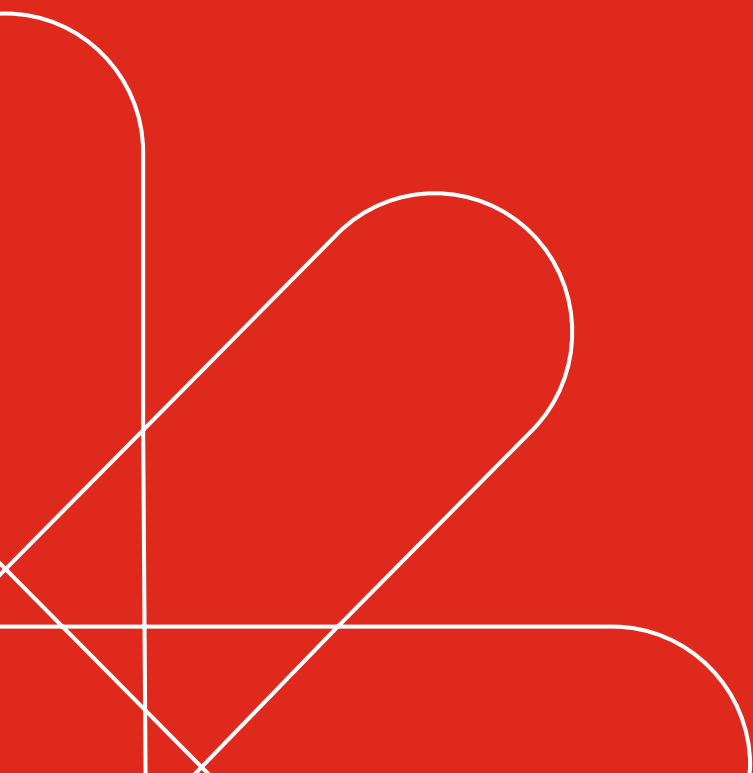




72nd **ANNUAL REPORT** 2024-25



NOTABLE ACHIEVEMENTS

1. Recognition for Raipur Manufacturing Plant:

Ador's Raipur Manufacturing Plant was honoured with a prestigious memento by the Bureau of Indian Standards, Chhattisgarh branch during Manak Mahotsav 2024 (World Standards Day). The Raipur Plant was also awarded by OHSSAI and CG Talk (News Channel) Raipur for commitment towards workplace safety.

2. Grant of Patent:

Ador secured a landmark patent for "Hybrid Welding Methods & Combination Torch Device for High Quality Welding" marking a significant milestone, as India's first Company to receive such a patent in the welding industry.

3. Award:

Ador received the prestigious WELDFAB TECH AWARD 2024 in the 'Welding Industry Training Provider' category. This recognition highlights our commitment to excellence in welding training and our efforts to advance the industry.



Memento



Patent Certificate



WeldFab Award

4. Showcase of vocational education:

Ador's Pune Manufacturing Plant hosted a German delegation visit, organized by the Directorate of Vocational Education and Training (DVET), Maharashtra, to study India's vocational education and training system.

5. Representation at IIW Annual Assembly, Greece:

Ador participated in the 77th IIW Annual Assembly and International Conference on Welding & Joining in Rhodes, Greece, where the team presented a technical paper on "Development of Stainless Steel 309L Weld Metal for Overlay Applications with better corrosion resistance after post-weld heat treatment".

6. Completion of Merger:

In the year 2024, the merger of Ador Fontech Limited with Ador Welding Limited was successfully completed, resulting in a more efficient and integrated business structure. This strategic consolidation strengthened market positioning, expanded both domestic and international reach, and enhanced research & development capabilities.



German delegation visit



IIW Annual Assembly, Greece



Merger completion

OUR NEW PRODUCT

Champ Pulse 505

The newly launched Champ Pulse 505 is a MIG/MAG and MIG/ MAG pulsed welding machine that delivers exceptional performance across common & stainless steels, aluminum and alloys.

Integrated with Ador WeldoS, it enables real-time monitoring of key welding parameters, supporting better quality control and data-driven decisions in line with Industry 4.0 practices. Manual tracking is reduced, while process visibility and traceability are significantly improved. Champ Pulse 505 has been successfully deployed across varied applications and continues to prove its value in demanding conditions. It serves as a powerful testament to our dedication to 'Make, Research, and Create in India.'





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CONTACT US

REGISTERED & CORPORATE OFFICE

Ador House, 6, K. Dubash Marg,
Fort, Mumbai 400 001-16,
Maharashtra, India
Tel : +91 22 6623 9300, 2284 2525 | Email : investorservices@adorians.com

Plants - Welding Consumables

SILVASSA

Survey No. 59 / 11 / 1, Khanvel Road,
Masat, Silvassa 396 230,
UT of Dadra and Nagar Haveli, India.
Tel : +91 7046097910 / 11 / 12 / 13
E mail: care@adorians.com

RAIPUR

Industrial Estate, Bilaspur Road,
Birgaon, Raipur 493 221,
Chhattisgarh, India.
Tel : +91 9109156299
E-mail : care@adorians.com / rpr.plant@adorians.com

Welding Equipment Plant, Welding Cutting & Automation (WCA) Division, Flares & Process Equipment Division (FPED) and Corporate Marketing Office

CHINCHWAD

Survey No. 147/2B, Akurdi Chowk, Near Khandoba Mandir, Chinchwad,
Pune 411 019, Maharashtra, India.
Tel : +91 20 4070 6000
E-mail : care@adorians.com / cmo@adorians.com

Maintenance & Repair (M & R) Division

BENGALURU

No.486, B-1, 14th Cross, 3rd Main
4th Phase, Peenya Industrial Estate,
Bengaluru 560 058, Karnataka, India.
Tel. +91 22 28365751, 28365752
E mail: care@adorians.com

BENGALURU

No.288, 6th Main, 2nd Stage,
Peenya Industrial Estate,
Bengaluru-560058, Karnataka, India.
Tel. +91 22 28360988, 28362805
E mail: care@adorians.com

NAGPUR

S-60-61, MIDC, Hingna Industrial Estate,
Nagpur - 440 016.
Tel. +91 07104 237260
E mail: care@adorians.com

Domestic Regional Offices

NORTHERN

DSM 52, Ground Floor, DLF Tower,
Shivaji Marg,
New Delhi 110 015, India
Tel : +91 011 4330 4333
E-mail : care@adorians.com /
delhi@adorians.com

EASTERN

C/o AWFIS, Shree Manjari Building,
4th Floor, 8/1A Sir William Jones Sarani,
Kolkata 700 071, West Bengal, India
Tel: +91 033 4008 4862 / 63
E-mail : care@adorians.com /
kolkata@adorians.com

SOUTHERN

1289, Ramakrishna Bagh,
Trichy Road, Coimbatore 641 018,
Tamil Nadu, India.
E-mail : care@adorians.com /
coimbatorearea@adorians.com

WESTERN

Survey No. 147/2B, Akurdi Chowk, Near Khandoba Mandir,
Chinchwad, Pune 411 019, Maharashtra, India.
Tel: +91 20 4070 6000
E-mail : care@adorians.com / punearea@adorians.com

CENTRAL

Industrial Estate, Bilaspur Road, Birgaon, Raipur 493 221,
Chhattisgarh, India.
Tel : +91 9109156299
E-mail : care@adorians.com / rpr.plant@adorians.com

Ador International

DUBAI

South Zone 3, Warehouse, B2SR07, JAFZA, Dubai, UAE.
Tel : +9715 0538 5041 | E-mail : mustafa@adorians.com



CORPORATE INFORMATION

| | |
|--|--|
| BOARD OF DIRECTORS | |
| Mrs. Ninotchka Malkani Nagpal | - Executive Chairman |
| Mr. Aditya Tarachand Malkani | - Managing Director |
| Dr. Deep Ashda Lalvani | - Non-Executive Director |
| Mr. Ravin Ajit Mirchandani | - Non-Executive Director |
| Ms. Tanya Halina Advani | - Non-Executive Director |
| Mrs. Nita Dempo Mirchandani | - Non-Executive & Independent Director |
| Mr. Navroze S. Marshall | - Non-Executive & Independent Director |
| Mr. Santosh Janakiram Iyer | - Non-Executive & Independent Director (w.e.f. 28 th July, 2024) |
| Mr. Jitendra Hiru Panjabi | - Non-Executive & Independent Director (w.e.f. 28 th July, 2024) |
| Mr. Mihir Jayaraman | - Non-Executive & Independent Director (w.e.f. 09 th November, 2024) |
| CORPORATE MANAGEMENT / LEADERSHIP TEAM | Mr. Lajpat Yadav |
| | Mr. Mustafa Faizullahbhoj |
| | Mr. Vineet H. Bansal |
| | Mr. P Ravi Kumar |
| | Mr. Sunanda K. Palit |
| | Mr. Krishnamurthy Suryanarayan |
| | Mr. Surya Kant Sethia |
| | Mr. Vinayak M. Bhide |
| COMPANY SECRETARY & COMPLIANCE OFFICER | Mr. Vinayak M. Bhide |
| STATUTORY AUDITORS | Walker Chandiok & Co. LLP., Chartered Accountants, Mumbai |
| SECRETARIAL AUDITORS | N. L. Bhatia & Associates, Company Secretaries, Mumbai |
| INTERNAL AUDITORS | Kirtane & Pandit LLP., Chartered Accountants, Pune |
| COST AUDITORS | Kishore Bhatia & Associates, Cost Accountants, Mumbai |
| BANKERS | HDFC Bank IDFC First Bank Kotak Mahindra Bank ICICI Bank Bank of Baroda |
| REGISTERED OFFICE | Ador House, 6, K. Dubash Marg, Fort, Mumbai 400 001 – 16, Maharashtra, India Tel: +91 22 6623 9300, 2284 2525 Email: investorservices@adorians.com Web: www.adorwelding.com |
| CORPORATE IDENTIFICATION NUMBER (CIN) | L70100MH1951PLC008647 |
| REGISTRAR & SHARE TRANSFER AGENT (RTA) | MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.) C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India. Tel: +91 22 4918 6000 E-mail: rnt.helpdesk@in.mpms.mufig.com Web: www.in.mpms.mufig.com |

BOARD OF DIRECTORS



Mrs. Ninotchka Malkani Nagpal
Executive Chairman
(DIN: 00031985)

- MBA, with specialization in Finance from Imperial College, UK
- B.Sc. in Business & Economics from Lehigh University, PA, USA
- Formerly associated with Alliance Capital Asset Management in New York
- Over 27 years of experience in Financial Management of Ador Welding Limited and Ador Group of Companies
- Former Chairman of Ador Fontech Ltd and Chairman of M/s. J. B. Advani & Co. Private Limited (parent Company of Ador Group)
- Currently, Executive Chairman of Ador Welding Ltd w.e.f. 19th November, 2019
- Member of Young Presidents' Organisation (YPO) & Entrepreneurs Organisation (EO)



Mr. Aditya T. Malkani
Managing Director
(DIN: 01585637)

- Aditya has been a part of Ador Group since the year 2002. Before taking on his current role, he contributed to International Business, Corporate Marketing, Strategy Management, and New Business initiatives.
- He holds an MBA (Finance) from the Indian School of Business (ISB), Hyderabad, and a Bachelor of Arts in Economics from Oberlin College, Ohio, USA.
- Aditya currently also serves on the Board of Directors of Batliboi Ltd.



