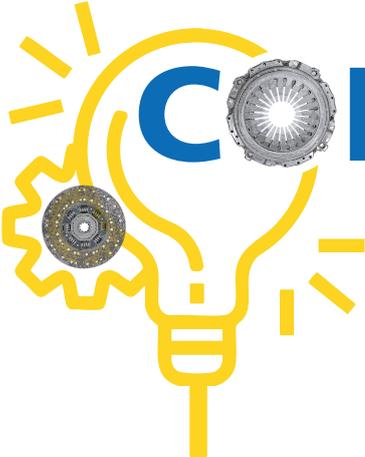


**IDEATE.
INNOVATE.
XLERATE.**

Xlerate Driveline India Limited

Annual Report
2024-25

A graphic featuring a yellow lightbulb outline with a gear inside it, and another gear to the right. The word 'CONTENTS' is written in large blue letters, with the 'C' partially overlapping the lightbulb graphic.

CONTENTS

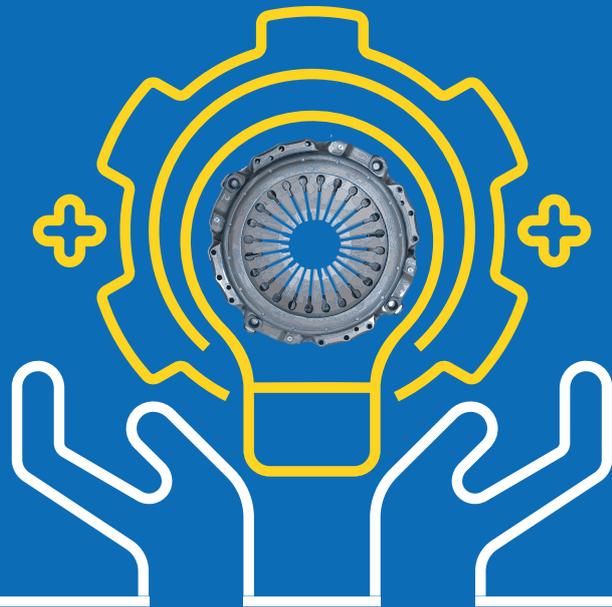
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Forward Looking Statements

Certain statements in this annual report concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



IDEATE. INNOVATE. XLERATE.



At Xlerate Driveline, lateral thinking is not just encouraged, it is embedded in the way we work. We believe that every great innovation begins with an idea, and every idea, when nurtured with discipline, curiosity, and collaboration, can transform into a breakthrough.

Over the years, our culture of ideation has inspired our people to challenge conventions, think across functions, and experiment with solutions that deliver measurable value to our customers. This spirit of innovation enable us to design and manufacture high-precision clutch systems that meet evolving customer needs across domestic and international markets.

When ideas take shape through rigorous testing, validation, and continuous refinement, they evolve into products that embody the hallmark of engineering excellence. Each stage of the process, from concept to creation, is defined by agility, quality, and the relentless pursuit of customer delight.

In FY 2024-25, this mindset translated into tangible progress, introducing new clutch models, expanding export markets, and enhancing R&D capabilities. By integrating technology, experience and customer feedback, we have deepened our market presence and reinforced our position as a dependable partner in the automotive driveline ecosystem.

Ideate. Innovate. Xlerate. It is more than a theme; it is our way forward. It captures our belief that innovation is not an event, but a continuous journey. As we move towards Vision 2030, every idea we cultivate and every innovation we deliver drives us to accelerate growth responsibly, sustainably, and together.





CORPORATE OVERVIEW:

ABOUT XLERATE DRIVELINE INDIA LIMITED:

Xlerate Driveline India Limited (XDIL) is a precision-driven automotive component manufacturer specialising in the design and production of clutch plates and clutch cover assemblies. Headquartered in Faridabad, Haryana, the Company serves the commercial and light commercial vehicle segments in India and abroad.

With over a decade of engineering expertise and strong manufacturing capabilities, Xlerate Driveline has positioned itself as a dependable partner in the automotive driveline ecosystem, known for its product reliability, commitment to quality, and responsiveness to customer needs. Every product reflects a blend of robust engineering, process excellence, uncompromising integrity and values that form the cornerstone of our business philosophy.

In an industry that thrives on precision and innovation, Xlerate Driveline continues to evolve through sustained investments in technology, automation, human capital and delivering products that consistently outperform benchmarks in quality, performance, and durability.

MANUFACTURING EXCELLENCE

Located in the industrial hub of the National Capital Region, our sprawling manufacturing plant is buzzing with activity. To deliver on the promise of world-class quality, it is equipped with top-notch infrastructure and state-of-the-art machinery. We possess highly sophisticated production equipment, testing facilities, and tool room technology, along with a metallurgical laboratory that ensures our products meet the highest standards of precision and durability. Our manufacturing systems are certified under ISO 45001:2018 (Occupational Health and Safety Management), IATF 16949:2016 (Automotive Quality Management), and ISO 14001:2015 (Environmental Management). These certifications reflect our unwavering commitment for maintaining global standards in quality, safety, and sustainability across all operations.

PRODUCTION

At our production unit, there is a single-minded approach towards churning out piece after piece of high-precision, practically zero-defect components. To achieve this, we ensure efficiency and time-saving techniques at every level. A high degree of automation, such as in the balancing and riveting machines, enables rapid production and provides a quick





turnaround time that consistently exceeds customer expectations. Our in-house induction heating machine also facilitates high-speed rivet production, further improving the process efficiency.

TESTING

Given our stringent quality parameters, our testing equipment is fully capable of meeting all assembly and test measurement requirements across our product range. Primary testing is carried throughout the development phase to ensure quality at every stage. In addition, a traceability system is in place to provide transparent tracking of each product from production to delivery.

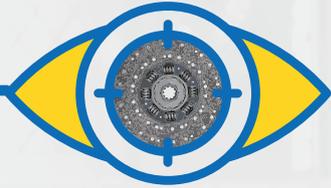
TOOL ROOM

Our tool room, featuring the latest technological advancements, is designed to enable seamless production assembly. A wire-cut machine (1 micron), VMC machine (2 microns), hydraulic grinder, radial drill, and a 200-tonne power press work in synchrony to deliver best-in-class precision tooling support, ensuring every component we produce meets exacting global standards.



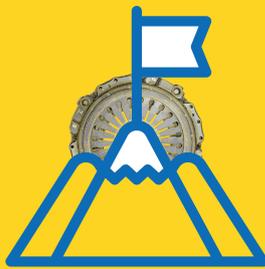


VISION, MISSION & VALUES



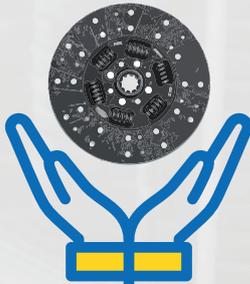
OUR VISION

To maintain a customer-centric approach and offer value addition to all stakeholders through innovation and continuous improvement practices.



OUR MISSION

To be a frontrunner in the Indian clutch industry by providing best-in-class product quality, pursuing innovation in value engineering, and delivering outstanding after-sales support.



OUR CORE VALUES



Integrity:

Conducting every action with honesty and transparency.



Innovation:

Encouraging new ideas and continuous improvement across all levels.



Customer Commitment:

Building long-term partnerships through consistent quality and service excellence.



Excellence:

Setting and achieving high standards in everything we do.



Teamwork:

Fostering collaboration, respect, and accountability among all stakeholders.



PRODUCT PORTFOLIO SNAPSHOT

Xlerate Driveline manufactures a comprehensive range of single-plate, push-type dry-friction clutch assemblies for diverse commercial vehicle applications. The product line includes:

Clutch Plates (Friction Discs):

Designed for optimal torque transmission, durability, and heat resistance.

Clutch Cover Assemblies:

Available in both lever-type and diaphragm-type configurations, ensuring precise engagement and high performance.

Product Sizes:

Ranging from 180 mm to 430 mm, suitable for various light, medium, and heavy commercial vehicles.

In FY 2024-25, Xlerate Driveline's product expansion included multiple new clutch variants in the 362–430 mm range, developed for domestic and export markets. These new introductions enhanced product diversity and contributed significantly to export-led growth.





CHAIRMAN'S MESSAGE



Dear all,

The year under review marked a period of measured growth, continued innovation, and operational strengthening for Xlerate Driveline India Limited. FY 2024–25 demonstrated how our strategy of disciplined investment, customer diversification, and process efficiency can translate into tangible performance even amid a demanding industry environment.

The Indian Economy – steady strength in a complex environment

India remains one of the world's fastest-growing major economies, recording 6.5% growth in FY 2024–25. The government's focus on infrastructure, capital expenditure and digital transformation continued to support broad-based demand across services, construction and manufacturing. Rising household incomes in rural and semi-urban regions also aided consumption. Risks such as global trade tensions, supply-chain disruptions and inflationary pressures, however, require continued monitoring.

For industrial companies like ours, this steady domestic growth supports demand for commercial vehicles, aftermarket services and automotive components. The emphasis on Atmanirbhar Bharat and localisation further encourages domestic manufacturing, value addition and export competitiveness.

Indian Automotive Industry – performance and prospects

In FY 2024–25, the Indian automotive industry remained resilient, with retail registrations touching 26 million units and growing 6.5% year-on-year. Two-wheelers and three-wheelers saw strong demand supported by rural markets and new launches. Passenger vehicles benefited from sustained SUV demand, while commercial vehicles remained cyclical but were aided by infrastructure spending and logistics expansion.





For our segment, this environment presents both opportunities and challenges. Rising emission standards such as BS-VI, increasing localisation, and expanding export markets support demand for precision driveline components. At the same time, raw-material volatility, commodity fluctuations and competitive intensity require consistent efficiency and innovation.

Indian Auto-Component Industry – robust growth, global ambition

The Indian auto-component industry reported a turnover of ₹ 6.73 lakh crore (US\$ ~80.2 billion) in FY 2024–25, growing 9.6 % year-on-year. Over FY 2020–2025, the sector delivered a 14% CAGR, nearly doubling in size. Exports remain a key growth driver, with industry commentary indicating a rising export share and a trade surplus. Despite global headwinds, the sector is expected to grow 7–10 % in FY 2025–26.

For the Company, this environment is supportive, enabling deeper integration into OEM and export supply chains and strengthening demand for value-added clutch plates and cover assemblies.

Operational and Financial Progress

The Company reported revenue of ₹ 8092.03 Lakhs, a 5 per cent increase, and a profit after tax of ₹ 87.39 Lakhs, up from ₹ 58.69 Lakhs in FY 2023–24, reflecting 49 per cent growth. This performance was supported by disciplined cost control, efficient capacity use, and a continued focus on high-margin product lines.

A key contributor was the development of 10 new products for Schaeffler Vehicle Lifetime Solutions Germany GmbH & Co. KG, which strengthened our export pipeline and reinforced our capability to meet global performance standards. These products added meaningful value to FY 2024-25 revenues and enhanced our standing with a significant European customer.

We also invested ₹ 92 Lakhs across FY 2023-24 and FY 2024-25 to upgrade tooling and testing infrastructure, including a Clutch Disc Torsional Durability Testing Machine, a Micro Vickers Hardness Tester, and an in-house 430 mm cover mould. These enhancements improved throughput, strengthened product validation, and positioned the Company well for the next phase of export growth.

Innovation and Market Expansion

Innovation remains central to our competitiveness. Under the theme “Ideate. Innovate. Xlerate.”, we treated R&D as a continuous discipline, with close collaboration across design, quality, and production to rapidly move ideas from concept to commercialisation. This helped shorten development cycles and strengthen product reliability.

These efforts contributed to a meaningful rise in export share. New-product revenue reached ₹ 591 Lakhs from exports and ₹ 47 Lakhs from domestic sales, with exports forming 7.3 per cent of turnover, up from 5.5 per cent in FY 2023–24. This growth highlights the increasing relevance of our international business and reinforces the value of innovation-led product development. Domestically, our presence strengthened with the addition of 8 new OEM and aftermarket clients and one new export client added internationally. This expansion, combined with a broader product range, supported a healthier revenue mix and improved resilience to demand fluctuations.

Outlook and Vision 2030

Looking ahead, the Company expects to deepen its focus on R&D-led growth, automation and stronger customer partnerships. Our development of BS-VI-compliant clutch systems positions us well for next-generation commercial vehicles. In FY 2025–26, we plan to consolidate our relationships with key OEM and export partners while exploring new opportunities across Europe and Asia.

As we progress towards Vision 2030 and our revenue aspiration of ₹ 25000 Lakhs, our priorities remain centred on innovation, customer engagement and disciplined execution. We aim to advance not by scale alone, but through a sustained commitment to quality, transparency and shared stakeholder value.

FY 2024-25 affirmed that progress is achieved through consistent effort, focus and collaboration. We remain confident that the foundations built in technology, people and partnerships will continue to support Xlerate Driveline's long-term growth journey.

Thanks

Sachit Kanwar

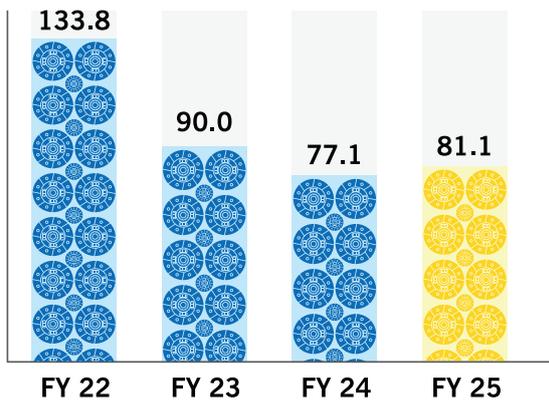
Chairman & Managing Director



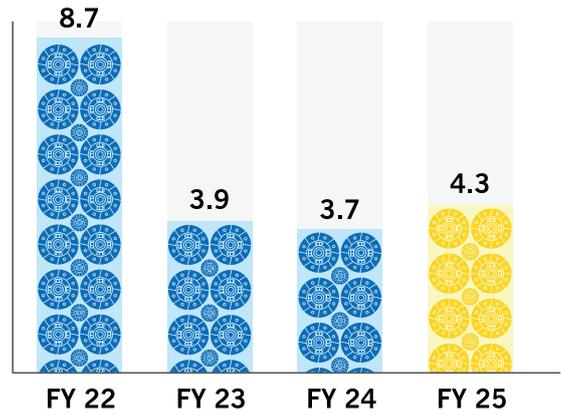


FINANCIAL HIGHLIGHTS

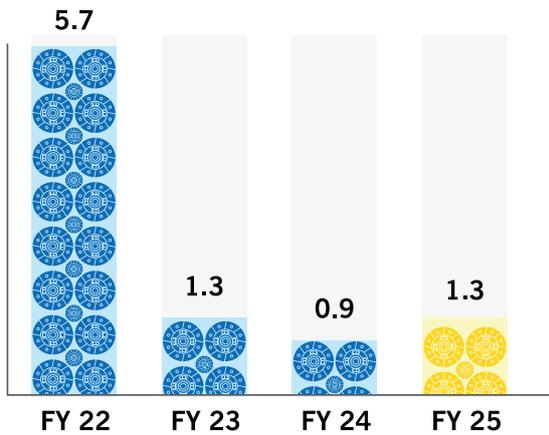
Revenue (₹ Crores)



