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realized may differ from these estimates. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as Management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized, and if material, their effects are disclosed in the notes to financial statements.

b) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind ASs.

SIGNIFICANT ACCOUNTING POLICIES

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

a) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and excise duty.

Revenue from sales is recognized when all significant risks and rewards of ownership of the commodity sold are transferred to the customer which generally coincides with delivery. Revenues from sale of byproducts are included in revenue.

Revenue from sale of power is recognized when delivered and measured based on rates as per Bilateral contractual/collective agreements with buyers and at rate arrived at based on the principles laid down under the relevant power purchase agreements/regulations in vogue as applicable.

Export benefits are accounted on recognition of export sales. Dividend income is recognized when the right to receive payment is established. Interest income is recognized using effective rate of interest method.

b) Property, Plant and Equipment**(i) Property, plant and equipment**

The Company has applied Ind AS 16 for all of its property, plant and equipment. The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss, when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ii) Capital work in progress

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalized when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed. Revenue generated from production during the trial period is credited to capital work in progress.

(iii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated. Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use. Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on Straight Line Basis over its expected useful life as per the rates prescribed under schedule II to the Companies Act, 2013 or re-assessed useful life based on technical evaluation as follows:

Factory Building	-	30 Years
Plant and Machinery	-	8 Years
Material Handling Equipment	-	8 Years
Tools and Patterns	-	8 Years
Electrical Installation	-	10 Years
Testing Equipments	-	10 Years
Auxiliary Equipment	-	8 Years
Furniture and Fixture	-	10 Years
Office Equipment	-	5 Years
Computer	-	3 Years
Vehicle	-	8 Years
Air Pollution Equipment	-	15 Years
Plant and Machinery	-	15 Years
Solar Plant	-	15 Years
Intangible Asset	-	5 Years

Major inspection and overhaul costs are depreciated over the estimated life of the economic benefit derived from such costs. The carrying amount of the remaining previous overhaul cost is charged to the statement of profit and loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit. When significant spare parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes in estimates, if any, are accounted for prospectively.

c) Intangible assets

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite. The Company currently does not have any intangible assets with indefinite useful life. Intangible assets are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

d) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

e) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

f) Impairment of Non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations

are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

g) Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is related as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned. When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

h) Inventories

Inventories are valued at the lower of cost and net realizable value except scrap and by products which are valued at net realizable value. Costs incurred in bringing the inventory to its present location and condition are accounted for as follows:

Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Finished goods and work in progress: cost includes cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Obsolete inventories are identified and written down to net realizable value. Slow moving and defective inventories are identified and provided to net realizable value.

i) Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those

that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Sales/ value added taxes/ GST paid on acquisition of assets or on incurring expenses. Expenses and assets are recognized net of the amount of sales/ value added taxes paid/GST, except:

When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

j) Employee benefit schemes**(i) Short-term employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

Compensated absences:

Compensated absences accruing to employees and which can be carried to future periods but where there are restrictions on availment or encashment or where the availment or encashment is not expected to occur wholly in the next twelve months, the liability on account of the benefit is determined actuarially using the projected unit credit method.

(ii) Post-employment benefits**Gratuity**

The company has obtained Group Gratuity Insurance policy from LIC of India to cover its Gratuity liability and is making annual payment of the liability calculated by them.

Provident Fund

Eligible employees of the Company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

k) Provision for liabilities and charges, Contingent liabilities and contingent assets

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable Ind AS. Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

The Company has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability. Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

l) Foreign currency transactions

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined. All exchange differences are included in the statement of profit and loss except any exchange

differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

m) Earnings per share

The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

n) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 “Statement of Cash Flows”, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

o) Research and development

Revenue expenditure towards research and development is charged to the statement of profit and loss in the year it is incurred. Capital expenditure on research and development related to property, plant and equipments is included in the cost of related property, plant and equipments.