Dr. Deep A. Lalvani
Non - Executive Director
(DIN: 01771000)

- Commerce Graduate with distinction in Marketing & Advertising and Masters in commerce with specialization in Accounting; pursued MBA from Manchester Business School, UK and did courses at London School of Economics, UK.
- Formerly associated with Langham Capital, London, DHL, Europe and various NGOs and currently actively involved with the education section in India.
- Awarded an honorary Doctorate in the year 2019.
- 23 years hands on experience across reputed National and International firms.
- Involved across various functions within Ador Group including incubating Ador Welding Academy, new business ideas and e-commerce initiatives at the group. Currently Chairman of the Group's Holding Company, J B Advani & Co. Pvt. Ltd. and leading the CSR initiatives for the Group.



Mr. Ravin A. Mirchandani
Non - Executive Director
(DIN: 00175501)

- Ravin Mirchandani is a business leader with significant international experience having directly lived and worked in 6 countries across Europe and Asia. His experience spans the cryogenic, defence, energy storage and traffic infrastructure industries.
- Ravin has a MBA in Business Administration from Queensland University of Technology (International Business), Brisbane, Australia and a Bachelor of Commerce (Accounting) degree from the University of Pune, India.
- Presently, Ravin's primary focus is "road", i.e. equipment to charge electric vehicles and road safety technology, such as speed enforcement and calming systems. During his spare time he enjoys golf and kayaking. He also has a private pilot's license. Ravin speaks English, Hindi, Marathi and when it counts - some French and Indonesian.



Ms. Tanya H. Advani
Non - Executive Director
(DIN: 08586636)

- Graduated with a B.Sc. in Human Psychology from Aston University, Birmingham, UK.
- Completed her MBA with concentration in Marketing from London Business School.
- Has further qualifications in Business Analysis from the British Computing Society, Business Strategy from INSEAD, Marketing from Kellogg School of Management and Business Intelligence Reporting from IBM.
- Started her career as a Business Consultant at IBM in London, where she specialized in Big Data and Analytics. She then joined Ador Group in Mumbai, as part of their founding team for 3D Future Technologies, where she specialized in IT & Marketing.
- Post-MBA, Tanya returned to London as a Senior Technology Strategy Consultant at Accenture where she led innovation projects for both Accenture internally as well as for its external clients.
- Appointed as a Director onto the Board of M/s. Ador Welding Limited w.e.f. 19th November, 2019. She has 15 years industry experience.



Mrs. Nita Dempo Mirchandani
Non - Executive & Independent Director
(DIN: 01103973)

- Co-Founder of Kae Capital, an early stage Venture Capital Fund, where she is Director of Finance & Legal.
- Previously President of Indo Pacific Polyfibers Limited (IPL), a Dempo Group Company, where she was part of the Promoter Group.
- Earlier she has worked with HDFC Securities and JM Morgan Stanley, primarily in the area of Equity Research. She has also served as the Commercial Executive of the Dempo Group.
- An Active Angel Investor in fast growing start-ups like InMobi, Innovcare, Squadrun and Navya.
- She has completed her M.Sc. (Econ) with specialization in Analysis Design Management of an Information System & B.Sc. (Econ) Accounting & Finance from the London School of Economics and B.A. (Econ) from St. Xavier's College of Arts, Mumbai.



Mr. Navroze S. Marshall
Non-Executive & Independent Director
(DIN: 00085754)

- Navroze Shiamak Marshall is a British national of Indian origin and has been the Managing Director of Simmonds-Marshall Ltd. since January 2003.
- Mr. Marshall has got an experience of over 20 years to his credit.
- He has vast experience with multinationals in the United States of America.
- Mr. Marshall was educated at Cathedral & John Connon School, Mumbai, United World College (South East Asia), Singapore and holds a Bachelors of Science degree in Chemical Engineering & Economics from Carnegie Mellon University in Pittsburgh, USA.
- Mr. Marshall also has a MBA in Management from IMD, Switzerland.



Mr. Jitendra H. Panjabi
Non - Executive & Independent Director
(DIN: 01259252)

- Mr. Jitendra Panjabi is an Engineer from Mumbai University and has done his MBA from Sri Sathya Sai Institute of Higher Learning.
- He spent 20 years with the US\$ 2.7 Trillion Capital Group Companies from Los Angeles, USA. His last role in the Company was "Global Equity Strategist", Asia Macro head and India office head.
- He is currently advising some foreign investors and large family offices on strategic business issues.
- His areas of expertise straddle across global macro and geopolitics, as well as industry domains like Automotive and Finance



Mr. Santosh J. Iyer
Non - Executive & Independent Director
(DIN: 06801226)

- Mr. Santosh Janakiram is a Senior Partner & Member of the Partnership Council at Cyril Amarchand Mangaldas ("CAM") and previously was a partner in Amarchand & Mangaldas & Suresh A. Shroff & Co. (AMSS), India's largest and foremost law firm. Mr. Janakiram was admitted to the Bar after receiving his B.A. LLB (Hons.) degree from the National Law School of India University in Bangalore, and has worked with AMSS/CAM's Mumbai office since 2001.
- Mr. Janakiram has rich and in depth experience in construction, projects, project financing, structured financing, acquisition financing, banking, debt capital markets and private equity. He represents developers, sponsors, lenders and is involved in various infrastructure sectors, including renewable energy, construction, transportation and mining. He has spearheaded the development of the renewable energy practice at the Firm and has been involved in the development of the transition and sustainable energy practice.
- Some of his accolades over the years include being IFLR Project Finance Lawyer of the year for 2020 and 2021, Who's Who Legal 2021 'Thought leader for Banking and Finance and Project Finance', IFLR 1000 2024, 2023, 2022, 2021, 2020 & 2019 'Highly Regarded Lawyer', Legal 500 2024, 2023, 2022, 2021, 2020 & 2019 'Leading Individual for Projects & Energy', Chambers and Partners (since 2009) Leading Lawyer in India in Projects, Infrastructure & Energy sector. He is also an independent director in various listed companies.

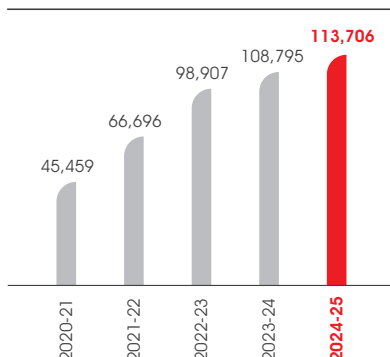


Mr. Mihir Jayaraman
Non - Executive & Independent Director
(DIN: 08000077)

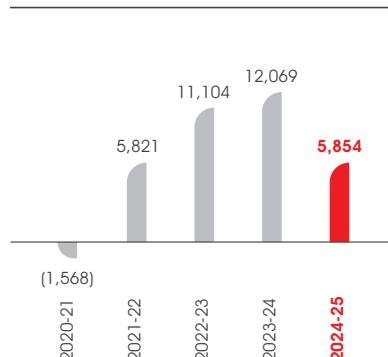
- Mr. Mihir is the Chief Executive Officer of Aditya Auto, a specialized automotive supplier of mechatronic systems, motors, and precision components. Business Leader with over 22 years of management experience in the automotive & industrial equipment sectors.
- He has proven track record in managing product-driven enterprises with P&L responsibility. Experience in greenfield operations setup, purchasing, supply chain, ERP systems rollout, M&A, fundraising, business development, and commercial management.
- Mr. Mihir was graduated with an MBA from INSEAD, one of the world's leading business schools.
- He has active interest in the startup eco-system in areas of electric mobility, precision engineered products, motors, electronics, automation, and telematics. Excited about the future of well-designed products with efficient manufacturing from India for global markets.

FIVE YEAR FINANCIAL STATISTICS

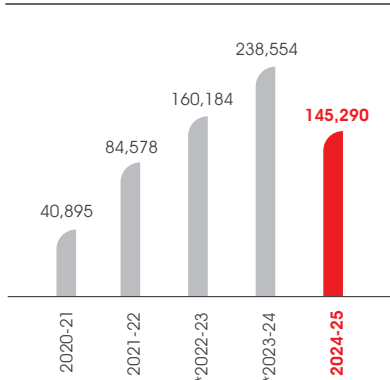
Turnover (Rs. in Lakhs)



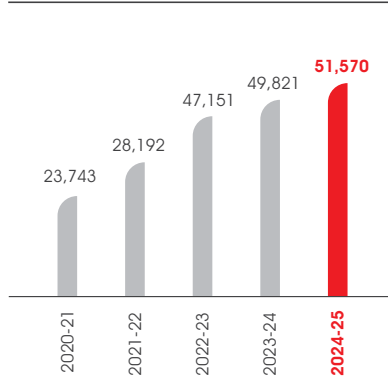
Profit Before Tax (PBT) (Rs. in Lakhs)



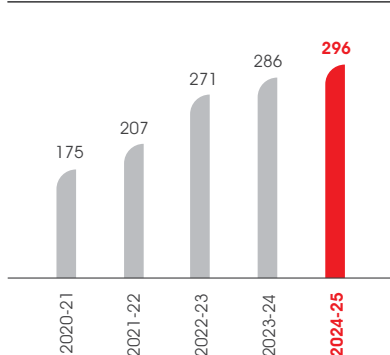
Market Capitalization (Rs. in Lakhs)



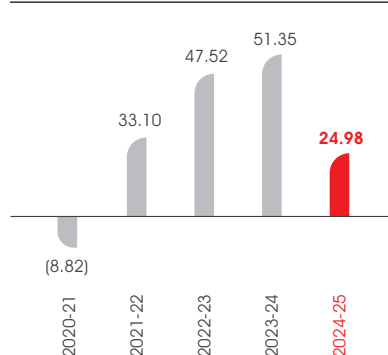
Net Worth (Rs. in Lakhs)



Book Value Per Share (BVPS) (Rs.)



Earning Per Share (EPS) (Rs.)



* Market capitalization is based on number of shares of merged entity (Refer note 61 of Standalone financial statement) and closing share price on last trading day of the respective financial years.