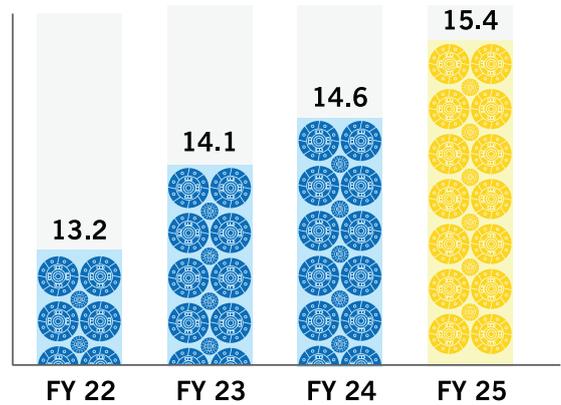
EBITDA (₹ Crores)



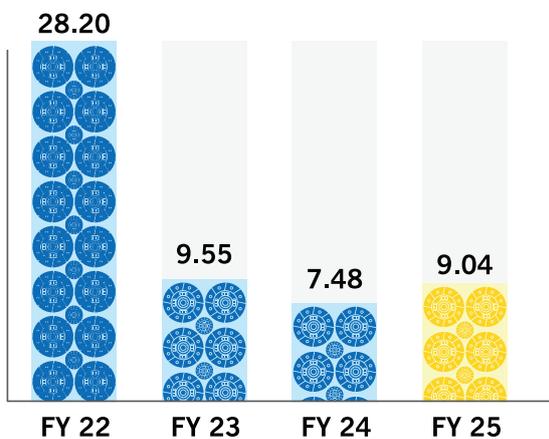
Profit Before tax/Gross profit (₹ Crores)



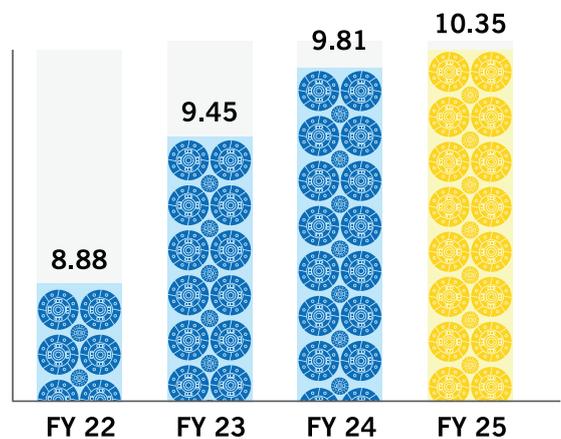
Net Worth (₹ Crores)



RoCE (In %)

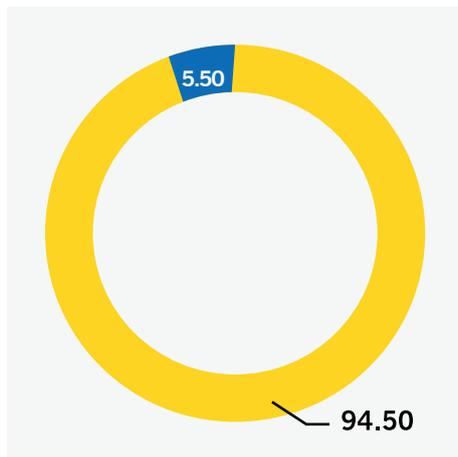


Book value Per Share (In ₹)



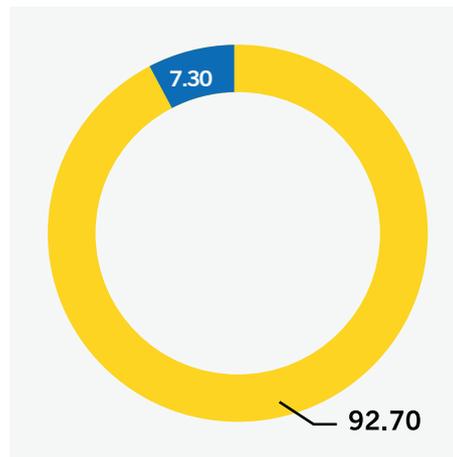


FY 2023-24



Domestic Export

FY 2024-25



Domestic Export



OPERATIONAL HIGHLIGHTS

During FY 2024–25, Xlerate Driveline India Limited strengthened its operations through product innovation, client expansion, and capacity enhancement. The Company developed 10 new products for Schaeffler Vehicle Lifetime Solutions Germany GmbH & Co. KG for export applications, reinforcing its global partnerships and technological edge.

A combined capital investment of around ₹ 92 Lakhs was made during FY 2023–24 and FY 2024–25 towards process upgrades, including the installation of a Clutch Disc Torsional Durability Testing Machine, a Micro Vickers Hardness Tester, and in-house tooling for 430 mm cover mould development. The Company also added eight new domestic clients and one export client, broadening its customer base.

These initiatives collectively drove stronger sales. Revenue contribution from new products stood at ₹ 591 Lakhs from exports and ₹ 47 Lakhs from the domestic market, with exports now contributing 7.30% of total sales value, up from 5.50% in FY 2023–24.





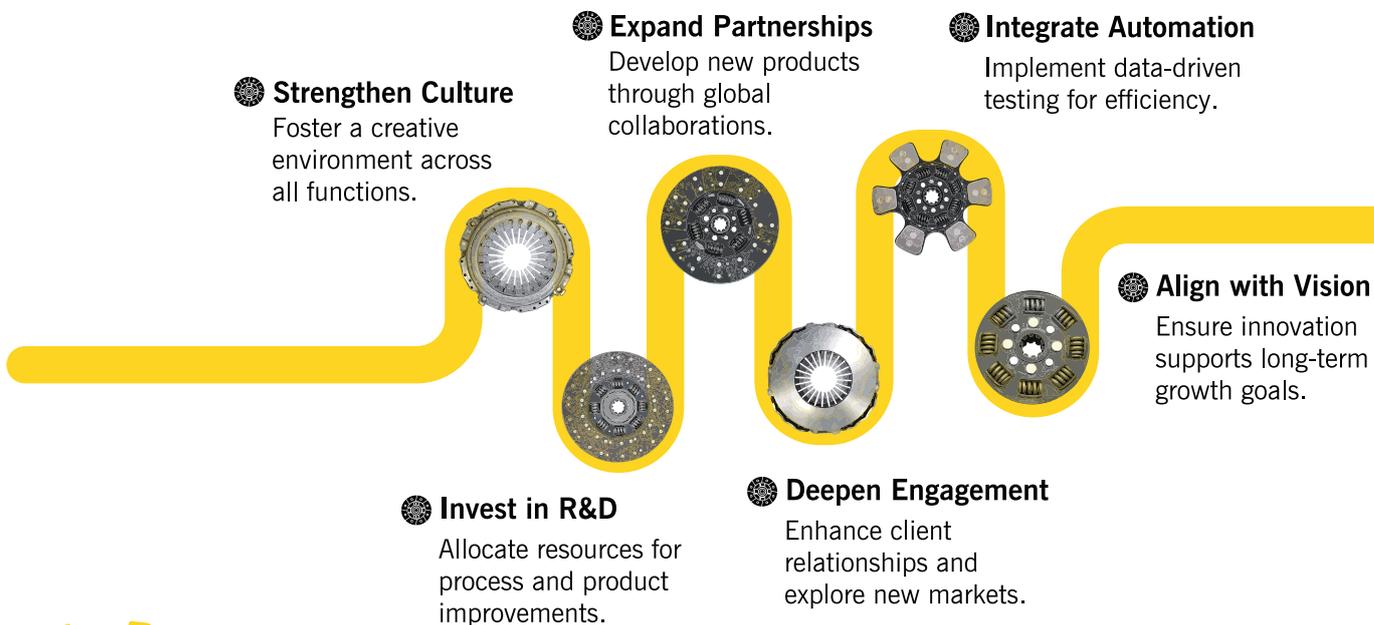
IDEAS THAT POWER INNOVATION

Turning creative thinking into engineered excellence for customers across markets

In FY 2024–25, Xlerate Driveline strengthened its theme “Ideate. Innovate. Xlerate.” by deepening value engineering, process improvement, and customer-centric design. Innovation remained a Company-wide culture, encouraged through collaboration between production, quality, and R&D teams. This integrated approach enabled continuous improvement and the conversion of ideas into practical engineering outcomes. During the year, the Company developed 10 new products for Schaeffler Vehicle Lifetime Solutions Germany GmbH & Co. KG, demonstrating its capability in export-focused product development. Supporting this, targeted R&D investments of over ₹ 48 Lakhs and total Capex of ₹ 92 Lakhs enhanced testing and design precision through new equipment and in-house tooling.

Innovation also translated into measurable business impact. Xlerate Driveline added eight new domestic clients and one export client, strengthening its market presence. New products contributed ₹ 591 Lakhs to export revenue and ₹ 47 Lakhs to domestic sales, raising export share to 7.30% from 5.50% in FY 2023–24. These results reflect growing customer confidence in the Company’s engineering excellence. Looking ahead, Xlerate Driveline aims to expand OEM engagement, accelerate automation, and enhance data-driven testing to support long-term growth. Guided by **Vision 2030 – a ₹ 25000 Lakhs target**, innovation will remain central to future value creation.

Strategic Roadmap







BUILDING PARTNERSHIPS THAT DRIVE GROWTH

Expanding our customer base and deepening trust across markets

In FY 2024–25, Xlerate Driveline strengthened its market presence by building trusted partnerships, expanding its customer base, and deepening engagement across domestic and export markets. The Company's collaboration with Schaeffler Vehicle Lifetime Solutions Germany GmbH & Co. KG remained a major milestone, supported by the successful development of **10 new export-focused products**. This partnership strengthened Xlerate Driveline's standing in Europe and highlighted its ability to meet global quality and performance benchmarks. On the domestic front, engagement with leading commercial vehicle manufacturers—including Blue Energy Commercial Vehicles Private Limited—and a growing distributor network enhanced aftermarket reach. By adding **eight new domestic**





clients and one export client, the Company broadened its portfolio and improved revenue visibility. Across all relationships, Xlerate Driveline remained committed to transparency, responsiveness, and on-time delivery—values that define its customer-centric approach.

Strong processes and advanced testing systems further supported growth by ensuring consistent quality and dependable performance. In FY 2024-25, exports gained momentum with new products contributing ₹ **591 Lakhs**, raising export share to **7.30% from 5.50%**. This progress reflects the Company's disciplined manufacturing, technology investments, and ability to deliver high-quality clutch systems to global markets. Looking ahead, Xlerate Driveline aims to deepen OEM partnerships, expand into new geographies, and develop next-generation products aligned with BS-VI and emerging technologies. Guided by collaboration and operational transparency, the Company remains focused on building long-term partnerships that drive sustained growth.





PEOPLE WHO SHAPE PROGRESS

Building capability, collaboration, and care across every part of the organisation

In FY 2024–25, Xlerate Driveline reinforced its belief that people are the foundation of progress. The Company continued to invest in building skills, encouraging lateral thinking, and nurturing a safe, respectful workplace. Employees across production, design, and testing collaborated seamlessly, contributing ideas that enhanced quality, efficiency, and innovation. Regular training sessions strengthened technical capabilities, while open communication and trust fostered accountability and professional growth. Safety remained a core organisational value, supported by ISO 45001:2018 standards, frequent audits, equipment checks, and preventive maintenance. The Company emphasised physical, mental, and emotional well-being, ensuring a secure environment where individuals feel valued. In FY 2024-25, Xlerate Driveline recorded **Zero Incidents** of workplace injury, reflecting its strong safety culture.

The Company also upheld its commitment to fairness and inclusion through a robust POSH framework. The Internal Complaints Committee ensured timely grievance redressal and promoted awareness through sensitisation programmes. FY 2024-25 saw **no cases of sexual harassment**, underscoring the effectiveness of these systems. Looking ahead, Xlerate Driveline aims to strengthen leadership development, technical training, and cross-functional collaboration to align with future automation and technological shifts. With a culture rooted in skill, safety, and respect, the Company remains focused on preparing its workforce for sustained growth and long-term success.







NOTICE



TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the **30th Annual General Meeting** of the Members of Xlerate Driveline India Limited will be held as under:

Day	:	Monday
Date	:	01 September, 2025
Time	:	05:00 P.M.
Venue	:	Shed No. 1, Gurukul Industrial Estate Sarai Khwaja, P.O. Amar Nagar Faridabad, Haryana-121003

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31 March, 2025 together with Reports of the Directors and Auditors thereon.
2. To consider the re-appointment of Ms. Afsheen Kanwar, who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. To consider the appointment of Mr. Sameer Kanwar, Additional Director of the Company, as a Non-Executive Non-Independent Director on the Board of the Company and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

“RESOLVED THAT Mr. Sameer Kanwar (holding DIN: 00033622), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27 December, 2024 in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company and whose term of office expires at the Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Sameer Kanwar as a candidate for the office of Non-Executive Non-Independent Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company liable to retire by rotation pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

4. To consider the appointment of Mr. Suryakant Gupta, Additional Director of the Company, as a Non-Executive Independent Director on the Board of the Company and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

“RESOLVED THAT Mr. Suryakant Gupta (holding DIN 06606258), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27 December, 2024 in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Suryakant Gupta as a candidate for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) years from this Annual General Meeting as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV of the Companies Act, 2013.





RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

By Order of the Board



Sumit Sharma
Company Secretary

Dated: 16 July, 2025

Place: Faridabad

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy(ies) need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than Ten (10) percent of the total share capital of the Company. The instrument appointing proxy(ies) must, however, be deposited at the Registered office of the Company, duly completed and signed, not less than Forty Eight hours before commencement of the Meeting.**

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members entitled to vote would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing is given to the Company.

2. **NO GIFTS OR COUPONS SHALL BE DISTRIBUTED AT THE MEETING.**
3. Corporate Members may authorise their representative(s) to attend the Meeting and send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) so authorised to attend and vote at the Meeting on their behalf.
4. Brief profile & other details of the Directors proposed to be appointed/re-appointed, as required under the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is annexed to this Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 (“the Act”), Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents required by the Act and any other law, will be made available for inspection by the members of the Company at the venue of the Meeting.
6. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the resolutions set out in this Notice is appended hereinafter.
7. Members seeking any further clarification/information(s) relating to the Annual Financial Statements are requested to write at the Registered Office of the Company.
8. Members are requested to promptly notify change in their address, if any, at the Registered Office of the Company.

By Order of the Board



Sumit Sharma
Company Secretary

Dated: 16 July, 2025

Place: Faridabad





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

ITEM NO. 03

Mr. Sameer Kanwar, aged 47 years holds a Bachelor's Degree in Business Economics from York University, Canada. After completing his Graduation, he completed two years of training in the areas of Planning, Finance and Control at ZF Friedrichshafen AG, Germany, the world's largest maker of drivelines and chassis for Automobiles.

He is having a rich experience of about 25 years in the industry. He currently holds the position of Joint Managing Director in Bharat Gears Limited, a Company engaged in manufacturing of Automotive Gears and Components. He also holds Directorship in few Private Limited Companies. Mr. Sameer Kanwar is brother of Mr. Sachit Kanwar, Chairman and Managing Director of the Company.