30. CONTINGENT LIABILITIES

a.	Guarantee issued by Bank on behalf of the company (including LC)	Rs. 39,88,017/- (Rs. 8,17,546/-)
b.	Estimated amount of contracts remaining unexecuted on capital account and not provided for	Rs. 45,00,000/- (Rs. 10,15,335/-)
c.	VAT Input Disallowed for financial year 2013-14	Rs. 2,48,526/- (Rs.2,48,526/-)
d.	Income Tax Demand for Assessment Year 2018-19	Rs. 4,77,91,740/- (Rs. 4,77,91,740/-)
e.	Income Tax Demand for Assessment Year 2017-18	Rs. 2,02,77,340/- (Rs. 2,02,77,340/-)
f.	Income Tax Demand for Assessment Year 2016-17	Rs. 89,01,600/- (Rs 89,01,600/-)
g.	Income Tax Demand for Assessment Year 2015-16	Rs.6,17,010/- (Rs. 6,17,010/-)

31. EARNING PER SHARE-

PARTICULARS	2024-25	2023-24
Profit after tax as per Profit & Loss Account (Rs.)	16,08,699	3,85,43,425
Weighted Average number of Equity Shares outstanding (Nos.)	1,51,00,000	1,51,00,000
Basic and Diluted Earnings Per Share (Face value Rs. 10 per share)(Rs.)	0.11	2.55

32. RELATED PARTY TRANSACTIONS

Related Parties with whom transactions have taken place during the year: *(As indicated by management and relied upon by auditors)*

1. Relationship

- a. Key Managerial Personnel and Relatives
 - Mr. Devendra Jain, Managing Director
 - Mr. Surendra Jain, Whole Time Director
 - Mr. Mukesh Jain, Whole Time Director
 - Mr. Shailesh Jain, Chief Financial officer
 - Ms. Hansika Mittal, Company Secretary

Porwal Diesels Pvt. Ltd, Enterprise
 Mr. Anish Jain, Relative of KMP
 Mrs. Palak Jain, Relative of KMP

2. Transactions carried out with related parties referred above are as under:

Particulars	With Management Personnel	Key Entities owned or significantly influenced by Key Management Personnel	Relative of Management Personnel/Director and their enterprises	Key Associate and subsidiary companies
Remuneration	Rs. 1,06,80,000/- (Rs. 1,35,00,000/-)	Nil (Nil)	Rs. 28,45,200/- (Rs. 24,85,200/-)	Nil (Nil)
Purchase of Goods	Nil (Nil)	Nil (Nil)	Rs. 1,87,24,990/- (Rs. 1,82,09,940/-)	Nil (Nil)
Sale of Goods	Nil (Nil)	Nil (Nil)	Rs. 1,22,37,052/- (Rs. 13,10,338/-)	Nil (Nil)
Job work paid	Nil (Nil)	Nil (Nil)	Rs. 9,21,47,955/- (Rs. 8,38,70,287/-)	Nil (Nil)
Interest received	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Interest Given	Nil (Nil)	Nil (Nil)	Rs. 23,95,774/- (Rs. 50,77,859/-)	Nil (Nil)

Disclosure in respect of material transactions with related parties during the year (included in 2 above):

Remuneration

Related Party	Current Year	Previous Year
Mr. Devendra Jain	Rs. 36,00,000/-	Rs. 36,00,000/-
Mr. Mukesh Jain	Rs. 36,00,000/-	Rs. 36,00,000/-
Mr. Surendra Jain	Rs. 7,80,000/-	Rs. 36,00,000/-
Mr. Shailesh Jain	Rs. 27,00,000/-	Rs. 27,00,000/-

Purchase of Goods

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	Rs. 1,87,24,990/-	Rs. 1,82,09,940/-

Job Work Paid

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	Rs. 9,21,47,995/-	Rs. 8,38,70,287/-

Interest Received

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	Nil	Nil

Interest Given

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	Rs. 23,95,774/-	Rs. 50,77,859/-

Loans and Advances (Dr)

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	Nil	Nil

Loans and Advances (Cr)