FIVE YEAR FINANCIAL STATISTICS

(Rupees in lakhs)

| PROFIT & LOSS ACCOUNT (STANDALONE) | FY 2024-25 | FY 2023-24** | FY 2022-23** | FY 2021-22 | FY 2020-21 |
|---|-------------------|---------------------|---------------------|-------------------|-------------------|
| Sales & Other Income (net of excise duty) | 1,13,706 | 1,08,795 | 98,907 | 66,696 | 45,459 |
| Manufacturing & Other Expenses | 1,01,300 | 94,776 | 86,141 | 60,311 | 42,739 |
| Operating Profit / EBITDA | 12,406 | 14,019 | 12,766 | 6,385 | 2,720 |
| Depreciation | 1,790 | 1,543 | 1,346 | 1,090 | 1,110 |
| EBIT | 10,616 | 12,476 | 11,420 | 5,295 | 1,610 |
| Interest | 452 | 407 | 236 | 372 | 641 |
| Profit before exceptional items and tax (PBT) | 10,164 | 12,069 | 11,184 | 4,923 | 969 |
| Exceptional Items (Net) | (4,310) | - | (80) | 898 | (2,537) |
| Profit before tax (PBT) | 5,854 | 12,069 | 11,104 | 5,821 | (1,568) |
| Taxation | 1,508 | 3,134 | 2,836 | 1,319 | (369) |
| Profit after Tax (PAT) | 4,346 | 8,935 | 8,268 | 4,502 | (1,199) |
| Comprehensive Income/loss | (82) | (35) | (75) | (61) | 52 |
| Total Comprehensive income/ (loss) | 4,264 | 8,900 | 8,193 | 4,441 | (1,147) |
| Dividend (incl. DDT) | 3481* | 2516 | 2380 | 1700 | - |

| BALANCE SHEET (STANDALONE) | FY 2024-25 | FY 2023-24** | FY 2022-23** | FY 2021-22 | FY 2020-21 |
|--|-------------------|---------------------|---------------------|-------------------|-------------------|
| Net Fixed Assets (incl. CWIP and Investment in properties) | 20,006 | 18,154 | 15,439 | 12,457 | 11,969 |
| Investments | 3,193 | 5,625 | 5,155 | 1,988 | 1,178 |
| Current Assets | 42,022 | 41,753 | 37,698 | 21,009 | 20,209 |
| Current Liabilities | 17,122 | 19,268 | 14,840 | 10,396 | 13,265 |
| Net Current Assets | 24,900 | 22,485 | 22,858 | 10,613 | 6,944 |
| Other Non-Current Assets | 4,600 | 4,527 | 4,492 | 3,811 | 4,152 |
| Capital Employed | 52,699 | 50,791 | 47,944 | 28,869 | 24,243 |
| Equity Share Capital | 1,740 | 1,360 | 1,360 | 1,360 | 1,360 |
| Reserves & Surplus | 49,830 | 48,461 | 45,791 | 26,832 | 22,383 |
| Net Worth | 51,570 | 49,821 | 47,151 | 28,192 | 23,743 |
| Long term loan Funds | 84 | 108 | 73 | 60 | - |
| Deferred Tax Liabilities | - | - | - | - | - |
| Long-term provisions | 922 | 760 | 615 | 469 | 359 |
| Other long term liabilities | 123 | 102 | 105 | 148 | 141 |
| Capital Employed | 52,699 | 50,791 | 47,944 | 28,869 | 24,243 |

| RATIOS (STANDALONE) | FY 2024-25 | FY 2023-24** | FY 2022-23** | FY 2021-22 | FY 2020-21 |
|--|-------------------|---------------------|---------------------|-------------------|-------------------|
| EBITDA Margin (%) | 11.11% | 13.14% | 12.99% | 9.65% | 6.08% |
| Net Margin (%) | 3.89% | 8.37% | 8.42% | 6.81% | (2.68%) |
| Interest Cover (EBITDA / Gross Interest) | 27 | 34 | 54 | 17 | 4 |
| ROCE (EBIT / Capital Employed) (%) | 20.14% | 24.56% | 23.82% | 18.34% | 6.64% |
| Current Ratio (times) | 2.45 | 2.17 | 2.54 | 2.02 | 1.52 |
| Debt Equity Ratio (times) | 0.00 | 0.09 | 0.03 | 0.00 | 0.12 |
| Dividend Per Share (DPS) (Rs.) | 20* | 26.52 | 23.73 | 12.50 | 0.00 |
| Earning Per Share (EPS) (Rs.) (on diluted basis) | 24.98 | 51.34 | 47.52 | 33.10 | (8.82) |
| Book Value per share (Rs.) (on diluted basis) | 296.38 | 286.33 | 270.98 | 207.29 | 174.58 |

* Proposed Dividend

** Restated pursuant to merger

UPDATES: FY 2024-25

1. Capacity Expansion - Flux-Cored Wire Line:

In the year 2024, Ador unveiled a new state-of-the-art facility in Silvassa to expand its capacity for Flux Cored Welding Wires. The investment in this new facility aligns with the 'Make, Research, Create in India' vision, reinforcing our commitment to advancing India's industrial and technological capabilities.



2. New Office - Raipur:

The Raipur team transitioned to a new office space, marking a significant step forward in enhancing operational efficiency and creating a more collaborative work environment.





3. Milestones for Rhino-E:

Since its launch, Rhino E—India's first battery operated welder has garnered significant attention from both industry and academia. Our team was honoured to present a paper on Rhino E at the Asian Welding Federation Conference 2024 in Malaysia and the National Welding Meet 2024 in Kolkata, India.

Rhino E was rigorously tested by Network Rail in collaboration with Truflame Welding Equipment, UK validating its capabilities. Meanwhile, back home, we conducted successful trials for a global aluminum leader across three different plants.

Proven to perform under extreme temperatures ranging from $+60^{\circ}\text{C}$ to -10°C , Rhino E is built for durability, thriving in tough environments, while delivering unmatched performance. It stands as a testament to our commitment to "Make, Research, and Create in India."



CSR INITIATIVES



ADAPT (Able Disabled All People Together) Foundation:

ADAPT provided a heartwarming glimpse into the incredible work being carried out—children actively engaged in interactive learning, therapeutic activities, and skill-building exercises under the guidance of dedicated educators and volunteers. From classroom activities that stimulate cognitive growth to motor skills training that fosters independence, each moment reflected a nurturing and inclusive environment.

Through this collaboration, we aim to contribute to building an equitable society, where every child is given the opportunity to thrive. We remain dedicated to supporting initiatives that promote accessibility, inclusion, and meaningful learning for all.



Young Women's Christian Association of Bombay (YWCA):

In alignment with our goal to empower women and promote sustainable livelihoods, our CSR partnership with the YWCA of Bombay has facilitated skill development programs for underprivileged women. Through the donation of sewing machines and vocational training, this initiative equips women with practical tailoring skills, enabling them to achieve financial independence. We are proud to contribute to YWCA's mission of uplifting women and building stronger, self-reliant communities.





Nanhi Pari Foundation:

As part of our CSR initiative focused on healthcare for the underprivileged, we are honored to support the Nanhi Pari Foundation in its mission to save young lives through critical medical interventions. Our contribution has enabled life-saving heart surgeries for children from economically challenged backgrounds.

Shiksha foundation:

Shiksha Foundation empowers underprivileged children across India by providing access to quality education, holistic development, and essential life skills. They are committed to nurturing each child not only academically but also emotionally, physically and socially through structured programs personal mentorship, and community engagement. By partnering with Shiksha Foundation, we strive to bridge the gender gap in education and nurture the potential of young girls, who aspire to transform their lives and communities through knowledge.





BEFORE ROOF CHANGE



AFTER ROOF CHANGE

Umang Foundation:

Umang Foundation aims at bringing about a positive change in the life of as many people as possible. They endeavour to do so by providing an opportunity to all those inclined to serve society and make a difference. This opportunity presents itself in the form of volunteering with Umang Foundation, helping in promoting education by donating books, stationery etc. Our contribution is directed towards enhancing the infrastructure of a government school, creating a more conducive and safe learning environment for students.

Rashtriya Drustihin Shikashan & Punarvasan Sanstha

Rashtriya Drustihin shikashan & Punarvasan Sanstha is a registered non govt. organisation (NGO) established on 3rd December, 1996 on World Disabled Day with a view to work for the education and economic rehabilitation of persons with disability in general and person with visual Disability in particular. The organization aims at integrating the visual impaired through a process of education and by equipping them with such vocational training to enable them gain a reasonable degree of economic independence.





DIRECTORS' REPORT

To,

The Members,

The Directors take immense pleasure in presenting the Seventy Second (72nd) Annual Report of the Company and the Audited Statements of Accounts for the financial year ended 31st March, 2025 ("year under review").

1. CORPORATE OVERVIEW

Your Company, Ador Welding Limited ("ADOR") was incorporated in the year 1951 and has come a long way to become one of India's leading players in the welding industry. Your Company's Vision is **"Creating the Best Welding Experience"**.

ADOR has a huge spectrum of products offering and aims to provide **"Complete Welding Solutions"** to the **"World of Manufacturing"** for enhancing their operational efficiency.

Our presence is there across over fifteen (15) countries and our corporate headquarter is based in Mumbai.

2. FINANCIAL PERFORMANCE & THE STATE OF COMPANY'S AFFAIRS

| Sr. No. | Key Financial Indicators | (Rs. in Lakhs) | | | |
|---------|---|------------------------------|------------------------------|------------------------------|------------------------------|
| | | Standalone | | Consolidated | |
| | | 31 st March, 2025 | 31 st March, 2024 | 31 st March, 2025 | 31 st March, 2024 |
| 2.1 | Sales & Other Income (Net of GST, Discount & Incentives) | 1,13,706 | 1,08,795 | 1,14,148 | 1,09,302 |
| 2.2 | Profit before exceptional items, Interest, Depreciation, Tax & Other Comprehensive Income | 12,406 | 14,019 | 12,073 | 13,701 |
| 2.3 | Exceptional items | 4,310 | - | (1,139) | - |
| 2.4 | Profit before Tax (PBT) | 5,854 | 12,069 | 8,658 | 11,711 |
| 2.5 | Provision for Tax (Including Deferred Tax) | 1,508 | 3,134 | 2,653 | 3,065 |
| 2.6 | (Loss) / Profit after Tax (PAT) | 4,346 | 8,935 | 6,005 | 8,646 |
| 2.7 | Total Comprehensive Income / (Loss) | 4,264 | 8,900 | 5,926 | 8,611 |

3. DIVIDEND & RESERVES

The Board of Directors is pleased to recommend a dividend of 200 % (i.e. @ Rs. 20/- per equity share) for the financial year 2024-25, subject to the approval of the Members at the ensuing Annual General Meeting ("AGM").

The total amount of dividend, to be disbursed for FY 2024-25, is Rs. 3,481 Lakhs, subject to applicable TDS. Further, the dividend amount will be paid out of the profits of the Company.

The Dividend for FY 2024-25 shall be paid to those Shareholders and Beneficial Owners, whose name

appears in the Register of Members (ROM) as on the cutoff date for dividend payment.

The Board recommends transfer of 10% of the Net Profits to General Reserve.

The dividend recommendation is in accordance with the Dividend Distribution Policy ("Policy") of the Company. The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") is available on the Company's website at <https://adorwelding.com/wp-content/uploads/2021/07/Dividend-Distribution-Policy.pdf>

4. SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at 31st March, 2025 stood at Rs. 1,740 Lakhs. During the financial year under review, 38,04,348 Equity Shares were allotted to the Shareholders of erstwhile Ador Fontech Limited, whose names appeared in the Register of Members (RoM) as on the Record date, i.e. on Wednesday, 25th September, 2024, pursuant to the Scheme of Amalgamation of Ador Fontech Limited ("ADFL") with the Company (Ador Welding Limited). In view of the said Amalgamation, the Authorized Share Capital of the Company increased in FY 2024-25 from Rs. 3,300 Lakhs to Rs. 4,300 Lakhs i.e. by Rs. 1,000 Lakhs, pursuant to the said scheme of amalgamation, effective from 01st April, 2022.