The Board of Directors of the Company in its meeting held on 27 December, 2024, in terms of the recommendation of the Nomination and Remuneration Committee vide its resolution passed through circulation on 07 October, 2024 appointed Mr. Sameer Kanwar as an Additional Director of the Company in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company.

In terms of the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sameer Kanwar being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

The necessary information/disclosure in compliance with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Sameer Kanwar has been provided in a separate section of this Notice.

In terms of the provisions of the Companies Act, 2013, Mr. Sameer Kanwar has filed requisite consent(s)/disclosures before the Board.

The Company has also received an intimation from Mr. Sameer Kanwar in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Sameer Kanwar as a candidate for the office of Non-Executive Non-Independent Director of the Company.

In the opinion of the Board, Mr. Sameer Kanwar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Therefore, the Board recommends the resolution as set out at Item No. 03 of this Notice in relation to appointment of Mr. Sameer Kanwar as a Non-Executive Non-Independent Director of the Company liable to retire by rotation, as recommended by the Nomination and Remuneration Committee for the approval by the members of the Company, by way of an Ordinary resolution.

Except Mr. Sameer Kanwar, being an appointee, and his Brother Mr. Sachit Kanwar, Chairman and Managing Director of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 03 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered Office during the office hours between 11:00 A.M. to 01:00 P.M. on all working days except Sundays upto the date of Annual General Meeting and shall also be available at the venue of the meeting.

ITEM NO. 04

Mr. Suryakant Gupta, aged 36 years is a Fellow member of the Institute of Company Secretaries of India (ICSI) and proprietor of M/s Surya Gupta & Associates, a Practicing Company Secretary Firm based in Delhi. He is having a rich experience of about 13 years.





The Board of Directors of the Company in its meeting held on 27 December, 2024, in terms of the recommendation of the Nomination and Remuneration Committee vide its resolution passed through circulation on 07 October, 2024 appointed Mr. Suryakant Gupta as an Additional Director of the Company in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company.

In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Suryakant Gupta being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director for a period of 5 (Five) years from the ensuing AGM.

The necessary information/disclosure in compliance with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Suryakant Gupta has been provided in a separate section of this Notice.

In terms of the provisions of the Companies Act, 2013, Mr. Suryakant Gupta has filed requisite consent(s)/disclosures before the Board.

The Company has also received an intimation from Mr. Suryakant Gupta in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Suryakant Gupta as a candidate for the office of Non-Executive Independent Director of the Company.

The Company has received a declaration from Mr. Suryakant Gupta confirming that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Suryakant Gupta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Therefore, the Board recommends the resolution as set out at Item No. 04 of this Notice in relation to appointment of Mr. Suryakant Gupta as a Non-Executive Independent Director, as recommended by the Nomination and Remuneration Committee for the approval by the members of the Company, by way of an Ordinary resolution.

Except Mr. Suryakant Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 04 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered Office during the office hours between 11:00 A.M. to 01:00 P.M. on all working days except Sundays upto the date of Annual General Meeting and shall also be available at the venue of the meeting.

Dated: 16 July, 2025
Place: Faridabad

By Order of the Board



Sumit Sharma
Company Secretary





The Information/Disclosure in compliance with the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India in respect of the Directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting (AGM) has been provided herein below:

Particulars	Item No. 02	Item No. 03	Item No. 04
Name of Director	Ms. Afsheen Kanwar	Mr. Sameer Kanwar	Mr. Suryakant Gupta
DIN	09432032	00033622	06606258
Brief Resume	Ms. Afsheen Kanwar holds degree in Bachelor of Administrative Studies from Canada and is associated with a Non-Government Organisation working towards women empowerment.	As detailed in Explanatory Statement above for Item No. 03 of the Notice	As detailed in Explanatory Statement above for Item No. 04 of the Notice
Category of Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Non-Executive Independent Director
Date of Birth (Age in Years)	22 July, 1979 (45)	24 December, 1977 (47)	26 January, 1989 (36)
Date of Appointment on the Board	20 December, 2021	27 December, 2024	27 December, 2024
Qualification	Degree in Bachelor of Administrative Studies from Canada	Bachelor's Degree in Business Economics from York University, Canada	Fellow Member of Institute of Company Secretary of India, B.Com, M.Com, MBA
No. of years of Experience	6 Years	25 Years	13 Years
Expertise in specific functional areas	Strategic Planning, Knowledge of Macro Environment vis-a-vis Industry, Financial Literacy, Ability to read Financial Statements	Strategic Planning, Knowledge of Macro Environment vis-à-vis Industry, Financial Literacy, Ability to read Financial Statements	Strategic Planning, Knowledge of Macro Environment vis-a-vis Industry, Financial Literacy, Ability to read Financial Statements
Terms and conditions of appointment / re-appointment	Non-Executive Director liable to retire by rotation	As detailed in Explanatory Statement above for Item No. 03 of the Notice	As detailed in Explanatory Statement above for Item No. 04 of the Notice
Chairmanship/ Membership of Committees of the Company	NIL	Member - Audit Committee Member - Nomination and Remuneration Committee Member - Finance Committee	Member - Audit Committee Member - Nomination and Remuneration Committee Member - Finance Committee
Directorships held in other Companies	NIL	<ul style="list-style-type: none"> • Bharat Gears Limited[#] • Ejot-Octaqon Fastening Systems Private Limited • Nexus EPC Private Limited (Formerly Known as Samreet Investment and Management Consultancy Private Limited) • Nexus Drvline India Private Limited (Formerly Known as Nexus Driveline India Private Limited) • Akasa Design Studio LLP (Designated Partner)* 	<ul style="list-style-type: none"> • Shri Krishna Prasadam Limited • RVS Petro Chemicals Limited • Essentially Nothing Private Limited • Nothing Electronics Private Limited • Next Mediaworks Limited





Chairmanship/ Membership of committees of other Companies	NIL	Member - Finance Committee (Bharat Gears Limited) Member - Corporate Social Responsibility Committee (Bharat Gears Limited) Member - Stakeholders' Relationship Committee (Bharat Gears Limited)	Member - Audit Committee (Next Mediaworks Limited) Member - Nomination and Remuneration Committee (Next Mediaworks Limited)
Number of Board Meetings attended during the year 2024-25	5	2	2
Relationships between Directors inter-se	Wife of Mr. Sachit Kanwar, Chairman and Managing Director of the Company	Brother of Mr. Sachit Kanwar, Chairman and Managing Director of the Company	NIL
Relationships with Manager and other Key Managerial Personnel of the Company	None	None	None
Remuneration details (Including Sitting Fees & Commission) and last remuneration drawn	Please refer the Annual Return for the Financial Year 2024-25 on the website of the Company www.xleratedriveline.com	Please refer the Annual Return for the Financial Year 2024-25 on the website of the Company www.xleratedriveline.com	Please refer the Annual Return for the Financial Year 2024-25 on the website of the Company www.xleratedriveline.com
Number of Shares held in the Company as on 31 March, 2025	NIL	NIL	NIL

*Indicates LLP

#Indicates Listed Company

Dated: 16 July, 2025

Place: Faridabad

By Order of the Board



Sumit Sharma
Company Secretary





BOARD'S REPORT



(SECTION 134 OF THE COMPANIES ACT, 2013)

To The Members

Xlerate Driveline India Limited

Your Directors have pleasure in presenting the 30th Annual Report together with the Audited Financial Statements of your Company for the Financial Year ended 31 March, 2025.

FINANCIAL RESULTS:

Particulars	(₹ In Lakhs)	
	Year ended 31 March, 2025	Year ended 31 March, 2024
Revenue from Operations and other income	8,107.99	7,707.52
Profit before Finance Cost and Depreciation	426.86	372.20
Finance Cost	116.53	113.27
Depreciation	182.59	165.44
Profit Before Tax	127.74	93.49
Less: Tax Expense	40.35	34.80
Profit/(Loss) for the year	87.39	58.69
Other Comprehensive Income		
Items that will not be reclassified to Profit and Loss (net of tax)	(6.76)	(5.81)
Total Comprehensive Income for the year	80.63	52.88

Surplus in Statement of Profit and Loss	(₹ In Lakhs)	
	Year ended 31 March, 2025	Year ended 31 March, 2024
Opening balance	(28.62)	(81.50)
Add: Profit/(Loss) for the year	87.39	58.69
Other Comprehensive Income for the year	(6.76)	(5.81)
Less:	0.00	0.00
Dividend paid-Equity	0.00	0.00
Tax on distributed profits	0.00	0.00
Transferred to General Reserve	0.00	0.00
Closing Balance	52.01	(28.62)

DIVIDEND:

In order to conserve the resources and make them available for growth initiatives of the Company, the directors of the Company have decided not to recommend any dividend on equity shares of the Company for the year ended 31 March, 2025.

PERFORMANCE OVERVIEW:

In FY 2024-25, the Indian commercial vehicle (CV) industry saw minor growth to the tune of 5% in 2025. Slow growth in 2024 was due to rising ownership costs, regulatory requirements, and inflation and interest rates.

Though the sales were very low in the first two quarters but then it picked up a growth in demand but not to the extent of FY 2021-22.

The Company has recorded revenues of ₹ 80.92 Crores in the Financial Year 2024-25 with 5% increase as compared to previous year.

During the last year, the Company focused its developments on export and developed products from 362 to 430. A total of 15 Products out of which 11 completed their validation and business was awarded for 07 Nos in 2024-25. Revenue contribution through exports sales increased to ₹ 6.00 Crores which is expected to increase to ₹ 10-12 Crores in 2025-26.





There is a reduction in the import cost as well as product cost and reduction in inventory due to investment in stamping Area for 350 Ton and 1200 Ton presses for cover development.

OUTLOOK:

The Company focuses on leveraging existing OEM credentials to expand its OEM business portfolio necessary for scaling operations. OES share is likely to revive again in 2025-26 with exclusive branding and major product improvements.

New Developments are happening at Export Level. RFQ from Schaeffler Germany, Brazil and SEA are under negotiations for various sizes of Clutch. This year, the Company will increase their export portfolio as well as in OES segment with new clutch range for BSVI Emission norms.

INDIAN ACCOUNTING STANDARDS ("IND AS"):

The financial statements for the year ended 31 March, 2025 have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as required under the provisions of Section 133 of the Companies Act, 2013 read with rules made there under, as amended.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:-

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

RELATED PARTY CONTRACTS AND ARRANGEMENTS:

The contracts or arrangements of the Company with related parties during the period under review referred to in Section 188(1) of the Companies Act, 2013 were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material. Thus, there are no transactions which are required to be reported in the prescribed Form AOC-2 of the Companies (Accounts) Rules, 2014.

Further, during the Financial Year 2024-25, there were no materially significant related party transactions entered into by your Company with the Promoters, Directors, Key Managerial Personnel or other designated persons, which might have potential conflict with the interest of the Company at large.

As all the related party transactions are at arm's length price and in the ordinary course of business, the same are placed before the Audit Committee for its approval. There was no related party transaction which requires approval of the Board. During the Financial Year under review, the Audit Committee has approved the related party transactions through the omnibus mode in accordance with the provisions of the Companies Act, 2013. Related party transactions were disclosed to the Board on regular basis as per Ind AS-24. Details of related party transactions as per Ind AS-24 may be referred to in the Notes forming part of the Financial Statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT:

During the period under review, the Company has not made any loan, guarantee or investment in terms of the provisions of Section 186 of the Companies Act, 2013.





DIRECTORS:

During the Financial Year 2024-25, the members of the Company at the Annual General Meeting held on 03 September, 2024 approved the:

- Re-appointment of Ms. Afsheen Kanwar as a Non-Executive Director of the Company liable to retire by rotation in terms of the provisions of Section 152 of the Companies Act, 2013.

Mr. Jagdeep Singh Sachdeva ceased to be the Director w.e.f. 10 October, 2024 due to his resignation.

The Board of Directors of the Company appointed Mr. Sameer Kanwar and Mr. Suryakant Gupta as an Additional Director on 27 December, 2024 till the conclusion of forthcoming Annual General Meeting.

Further, in terms of the provisions of Section 149 of the Companies Act, 2013, it has been proposed to appoint Mr. Suryakant Gupta as a Non-Executive Independent Director for a period of 5 (Five) Years from the ensuing AGM of the Company.

In terms of the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association (AOA) of the Company, Ms. Afsheen Kanwar, Non-Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and has offered herself for re-appointment.

Therefore, in terms of the provisions of Section 152 of the Companies Act, 2013, it has been proposed to re-appoint Ms. Afsheen Kanwar and appoint Mr. Sameer Kanwar as a Non-Executive Director liable to retire by rotation at the ensuing Annual General Meeting (AGM) of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from the member of the Company proposing the candidature of Mr. Sameer Kanwar for the office of Non-Executive Non-Independent Director and Mr. Suryakant Gupta for the office of Non-Executive Independent Director.

BOARD'S OPINION REGARDING INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

The Board is of the opinion that the Independent Directors appointed/re-appointed during the year under review are person(s) of integrity and possess core skills/expertise/competencies (including the proficiency) as identified by the Board of Directors as required in the context of Company's business(es) and sector(s) for Company to function effectively.

NUMBER OF MEETINGS OF THE BOARD:

During the Financial Year 2024-25, 5 (Five) Board Meetings were held on the following dates:-

- 06 June, 2024;
- 03 September, 2024;
- 27 December, 2024;
- 15 January, 2025 and
- 19 March, 2025.

The gap between any two meetings was not more than one hundred twenty days as mandated under the provisions of Section 173 of the Companies Act, 2013.

INDEPENDENT DIRECTORS:

In terms of the provisions of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have furnished a declaration to the Compliance Officer of the Company at the meeting of the Board of Directors held on 16 July, 2025 stating that they fulfill the criteria of Independent Director as prescribed under Section 149(6) of the Companies Act, 2013 and are not being disqualified to act as an Independent Director.

In the opinion of the Board, all the Independent Directors fulfill the conditions specified in the Companies Act, 2013 read with the Rules made thereunder, and are independent of the management.





POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT PERSONNEL:

In terms of the provisions of Section 178 of the Companies Act, 2013, Nomination and Remuneration Committee ('NRC') has formulated a policy relating to appointment and determination of the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel which has been adopted by the Board of Directors of the Company. The NRC has also developed the criteria for determining the qualifications, positive attributes and independence of Directors and for making payments to the Executive and Non-Executive Directors of the Company.

Your Directors affirm that the remuneration paid to the Directors, Key Managerial Personnel, Senior Management and other employees is as per the Nomination and Remuneration Policy of your Company.

The salient features of the Nomination and Remuneration Policy are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director.
- Identification of persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in the Nomination and Remuneration policy.
- Recommendation to the Board for appointment and removal of Director, KMP and Senior Management Personnel.

The said policy is available on the official website of the Company i.e. www.xleratedriveline.com under the link: https://xleratedriveline.s3.ap-south-1.amazonaws.com/Policy/XDIL_nomination_and_remuneration_policy.pdf

EVALUATION PROCESS:

The Nomination and Remuneration Committee has established a framework for the evaluation process of performance of the Board, its Committees and Individual Directors and the same was adopted by the Board.