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	Rs. 75,56,197/-	Rs. 4,19,70,073/-

Sundry Creditors (Cr)

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	Rs. 78,40,684/-	Rs. 24,20,950/-

Sundry Debtors (Dr)

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	Nil	Nil

33. VALUE OF STORES, SPARES AND PACKING MATERIAL CONSUMED

	2024-25		2023-24	
	Amount in Rs	% of Consumption	Amount in Rs	% of Consumption
Imported	0	0	0	0
Indigenous	4,36,94,227/-	100	5,12,15,212/-	100
TOTAL	4,36,94,227/-	100	5,12,15,212/-	100

34. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

	2024-25	2023-24
Raw Material and Stock in trade	Rs. 76,61,460/-	Rs. 79,410/-
Stores, Spares and Packing Material	Nil	Nil
Capital Goods	Nil	Rs. 51,41,485/-

35. EXPENDITURE IN FOREIGN CURRENCY

	2024-25	2023-24
Repairing	Nil	Nil
Travelling	Rs. 13,05,066/-	Rs. 22,96,202/-
Capital Goods	Nil	Nil

36. Fair Value Measurement (IND AS 113)

The management assessed that fair value of all current assets and current liabilities are realizable at the value as shown in the financial statements of the company. Financial assets of the company are stated at cost. The market value of the financial assets are being disclosed in Note No. 5.

37. Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

38. UTILISATION OF BORROWED FUNDS, SHARE PREMIUM OF ANY OTHER SOURCE OF FUNDS

i. No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries").

ii. No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties").

39. RELATIONSHIP WITH STRUCK OFF COMPANIES

The Company does not have any transactions or balances with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year and previous year.

40. The Company does not have any transactions not recorded in books of accounts that has been surrendered or disclosed as income during the year and previous year in the tax assessments under the Income Tax Act, 1961.
41. The Company has not traded or invested in any crypto currency or virtual currency during the year and previous year.
42. There has been no fraud by the Company or on the Company during the year and previous year.
43. Previous year's figures have been have been regrouped / restated wherever necessary to confirm to current year's presentation.
44. Solvency Ratios

S. No.	Particulars	Year 2024-25	Year 2023-24	Variance	Ratio Formula
1	Current Ratio	2.23	1.79	24.83%	Current Assets/Current Liabilities
2	Debt Equity Ratio	0.125	0.111	11.97%	Long Term Debt/Equity Shareholders Fund
3	Debt Service Coverage ratio	1.44	1.55	-6.76%	(Profit after Tax+Non Cash Items)/(Interest+Installment)
4	Return on Equity ratio	0.003	0.061	-95.84%	Profit after Tax/Equity Shareholders Fund
5	Inventory Turnover Ratio	9.38	9.21	1.86%	Cost of goods sold/Inventory
6	Trade Receivable Turnover Ratio	9.38	13.83	-32.14%	Credit Sales/Accounts Receivables
7	Trade Payables Turnover Ratio	13.13	24.90	-47.29%	Credit Purchase/Accounts payable
8	Net Capital Turnover Ratio	2.23	2.33	-4.30%	Revenue from Operations/Equity Shareholders Fund

9	Net Profit Ratio	0.001	0.026	-95.65%	Profit after Tax/Revenue from Operations
10	Return on Capital Employed	0.0324	0.1072	-69.75%	Earnings before Interest & Tax/Capital Employed
11	Return on Investment	0.002	0.045	-95.84%	Profit after Tax/Total Assets

As per our report of even date

For H.N. Jhavar & Co.
 Firm Reg. No. 000544C
 Chartered Accountants

For and on behalf of the Board

CA Ashish Saboo
 Partner
 M.N. 079657
 UDIN: 25079657BMMLED3740
 Date: 28/05/2025
 Place: Indore

Devendra Jain
 Managing Director
 DIN 00232920

Mukesh Jain
 Whole Time Director
 DIN 00245111

Haniska Mittal
 Company Secretary

Shailesh Jain
 Chief Financial Officer