Confirmations:

- a. During the year under review, the Company has not:
 - i. issued warrants, debentures, bonds, or any other convertible or non-convertible securities.
 - ii. issued any equity shares with differential rights as to dividend, voting or otherwise.
 - iii. issued any sweat equity shares to its Directors or employees.
 - iv. made any change in voting rights.
 - v. reduced its share capital or bought back shares.
 - vi. failed to implement any corporate action.
- b. The Company's securities were not suspended for trading during the year.
- c. The disclosure pertaining to explanation for any deviation or variation in connection with certain terms of a public issue, rights issue, preferential issue, etc. is not applicable to the Company.

5. CREDIT RATING

During the financial year under review, there was a revision in the Credit Rating of the Company. The Rating Agency CARE maintained "A+" (Single A Plus; Outlook: Stable) rating for the Company's long term borrowings and "A1+" (A One Plus) rating for the Company's short term borrowings. Whereas credit rating assigned by CRISIL Agency was withdrawn on request of the Company & on receipt of no objection certificate from the lenders w.e.f. 14th May, 2024.

As mandated by the Ministry of Corporate Affairs (MCA), the financial statements for the financial year ended 31st March, 2025 have been prepared

in accordance with the Indian Accounting Standards (Ind AS), notified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Companies (Accounts) Rules, 2014, as amended from time to time. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect a true & fair form and substance of transactions and reasonably present the Company's state of affairs, profits & cash flows for the financial year ended 31st March, 2025.

The Notes to the Financial Statements adequately cover the Audited Statements and form an integral part of this Report.

6. OPERATIONS

In FY 2024-25, the total Sales & Other Income (Standalone) increased by 5%, as compared to last FY 2023-24. The year ended with Sales & Other Income of Rs. 1,13,706 Lakhs. (Rs. 1,08,795 Lakhs)*.

The Company's Standalone Net Sales and Other Income during FY 2024-25 comprised the following:

- 6.1 Products Rs. 89,591 Lakhs (Rs. 84,911 Lakhs)*
- 6.2 Services Business at Rs. 8,392 Lakhs (Rs. 3,472 Lakhs)*
- 6.3 M & R Division at Rs. 13,700 Lakhs (Rs. 18,344 Lakhs)*
- 6.4 Other Income of Rs. 2,023 Lakhs mainly comprised of forex gain, interest, rent & export incentives etc. (Rs. 2,068 Lakhs)*

(*Figures in brackets indicate previous year)

7. CAPEX

The Company incurred CAPEX of Rs. 6,016 Lakhs during FY 2024-25. The Capital work-in-progress as at 31st March, 2025 was at Rs. 411 Lakhs. CAPEX planned for FY 2025-26 is approximately Rs. 4,000 Lakhs, mainly for the following:—

- a. Automation / modernization at Consumables and Equipment Plants.
- b. Plant & Machinery for capacity expansion of certain products, and also for the improvement of "productivity & in-process quality".
- c. Replacement of Old Machineries.
- d. Upgradation of R&D Infrastructure.
- e. Information Technology (IT) upgradation, digitalization & Compliances.
- f. Replacement of Vehicles.



8. PERFORMANCE OF THE SUBSIDIARY COMPANY

During the financial year under review, M/s. 3D Future Technologies Private Limited, wholly-owned Subsidiary of erstwhile ADFL became our wholly-owned Subsidiary, with effect from the Effective Date i.e. 25th September, 2024, pursuant to the scheme of Amalgamation. However, the company does not have a material subsidiary. The Board of Directors of the Company has approved a Policy for determining material subsidiaries, which is in line with the provisions of SEBI (LODR) Regulations 2015, as amended from time to time. The said Policy is uploaded on the Company's website at the following weblink: <https://adorwelding.com/wp-content/uploads/2021/07/Policy-for-determining-Material-Subsidiary.pdf>

The principal business of M/s. 3D Future Technologies Private Limited ("3DFT"), is development of technical expertise in three-dimensional technology.

During the year, under review revenue of 3DFT was Rs. 585 Lakhs with Loss before tax of Rs. 366 Lakhs for the financial year 31st March, 2025.

Pursuant to the provisions of Section 129(3) of the Companies Act 2013, a statement containing the salient features of financial statements of the Company's subsidiary in Form No. AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiary, are available on the Company's website at <https://adorwelding.com/financials/annual-reports/>

9. COMPOSITE SCHEME OF ARRANGEMENT

The Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited (ADFL) with Ador Welding Limited and their respective shareholders, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Scheme"), was considered and approved by the Board of Directors at its Meeting held on 31st May, 2022.

Based on the valuation provided by the Independent Registered valuers, the share exchange ratio arrived and approved by the Board was 5 equity shares of Ador Welding Limited (each

having a face value of Rs. 10/- to be credited as fully paid for every 46 equity shares of Ador Fontech Limited (each having a face value of Rs. 2/-).

Pursuant to the order dated 18th May, 2023 and 24th August, 2023 passed by NCLT, Shareholders' Meetings of Ador Welding Limited and Ador Fontech Limited, were convened and held to approve the Scheme. The scheme was approved by the requisite majority of the shareholders of the Company and ADFL on 10th August, 2023 and 30th October, 2023, respectively.

Post receipt of the shareholders' approval, the parties to the Scheme filed Company Scheme Petition before the NCLT seeking sanction of the Scheme. The Hon'ble NCLT, after hearing the parties to the Scheme, sanctioned the Scheme vide its order dated 20th August, 2024 and certified copy of the order was received on 03rd September, 2024.

Later, the Board of Directors of the Company, at its Meeting held on 12th September, 2024, approved 25th September, 2024 to be effective date and fixed the record date for allotment of shares.

The Board of Directors of the Company at its meeting held on 03rd October, 2024 approved the allotment of 38,04,348 (Thirty Eight Lakhs Four Thousand Three Hundred & Forty Eight) equity shares, having face value of Rs. 10/- (Rupees Ten) each fully paid-up, aggregating to Rs. 3,80,43,480/- (Rupees Three Crore Eighty Lakhs Forty Three Thousand Four Hundred & Eighty only) to the Shareholders of ADFL, whose names appeared in the Register of Members (RoM) as on the Record date, i.e. on Wednesday, 25th September, 2024.

10. RISK MANAGEMENT

Given the diversified scale of operations, your Company has formulated an Enterprise Risk Management (ERM) framework to manage various financial & non-financial risks, operational & non-operational risks, amongst other risks. The Board takes the responsibility of the overall process of risk management throughout the organization.

The ERM Policy of the Company helps to continuously assess & monitor the risks assumed by the Company. The processes are in place for identifying, evaluating and managing the risks. Based on the ERM Policy, the Board hereby

states that there are no elements of risks, which threaten the existence / going concern status of the Company.

Further, as your Company was in "Top 1000 listed Companies", based on market capitalization, as on 31st March, 2021, a Risk Management Committee (RMC) was constituted in FY 2021-22 to oversee implementation of the Risk Management Policy, to monitor & evaluate risks, to propose appropriate methodology, processes & systems and to keep the Board of Directors informed and recommend the actions, to be taken, if any. The said policy is uploaded on the Company's website at the following web link: <https://adorwelding.com/wp-content/uploads/2021/07/Risk-Management-Policy.pdf>

11. RELATED PARTY TRANSACTIONS (RPTs)

During FY 2024-25, the Company entered into certain Related Party Transactions, in the ordinary course of business and on arms' length basis, with prior approval of the Audit Committee. Omnibus approvals are obtained on a quarterly basis for all the transactions, which are foreseeable & repetitive in nature and the details of all the related party transactions are placed before the Audit Committee and the Board of Directors for review & approval, on a quarterly basis.

During the financial year 2024-25 under review, the Company did not enter into any transaction, contract or arrangement with related parties, that could be considered as "material" under Regulation 23(4) of SEBI (LODR) Regulations, 2015 or Section 188 of the Companies Act, 2013.

All the transactions entered into with the Related Parties during the financial year 2024-25 under review, were on arms' length basis and were not material. Hence, disclosure pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not required. Further, there are no materially significant Related Party Transactions executed between the Company & its Promoters, Directors, Key Managerial Personnel or other designated persons, that may have a potential conflict, with the interest of the Company, at large.

None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company, except remuneration, commission, sitting fees and reimbursement of expenses, to the extent

applicable. All Related Party Transactions are given / mentioned in the notes to accounts. The Company has developed a framework through Standard Operating Procedures (SOPs), for the purpose of identification and monitoring of such Related Party Transactions.

A detailed note on the procedure adopted by the Company in dealing with contracts and arrangements with the related parties has been provided in the Report on Corporate Governance on page no. 65.

During the year, the Company amended its RPT Policy in order to align with the provisions of the amended SEBI (LODR) Regulations, 2015, which is reviewed by the Audit Committee & approved by the Board of Directors. The said RPT policy is available on the Company's website at <https://adorwelding.com/wp-content/uploads/2024/02/RPT-Materiality-Policy-2023-24.pdf>

12. ANNUAL RETURNS

Pursuant to Sections 92 & 134(3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, as amended, the draft of Annual Return for FY 2024-25 in e-form MGT-7 is available on the Company's website: <https://adorwelding.com/wp-content/uploads/2025/05/MGT-7%20Website.pdf>

13. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Under the "Corporate Social Responsibility" (CSR) drive, the Company has spent an amount of Rs. 181.26 Lakhs during FY 2024-25, against its budgeted annual CSR expenditure of Rs. 179.42 Lakhs. The various projects / initiatives, undertaken by the Company, were in the following areas:

- Promoting education amongst children, women, elderly and differently abled, including special education & employment enhancing vocational skills, especially skill development and encouraging safety practices in welding & allied fields for economically challenged / financially weaker sections of the Society.
- Empowering women towards individual and professional development opportunities.
- Promoting healthcare, sanitation & hygiene for the non-privileged / underprivileged people and Animal Welfare



Your Company understands its duties towards the society and considers social responsibility as an integral part of its operations. Your Company tries to ensure that its CSR initiatives have a meaningful impact on the society at large & that the contribution made by it, reaches the beneficiary at the earliest, with the aim to create a long-term positive impact.

The Company is committed to continuously explore new opportunities, in alignment with its CSR philosophy & policy and strives to create a positive impact on the society, through its CSR initiatives.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out, in a format prescribed in the Companies (CSR Policy) Rules, 2014, as amended from time to time, in Annexure – I to this Report. The CSR Policy is also available on Company's website at <https://adorwelding.com/wp-content/uploads/2022/05/CSR-Policy-FY-2022-23.pdf>

The composition of the CSR Committee is covered under the Corporate Governance Report, which is annexed to this Report as **Annexure - III**.