During the year under review, the Board of Directors at its meeting held on 19 March, 2025 have carried out the evaluation of the performance of Independent Directors and their independence criteria and the Independent Directors in their meeting held on even date have evaluated the performance of the Chairman and Non-Independent Directors and the Board as a whole and also assessed the quality, quantity and timeliness of flow of information between the Board and Company management.

KEY MANAGERIAL PERSONNEL:

The following Directors/Officials of the Company have been designated as Key Managerial Personnel (KMP) of the Company by the Board of Directors in terms of the provisions of Section 203 of the Companies Act, 2013:

1. Mr. Sachit Kanwar Chairman and Managing Director
2. Mr. Manish Jain Chief Financial Officer
3. Mr. Sumit Sharma Company Secretary

No Key Managerial Personnel (KMP) of the Company has resigned during the financial year ended 31 March, 2025.

PARTICULARS OF EMPLOYEES:

Information regarding employees in accordance with the provisions of Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure- "A"** to the Board's Report.

RISK MANAGEMENT:

A robust and integrated enterprise risk management framework is in existence under which the common prevailing risks in the Company are identified, the risks so identified are reviewed on periodic basis by the Audit Committee and the management's actions to mitigate the risk exposure in a timely manner are assessed.

A risk management policy under the above said enterprise risk management framework as approved by the Board has been adopted by the Company.





AUDIT COMMITTEE:

The Audit Committee comprises of Mr. Kushagra Gupta, Mr. Sameer Kanwar and Mr. Suryakant Gupta.

During the year under review, Mr. Jagdeep Singh Sachdeva had been ceased to be member of the Audit Committee due to his resignation and Mr. Sameer Kanwar and Mr. Suryakant Gupta had been inducted as a member of the Audit Committee pursuant to their appointment. Accordingly, the Audit Committee has been reconstituted.

During the year under review, all recommendations of the Audit Committee were accepted by the Board of Directors of the Company unanimously.

INTERNAL COMPLAINTS COMMITTEE FOR PREVENTION OF SEXUAL HARASSMENT AND COMPLIANCE OF THE MATERNITY BENEFIT ACT, 1961:

Pursuant to Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has constituted Internal Complaints Committee (ICC) at its Unit at Faridabad where any grievance of sexual harassment at workplace can be reported.

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

During the year ended 31 March, 2025, no complaint pertaining to sexual harassment was received by ICC.

Status of Complaints as on 31 March, 2025:

No. of Complaints of sexual harassment received during Financial Year 2024-25	NIL
No. of Complaints disposed of during Financial Year 2024-25	NOT APPLICABLE
No. of Cases pending for more than ninety days	NOT APPLICABLE

During the period under review, the provisions of the Maternity Benefit Act, 1961 were not applicable on the Company.

SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES:

During the year under review, no Company has become or ceased to be subsidiary, joint venture or associate of the Company.

FIXED DEPOSITS:

During the financial year under review, your Company has not accepted any deposits from the public.

AUDITORS:

The Statutory Auditors, M/s B.R Maheswari & Co. LLP, Chartered Accountants (ICAI Registration No. 001035N) had been appointed as Statutory Auditors of the Company in the 27th Annual General Meeting (AGM) held on 31 August, 2022 for a period of 5 (five) years in terms of the provisions of Section 139 of the Companies Act, 2013 to hold office from the conclusion of 27th AGM till the conclusion of 32nd Annual General Meeting in the year 2027.

REPORT ON FINANCIAL STATEMENTS:

The report of M/s B.R. Maheswari & Co. LLP (ICAI Registration No. 001035N), Chartered Accountants, the Statutory Auditors of the Company on the financial statements of the Company for the year ended 31 March, 2025 is annexed to the financial statements in terms of the provisions of Section 134(2) of the Companies Act, 2013. The observations of the Auditors in their report are self-explanatory and/or explained suitably in the Notes forming part of the Financial Statements. The report of the Statutory Auditors does not contain any qualification, reservation or adverse remark which needs any explanation or comment of the Board.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Company has a proper and adequate system of internal financial controls which includes the policies and procedures 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. During the year, such controls were tested and no material weaknesses in the design or operations were observed.



**MAINTENANCE OF COST RECORDS:**

During the year under review, the Company had not been mandatorily required to maintain Cost Records in terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014 is given in **Annexure- "B"** to the Board's Report.

EXTRACT OF ANNUAL RETURN:

In terms of the provisions of Section 134(3)(a) read with 92(3) of the Companies Act, 2013 and the relevant rules made thereunder, a copy of the Annual return as prescribed under Section 92 of the Companies Act, 2013, as amended shall be made available on the official website of the Company i.e. www.xleratedriveline.com under the link: https://xleratedriveline.s3.ap-south-1.amazonaws.com/Annual+Return/XDIL_annual_returns_24-25.pdf

COMPLIANCE OF SECRETARIAL STANDARDS:

During the period under review, the Company has duly complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

COURT/TRIBUNAL ORDERS:

There were no instances of any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DETAILS OF APPLICATION/PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

Neither any application has been made nor is any proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

INSTANCES OF DIFFERENCE IN VALUATION:

There is no such instance where there is difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

INDUSTRIAL RELATIONS:

During the year under review, industrial relations in the Company continued to be cordial and peaceful.

ACKNOWLEDGEMENTS:

The Board hereby places on record its sincere appreciation for the continued assistance and support extended to the Company by its Bankers, customers, vendors, Government Authorities and employees.

Your Directors appreciate and is obliged for the faith and confidence reposed by you, the shareholder in the Company.

For and on behalf of the Board of Directors

Sachit Kanwar
Chairman and Managing Director
DIN: 02132124

Dated: 16 July, 2025
Place: Faridabad





Annexure- "A"

Information Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Forming Part of the Board's Report for the year ended 31 March, 2025

S. No.	Name	Age in Years	Qualification	Designation	Date of Commencement of Employment	Years of Experience	Remuneration (Rs. in Lakhs)	Particulars of Last Employment	Percentage of Shareholding in the Company
1.	Mr. Sachit Kanwar	42	B.A. (ECO)	Chairman and Managing Director	26.09.2012	21 yrs	108.91	Raunaq International Limited	100.00
2.	Mr. Alok Sood	55	B.E.	Head Operations	10.03.2014	32 yrs	47.06	Clutch Auto Limited	0.00
3.	Mr. Amit Tiwari	42	B.Tech (ME)	Group Leader	01.10.2020	17 yrs	15.37	Bharat Gears Limited	0.00
4.	Mr. Manish Jain	42	B.Com & MBA	Group Head	01.04.2018	21 yrs	12.19	Raunaq International Limited	0.00
5.	Mr. Vipin Mandayal	39	B.Tech	Group Leader	18.04.2016	18 yrs	11.74	Borgwarner Emission (USA based)	0.00
6.	Mr. Satish Chand	44	B.Com & M.Com	Section Leader	01.10.2020	18 yrs	9.87	Bharat Gears Limited	0.00
7.	Mr. Parmod Kumar Sharma	37	B.Tech	Group Leader	21.01.2013	14 yrs	9.81	Venus industries Private Limited	0.00
8.	Mr. Vipin Dua	44	B.Com & MBA	Leader	10.12.2012	17 yrs	9.29	Subros Limited	0.00
9.	Mr. Jayant Kumar	33	B. Tech	Leader	01.08.2016	11 yrs	7.85	India Forge and Drop Stampings Limited	0.00
10.	Mr. Mahesh Bedi	36	B.Com	Leader	01.09.2015	10 yrs	7.82	-	0.00

- B. Employed throughout the year ended 31 March, 2025 & were in receipt of Remuneration aggregating not less than Rs. 1,02,00,000/- per annum - Nil.
- C. Employed for the part of the year ended 31 March, 2025 & were in receipt of Remuneration aggregating not less than Rs. 8,50,000/- per month - Nil.
- D. If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company - Nil.

For and on behalf of the Board of Directors

Sachit Kanwar
Chairman and Managing Director
DIN: 02132124

Dated: 16 July, 2025
Place: Faridabad





Annexure- "B"

Report on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo and forming part of Board's Report for the year ended 31 March, 2025
A. Conservation of energy:
(i) Steps taken or impact on conservation of energy:-

- Following steps were taken for Energy saving:
 - Capacitor Change at Main Panel results in reducing of Capacity electricity Consumption.
 - Double reflector light (80 Watts) on machines replaced with 40 Watt Led Lights.

(ii) The steps taken by the Company for utilizing alternate sources of energy:-

No such implementation plan till now. The Company proposes to utilize alternate sources of energy in future.

(iii) Capital investment on energy conservation equipments:- NIL
B. Technology Absorption:

1.	The efforts made towards the technology absorption	No new technology adopted in the last year.
2.	The benefits derived like product improvement, cost reduction, product development, import substitution, etc.	Ongoing.
3.	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	Not Applicable.
a)	The details of technology imported	
b)	Year of import	
c)	Whether the technology has been fully absorbed	
d)	If not fully absorbed, areas where this has not taken place and the reasons thereof.	
4.	The expenditure incurred on Research and Development (R&D)	The Company is in the business of manufacturing and supply Clutch cover assemblies to OEMs and for aftermarket sales. The nature of business activity carried on by the Company at present does not entail any Research and Development as such.

C. Foreign Exchange Earnings and Outgo:

Particulars	(₹ In Lakhs)	
	2024-2025	2023-2024
Foreign Exchange Earned	591.42	405.36
Foreign Exchange used	500.49	666.20
Net Foreign Exchange earnings	90.93	(260.84)

For and on behalf of the Board of Directors



Sachit Kanwar
Chairman and Managing Director
DIN: 02132124

Dated: 16 July, 2025
Place: Faridabad





INDEPENDENT AUDITORS' REPORT



To the Members of

Xlerate Driveline India Limited

Report on the audit of the Financial Statements

We have audited the financial statements of Xlerate Driveline India Limited ("the Company"), which comprise the Balance Sheet as at 31 March, 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 then ended, and notes to the financial statements, including material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

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

Basis for Opinion

We conducted our audit of financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Board report and Management discussion and analysis 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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





Auditors' 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'I' 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 purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books (except for the matters stated in paragraph 2(h)(vi) below on reporting under the rule 11(g) of the Companies (Audit and Auditors) Rules 2014 (amended)).
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting standard specified under section 133 of the Act.
 - (e) On the basis of written representations received from the directors as on 31 March, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 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 'II'.
- (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, Company has paid or provided managerial remuneration in accordance with the requisite approval mandated by the provision of section 197 of the Act read with schedule V to 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 45 to the financial statement;
 - ii. The Company did not have any long-term contracts including any derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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 have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, 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; and
 - (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, and accordance to the information and explanation provided to us by the management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) of Rule 11(e) as provided under (1) and (2) above, contain any material misstatement.
 - v. No dividend has been declared or paid during the year by the Company.
 - vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. [Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.]

For B.R. Maheswari & Co LLP

Chartered Accountants

Firm's Registration No. 001035N/N500050

Sanjay Nath

Partner

Membership No: 082700

UDIN: 25082700BMIBJE5993

Place: New Delhi

Date: 16 July, 2025





Annexure 'I' to the Independent Auditors' Report

(Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date)

- i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property plant and equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) The Property, Plant and Equipment have been physically verified by the management during the year as per the regular programme of verification which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) There are no proceedings that have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii) (a) As per the information and explanation provided to us and to the best of our knowledge and documents available with us. The Company has done physical verification of inventory items at reasonable intervals further as per our verification no material discrepancies (i.e over and above 10%) were required to be reported during the financial year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The Company has filed the quarterly returns or statements with such banks or financial institutions are in agreement with the books of account of the Company, further as per our verification no material discrepancies were noticed on such verification.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act for the financial year 2024-25, and accordingly clause 3(iii)(a), (b), (c), (d), (e) and (f) of the order are not applicable.
- iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any loans, investments, guarantees and security which are covered under the provisions of section 185 and 186 of the Act, accordingly, reporting under paragraph 3 (iv) of the Order is not applicable.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- vi) The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.
- vii) (a) According to the information and explanations given to us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31 March, 2025 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there is no dues of Income Tax, Goods and Services Tax and Cess which have not been deposited with the appropriate authorities on account of any dispute.





- viii) (a) According to the information and explanations given to us, no income has been surrendered or disclosed, which is not recorded in the books of accounts, during the year found in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) Based on the information and explanations given to us, we are of the opinion that the Company has availed loans from the financial institutions, banks. but the Company did not have any outstanding loans and borrowings from government & debenture holder during the year. According to the information and explanations given to us, Company has not defaulted in repayment of dues to any financial institutions, banks.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and on the basis of our audit procedures, the company have availed term loan during the year, and applied for the same purpose for which loan availed.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associates hence clause 3(ix)(e) is not applicable to the Company.
- (f) According to the information and explanations given to us and procedures performed by us, the Company does not raise loans during the year on the pledge of securities held in its associate, hence clause 3(ix)(f) is not applicable to the Company.
- (x) (a) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable to the Company.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not allotted Preferential shares (section 62) or raised money by way of Private placement (section 42) or convertible debentures (fully, partially or optionally convertible), during the year.
- (xi) (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received whistle-blower complaints during the year, hence whether the auditors have considered the complaints does not arise.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.



- (xiv) (a) In our opinion and based on our examination, the Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013.
- (b) The Company did not have an internal audit system for the period under audit.
- (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 non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- (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.
- (b) The Company has not conducted non-banking financial or Housing finance activities during the year.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence whether the company has fulfilled the criteria of CIC does not arise.
- (d) Based on the information and explanations provided by management of the Company, the group has no CICs as part of Group.
- (xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has not been any resignation of the statutory auditors during the year, hence para 3 clause (xviii) is not applicable.
- (xix) According to the information and explanations given to us and based on our examination of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and the company is 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.
- (xx) Clause (xx) of this report is not applicable, since section 135 of the said Act is not applicable.
- (xxi) The Company does not have any associate companies, joint venture or subsidiaries at the reporting date, therefore clause (xxi) of this report is not applicable.