Brief on “Ador Foundation”

“Ador Foundation” is a social initiative, undertaken by all the Ador Group Companies, collectively from FY 2022-23 onwards. The mission of the Foundation is to take Ador Group's socially conscious legacy forward, through initiatives in the field of Education, Women Empowerment, Skill-Development & Health Care, which are also considered as four pillars of the foundation. All the projects are personally vetted by the personnel of the Foundation & by at least two of our Directors, to ensure that the said projects are good, genuine and beneficial to the underprivileged society at large. Ador believes in doing well by giving good. It is our firm belief that the long-term success of a corporate depends on giving back to the society it operates in and ensuring its operations are sustainable.

14. LOANS, GUARANTEES & INVESTMENTS

The details of Loans, Guarantees & Investments, covered under the provisions of Section 186 of the Companies Act, 2013, are given in the notes to the Financial Statements, forming part of this Annual Report.

15. FIXED DEPOSIT

Your Company had no opening balances of fixed deposits. Further, the Company has not accepted or renewed any deposits, including from the public, and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date, within the meaning of Section 73 and / or Section 74 of the Companies Act 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

16. SECRETARIAL STANDARDS (SS)

Your Company has complied with all the applicable Secretarial Standards (SS), issued by the Institute of Company Secretaries of India (ICSI), from time to time.

17. INSURANCE

All the properties / assets of the Company are adequately insured.

18. ENERGY, CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE

The information required under Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 with respect to the conservation of energy, technology absorption & foreign exchange earnings / outgo is annexed hereto as **Annexure - II**.

19. CORPORATE GOVERNANCE

As per the Listing Agreements executed with the Stock Exchanges, the Company has been following the Corporate Governance Code since FY 2001-02. Your Company has strived to comply with all the requirements of the Good Corporate Governance practices for the period from 01st April, 2024 to 31st March, 2025 (i.e. FY 2024-25), pursuant to Regulation 27(2) of SEBI (LODR) Regulations, 2015. As per Regulation 34(3) read with Schedule V to SEBI (LODR) Regulations, 2015, a separate section on the Corporate Governance practices, followed by the Company, together with Corporate Governance Compliance Certificate received from M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company, confirming compliance is forming an integral part of this Report, which is annexed hereto as **Annexure - III**.

The Management Discussion and Analysis (MDA) Report, as stipulated under Schedule V to SEBI (LODR) Regulations, 2015, is also annexed to this Report as **Annexure - IV**.

20. SIGNIFICANT & MATERIAL REGULATORY ORDERS

During FY 2024-25, there were no significant orders passed against the Company by any regulators or courts or tribunals, impacting the going concern status and the Company's future operations. However, Members attention is drawn to the Statement on Contingent Liabilities and Commitments in the Notes, forming part of the Financial Statement.

There was no application made or proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.

21. NOMINATION, REMUNERATION & BOARD DIVERSITY POLICY

The Board of Directors has framed a policy, on the recommendation of the Nomination & Remuneration Committee (NRC), which lays down a framework in relation to the appointment and remuneration of its Directors. The Policy includes criteria for determining qualifications, positive attributes, independence of Directors etc., as required under the provisions of Section 178(3) of the Companies Act, 2013 and SEBI (LODR) Regulations 2015. The Policy also broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to the Executive & the Non-Executive Directors. The said policy has been posted on the website of the Company at https://adorwelding.com/wp-content/uploads/2021/07/criteria_for_payment_to_NEDs.pdf

In case of re-appointment of Non-Executive & Independent Directors, NRC and the Board takes into consideration the performance of the Directors, based on the Board evaluation and his / her engagement level during his / her previous tenure.

The details of the Remuneration Policy for Directors, are explained in the Corporate Governance Report, annexed hereto as Annexure - III.

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, regional and

industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge and skills including expertise in financial diversity, global business, leadership, information technology, mergers & acquisitions, Board service and governance, sales & marketing, Environmental, Social & Governance (ESG), risk management, cyber security and other domains, which will ensure that the Company retains its competitive advantage. The Board Diversity Policy adopted by the Board sets out its approach to diversity. The policy is available on our website, at <https://adorwelding.com/wp-content/uploads/2023/09/Policy-on-Diversity-of-Board-of-Directors.pdf>

22. INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given declarations under Section 149(7) of the Companies Act 2013, stating that they meet the criteria of independence, as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. They have also given declaration under Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, that their profile is uploaded / registered in the databank, as maintained by the Indian Institute of Corporate Affairs (IICA), within the stipulated time. Further, the Independent Directors have also completed their KYC confirmation on the MCA website.

Pursuant to Rule 8(5)(iii)(a) of the Companies (Accounts) Rules, 2014, in the opinion of the Board, the Independent Directors are competent, experienced and are the persons of expertise (including the proficiency), having positive attributes, standards of integrity, ethical behavior, qualifications & independent judgement.

Your Company has in all 05 (five) Independent Directors, including 01 (one) Woman Independent Director, as on 31st March, 2025. The Independent Directors met on 23rd January, 2025, without the presence of the Non-Independent Directors and Members of the Management, as required under



SEBI (LODR) Regulations, 2015 and the Companies Act 2013, to discuss on various important matters & evaluate the working culture of the Company / operations of the Management (Whole-Time Directors & KMPs).

23. DIRECTORS & KEY MANAGERIAL PERSONNEL

During FY 2024-25 the following changes occurred in the composition of the Board of Directors of the Company:

- a. The Board of Directors, on the recommendation of Nomination & Remuneration Committee ("NRC") at their meeting held on 30th April, 2024 appointed Mr. Santosh Janakiram Iyer (DIN: 06801226) & Mr. Jitendra Panjabi (DIN: 01259252) as additional Independent Directors of the Company w.e.f. from 28th July, 2024 for the first term of five years. Their appointment was approved by the shareholders at 71st AGM held on 26th July, 2024.
- b. The Board of Directors, on the recommendation of NRC Committee at their meeting held on 05th November, 2024 appointed Mr. Mihir Jayaraman (DIN:08000077) as an additional Independent Director of the Company w.e.f. from 09th November, 2024 for the first term of five years. His appointment was subsequently approved by the shareholders through Postal Ballot on 16th January, 2025.
- c. On completion of second term as Independent Directors of the Company Mr. Rakesh N. Sapru (DIN: 02332414), Mr. K. Digvijay Singh, (DIN: 00004607) & Mr. Piyush K. Gupta, (DIN: 00963094) retired w.e.f. 27th July, 2024 and Mr. Gaurav M. Lalwani (DIN: 06928792) retired w.e.f. 09th November, 2024.
- d. The Board of Directors once again expressed their gratitude to the retired Independent Directors for their contribution & support to the growth of the Organisation
- e. Mrs. Nita Dempo Mirchandani (DIN: 01103973) was re-appointed as an Independent Director for second term of five years, effective from 10th November, 2024.
- f. The Board of Directors, on the recommendation of the Nomination & Remuneration Committee at their meeting held 01st February, 2024

re-appointed Mrs. Ninotchka Malkani Nagpal as the whole Time Director and Executive Chairman of the Company for a period of three years effective from 07th May, 2024. Her appointment was thereafter ratified by the Shareholders at the subsequently held 71st Annual General Meeting on 26th July, 2024.

- g. In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association (AoA), Dr. Deep A. Lalvani (DIN: 01771000), Non-Executive Director, retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment. The Board recommends his re-appointment for consideration of the Members of the Company at the forthcoming Annual General Meeting. The brief profile of Dr. Deep A. Lalvani is given in the Notice convening 72nd Annual General Meeting.

24. DIRECTORS PERFORMANCE EVALUATION

The annual evaluation process of the Board of Directors, individual Directors and Committees of the Board was conducted in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015. A structured questionnaire was prepared, after taking into consideration various aspects of the Board's functioning, composition, structure, effectiveness of the Board & Committee Meetings, execution & performance of specific duties, obligations & governance. The performance evaluation of the Board, of its own performance & that of its Committees and individual Directors, including the Executive Chairman and the Independent Directors was completed during the year under review. The NRC reviewed the performance of individual directors on the basis of criteria, such as the contribution of the individual director to the Board and committee meetings, like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. and to the Board as a whole. The Board of Directors expressed their satisfaction with the evaluation process.

The evaluation process endorsed the Board's confidence in the ethical standards of the Company, cohesiveness amongst the Board members, flexibility of the Board and in management navigating the various challenges faced from time to time and openness of the

management in sharing strategic information with the Board.

The manner of evaluation is explained in the Corporate Governance Report in Annexure – III.

25. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) & (5) of the Companies Act, 2013, the Board of Directors of the Company, to the best of their knowledge and ability, hereby confirms that:

- a. in preparation of the Annual Accounts for FY 2024-25, all the applicable Accounting Standards (AS) have been followed, along with proper explanation relating to material departures, if any;
- b. the Directors have selected such accounting policies & practices and applied them consistently & made judgments and estimates, that are reasonable and prudent, so as to give a true & fair view of the state of affairs of the Company and of the profits of the Company for the year ended 31st March, 2025;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing & detecting fraud and other irregularities;
- d. the Annual Accounts have been prepared on a going concern basis;
- e. the Directors have laid down internal financial controls, to be followed by the Company and that such internal financial controls are adequate & were operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all the applicable laws and that such systems were adequate & operating effectively.

26. BUSINESS RESPONSIBILITY & SUSTANABILITY REPORT (BRSR)

Pursuant to Regulation 34(2)(f) of SEBI (LODR) Regulations, 2015, the Business Responsibility & Sustainability Report (BRSR), in the prescribed format, is annexed as **Annexure VII** and forms an integral part of this Report.

BRSR includes reporting on 09 (nine) principles of the National Voluntary Guidelines on social, environmental and economic responsibilities of business, as framed by MCA.

27. AUDIT COMMITTEE & ITS RECOMMENDATIONS

The composition of the Audit Committee is covered under the Corporate Governance Report, which is annexed to this Report as Annexure - III.

The Audit Committee plays key role in providing assurance about financial statements to the Board of Directors. Significant audit observations, if any, and corresponding corrective actions, taken by the Management, are presented to the Audit Committee.

The Board has accepted all the recommendations of the Audit Committee and hence, there is no further explanation to be provided for, in this Report.

28. MEETINGS OF THE BOARD AND IT'S COMMITTEES

The Board / Committee meetings are pre-scheduled and a tentative annual calendar of the meetings is circulated to the Directors well in advance to help them plan their schedules and ensure meaningful participation. Only in the case of special and urgent business, should the need arises, approval of the Board / Committee is taken by passing resolutions through circulation, as permitted by law, which are noted in the subsequent Board / Committee meeting. In certain special circumstances, the meetings of the Board are called at a shorter notice to deliberate on business items, which require urgent attention of the Board. The Company has complied with the Secretarial Standards, issued by the Institute of Company Secretaries of India (ICSI) on the Board meetings.

The Company held 07 (seven) Board meetings during FY 2024-25 and the details thereof are covered in the Corporate Governance Report, which is annexed to this Report as Annexure - III.

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority / charter.

The following Committees, constituted by the Board, function according to their respective roles and defined scope / charter:



- a. Audit Committee (AC)
- b. Nomination and Remuneration Committee (NRC)
- c. Risk Management Committee (RMC)
- d. Corporate Social Responsibility Committee (CSR)
- e. Stakeholders' Relationship Committee (SRC)

The details of the Committees of the Board along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report forming part of the Annual Report for FY 2024-25.

29. KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel (KMPs) of the Company as on 31st March, 2025:

- a. Mrs. Ninotchka Malkani Nagpal, Whole – Time Director (Executive Chairman)
- b. Mr. Aditya T. Malkani, Whole – Time Director (Managing Director)
- c. Mr. Vinayak M. Bhide, Company Secretary & Compliance Officer
- d. Mr. Surya Kant Sethia, Chief Financial Officer (CFO)

30. AUDIT REPORT & AUDITORS

a. STATUTORY AUDITORS

M/s. Walker Chandio & Co. LLP, Chartered Accountants, (FRN: 001076N / N500013), Mumbai, were re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years at the 67th Annual General Meeting (AGM) of the Members held on 22nd September, 2020, i.e. until the conclusion of the 72nd Annual General Meeting, on such remuneration, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their remuneration is fixed annually, as recommended by the Audit Committee and approved by the Board of Directors.

The Report of the Statutory Auditor, forming part of the Annual Report, does not contain any qualification, reservation, adverse remark or disclaimer. The observations made in the Auditor's Report are self-explanatory and therefore do not call for any further comments / explanations.

M/s. Walker Chandio & Co. LLP, will be completing their 2nd term of 5 consecutive years, as the Statutory Auditors of the Company on the conclusion of the 72nd Annual General Meeting. The Board of Directors acknowledges their services and thanks the Statutory Auditors for their support & co-operation.

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 06th May 2025, has recommended the appointment of M/s. BSR & Co. LLP, Chartered Accountants (FRN: 101248W/W-100022), Mumbai, for a first term of five consecutive years, commencing from the conclusion of the 72nd Annual General Meeting to be held on 15th July, 2025, till the conclusion of the 77th Annual General Meeting. This appointment is subject to the approval of the shareholders at the forthcoming 72nd Annual General Meeting scheduled to be held on 15th July, 2025.

Pursuant to Regulation 36(5) of SEBI (LODR) Regulations, 2015, the requisite details are given in the explanatory statement to the Notice convening 72nd Annual General Meeting.

b. SECRETARIAL AUDITOR & ITS REPORT

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and the rules made thereunder, the Board of Directors had appointed M/s. N. L. Bhatia & Associates, (Unique Identification Number: P1996MH055800), a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for FY 2024-25.

The Secretarial Audit Report is annexed herewith as **Annexure - V**. There are no qualifications, reservation and / or adverse remark in the said Report and therefore no explanations are provided in this Report.

Pursuant to Regulation 24A, the Board of Directors at their meeting held on 06th May, 2025 has recommended the appointment of M/s. N. L. Bhatia & Associates, (Unique Identification Number: P1996MH055800), a firm of Company Secretaries in Practice as the Secretarial Auditor of the Company for the first term of five consecutive years commencing from 01st April, 2025 till

31st March, 2030, subject to the approval of the Members at the 72nd Annual General Meeting. Pursuant to Regulation 36(5) of SEBI (LODR) Regulations, 2015, the requisite details are given in explanatory statement to the notice of convening 72nd Annual General Meeting.

c. COST AUDITOR & ITS REPORT

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Board of Directors, on the recommendation of the Audit Committee, had appointed M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai, as the Cost Auditor of the Company for FY 2024-25.

The brief information of the Cost Auditor and the Cost Audit Report is given below:

- a. Name of the Cost Auditor: M/s. Kishore Bhatia & Associates
- b. Address: 701/702, D-Wing, 7th Floor, Neelkanth Business Park, Nathani Road, Vidyavihar (West), Mumbai – 400 086, Maharashtra, India.
- c. Membership No.: 31166
- d. Firm Registration No.: 00294
- e. Due date of submitting Cost Audit Report for FY 2023-24 by the Cost Auditor with the Company: Within 180 days from the end of the financial year (by 30th September, 2024)
- f. Actual Date of filing of Cost Audit Report for FY 2023-24 with the Central Government: 09th August, 2024

The Company has appointed M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai (Firm Registration No. 00294) as the Cost Auditors for the financial year 2025-26, as well. M/s. Kishore Bhatia & Associates have, under Rule 6(1A) of the Companies (Cost Records and Audit) Rules, 2014, furnished a certificate of their eligibility and consent for the said appointment. As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor for FY 2025-26 is being placed before the Members at the ensuing Annual General Meeting, for ratification.

The cost records of the Company, as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013, are duly prepared & maintained by the Company.

31. VIGIL MECHANISM & WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Act and Regulation 4(2)(d)(iv) of SEBI (LODR) Regulations, 2015, the Company has framed a policy on Vigil Mechanism - cum - Whistle Blower, which enables any Director, Employee & Stakeholder of the Company to report their genuine concerns / instances of any unethical / improper activity, directly to the Chairman of the Audit Committee, as a Protected Disclosure. The employees who join the Company are apprised of the availability of the said policy as part of their induction schedule. The policy also provides adequate safeguards against victimization of persons, who may use such mechanism.

The detailed policy is also posted on the Company's Intranet Portal "ADORHUB" and also onto its website at the following weblink: <https://adorwelding.com/wp-content/uploads/2021/07/Mechanism-For-Whistle-Blower-For-Stakeholders11.pdf>

32. POLICY ON PREVENTION OF SEXUAL HARASSMENT

In compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace.

The Company is committed to provide a safe and conducive work environment to all its employees and associates. All women employees whether permanent, temporary or contractual are covered under the above policy. The said policy has been uploaded on the internal portal of the Company for information of all its employees. An Internal Complaints Committee (ICC) has been set up in compliance with the POSH Act and is fully compliant of the Committee composition requirements.

Further, there were no complaints received by the Committee during the financial year 2024-25. The Company has also adopted a policy under the said Act, which is placed on its internal portal as well as on the website of the Company, which can be viewed at the following weblink: <https://adorwelding.com/wp-content/uploads/2023/09/POSH-Policy-2023.pdf>



33. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION & PROTECTION FUND (IEPF)

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, dividends, if not claimed within / for a period of 07 (seven) years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Furthermore, IEPF Rules mandate the Companies, to transfer shares of the Members, whose dividends remain unpaid / unclaimed for a period of 07 (seven) consecutive years to the demat account of IEPF Authority. The said requirement does not apply to shares, in respect of which there is specific order of the Court, Tribunal or Statutory Authority, restraining any transfer of shares.

In the light of the aforesaid provisions, the Company has, during the financial year 2024-25 under review, transferred to IEPF, the unclaimed dividend of Rs. 18,72,935/- pertaining to FY 2016-17. w.r.t. AWL & Rs. 14,94,471/- of erstwhile M/s. Ador Fontch Limited (ADFL). Further, 9,534 equity shares of the Company and 3,059 equity shares pertaining to erstwhile ADFL, in respect of which dividends were not claimed / remained unpaid for 07 (seven) consecutive years or more, have also been transferred to the demat account of IEPF Authority. The details of the transfer of unclaimed dividend to IEPF authority are provided in detail in the Corporate Governance Report, annexed as Annexure III, to this report.

A flow chart explaining the procedure in detail is given below:

1. Online Application to be filed vide Form IEPF-5 on MCA V3: Claimant to claim dividends and / or shares by filing the said Form IEPF-5 on MCA V3 Portal. Required documents to be attached.
2. Dispatch of documents to the Nodal/Deputy Nodal Officer of the Company: Claimant to dispatch hard copy of the self-attested Form IEPF-5 along with other requisite documents, to the Nodal/Deputy Nodal Officer of the Company at its registered office.
3. Upload proof of dispatch on MCA V3 Portal: Claimant to update date of dispatch and upload proof thereof, on MCA V3 Portal.

4. Submission of E-Verification Report by the Company: Within 30 days of receiving IEPF-5 claim, the Company is required to approve/reject the claim by way of filing E-Verification Report on MCA V3 Portal.

5. IEPFA to release shares and/or dividends: Once the claim approved by the Company, gets approved by the IEPF Authority as well, the dividends and/or shares are electronically transferred by the Authority to the Claimant's bank and/or demat account.

Whilst the Company has already written to the Members, informing them about the due date for transfer of their shares to IEPF, the attention of the shareholders is once again drawn to this matter through the Annual Report. The data of unpaid / unclaimed dividend and shares is also available on the Company's website at www.adorwelding.com. Investors, who have not yet encashed their unclaimed / unpaid dividend amounts are requested to correspond with the Company's Registrar and Share Transfer Agent, at the earliest. Those Members / Shareholders, who do not remember / recollect having encashed their dividend, can also check the "List of Unpaid Dividends", posted on the website of the Company.

34. HUMAN RESOURCE (EMPLOYEES)

At ADOR, employee well-being is of utmost importance. The Company has a structured induction process at all its locations and undertakes training programs to upgrade skills / knowledge of its employees. Objective appraisal systems, based on key result areas (KRAs), are in place for its employees. ADOR believes in harnessing the potential of the employees, by providing them adequate training, opportunities and inclusive work culture, in order to achieve Company's goal, in line with the overall employee development. The industrial relations at all the Plants and Offices of the Company continue to remain harmonious, cordial and peaceful.

Disclosure pertaining to remuneration and other details, as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report, as Annexure VI.

Statement containing particulars of top 10 employees and the employees drawing

remuneration in excess of limits prescribed under Section 197 (12) of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, if any, is provided in the Annexure forming part of this report. In terms of proviso to Section 136(1) of the Act, the Report and the Accounts are being sent to the shareholders, excluding the aforesaid Annexure. The said Statement is also open for e-inspection / physical inspection, 21 (twenty one) days before and up to the date of the ensuing 72nd Annual General Meeting, during business hours on any working day. Any Member interested in obtaining a copy of the same, may write to the Company Secretary. None of the employees, listed in the said Annexure, are related to any of the Directors of the Company or to each other. None of the employees hold (by himself / herself or along with his / her spouse and dependent children) more than 2% (two percent) of the Equity Shares of the Company.

The on-roll manpower strength of the Company, as at the date of this Report, is 849.

35. MATERIAL TRANSACTIONS POST THE CLOSURE OF THE FINANCIAL YEAR

There were no material changes, affecting the financial position of the Company subsequent to the close of the financial year 2024-25, till 06th May, 2025 i.e. till the date of this report.

36. INTERNAL FINANCIAL CONTROL SYSTEM & THEIR ADEQUACY

The Board has adopted policies & procedures of governance for orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding its assets, prevention & detection of frauds and errors, accuracy & completeness of the accounting records and timely preparation of reliable financial disclosures. ADOR has an effective internal financial control system, which is constantly assessed and strengthened. The Company's internal financial control systems are commensurate with the nature of its business, the size and complexity of its operations.

The Internal Auditor reports to the Audit Committee. The Audit committee defines the scope and authority of the Internal Auditor. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal financial control system

in the Company, its compliance with operating systems, accounting procedures and policies at all the locations of the Company. Based on the report of the Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and the corresponding corrective actions are, thereafter presented to the Audit Committee in its meeting, on a quarterly basis and as & when required.

37. REPORTING OF FRAUDS

There were no instances of fraud, during the financial year 2024-25, which required the Statutory Auditors to report to the Audit Committee and / or to the Board under Section 143(12) of the Act and Rules framed thereunder.