For B.R. Maheswari & Co LLP

Chartered Accountants

Firm's Registration No. 001035N/N500050



Sanjay Nath

Partner

Membership No: 082700

UDIN: 25082700BMIBJE5993

Place: New Delhi

Date: 16 July, 2025





Annexure 'II' to the Independent Auditors' Report

(Referred to in Paragraph 2(f) under the heading "Report on other legal and regulatory requirements" of our report of even date)

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 Xlerate Driveline Limited ("the Company") as of 31 March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March, 2025 based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note 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 with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to the Financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference





to financial statements includes those policies and procedures that (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 with reference to the Financial Statements

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

For B.R. Maheswari & Co LLP

Chartered Accountants

Firm's Registration No. 001035N/N500050



Sanjay Nath

Partner

Membership No: 082700

UDIN: 25082700BMIBJE5993

Place: New Delhi

Date: 16 July, 2025





BALANCE SHEET

AS AT 31 MARCH, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars		Note No.	As at 31 March, 2025	As at 31 March, 2024
(I)	ASSETS			
	(i) Non-current assets			
	Property, plant and equipment	3	1,682.18	1,771.70
	Capital work in progress	3	8.91	3.23
	Intangible assets	4	2.17	2.76
	Deferred tax assets (Net)	5	9.96	-
	Other non current assets	6	16.82	17.04
	Total non-current assets		1,720.04	1,794.73
	(ii) Current assets			
	Inventories	7	631.54	626.73
	Financial assets			
	a. Trade receivables	8	1,563.77	1,393.66
	b. Cash and cash equivalents	9	0.63	0.17
	c. Loans and advances	10	3.13	9.94
	Current tax assets	11	50.52	68.25
	Other current assets	12	37.24	29.96
	Total current assets		2,286.83	2,128.71
	Total assets		4,006.87	3,923.44
(II)	EQUITY AND LIABILITIES			
	(i) Equity			
	Equity share capital	13	1,487.70	1,487.70
	Other equity	14	52.01	(28.62)
	Total equity		1,539.71	1,459.08
	Liabilities			
	(ii) Non-current liabilities			
	Financial liabilities			
	a. Borrowings	15	196.04	257.03
	b. Lease liabilities	16	468.57	475.89
	Provisions	17	62.41	47.19
	Deferred tax liabilities (Net)	5	-	1.25
	Total non-current liabilities		727.02	781.36
	(iii) Current liabilities			
	Financial liabilities			
	a. Borrowings	18	406.01	460.34
	b. Trade payables	19		
	Total outstanding dues of micro enterprises and small enterprises		260.90	227.25
	Total outstanding dues of other than micro enterprises and small enterprises		660.14	635.58
	c. Other financial liabilities	20	-	1.09
	d. Lease liabilities	21	40.53	43.51
	Other current liabilities	22	89.24	77.53
	Provisions	23	234.03	161.43
	Current tax liabilities	24	49.29	76.27
	Total current liabilities		1,740.14	1,683.00
	Total liabilities		2,467.16	2,464.36
	Total equity and liabilities		4,006.87	3,923.44
	Material accounting policies and notes to Financial Statements	1-49		

As per our report of even date.
For B R Maheswari & Co LLP
Chartered Accountants
Firm's Registration No. 001035N/N500050

For and on behalf of the Board of Directors

Sanjay Nath
Partner
Membership No. 082700

Sachit Kanwar
Chairman & Managing Director
(DIN: 02132124)

Afsheen Kanwar
Director
(DIN: 09432032)

Sameer Kanwar
Director
(DIN: 00033622)

Place: Faridabad
Dated: 16 July, 2025

Kushagra Gupta
Director
(DIN: 05201660)

Suryakant Gupta
Director
(DIN: 06606258)

Manish Jain
Chief Financial Officer
(PAN: AGFPJ6590B)

Sumit Sharma
Company Secretary
(PAN: JTTPS9500L)





STATEMENT OF PROFIT AND LOSS



FOR THE PERIOD ENDED 31 MARCH, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars		Note No.	Year ended 31 March, 2025	Year ended 31 March, 2024
(I)	Revenue from operations	25	8,092.03	7,693.94
(II)	Other income	26	15.96	13.58
(III)	Total revenue/income (I+II)		8,107.99	7,707.52
(IV)	Expenses			
	a. Cost of material consumed	27	6,164.79	6,074.54
	b. Changes in inventories of finished goods & work-in-progress	28	0.61	(93.00)
	c. Employee benefits expenses	29	670.76	605.01
	d. Finance cost	30	116.53	113.27
	e. Depreciation and amortization expenses	31	182.59	165.44
	f. Other expenses	32	844.97	748.77
	Total expenses		7,980.25	7,614.03
	Profit/(Loss) before exceptional items and tax		127.74	93.49
	Exceptional items		-	-
(V)	Profit/(Loss) before tax (III-IV)		127.74	93.49
(VI)	Income tax expenses			
	a. Current tax		49.29	35.17
	b. Deferred tax-charge/(credit)	34	(8.94)	(0.37)
	Total tax expense		40.35	34.80
(VII)	Profit/(Loss) for the year (V-VI)		87.39	58.69
(VIII)	Other comprehensive Income			
	a. Items that may be reclassified to profit or loss			
	- Income tax effect		-	-
			-	-
	b. Items that will not be reclassified to profit or loss			
	- Re-measurement gains/(losses) on defined benefit plan		(9.03)	(7.77)
	- Income tax effect		2.27	1.96
			(6.76)	(5.81)
	Other comprehensive income for the Year (net of tax) (a+b)		(6.76)	(5.81)
(IX)	Total comprehensive income for the year (VII+VIII)		80.63	52.88
(X)	Earnings per Equity share of [Nominal value per share ₹ 10/- (31 March, 2024 : ₹10/-)]			
	Basic earnings per share	33	0.59	0.39
	Diluted earnings per share	33	0.59	0.39
	Material accounting policies and notes to Financial Statements	1-49		

As per our report of even date.
For B R Maheswari & Co LLP
Chartered Accountants
Firm's Registration No. 001035N/N500050

For and on behalf of the Board of Directors

Sanjay Nath
Partner
Membership No. 082700

Sachit Kanwar
Chairman & Managing Director
(DIN: 02132124)

Afsheen Kanwar
Director
(DIN: 09432032)

Sameer Kanwar
Director
(DIN: 00033622)

Place: Faridabad
Dated: 16 July, 2025

Kushagra Gupta
Director
(DIN: 05201660)

Suryakant Gupta
Director
(DIN: 06606258)

Manish Jain
Chief Financial Officer
(PAN: AGFPJ6590B)

Sumit Sharma
Company Secretary
(PAN: JTTPS9500L)





STATEMENT OF CASH FLOWS



FOR THE YEAR ENDED 31 MARCH, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars		Year ended 31 March, 2025	Year ended 31 March, 2024
A.	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit/(Loss) before tax	127.74	93.49
	Adjustments for:		
	Depreciation and amortization expenses	182.59	165.44
	Interest and other charges	52.30	50.52
	Interest income	-	(0.24)
	Sundry assets written off	-	1.38
	Sundry balance written off	(4.18)	5.18
	Deferred tax charged/(credit)	8.94	0.37
	Operating profit before working capital changes	367.39	316.14
	Changes in Working Capital		
	Adjustments for (increase)/decrease in operating assets:		
	Trade receivables	(165.93)	42.82
	Inventories	(4.81)	52.95
	Capital advances	0.22	1.43
	Short term loans & advances	6.81	(2.41)
	Other current assets	(7.29)	126.38
	Deferred tax	(11.20)	(2.34)
	Adjustments for increase/(decrease) in operating liabilities:		
	Trade payables	58.21	(412.94)
	Provisions	78.79	(44.66)
	Other financial liabilities	(11.39)	(3.01)
	Other current liabilities	11.71	(83.77)
	Cash credit limit	(44.89)	257.17
	Cash generated from operations	277.62	247.76
	Direct taxes paid (Net)	(56.27)	(26.04)
	Net cash from operating activities	221.35	221.72
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of fixed assets including capital work in progress	(98.16)	(141.81)
	Interest received	-	0.24
	Net cash from/(used) in investment activities	(98.16)	(141.57)
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Proceeds from long/short term borrowings (Net)	(70.43)	(29.80)
	Interest and other charges paid	(52.30)	(50.52)
	Net cash (used)/from financing activities	(122.73)	(80.32)
	Net increase/(decrease) in cash and cash equivalents	0.46	(0.17)
	Opening balance of cash and cash equivalents *	0.17	0.34
	Closing balance of cash and cash equivalents *	0.63	0.17
	* Including Interest accrued		





(All amounts in ₹ Lakhs, unless otherwise stated)

Reconciliation of cash and cash equivalents as per the cash flows statement:

Particulars		Year ended 31 March, 2025	Year ended 31 March, 2024
(a)	Cash and cash equivalents as per above comprise of the following:		
	Cash on hand	0.42	0.01
	Balance with scheduled banks:		
	In current accounts	0.21	0.16
	Cash and cash equivalents at the end of the year		
	Total	0.63	0.17

Note:- The above Cash Flows statement is prepared as per "Indirect method" specified in Ind AS 7 "Statement of Cash Flows".

As per our report of even date.
For B R Maheswari & Co LLP
Chartered Accountants
Firm's Registration No. 001035N/N500050

For and on behalf of the Board of Directors

Sanjay Nath
Partner
Membership No. 082700

Sachit Kanwar
Chairman & Managing Director
(DIN: 02132124)

Afsheen Kanwar
Director
(DIN: 09432032)

Sameer Kanwar
Director
(DIN: 00033622)

Place: Faridabad
Dated: 16 July, 2025

Kushagra Gupta
Director
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Director
(DIN: 06606258)

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(PAN: AGFPJ6590B)

Sumit Sharma
Company Secretary
(PAN: JTTPS9500L)





STATEMENT OF CHANGES IN EQUITY



A. Equity share capital

(All amounts in ₹ Lakhs, unless otherwise stated)

	Note	No. of Shares	Amount
As at 31 March, 2023	13	1,48,77,038	1,487.70
Change in equity share capital		-	-
As at 31 March, 2024		1,48,77,038	1,487.70
Change in equity share capital		-	-
As at 31 March, 2025		1,48,77,038	1,487.70

B. Other Equity

Reserves and Surplus	Note	Retained Earnings		Total other equity
		Other Comprehensive Income	Other Retained Earnings	
Balance at 01 April, 2023	14	(1.50)	(80.00)	(81.50)
Profit/(loss) for the year		-	58.69	58.69
Remeasurement of defined benefit plans		(5.81)	-	(5.81)
Balance at 31 March, 2024		(7.31)	(21.31)	(28.62)
Balance at 01 April, 2024	14	(7.31)	(21.31)	(28.62)
Profit/(loss) for the year		-	87.39	87.39
Remeasurement of defined benefit plans		(6.76)	-	(6.76)
Balance at 31 March, 2025		(14.07)	66.08	52.01

This is the statement of change in equity referred to in our report of even date.

As per our report of even date.
For B R Maheswari & Co LLP
Chartered Accountants
Firm's Registration No. 001035N/N500050

For and on behalf of the Board of Directors

Sanjay Nath
Partner
Membership No. 082700

Sachit Kanwar
Chairman & Managing Director
(DIN: 02132124)

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Place: Faridabad
Dated: 16 July, 2025

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Chief Financial Officer
(PAN: AGFPJ6590B)

Sumit Sharma
Company Secretary
(PAN: JTTPS9500L)





NOTES



FORMING PART OF THE FINANCIAL STATEMENTS

1. COMPANY OVERVIEW

Xlerate Driveline India Limited having its registered office at Shed No. 1 & works at Shed No. 1, 2B, 3 & 4, Gurukul Industrial Estate, Faridabad is a manufacturing company that specializes in producing clutch plates and clutch cover assemblies, which play a key role in the automotive sector.

Xlerate Driveline India Limited came into being with the intent to be an ace manufacturer of clutch cover assemblies and clutch plates, which involves a high-precision, technologically-driven engineering process. As part of a highly revered business conglomerate, Xlerate Driveline is poised to stay true to its lineage by emerging as a powerful name as a specialist to be reckoned with in this niche sector.

These financial statements were approved and adopted by the Board of Directors of the company in their meeting held on **16 July, 2025**.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a. Compliance with Ind AS

The financial statements of the Company have been prepared in compliance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 (the Act) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act.

b. These financial statements have been prepared on a historical cost basis except for:

- Certain Financial assets and liabilities measured at fair value.
- Defined benefit plan (Unfunded).

2.2 FUNCTIONAL AND PRESENTATION CURRENCY

These financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency and all amounts are rounded to the nearest lakhs and two decimals thereof, except as stated otherwise.

2.3 USE OF ESTIMATES

The preparation of financial statements in accordance with Ind AS requires management to make judgement, estimates and assumptions that affect the application of accounting policies and the reported account of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are known or materialized.

2.4 REVENUE RECOGNITION

Revenue from contracts with customers:

The Company derives revenues primarily from sale of clutch plates and clutch cover assemblies.

Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration the Company expects to receive in exchange for those goods or services.





(a) Sale of goods and rendering of services:

Revenue from sale of goods and rendering of services thereon is recognised at the point in time when control of the goods or services is transferred to the customer, generally on delivery of goods or rendering of services.

Revenue is measured based on the transaction price, which is the consideration adjusted for volume discounts, price concessions and incentives, if any.

The Company provides standard warranty provisions for manufacturing defects on all its products sold, in line with industry practice. The Company does not provide any extended warranty or maintenance contracts to its customers.

OTHERS ITEMS OF REVENUE

Interest income is recorded on time proportionate basis using the effective interest rate (EIR).

Other items like scrap sale, claim, insurance claims, any receipts on account of pending export benefits, income tax, sales tax, GST and excise duty assessments are recognised on realization/receipt basis.

2.5 PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipment assets are carried at cost net of tax/duty credit availed less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

The items of property, plant and equipment which are not yet ready for use are disclosed as capital work-in-progress and are carried at historical cost.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its recoverable amount.

Property, Plant and Equipment are eliminated from the financial statements, either on disposal or when retired from active use.

Gains and losses on disposal or retirement of assets are determined by comparing proceeds with carrying amount. These are recognised in the statement of profit and loss.

Depreciation is calculated using the straight line method to allocate their cost, net of their residual values on the basis of useful life prescribed in Schedule II to the Act.

The residual values are not more than 5% of the original cost of the asset.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and any changes there-in are considered as change in estimate and accounted prospectively.

2.6 INTANGIBLE ASSETS (OTHER THAN GOODWILL)

Intangible assets (Computer Software) are stated at cost less accumulated amortization and impairment loss, if any. Computer Software for internal use which is primarily acquired is capitalized. Subsequently, costs associated with maintaining such software are recognised as expense as incurred. Cost of software includes licenses fees, cost of implementation, system integration services etc. where applicable.





The Company amortises intangible assets (Computer Software) with a finite useful life using the straight line method over a period of 6 years.

Gains and losses on disposal or retirement of assets are determined by comparing proceeds with carrying amount. These are recognised in the statement of profit and loss.

2.7 IMPAIRMENT OF ASSETS

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing of an asset is required, the Company estimates the assets recoverable amount. An asset recoverable amount is the higher of an asset or Cash-generating unit (CGU) fair value less cost of disposal and its fair value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

While assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining the fair value less costs of disposal, recent market transactions are taken in account. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses are recognised in the statement of profit and loss.

2.8 INVENTORIES

Raw material, stores, work-in-progress and traded goods are stated at the lower of cost and net realisable value. However, these items are considered to be realisable at cost if the finished products in which they will be used, are expected to be sold at or above cost. Cost of inventories comprises all cost of purchase and other cost incurred in bringing them to their present location and condition. Material cost arrives on weighted average basis.

2.9 FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are initially recorded by the Company at rates prevailing on the date of the transaction. Subsequently, monetary items are translated at closing exchange rates of balance sheet date and the resulting exchange differences are recognised in statement of profit and loss. Differences arising on settlement of monetary items are also recognised in statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

2.10 EARNINGS PER SHARE

Basic earnings per share, is calculated by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For Company's earnings per share, net profit or loss for the period has been considered. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, if any, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.11 BORROWING COSTS

Borrowing costs specifically relating to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are charged to revenue in the period in which it is incurred. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange difference to the extent regarded as an adjustment to the borrowing cost.





2.12 PROVISIONS

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimates of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability is not considered. However, a disclosure for contingent liabilities is made when there is a possible obligation arising from past event, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of the amount cannot be made.

2.13 CASH AND CASH EQUIVALENTS

For the purpose of the statement of cash flows, cash and cash equivalents consists of cash in hand and at bank, deposits held at call with banks, other short-term highly liquid investment with original maturities of three months or less that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value.

2.14 EMPLOYEE BENEFITS

- a. Short term employee benefits are recognised as an expense in the statement of profit and loss of the year in which the related services are rendered.
- b. Compensated absence is accounted for using the projected unit credit method, on the basis of actuarial valuation carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to statement of profit and loss in the period in which they arise.
- c. Contribution payable by the Company to the concerned government authorities in respect of provident fund, family pension fund and employee state insurance are defined contribution plans. The contributions are recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service. The Company does not have any further obligation in this respect, beyond such contribution.
- d. The cost of providing gratuity, a defined benefit plan, is determined using the Projected Unit Credit Method, on the basis of actuarial valuation carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Other costs are accounted in statement of profit and loss.

2.15 LEASES

The Company has adopted Ind AS 116 'Leases' with the date of initial application being 01 April, 2019. The Company's lease assets primarily consist of leases for land and buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 01 April, 2019.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.





The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

The Company has not considered extension-options under the commercial contract for determining the lease-term which forms the basis for the measurement of right-of-use asset and the corresponding lease-liability.

2.16 INCOME TAXES

Income tax expenses comprises current and deferred income tax. Income tax expenses are recognised in the statement of profit and loss except that it relates to items recognised directly in equity, in which case it is recognised in 'Other Comprehensive Income'. Current Income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognised to the extent that it is probable that future profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company off sets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. The income tax provision of the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

2.17 FINANCIAL INSTRUMENTS

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

a. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial assets.





Subsequent measurement

Financial assets are subsequently measured at amortized cost or fair value through profit or loss depending on its business model for managing those financial asset's and the assets contractual cash flow characteristics.

Derecognition

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the assets expires or it transfers the financial assets and substantially all the risks and rewards of ownership of the assets to another entity.

Impairment of Financial Assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 "Financial Instruments" for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience. An impairment analysis is performed at each reporting date on an individual basis for each asset.

b. Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings or payable.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

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

Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit or loss include derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. All changes in the fair value of such liabilities are recognised in the statement of profit and loss.

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized costs using EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

2.18 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The Managing Director of the Company has been identified as CODM, and





he is responsible for allocating the resources, assess the financial performance and position of the Company and makes strategic decision. Refer note 36 for segment information presented.

2.19 CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions which affect the reported amount of assets and liabilities as at the balance sheet date, reported amount of revenue and expenses for the year and disclosure of contingent assets and liabilities as at the balance sheet date.

The areas involving critical estimates or judgement are:

i. Critical estimates

- a. Measurement of defined benefit obligations – Note 39
- b. Estimated useful life of intangible assets, property, plant and equipment – Note 2.5 and 2.6
- c. Estimated fair value of financial instruments – Note 42
- d. Recognition of revenue – Note 2.4

ii. Significant Judgements

- a. Designating financial asset/liability through fair value through profit or loss so as to reduce/eliminate accounting mismatch.
- b. Probability of an outflow of resources to settle an obligation resulting in the recognition of a provision.

The estimates, judgement and assumptions used in the financial statements are based upon management's evaluation of relevant facts and circumstances and as at the date of financial statements. Accounting estimates could differ from period to period and accordingly appropriate changes in estimates are made as the management becomes aware of the changes. Actual results could differ from the estimates.

2.20 FINANCE COSTS

Finance costs will normally include:

- (i) Interest expense calculated using the effective interest rate method as described in Ind AS 109.
- (ii) The unwinding of the effect of discounting provisions.
- (iii) Dividends on preference shares that are classified as debt.
- (iv) Interest expense on leases.





Note 3 : Property, plant & equipment

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Land	Plant & Machinery	Tools & Dies	Electrical Installations	Air Conditioners	Furniture & Fixtures	Computers	Office Equipments	Lease Hold Improvements	Right of use (Lease Hold Buildings)	Car	Total	Capital work in progress
For the period ended 31 March, 2024													
Gross carrying amount													
Opening gross carrying amount	562.92	620.41	242.22	43.80	4.71	55.50	39.93	12.96	18.84	529.70	210.23	2,341.22	13.43
Addition	-	63.36	76.55	-	1.21	3.43	5.26	2.20	-	-	-	152.01	34.38
Disposals/transfers	-	0.06	-	2.23	-	23.56	0.14	1.81	-	-	-	27.80	44.58
Closing gross carrying amount	562.92	683.71	318.77	41.57	5.92	35.37	45.05	13.35	18.84	529.70	210.23	2,465.43	3.23
Accumulated depreciation													
Opening accumulated depreciation	-	219.42	142.39	3.96	1.90	23.64	10.33	4.36	8.88	111.12	29.30	555.30	-
Depreciation charged during the year	-	45.64	31.91	4.37	1.09	4.67	13.10	2.37	3.28	33.40	25.02	164.85	-
Disposals/transfers	-	0.06	-	2.12	-	22.39	0.13	1.72	-	-	-	26.42	-
Closing accumulated depreciation	-	265.00	174.30	6.21	2.99	5.92	23.30	5.01	12.16	144.52	54.32	693.73	-
Net carrying amount	562.92	418.71	144.47	35.36	2.93	29.45	21.75	8.34	6.68	385.18	155.91	1,771.70	3.23
For the period ended 31 March, 2025													
Gross carrying amount													
Opening gross carrying amount	562.92	683.71	318.77	41.57	5.92	35.37	45.05	13.35	18.84	529.70	210.23	2,465.43	3.23
Addition	-	0.54	78.72	-	-	-	6.80	7.26	-	-	-	93.32	58.93
Disposals/transfers	-	-	-	-	-	-	-	-	-	0.84	-	0.84	53.25
Closing gross carrying amount	562.92	684.25	397.49	41.57	5.92	35.37	51.85	20.61	18.84	528.86	210.23	2,557.91	8.91
Accumulated depreciation													
Opening accumulated depreciation	-	265.00	174.30	6.21	2.99	5.92	23.30	5.01	12.16	144.52	54.32	693.73	-
Depreciation charged during the year	-	48.53	47.90	4.16	0.94	4.24	13.50	2.89	1.56	33.33	24.95	182.00	-
Disposals/transfers	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	-	313.53	222.20	10.37	3.93	10.16	36.80	7.90	13.72	177.85	79.27	875.73	-
Net carrying amount	562.92	370.72	175.29	31.20	1.99	25.21	15.05	12.71	5.12	351.01	130.96	1,682.18	8.91



(All amounts in ₹ Lakhs, unless otherwise stated)

Note 3.1 : Capital work-in progress (CWIP) ageing schedule

Particulars	Amount in CWIP for a period of (As at 31 March, 2025)				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress					
Tool Room	8.91	-	-	-	8.91
Furniture, Fixtures & Fittings	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

Particulars	Amount in CWIP for a period of (As at 31 March, 2024)				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress					
Tool Room	3.23	-	-	-	3.23
Furniture, Fixtures & Fittings	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

Note 3.2 : The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

Note 3.3 : The Company has not revalued any property, plant and equipment during the year.

Note 4 : Intangible assets

Particulars	Software	Total
For the period ended 31 March, 2024		
Gross carrying amount		
Opening gross carrying amount	3.74	3.74
Addition	-	-
Disposals/transfers	-	-
Closing gross carrying amount	3.74	3.74
Accumulated amortization		
Opening accumulated amortization	0.39	0.39
Amortization charged during the year	0.59	0.59
Disposals/transfers	-	-
Closing accumulated amortization	0.98	0.98
Net carrying amount	2.76	2.76
For the period ended 31 March, 2025		
Gross carrying amount		
Opening gross carrying amount	3.74	3.74
Addition	-	-
Disposals/transfers	-	-
Closing gross carrying amount	3.74	3.74
Accumulated amortization		
Opening accumulated amortization	0.98	0.98
Amortization charged during the year	0.59	0.59
Disposals/transfers	-	-
Closing accumulated amortization	1.57	1.57
Net carrying amount	2.17	2.17





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 5 : Deferred tax assets/(liabilities) (Net)

Particulars	As at 31 March, 2025	Charged/(credit) during the year	As at 31 March, 2024
Deferred tax assets on account of:			
a) Provisions for employees benefits	20.31	5.70	14.61
Total deferred tax assets	20.31	5.70	14.61
Deferred tax liabilities on account of:			
a) Difference between WDV as per Books and Income Tax Act	(7.45)	7.53	(14.98)
b) Finance lease	(2.90)	(2.02)	(0.88)
Total deferred tax liabilities	(10.35)	5.51	(15.86)
Total deferred tax (Net)	9.96	11.21	(1.25)

Note 6 : Other non current assets

Particulars	As at 31 March, 2025	As at 31 March, 2024
Capital advances	-	0.22
Advance other than capital advance		
Security Deposit - Unsecured, considered good	16.82	16.82
Total	16.82	17.04

Note 7 : Inventories

Particulars	As at 31 March, 2025	As at 31 March, 2024
- Raw material & components	343.33	337.75
- Work-in-progress	147.29	160.37
- Finished goods	108.40	95.93
- Stores consumables	32.52	32.68
Total	631.54	626.73

Footnote:

The mode of valuation of inventories has been stated in Note 2.8

Note 8 : Current trade receivables

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured		
- Trade receivables - considered good	1,563.77	1,393.66
- Receivables from related parties	-	-
- Trade receivables which have material increase in credit risk	-	-
- Trade receivables - credit impaired	-	-
Less:- Impairment allowance	-	-
Total	1,563.77	1,393.66





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 8.1 : Trade receivables ageing

Particulars		Outstanding for following periods from due date of payment (As at 31 March, 2025)						Total
		Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables – considered good	1,117.52	445.18	1.07	-	-	-	1,563.77
(ii)	Undisputed Trade Receivables – which have material increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have material increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Particulars		Outstanding for following periods from due date of payment (As at 31 March, 2024)						Total
		Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables – considered good	1,076.91	304.97	0.96	0.27	1.30	9.25	1,393.66
(ii)	Undisputed Trade Receivables – which have material increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have material increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Note 8.2 : No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person or debt due by firms and private companies respectively in which any director is a partner or a director or a member.

Note 9 : Cash and cash equivalents

Particulars	As at 31 March, 2025	As at 31 March, 2024
- Cash in hand	0.42	0.01
Balance with banks		
- In current accounts	0.21	0.16
Total	0.63	0.17





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 10 : Loans and advances

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balances with government authorities:		
- Duties & taxes	1.80	8.11
- Export incentive receivable	1.33	1.83
Total	3.13	9.94

Note 11: Current tax assets

Particulars	As at 31 March, 2025	As at 31 March, 2024
- Advance income tax/TDS	45.00	57.51
- TDS on Sale u/s 194Q	5.52	10.74
Total	50.52	68.25

Note 12 : Other current assets

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advances other than capital advances recoverable in cash or in kind or for value to be received		
- Prepaid expenses	9.86	5.75
- Supplier advances	19.34	19.47
- Other advances	8.04	4.74
Total	37.24	29.96

Note 13 : Equity share capital

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Authorised				
Equity shares of ₹ 10 each (31 March, 2024 ₹ 10 each)	1,85,00,000	1,850.00	1,85,00,000	1,850.00
Preference shares of ₹ 100 each (31 March, 2024 ₹ 100 each)	1,25,000	125.00	1,25,000	125.00
Issued, subscribed and paid-up:				
Equity shares of ₹ 10 each (31 March, 2024 ₹ 10 each) fully paid up	1,48,77,038	1,487.70	1,48,77,038	1,487.70
Total		1,487.70		1,487.70

The Company has one class of equity share having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all Preferential amounts, in proportion to their shareholding.





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 13.1 : Reconciliation of shares issued

Reconciliation of number of shares outstanding and the amount of share capital at the beginning and end of the year:

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At the beginning of the year	1,48,77,038	1,487.70	1,48,77,038	1,487.70
Add: Share allotted during the year	-	-	-	-
Outstanding at the end of the year	1,48,77,038	1,487.70	1,48,77,038	1,487.70

Note 13.2 : Details of Equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	No. of Shares	% of holding	No. of Shares	% of holding
Mr. Sachit Kanwar	1,48,76,537	99.99%	1,48,76,537	99.99%

Note 13.3 : Detail of equity shareholding of Promoter

Particulars	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
Mr. Sachit Kanwar	1,48,76,537	99.99%	-	1,48,76,537	99.99%	-

Note 14 : Other equity

Particulars	Refer following items	As at	As at
		31 March, 2025	31 March, 2024
Retained earnings	14(a)	52.01	(28.62)
Total		52.01	(28.62)

Note 14(a) : Retained earnings

Particulars	As at 31 March, 2025	As at 31 March, 2024
a. Retained Earnings		
Balance at the beginning of the year	(28.62)	(81.50)
Profit/(Loss) for the year	87.39	58.69
Items of other comprehensive income recognised directly in retained earnings	(6.76)	(5.81)
Total	52.01	(28.62)

Purpose:- Represents the accumulated profit/(loss) which the Company has earned

Note 15 : Non current borrowings

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured		
1,25,000, 10% Non-cumulative redeemable preference shares of ₹ 100/- each fully paid up [refer footnote (a)]	125.00	125.00
Unsecured Borrowings		
- Inter Corporate [refer footnote (b)]	65.00	65.00
Secured Borrowings		
- Car loan from PNB [refer footnote (c)]	-	38.06
- Loan from BMW Financial Services [refer footnote (d)]	6.04	28.97
Total	196.04	257.03





(All amounts in ₹ Lakhs, unless otherwise stated)

Note:

a) The preference shares are redeemable at par at any time before twenty years from the date of the allotment (i.e. 21-Sep-2015) in one or more tranches in accordance with Section 55 of the Companies Act, 2013.

b) Repayment terms

Unsecured Borrowings	Terms of re-payment	EIR
- From related parties	End of 5 Years	10%

c) Jeep Wrangler financed under vehicle loan agreement and hypothecated on registration certificate in the name of "Punjab National Bank". This is fully prepaid on 31 March 2025, prior to its scheduled repayment term. This pre-payment was made from internal accruals.

d) BMW car financed under Retail Finance (Auto-loan) agreement and hypothecated on registration certificate in the name of "BMW India Financial Services Private Limited".

The BMW loan remained outstanding as at 31 March 2025 and was subsequently prepaid in April 2025, post the end of the financial year. The prepayment attracted prepayment charges, which will be recognized in the financial year 2025-26. This transaction is disclosed separately under subsequent events.

Note 16 : Lease liabilities

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured Financial Lease Obligations		
- Factory sheds [refer footnote *]	468.57	475.89
Total	468.57	475.89

Note: * The lease for shed 3 was modified during the year; refer Note 43.