38. DISCLOSURE W.R.T. VALUATION

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done, while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable during the financial year under review.

39. CODE FOR PREVENTION OF INSIDER TRADING

Your Company has adopted Code of Conduct for Prevention of Insider Trading ("PIT") for dealing / trading in the Securities of the Company, in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices is also uploaded on the website of the Company at the following weblink: <https://adorwelding.com/wp-content/uploads/2022/12/Code-of-practices-and-procedures-for-fair-disclosure-of-unpublished-price.pdf>

All the Directors, employees and third parties such as auditors, consultants, vendors, traders, etc, who could have access to the Unpublished Price Sensitive Information (UPSI) of the Company, are governed by this code. The objective of PIT Code is to protect the interest of the shareholders at large, to prevent misuse of any unpublished price sensitive information and to prevent any insider trading activity, by / while dealing in shares of the Company, by / through its Designated Persons



and their immediate relatives. The trading window is closed during / around the time of declaration of results and occurrence of any material events, as per the Code. The Company Secretary & Compliance Officer, is responsible for setting forth procedures and implementation of the Code for trading in the Company's securities.

The Company periodically circulates informative e-mails on prevention of insider trading, Do's and Don't's, etc. to all the Designated Persons to familiarize, educate and sensitize them on the provisions of the Code and PIT Regulations. The Management also imparts trainings and workshops to the Designated Persons in order to create awareness on various aspects of the Code and the PIT Regulations. Various "In-person" sessions are organized to seek clarifications on the Code. These activities help the Designated Persons to ensure objective / compliances of the Regulations and the Code.

The Company has also maintained Structured Digital Database ("SDD") pursuant to the requirements of Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.

40. ENVIRONMENT, HEALTH & SAFETY

Your Company is conscious of the importance of environmentally clean and safe operations. ADOR has undertaken various initiatives, which contribute towards sustainable development. Your Company strives to operate, after taking into consideration various environmental, social and governance initiatives / guidelines / laws, in order to achieve maximum output by optimum utilization of available resources, in environment friendly manner / ways.

The detailed explanation w.r.t. the initiatives taken by the Company from health & environment perspective are given in BRSR Report, annexed herewith as Annexure VII.

41. ANNUAL LISTING FEES

The Company affirms that the annual listing fees for the financial year 2025-26 have been paid to both M/s. National Stock Exchange of India Limited (NSE) and M/s. BSE Limited (Bombay Stock Exchange). Your Company has also paid its annual custodial fees to M/s. National Securities Depository Limited (NSDL).

42. DESIGNATED PERSON FOR IDENTIFICATION OF SIGNIFICANT BENEFICIAL OWNER

Mr. Vinayak M. Bhide, Company Secretary and Compliance Officer of the Company has been appointed as the Designated Person, who shall be responsible for furnishing, identifying Significant Beneficial Owner and extending the cooperation for providing the information to the Registrar, pursuant to Rule 9(3) of the Companies (Management and Administration) Rules, 2014.

43. CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion & Analysis Report (MDA) describing the Company's objectives, projections, estimates, expectations or predictions may contain "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially, from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

44. ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their sincere gratitude and warm appreciation for the invaluable contribution and spirit of dedication shown by the employees, including that of the erstwhile Ador Fontech Limited (now M & R Division), along with the support staff, at all levels during FY 2024-25. Your Directors also express their deep gratitude for the business assistance, co-operation and support extended to your Company by its Customers, Distributors, Dealers, Vendors, Suppliers, Service Providers, Bankers, various Government Organizations / Agencies & the Shareholders and look forward to their continued support & co-operation in future, as well.

For and on behalf of the Board

Ninotchka Malkani Nagpal
Executive Chairman
(DIN: 00031985)

Place: Mumbai
Date: 06th May, 2025

ANNEXURE I - TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FY 2024-25

1. A brief outline of the Company's CSR Policy, including overview of projects / programs, proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:

Ador Welding Limited (ADOR) is committed to comprehensive growth and has adopted a framework of integrating social, environmental & humanitarian concerns into its core business strategy, in the best interest of all its stakeholders. As a responsible corporate citizen, the Company strives for community empowerment through socio-economic development of underprivileged and marginalized sections of the society, thereby raising the Country's Human Development Index (HDI). At ADOR, CSR is a cornerstone of its corporate culture and the Company's endeavor ardently adds more value on the societal front to make a significant impact on the community.

The key focus areas that echo ADOR's CSR policy are the following and its CSR programs generally cover all or majority of these focus areas:

- Eradicating hunger, poverty and malnutrition, promoting preventive healthcare & sanitation, making available safe drinking water;
- Promoting education; including special education & employment enhancing vocational skills, especially among children, women, elderly and differently abled & livelihood enhancement projects;
- Promoting gender equality, empowering women, setting-up homes & hostels for women and orphans, setting-up or supporting old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities, faced by socially & economically challenged groups;
- Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air & water;
- Taking-up Rural development projects / Conducting various social awareness programs;
- Contributing to development & improvement in quality of life of the workforce and their families, as well as of the society at large;
- Conservation of energy, including projects related to renewable sources of energy;
- Contribution to Prime Minister's National Relief Fund [or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)] or any other fund set up by the Central Government for socio economic development and relief & welfare of the schedule caste, tribes, other backward classes, minorities and women;
- Contribution to research & development projects in the field of science, technology, engineering and medicine, funded by the Central Government or the State Government or Public Sector Undertaking or any agency of the Central Government or the State Government;
- Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies, established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics & Information Technology and other bodies, namely Defense Research & Development Organization (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific & Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine, aimed at promoting Sustainable Development Goals (SDGs).

**2. Composition of CSR Committee:**

| Sr. No. | Name of the Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|-------------------------------|---|--|--|
| 1. | Dr. Deep A. Lalvani | Chairman (Non-Executive & Non-independent Director) | 2 | 2 |
| 2. | Mrs. Ninotchka Malkani Nagpal | Member (Executive Chairman) | 2 | 2 |
| 3. | Mrs. Nita Dempo Mirchandani | Member (Non-Executive & Independent Director) | 2 | 2 |

3. Web-links:

- Composition of CSR Committee: <https://adorwelding.com/wp-content/uploads/2025/05/Composition-of-Committees-FY-2025-26%2007.05.2025.pdf>
- CSR Policy: <https://adorwelding.com/wp-content/uploads/2022/05/CSR-Policy-FY-2022-23.pdf>
- CSR projects, approved by the Board: <https://adorwelding.com/wp-content/uploads/2025/05/CSR-website.pdf>

4. Provide the details of Impact assessment of CSR projects, carried out in pursuance of Sub-Rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable for FY 2024-25, hence not carried out.

- Average net profit of the Company as per sub-section (5) of Section 135:** Rs. 8,989 Lakhs
- Two percent of average net profit of the Company as per sub-section (5) of Section 135:** Rs. 179.78 Lakhs
- Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:** NIL
- Amount required to be set-off for the financial year, if any:** Rs. 0.36 Lakh
- Total CSR obligation for the financial year [(b)+(c)-(d)]:** Rs. 179.42 Lakhs

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

i. Details of CSR amount spent against ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | (11) |
|---------|---------------------|--|----------------------|-------------------------|----------|------------------|---|---|--|--|--|
| Sr. No. | Name of the Project | Items from the list of activities in Schedule VII to the Act | Local area (Yes/ No) | Location of the project | | Project duration | Amount allocated for the project (Rs. in lakhs) | Amount spent in the current financial Year (Rs. in lakhs) | Amount transferred to unspent CSR Account for the project as per Section 135(6) (Rs. in lakhs) | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency |
| | | | | State | District | | | | | Name | CSR Registration Number |
| NIL | | | | | | | | | | | |

ii. Details of CSR amount spent against, other than ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|---------|--|--|-----------------------|-------------------------|----------|---|--|---|-------------------------|
| Sr. No. | Name of the Project | Items from the list of activities in schedule VII to the Act | Local area (Yes / No) | Location of the project | | Amount spent for the project (Rs. in lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation- Through implementing agency | |
| | | | | State | District | | | Name | CSR Registration Number |
| 1. | Additional salary to the school teachers at Advani Oerlikon Higher Secondary School, Birgaon, Raipur | Promoting Education | Yes | Chhattisgarh | Raipur | 6.30 | Yes | Directly by the Company | NA |
| 2. | Refurbishment of Girls Washroom at Advani Oerlikon Higher Secondary School, Birgaon, Raipur | Promoting Education | Yes | Chhattisgarh | Raipur | 8.56 | Yes | Directly by the Company | NA |
| 3. | Providing pressure cookers to Aaganwadi Workers at Silvassa | Livelihood enhancement project | Yes | Dadra & Nagar Haveli | Silvassa | 3.94 | No | Department of Social Welfare (Women & Children Development) | CSR00025593 |
| 4. | Financial help for medical treatment of Master Yogiraj A. Borde, hospitalised in Tata Memorial Hospital for cancer treatment | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Mumbai | 0.25 | No | Save the Life Foundation | CSR00074161 |
| 5. | Financial support for chemotherapy of Ms. Arshi Fatima suffering from Cancer | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Mumbai | 0.50 | No | Save the Life Foundation | CSR00074161 |
| 6. | Education, Women Empowerment, Skill Development & Healthcare Activities | Education, Women Empowerment, Skill Development & Healthcare | Yes | Maharashtra | Mumbai | 85.00 | No | Ador Foundation | CSR00029675 |



| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|---------|--|--|-----------------------|-------------------------|----------|---|--|---|-------------------------|
| Sr. No. | Name of the Project | Items from the list of activities in schedule VII to the Act | Local area (Yes / No) | Location of the project | | Amount spent for the project (Rs. in lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation- Through implementing agency | |
| | | | | State | District | | | Name | CSR Registration Number |
| 7. | Providing educational toys kit to Anganwadi Children at Silvassa | Promoting Education | Yes | Dadra & Nagar Haveli | Silvassa | 3.00 | No | Department of Social Welfare (Women & Children Development) | CSR00025593 |
| 8. | Financial Support to a girl suffering from Blood Cancer | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Mumbai | 0.25 | No | Aashayein foundation | CSR00035248 |
| 9. | Financial support to underprivileged children, especially those facing critical health challenges | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Mumbai | 0.19 | No | Aashayein foundation | CSR00035248 |
| 10. | Financial support to baby Arush Satish Tayade, who was suffering from Blood cancer | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Mumbai | 0.51 | No | Mauli Foundation | CSR00006590 |
| 11. | Financial Assistance for Open Heart surgery of a child suffering from Congenital Heart Defect | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Mumbai | 0.25 | No | Nanhi Pari | CSR00003182 |
| 12. | Sponsoring annual educational expenses of 10 underprivileged girl students | Promoting Education | Yes | Maharashtra | Mumbai | 1.85 | No | Shiksha Foundation | CSR00002673 |
| 13. | Financial Assistance for Heart Surgery of a four month old child | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Mumbai | 0.25 | No | Ray of Joy Foundation | CSR00002737 |
| 14. | Civil work of toilet block at Advani Oerlikon Higher Secondary School, Birgaon, Raipur including architecture fees | Promoting Education | Yes | Chhattisgarh | Raipur | 25.04 | Yes | Directly by the Company | NA |
| 15. | Financial support for education of students learning in school based at Shahpur | Promoting Education | Yes | Maharashtra | Thane | 1.00 | No | Umang Foundation | CSR00000015 |