Note 17 : Non-current provisions

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for employee benefits		
- Provision for compensated absences	10.85	9.39
- Provision for gratuity	51.56	37.80
Total	62.41	47.19

Note 18 : Current borrowings

Particulars	As at 31 March, 2025	As at 31 March, 2024
Secured Borrowings		
Working capital loans repayment on demand from bank		
- CC limit from PNB [refer footnote (i)]	383.07	427.96
- Current maturities of car Loan from PNB [refer footnote (ii)]	-	11.25
- Current maturities of Loan from BMW Financial Services [refer footnote (iii)]	22.94	21.13
Total	406.01	460.34

Note:

(i) Secured by first charge by way of hypothecation of stocks of raw materials, stock-in-process, finished goods, stores & spares and Book-Debts/receivables and advances to suppliers.

(ii) Jeep Wrangler financed under vehicle loan agreement and hypothecated on registration certificate in the name of "Punjab National Bank". This is fully prepaid on 31 March 2025, prior to its scheduled repayment term. This pre-payment was made from internal accruals.

(iii) BMW car financed under Retail Finance (Auto-loan) agreement and hypothecated on registration certificate in the name of "BMW India Financial Services Private Limited".

The BMW loan remained outstanding as at 31 March 2025 and was subsequently prepaid in April 2025, post the end of the financial year. The prepayment attracted prepayment charges, which will be recognized in the financial year 2025-26. This transaction is disclosed separately under subsequent events.





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 19 : Trade payables

Particulars	As at 31 March, 2025	As at 31 March, 2024
- Total outstanding dues of micro enterprises and small enterprises	260.90	227.25
- Total outstanding dues of trade payables other than micro enterprises and small enterprises	660.14	635.58
Total	921.04	862.83

Note 19.1 : Trade payables ageing

Particulars	(As at 31 March, 2025)					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	260.90	-	-	-	-	260.90
(ii) Others	560.47	99.14	0.53	-	-	660.14
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
(v) Unbilled	-	-	-	-	-	-

Particulars	(As at 31 March, 2024)					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	227.25	-	-	-	-	227.25
(ii) Others	450.14	185.44	-	-	-	635.58
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
(v) Unbilled	-	-	-	-	-	-

Note 19.2 : The details of amounts outstanding to Micro, Small and Medium Enterprises, as identified by the management, under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are as under:

S. No.	Particulars	As at 31 March, 2025	As at 31 March, 2024
1.	Principal amount due and remaining unpaid	-	-
2.	Interest due on (1) above and the unpaid interest	-	-
3.	Interest paid on all delayed payment under the MSMED Act	-	-
4.	Payment made beyond the appointed day during the year	-	-
5.	Interest due and payable for the period of delay other than (3) above	-	-
6.	Interest accrued and remaining unpaid	-	-
7.	Amount of further interest remaining due and payable in succeeding years	-	-
	Total	-	-



(All amounts in ₹ Lakhs, unless otherwise stated)

Note:

- (i) There were no amounts outstanding to be paid to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) except as disclosed above.
- (ii) No interest is paid/payable during the year to any micro or small enterprise registered under the MSMED.
- (iii) No amount of interest accrued and remaining unpaid at the end of the year and no amount of further interest remaining due and payable in succeeding years.
- (iv) The above information takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose.

Note 20 : Other financial liabilities

Particulars	As at 31 March, 2025	As at 31 March, 2024
- Payables on purchase of fixed assets & CWIP	-	1.09
Total	-	1.09

Note 21 : Lease liabilities

Particulars	As at 31 March, 2025	As at 31 March, 2024
- Current maturities of finance lease obligations	40.53	43.51
Total	40.53	43.51

Note 22 : Other current liabilities

Particulars	As at 31 March, 2025	As at 31 March, 2024
- Statutory dues	70.71	59.07
- Customers credit balances	11.32	2.12
- Other payables	7.21	16.34
Total	89.24	77.53

Note 23 : Current provisions

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for employee benefits		
- Provision for compensated absences	1.47	0.65
- Provision for gratuity	4.37	1.84
Provision - others		
- Provision for turnover discounts	159.71	108.80
- Other provisions	68.48	50.14
Total	234.03	161.43

Note 24 : Current tax liabilities

Particulars	As at 31 March, 2025	As at 31 March, 2024
- Provision for current tax	49.29	76.27
Total	49.29	76.27





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 25 : Revenue from operations

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Revenue from contracts with customers		
- Sale of products	7,867.03	7,424.21
Other operating revenue		
- Sale of scrap	194.00	202.91
- Others	31.00	66.82
Total	8,092.03	7,693.94

Note 26 : Other income

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
- Interest income	-	0.24
- Foreign exchange fluctuation gain	14.64	6.20
- Other non operating income	1.32	7.14
Total	15.96	13.58

Note 27 : Cost of materials consumed

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Raw material consumptions		
Opening stock	337.75	485.30
Add:- Purchases	5,653.20	5,387.27
	5,990.95	5,872.57
Less:- Closing stock	343.33	337.75
Sub total (a)	5,647.62	5,534.82
Direct production expenses		
Consumption of packing material	283.07	291.13
Job work expenses	234.10	248.59
Sub total (b)	517.17	539.72
Total (a+b)	6,164.79	6,074.54

Note 28 : Changes in inventories of finished goods & work-in-progress

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Inventories (at the end of the year)		
- Finished goods	108.40	95.93
- Work-in-progress	147.29	160.37
Sub total	255.69	256.30
Inventories (at the beginning of the year)		
- Finished goods	95.93	63.23
- Work-in-progress	160.37	100.07
Sub total	256.30	163.30
Total	0.61	(93.00)





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 29 : Employee benefits expenses

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
- Salary & wages	614.65	563.60
- Contribution to provident & other funds	25.62	22.24
- Staff welfare expenses	30.49	19.17
Total	670.76	605.01

Note 30 : Finance cost

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
- Interest expenses on:		
Borrowings	47.55	45.42
Lease factory sheds	64.23	62.75
- Other borrowing costs		
(Bank and other financial charges)	4.75	5.10
Total	116.53	113.27

Note 31 : Depreciation and amortization expenses

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Depreciation of property, plant and equipment	182.00	164.85
Amortisation of intangible assets	0.59	0.59
Total	182.59	165.44

Note 32 : Other expenses

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
- Other production consumables	32.95	34.46
- Power & fuel expenses	51.43	55.09
- Freight, forwarding & other charges	143.38	145.81
- Repair & maintenance expenses	46.97	34.02
- Professional charges	52.12	43.07
- Printing & stationery	12.97	5.88
- Postage, telegram, telephone expenses	5.39	3.53
- Insurance expenses	4.13	4.06
- Marketing service fee	-	33.29
- Other selling expense	298.08	220.98
- Rent expenses	28.05	27.69
- Car hire expenses	21.28	18.54
- Security service charge	16.59	16.03
- Travelling, conveyance, boarding & lodging expenses	70.35	36.82
- Warranty claim expenses	34.78	38.86





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 32 : Other expenses (Contd.)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
- Sundry assets balance written off	-	1.38
- Miscellaneous expenses	23.64	26.37
- Payments to auditors (Refer Note (i) below)	2.86	2.89
Total	844.97	748.77

Auditors' Remuneration paid/payable for the year

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Statutory audit fee	1.00	1.00
Limited review fee	1.05	1.05
Tax audit fee	0.35	0.35
Reimbursement	0.46	0.49
Total	2.86	2.89

Note 33 : Earnings per share

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Weighted average number of equity shares outstanding	1,48,77,038	1,48,77,038
Profit after tax available for shareholders	87.39	58.69
Basic & diluted earnings per share	0.59	0.39
Nominal value per share	10.00	10.00

Note 34 : Tax reconciliation

Reconciliation of tax expense and accounting profit as per Ind AS 12:

Income Tax Expenses

This note provides an analysis of the Company's income tax expenses that how the tax expenses are affected by non-assessable and not-deductible items:

Particulars	2024-25	2023-24
Income tax expenses		
Current tax		
Current tax for the year	49.29	35.17
Adjustment for current tax of prior period	-	-
Total current expenses	49.29	35.17
Deferred tax		
Increase/(Decrease) in deferred tax assets	3.43	(0.14)
(Increase)/Decrease in deferred tax liability	5.51	0.51
Total deferred tax expenses	(8.94)	(0.37)
Income tax expenses	40.35	34.80





(All amounts in ₹ Lakhs, unless otherwise stated)

Reconciliation of tax expenses and accounting profit multiplied by applicable Indian tax rate:

Particulars	2024-25	2023-24
Profit/(Loss) before income taxes	118.71	85.72
Enacted tax rate in India (%)	25.17%	25.17%
Computed expected tax expenses	29.88	21.57
Items not deductible for tax/not liable to tax (Net)	16.27	11.58
Tax reversals	(46.15)	(33.16)
Others	40.35	34.80
Income tax expenses	40.35	34.80

Note 35 : Disclosure required pursuant to Ind AS -36 “Impairment of Assets”

The Company has carried out an impairment test on its fixed assets as on the date of Balance Sheet and the Management is of the opinion that there is no asset for which provision for impairment is required to be made as per Ind AS - 36 Impairment of Assets.

Note 36 : Operating segment information

- The Company’s operations predominantly consist of manufacturing of clutches. Hence there are no reportable segments under Ind AS - 108 “ Operating Segment ” during the year under report.
- The revenue of the Company from the external customers are attributed to (i) the Company’s country of domicile i.e. India and (ii) all foreign countries in total from which the Company derives revenue.

Particulars	As at 31 March, 2025	As at 31 March, 2024
Within India	7,172.28	6,986.21
Outside India (USD)	591.40	405.36
Outside India (Rs.)	103.35	32.64
Total	7,867.03	7,424.21

All the non-current assets of the Company are located in India.

- Information about major customers having revenue amounting to 10% or more of the Company’s revenue.

Particulars	As at 31 March, 2025	As at 31 March, 2024
Customer A	2,958.82	2,806.28
Customer B	525.35	1020.03
Total	3,484.17	3,826.31

Note 37 : Capital management

The Company’s capital management objective is to maximise the total shareholder’s return by optimising the cost of capital through flexible capital structure that supports growth.

The Company determines the amount of capital requirement on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long term/short term borrowings. The Company monitors the capital structure on the basis of net debts to equity ratio and maturity profile of the overall debt portfolio of the Company.





(All amounts in ₹ Lakhs, unless otherwise stated)

For the purpose of Company's capital management, equity includes paid up equity share capital and reserves and surplus and debt comprises of long term borrowings including current maturities of these borrowings.

The following table summarizes long term debt and equity of the Company:

Particulars	As at 31 March, 2025	As at 31 March, 2024
Equity share capital	1,487.70	1,487.70
Reserves and surplus	52.01	(28.62)
Total equity	1,539.71	1,459.08
Long term debt	196.04	257.03
Current maturities	406.01	460.34
Debt to Equity Ratio	0.39	0.49

Note 38 : Financial risk management objectives and policies

The Company's business activities expose to a variety of financial risk viz., market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial risk and to address the issue to minimize the potential adverse effects of its financial performance.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Company's management.

a) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates and other market changes.

i) Currency risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's operating activities and borrowings when transactions are denominated in a different currency from the Company's functional currency.

ii) Interest rate risk

Out of total borrowings, large portion represents short term borrowings and the interest rate primarily basing on the Company's profile and also the changes in the financial market. Company influences its operational efficiency and the factors that determine the interest rates by the banks to minimize the interest continuously monitoring over all factors rate risks.

Exposure to interest rate risk

Particulars	As at 31 March, 2025	As at 31 March, 2024
Floating rate borrowings: Working capital loan	33.94	29.20
Total	33.94	29.20





(All amounts in ₹ Lakhs, unless otherwise stated)

A change of 50 basis points (bp) in interest rates would have following impact on profit before tax

Particulars	As at 31 March, 2025	As at 31 March, 2024
50 bp increase - Decrease in profit	(1.77)	(1.52)
50 bp decrease - Increase in profit	1.77	1.52

iii) Other market changes

The Company does not have material risk in raw material price variation. In case of any variation in price same is passed on to the customer through appropriate adjustment in selling price.

b) Credit risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, bank balances, loans, investments and other financial assets.

At each reporting date, the Company measures loss allowance for certain class of financial assets based on historical trend, industry practices and the business environment in which the Company operates.

Credit risk with respect to trade receivables are limited, due to the Company's customer profiles are being well balanced in original equipment manufacturers and replacement customers and diversified amongst in various geographies. All trade receivables are reviewed and assessed on a quarterly basis.

Credit risk arising from investments and balances with banks is limited because the counterparties are banks and recognised companies with high credit worthiness.

(i) Trade receivables

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and controls relating to customer credit risk management. Credit quality of a customer is assessed based on payment performance over a period of time and wherever required a detailed financial analysis. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for each customer.

(ii) Credit risk from balances with banks and financial institutions is managed by the Company in accordance with the Company's policy. The credit risk is limited because counter parties are banks/institutions with high credit ratings.

c) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (i.e. trade receivables, other financial assets) and the projected cash flows from operations.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of working capital loans, letter of credit facility and credit purchases.

The tables below provide details regarding the contractual maturities of material financial liabilities to the contractual maturity date:





(All amounts in ₹ Lakhs, unless otherwise stated)

As at 31 March, 2025

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
Interest bearing loans and borrowings (Including current maturities)	406.01	6.04	190.00	602.05
Trade payables	921.04	-	-	921.04
Other financial liabilities	-	-	-	-
Lease Liability	76.18	335.23	645.41	1,056.82
Total	1,403.23	341.27	835.41	2,579.91

As at 31 March, 2024

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
Interest bearing loans and borrowings (Including current maturities)	460.34	67.03	190.00	717.37
Trade payables	862.83	-	-	862.83
Other financial liabilities	1.09	-	-	1.09
Lease Liability	72.89	323.80	733.02	1,129.71
Total	1,397.15	390.83	923.02	2,711.00

Notes 39 : Employee benefits:**a) Defined contribution plans:**

The Company's contribution to the provident Fund and Superannuation funds are charged to the Profit and loss statement.

During the year, the Company has recognised the following amounts in the profit & loss statement:

Particulars	2024-25	2023-24
Contribution to provident fund and family pension fund	25.06	21.75

b) Post employment defined benefit plans:

The Company provides for gratuity (Unfunded), a defined benefit retirement plan covering eligible employees and makes payment to vested employees on retirement, death, incapacitation or termination/resignation of employment, of an amount based on the respective employee's eligible salary depending upon the tenure of service. Vesting occurs upon completion of five years of service. Liabilities with regard to the Gratuity plan are determined by actuarial valuation as set out in Note 2.14, based upon which, the actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as an income or expense.

c) Other long term employee benefit plan:

Leave Encashment Scheme [LES] (Unfunded)

The Company provides for accumulated leave benefits for eligible employees payable at the time of retirement/resignation from service as per the policy of the Company, actual number of days outstanding based on last drawn salary. The liabilities with regard to leave encashment scheme are determined by actuarial valuation.

d) Risk exposure:

Aforesaid post employment defined benefit plans typically expose the Company to actuarial risks, most material of which are discount rate risk, salary escalation risk and demographic risk.

Discount risk:

The Company is exposed to the risk of fall in discount rate. A fall in the discount rate will eventually increase the ultimate cost of providing the above benefit thereby increasing the value of liability.





(All amounts in ₹ Lakhs, unless otherwise stated)

Salary escalation risk:

The present value of defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of plan participants will increase the plan liabilities.

Demographic risk:

In the valuation of liability certain demographic (mortality and attrition rates) assumptions are made. The Company is exposed to this risk to the extent of actual experience eventually being worse compared to the assumption thereby causing an increase in the plan liability.

Details of Defined Benefits plans-as required by Ind AS-19 Employee Benefits

Gratuity (Un-Funded)

The Company has an obligation towards gratuity, an un-funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment, of an amount calculated in accordance with the provisions of the payment of Gratuity Act, 1972.

Particulars	Gratuity Funded	
	2024-25	2023-24
Table Showing Changes in present value of obligations		
Present value of defined benefit obligation as at the beginning of the year	39.65	31.36
Current service cost	7.98	6.30
Past service cost	-	-
Interest cost	2.87	2.35
Actuarial losses/(gains)	5.96	3.97
Benefits paid	(0.53)	(4.33)
Present value of defined benefits obligation as at the end of the year	55.93	39.65
Bifurcation of total actuarial (gain)/loss on liabilities	2024-25	2023-24
Actuarial gain/losses from changes in Demographics assumptions (mortality)	NA	NA
Actuarial (gain)/losses from changes in financial assumptions	3.36	0.69
Experience adjustment (gain)/loss for plan liabilities	2.60	3.28
Total amount recognized in other comprehensive Income	5.96	3.97
Net assets/(liability) recognised in the balance sheet	2024-25	2023-24
Present value of the obligation at the end of the period	55.93	39.65
Fair value of plan assets at end of period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	55.93	39.65
Funded Status - Surplus/(Deficit)	(55.93)	(39.65)
Expense recognized in the statement of profit and loss	2024-25	2023-24
Current service cost	7.98	6.30
Past service cost	-	-
Interest cost	2.87	2.35
Expected return on plan assets	-	-
Total expenses recognised in the Profit & Loss Statement	10.85	8.65
Other comprehensive (income)/expenses (Remeasurement)	2024-25	2023-24
Cumulative unrecognized actuarial (gain)/loss opening. B/F	7.84	3.87
Actuarial (gain)/loss - obligation	5.96	3.97
Actuarial (gain)/loss - plan assets	-	-
Total Actuarial (gain)/loss	5.96	3.97
Cumulative total actuarial (gain)/loss. C/F	13.80	7.84
Summary of membership data at the date of valuation and statistics based thereon	2024-25	2023-24
Number of employees	36	34
Total monthly salary	17.41	15.17





(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Gratuity Funded	
	2024-25	2023-24
Summary of membership data at the date of valuation and statistics based thereon		
Average past service (years)	6.10	5.80
Average future service (years)	20.50	21.90
Average age (years)	37.50	36.10
Weighted average duration (based on discounted cash flows) in years	14.00	14.00
Average monthly salary	0.48	0.45

The assumption of the future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion & other relevant factors.

The assumptions employed for the calculations are tabulated	2024-25	2023-24
Discount rate	6.75 % per annum	7.25 % per annum
Salary growth rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (per annum)	10.00% p.a.	5.00% p.a.
Benefits valued	2024-25	2023-24
Normal retirement age	58 Years	58 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting period	5 Years of service	5 Years of service
Benefits on normal retirement	15/26 * Salary * Past Service (yr)	15/26 * Salary * Past Service (yr)
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit (in ₹)	20,00,000	20,00,000

Sensitivity Analysis for significant assumptions as on **31.03.2025** are as follows:-

Assumptions	Discount rate		Future Salary		Withdrawal Rate	
	1.00% Increase	1.00% Decrease	1.00% Increase	1.00% Decrease	1.00% Increase	1.00% Decrease
Sensitivity Analysis						
Impact on defined benefit obligation	(3.30)	3.68	3.71	(3.38)	0.20	(0.23)

Sensitivity Analysis for significant assumptions as on **31.03.2024** are as follows:-

Assumptions	Discount rate		Future Salary		Withdrawal Rate	
	1.00% Increase	1.00% Decrease	1.00% Increase	1.00% Decrease	1.00% Increase	1.00% Decrease
Sensitivity Analysis						
Impact on defined benefit obligation	(3.19)	3.65	3.70	(3.28)	0.36	(0.42)

Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

Particulars	(₹ in Lakhs)
1st April, 2025 to 31 March, 2026	4.37
1st April, 2026 to 31 March, 2027	2.98
1st April, 2027 to 31 March, 2028	2.99
1st April, 2028 to 31 March, 2029	10.99
1st April, 2029 to 31 March, 2030	2.90
1st April, 2030 onwards	31.70





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 40 : Related party disclosure

Pursuant to Ind AS-24 “Related Party Disclosures”, the following parties are to be treated as related parties:

(a) Entities over which key managerial personnel is able to exercise material influence:

Bharat Gears Limited (BGL)

Vibrant Reality Infra Private Limited (VRIPL)

Gulab Merchandise Private Limited (GMPL)

(c) Key managerial personnel:

Mr. Sachit Kanwar (SK)- Chairman & Managing Director

Mrs. Afsheen Kanwar - Director

Mr. Jagdeep Singh (JS) - Director

Mr. Kushagra Gupta (KG) - Director

Mr. Sameer Kanwar (SAMK) - Director

Mr. Suryakant Gupta (SG) - Director

Details of transactions with the related parties

Particulars	Entities over which key managerial personnel is able to exercise material influence		Key managerial personnel	
	2024-25	2023-24	2024-25	2023-24
Transaction during the year				
Interest on Loan				
VRIPL	6.50	6.52	-	-
Marketing Service Fee	-	-		
BGL	-	33.29	-	-
Rent Expenses				
VRIPL	7.05	7.05	-	-
SK	-	-	16.20	16.20
Other Selling Expenses				
BGL	30.23	2.94	-	-
Remuneration				
SK	-	-	108.91	94.61
Director sitting fees				
JS	-	-	0.50	0.20
KG	-	-	1.20	0.60
SAMK	-	-	0.40	-
SG	-	-	0.40	-





(All amounts in ₹ Lakhs, unless otherwise stated)

	31 March, 2025	31 March, 2024	31 March, 2025	31 March, 2024
Personal guarantee offered to Punjab National Bank for credit limit availed				
SK	-	-	700.00	911.00
Amount Payable/(Receivable)				
BGL	(1.81)	16.20	-	-
VRIPL	65.00	65.00	-	-

Note 41 : Capitalization of expenditure

During the year the Company has capitalized the following expenses of revenue nature to the cost of fixed assets. Consequently, these expenses disclosed, under the respective notes are net of amount capitalized by the Company.

Particulars	For the Year ended 31 March, 2025	For the Year ended 31 March, 2024
Cost of material consumed CWIP	19.16	39.58
Salary, wages & contribution to funds	10.53	16.30
Job-work & processing charges	7.77	7.06
Power & electricity expenses	2.07	2.75
Freight expenses	0.78	1.30
Total	40.31	66.99

Note 42 : Financial instruments - accounting classifications and fair value measurements**Financial instruments**

Particulars	Notes	31 March, 2025			31 March, 2024		
		FVPL	FVOCI	Amortized Cost	FVPL	FVOCI	Amortized Cost
Financial assets							
Trade receivables	8	-	-	1,563.77	-	-	1,393.66
Cash and bank balances	9	-	-	0.63	-	-	0.17
Loans and advances	10	-	-	3.13	-	-	9.94
Other financial assets		-	-	-	-	-	-
Total financial assets	-	-	-	1,567.53	-	-	1,403.77
Financial liabilities							
Borrowings	15,18	-	-	602.05	-	-	717.37
Trade payables	19	-	-	921.04	-	-	862.83
Other financial liabilities	20	-	-	-	-	-	1.09
Lease Liability		-	-	509.10	-	-	-
Total financial liabilities		-	-	2,032.19	-	-	1,581.29

Fair value hierarchy

The company uses the following method of hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:

Level 1 : Quoted Prices (unadjusted) in active markets for identical assets or liabilities.





(All amounts in ₹ Lakhs, unless otherwise stated)

Level 2 : Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Note 43 : Leases

The Ministry of Corporate affairs vide notification number G.S.R. 463(E) dated July 24, 2020 has issued Companies (Indian Accounting Standards) Amendment Rules, 2020. As per the amendment rules the Company has an option to apply practical expedients of paragraph 46A of Ind AS 116.

However, the Company has not availed of any rent concession during the year, therefore, the above paragraph is not applicable to the Company.

During the financial year 2024–25, the Company and the lessor mutually agreed to modify the lease terms related to Shed 3. As per the original lease agreement, an increase in lease rentals was scheduled to take effect from January 2025. However, based on mutual consent and internal discussions, the revised lease rentals became effective from July 2024.

This change has been accounted for as a lease modification in accordance with Ind AS 116 – Leases. The modification did not result in a separate lease. Accordingly, the Company remeasured the lease liability as of 01 July, 2024, based on the revised lease payments using a revised incremental borrowing rate. A corresponding adjustment was made to the right-of-use asset.

The impact of this modification resulted in an increase of ₹ 83,783/- in the lease liability and a corresponding increase in the right-of-use asset as of the effective date of the modification. The revised lease terms will be reflected in depreciation and interest expense for the remainder of the lease term.

Movement of lease liability:

Particulars	For the Year ended 31 March, 2025	For the Year ended 31 March, 2024
Lease liability as at the beginning of the year* (a)	519.40	522.90
Additions (b)	-	-
Accretion of interest (c)	64.23	62.75
Payments (d)	73.70	66.25
Modification (e)	0.83	-
Lease liability as at the end of the year (a+b+c-d-e)	509.10	519.40

* Lease liability as at 01 April, 2019 is on account of adoption of Ind AS 116.

Maturity analysis of minimum undiscounted lease payments after the reporting period:

Particulars	For the Year ended 31 March, 2025	For the Year ended 31 March, 2024
Less than one year	76.18	72.90
Later than one year but not later than five years	335.24	323.81
Later than five years	643.30	730.91
Total	1,054.72	1,127.62





(All amounts in ₹ Lakhs, unless otherwise stated)

Note 44 : Earnings in foreign exchange

Particulars	For the Year ended 31 March, 2025	For the Year ended 31 March, 2024
- Export of goods calculated on FOB basis	591.42	405.36
- Foreign exchange fluctuation gain	14.64	6.20

Note 45 : During the current period, Company does not have any Contingent Liability.**Note 46 : Subsequent Events**

Subsequent to the end of the reporting period, in April 2025, the Company fully prepaid the BMW vehicle loan. This prepayment constitutes a non-adjusting event under the applicable financial reporting framework (Ind AS 10), as the event occurred after the balance sheet date as at 31 March, 2025.

The prepayment was made from available internal resources and was subject to prepayment charges, which will be recognized in the financial statements for the year ending 31 March, 2026.

Note 47 : Key financial ratios

Particulars	As at 31 March, 2025	As at 31 March, 2024
1. Current ratio	1.31	1.26
2. Debt equity ratio	0.39	0.49
3. Debt service coverage ratio	2.13	1.81
4. Return on equity (%)	5.83	4.10
5. Inventory turnover ratio	12.86	11.78
6. Trade receivables turnover ratio	5.47	5.43
7. Trade payables turnover ratio	6.92	5.54
8. Net capital turnover ratio	14.80	17.26
9. Net profit margin (%)	1.08	0.76
10. Return on capital employed (%)	9.04	7.48
11. Return on investment	NA	NA

Detailed explanation of ratios:-

Particulars	
1.	Current Ratio
	The Current Ratio is a liquidity ratio that measures a Company's ability to pay short-term obligations or those due within one year. It is calculated by dividing the current assets by current liabilities.
2.	Debt Equity Ratio
	The ratio is used to evaluate a Company's financial leverage. It is a measure of the degree to which a Company is financing its operations through debt versus wholly owned funds. It is calculated by dividing a Company's total debt by its shareholder's equity.





Particulars	
3.	Debt Service Coverage Ratio
	The Debt Service Coverage Ratio (DSCR) measures the ability of a Company to use its operating income to repay all its debt obligations, including repayment of principal and interest on both short-term and long-term debt. It is calculated by dividing the earnings before interest, non-cash operating expenditure and tax by finance cost plus principal repayment of debt.
4.	Return on Equity
	Return on Equity (RoE) is a measure of profitability of a Company expressed in percentage. It is calculated by dividing profit/loss after tax for the period by average Equity funds employed during the period.
5.	Inventory Turnover Ratio
	Inventory Turnover is the number of times a Company sells and replaces its inventory during a period. It is calculated by dividing turnover by average inventory.
6.	Trade Receivables Turnover Ratio
	The above ratio is used to quantify a Company's effectiveness in collecting its receivables or money owed by customers. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly that short-term debt is collected or is paid. It is calculated by dividing Net Credit sales by average trade receivables.
7.	Trade Payables Turnover Ratio
	The trade payables turnover ratio shows investors how many times per period a Company pays its accounts payable. In other words, the ratio measures the speed at which a Company pays its suppliers. It is calculated by dividing net credit purchases by average trade payables.
8.	Net Capital Turnover Ratio
	It measures the entity's ability to generate sales per rupee of long-term investment. A higher ratio indicates better utilization of long-term funds of owners and the lenders. It is calculated by dividing turnover by Working capital.
9.	Net Profit Margin (%)
	The net profit margin is equal to how much net income or profit is generated as a percentage of total income/net sale. It is calculated by dividing the profit for the year by total income/net sale.
10.	Return on Capital Employed
	Return on Capital Employed (RoCE) is a financial ratio that measures a Company's profitability and the efficiency with which its capital is used. In other words, the ratio measures how well a Company is generating profits from its capital. It is calculated by dividing profit before exceptional items, finance cost and tax by capital employed during the period.
11.	Return On Investment
	Return on investment (ROI) is a financial ratio used to calculate the benefit an investor will receive in relation to their investment cost. It is most commonly measured as net income divided by the original capital cost of the investment. The higher the ratio, the greater the benefit earned.

Note 48 : Other disclosures

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company has not been declared willful defaulter by any Banks/Financial Institutions.
- (iii) The Company does not have any transactions with Companies struck off.





- (iv) The Company does not have any charges or satisfaction which are yet to be registered with ROC beyond the statutory period.
- (v) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- 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.
- (viii) The Company do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Note 49 : Previous year figures have been regrouped and reclassified wherever necessary.

For and on behalf of the Board of Directors

For B R Maheswari & Co LLP
Chartered Accountants
Firm's Registration No. 001035N/N500050

Sanjay Nath

Partner
Membership No. 082700

Sachit Kanwar

Chairman & Managing Director
(DIN: 02132124)

Afsheen Kanwar

Director
(DIN: 09432032)

Sameer Kanwar

Director
(DIN: 00033622)

Kushagra Gupta

Director
(DIN: 05201660)

Suryakant Gupta

Director
(DIN: 06606258)

Manish Jain

Chief Financial Officer
(PAN: AGFPJ6590B)

Sumit Sharma

Company Secretary
(PAN: JTTPS9500L)

Place: Faridabad

Dated: 16 July, 2025





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