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|---------|---|--|-----------------------|-------------------------|-------------|---|--|--|-------------------------|
| Sr. No. | Name of the Project | Items from the list of activities in schedule VII to the Act | Local area (Yes / No) | Location of the project | | Amount spent for the project (Rs. in lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation- Through implementing agency | |
| | | | | State | District | | | Name | CSR Registration Number |
| 16. | Financial support to education of children with disabilities, who came from economically challenged background | Promoting Education | Yes | Maharashtra | Mumbai | 1.20 | No | Able Disabled All People Together (ADAPT) | CSR00001228 |
| 17. | Financial support to provide sewing machines for underprivileged women | Empowering women | Yes | Maharashtra | Mumbai | 2.00 | No | Young Women's Christian Association of Bombay (YMCA) | CSR00008275 |
| 18. | Financial support for conducting Blood Donation camps | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Mumbai | 0.50 | No | Pruthvi Impact Foundation | CSR00056408 |
| 19. | Financial assistance for medicine, food & ambulance for animals | Animal Welfare | Yes | Maharashtra | Mumbai | 1.00 | No | Utkarsh Foundation | CSR00003183 |
| 20. | Financial assistance for building skill center for Adults with Autism and other Developmental Disabilities | Promoting Education | No | Dehradun | Uttarakhand | 1.00 | No | The Gateway Trust | CSR00025901 |
| 21. | Financial assistance for purchasing dialysis machine | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Pune | 2.50 | No | Karunalya Trust | CSR00046745 |
| 22. | Financial support to Rashtriya Drushtihin Shikshan and Punarwasan Sanstha, Nagpur | Promoting Education | Yes | Maharashtra | Nagpur | 3.00 | Yes | NA | NA |
| 23. | Financial support for conducting medical camp for economically challenged people in Kolhapur & nearby districts | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Kolhapur | 1.00 | No | Shree Aniruddha Aadesh Pathak | CSR00011566 |
| 24. | Purchasing of desk & fans for government school situated at Peenya, Bengaluru | Promoting Education | Yes | Karnataka | Bengaluru | 3.06 | Yes | NA | NA |



| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|---------|---|--|-----------------------|-------------------------|-----------|---|--|---|-------------------------|
| Sr. No. | Name of the Project | Items from the list of activities in schedule VII to the Act | Local area (Yes / No) | Location of the project | | Amount spent for the project (Rs. in lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation- Through implementing agency | |
| | | | | State | District | | | Name | CSR Registration Number |
| 25. | Education, Women Empowerment, Skill Development & Healthcare Activities | Education, Women Empowerment, Skill Development & Healthcare | Yes | Karnataka | Bengaluru | 14.25 | No | Ador Fontech Charitable Fund | CSR00011096 |
| 26. | Distribution of food grains | Eradicating hunger, poverty and malnutrition | Yes | Karnataka | Bengaluru | 4.35 | Yes | NA | NA |
| 27. | Sponsored mid day meal to Yogeshwarananda School | Eradicating hunger, poverty and malnutrition | Yes | Karnataka | Bengaluru | 2.00 | Yes | NA | NA |
| 28. | Meal distribution for hunger at Shree Jagannath Temple Trust, Bengaluru | Eradicating hunger, poverty and malnutrition | Yes | Karnataka | Bengaluru | 0.30 | Yes | NA | NA |
| 29. | Distribution of food grains in St. Annes Degree College, Bengaluru | Eradicating hunger, poverty and malnutrition | Yes | Karnataka | Bengaluru | 0.09 | Yes | NA | NA |
| 30. | Financial assistance for Breakfast to Government School Students | Eradicating hunger, poverty and malnutrition | Yes | Karnataka | Bengaluru | 0.25 | No | Sai Mayee Foundation | CSR00047902 |
| 31. | Food grains distribution | Eradicating hunger, poverty and malnutrition | Yes | Karnataka | Bengaluru | 1.75 | No | Domluru Samskriti Foundation | CSR00014968 |
| 32. | Wheel chair distribution | Livelihood enhancement projects | Yes | Karnataka | Bengaluru | 0.24 | Yes | NA | NA |
| 33. | Multisport wheel chairs (4 nos.) | Livelihood enhancement projects | Yes | Karnataka | Bengaluru | 1.35 | Yes | NA | NA |
| 34. | Financial support for education of blind students | Promoting Education | Yes | Karnataka | Bengaluru | 1.00 | Yes | NA | NA |
| 35. | Financial support for digital learning of the students | Promoting Education | Yes | Karnataka | Bengaluru | 0.25 | No | Bumble B Trust | CSR00024336 |
| 36. | Financial support for setting up of blood bank | Promoting Healthcare including preventive Healthcare | Yes | Karnataka | Bengaluru | 1.00 | No | Sanjaynagar Lions Club | CSR00021502 |

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|---------|---|--|-----------------------|-------------------------|-----------|---|--|---|-------------------------|
| Sr. No. | Name of the Project | Items from the list of activities in schedule VII to the Act | Local area (Yes / No) | Location of the project | | Amount spent for the project (Rs. in lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation- Through implementing agency | |
| | | | | State | District | | | Name | CSR Registration Number |
| 37. | Medical treatment of cancer patient in The Jimmy S Bilimoria Foundation, Mumbai | Promoting Healthcare including preventive Healthcare | Yes | Maharashtra | Mumbai | 2.00 | No | Bilimoria Foundation | CSR00001543 |
| 38. | Distribution of hand gloves to Bruhat Bengaluru Mahanagar Palika workers | Promoting Healthcare including preventive Healthcare | Yes | Karnataka | Bengaluru | 0.28 | Yes | NA | NA |
| | | | | | Total | 181.26 | | | |

b. Amount spent in Administrative Overheads: NIL

c. Amount spent on Impact Assessment, if applicable: Not Applicable

d. Total amount spent for the Financial Year (6a+6b+6c): Rs. 181.26 Lakhs

e. CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year (Rs. in Lakhs) | Amount unspent (in Rs.) | | | | |
|--|--|------------------|--|--------|------------------|
| | Total Amount transferred to unspent CSR Account, as per Section 135(6) | | Amount transferred to any other fund specified under Schedule VII, as per second proviso to Section 135(5) | | |
| Rs. | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| | Nil | | | | |

f. Excess amount for set-off, if any:

| Sr. No. | Particulars | Amount (Rupees in Lakhs) |
|---------|---|--------------------------|
| (i) | Two percent of average net profit of the Company, as per sub-section (5) of Section 135 | 179.78 |
| (ii) | Total amount spent for the Financial Year | 181.26 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 1.48 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | 0.36 |
| (v) | Amount available for set off in succeeding Financial Years [(iii)+(iv)] | 1.84 |

**7. Details of unspent CSR amount for the preceding three (03) financial years:**

| Sr. No. | Preceding Financial Year(s) | Amount transferred to unspent CSR Account under section 135 (6) (Rs. in lakhs) | Balance Amount in Unspent CSR Account under section 135(6) (Rs. In Lakhs) | Amount spent in the reporting Financial Year (Rs. in lakhs) | Amount transferred to any fund specified under Schedule VII, as per second proviso to Section 135(6), if any | | Amount remaining to be spent in succeeding financial years (Rs. in lakhs) | Deficiency, if any |
|---------|-----------------------------|--|---|---|--|------------------|---|--------------------|
| | | | | | Amount (in Rs.) | Date of transfer | | |
| 1. | 2021-22 | 10.50 | 10.50 | 6.17 | NIL | NIL | 4.33 | Not Applicable |
| 2. | 2022-23 | NIL | 4.33 | 3.50 | NIL | NIL | 0.83 | |
| 3. | 2023-24 | NIL | 0.83 | 0.83 | NIL | NIL | NIL | |
| 4. | 2024-25 NIL | | | | | | | |

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

If Yes, enter the number of Capital assets created / acquired and furnish the details relating to such asset(s) so created or acquired through CSR amount spent in the Financial Year:

| Sr. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner | | |
|---------|---|-------------------------------------|------------------|----------------------------|---|------|--------------------|
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| NIL | | | | | | | |

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

For and on behalf of the Board

Ninotchka Malkani Nagpal

Dr. Deep A. Lalvani

Place: Mumbai

Executive Chairman

Chairman of CSR Committee

Date: 06th May, 2025

(DIN: 00031985)

(DIN: 01771000)

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

PHILOSOPHY ON CSR:

Ador Welding Limited (ADOR) believes that Company's performance must be quantified in a balanced economic, environmental and social imperative. As a pioneer in the welding industry, ADOR has played a significant part in the country's industrialization and infrastructure development and its welders have played a huge role in this development. The Company's CSR vision is "Welding is an essential part of everyday life, as right from manufacturing cars to high rise buildings, airplanes to rockets, pipelines to highways, all of it requires welding." As a responsible corporate citizen, the Company strives for community empowerment through socio- economic development of underprivileged and marginalized sections of the society, thereby raising the Country's human development index (HDI).

In pursuit of our commitment towards a comprehensive growth, we venture to have in place a framework to integrate social, environmental, humanitarian concerns into our core business strategy, in the best interest of all our stakeholders. At ADOR, CSR is a cornerstone of its corporate culture and the Company's endeavor ardently adds more value on the societal front and makes a significant impact on livelihood. This entails transcending business interests and grappling with the "quality of life" challenges that underserve communities face, and working towards creating a meaningful difference to them.

APPLICABILITY & SCOPE:

The scope of this policy is to strategically draw the guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the annual action plan by the Board of the Company, after taking into account the recommendations of the CSR Committee.

The said policy is to be read in alignment with the provisions of Section 135 of the Companies Act, 2013 ('the Act') and the corresponding rules made there under, as amended from time to time ('CSR Rules'), Schedule VII to the Act and ADOR's philosophy & CSR values.

FOCUS AREAS OF ENGAGEMENT:

Arising from this, the key focus areas that echo ADOR's CSR policy, are the following and ADOR's CSR programs will generally cover all or any of these focus areas:

- i. Eradicating hunger, poverty and malnutrition, promoting preventive healthcare & sanitation, making available safe drinking water;
- ii. Promoting education; including special education and employment enhancing vocational skills especially among children, women, elderly and differently abled and livelihood enhancement projects;
- iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up or supporting old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv. Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air & water;
- v. Taking up Rural development projects / Conducting various social awareness programs;
- vi. Contributing to development & improvement in quality of life of the workforce and their families, as well as of the society at large;
- vii. Conservation of energy, including projects related to renewable sources of energy;
- viii. Contribution to Prime Minister's National Relief Fund [or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)] or any other fund set up by the Central Government for socio economic development & relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- ix. Contribution to research and development projects in the field of science, technology, engineering and medicine, funded by the central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government;



- x. Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies, established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha & Homoeopathy (AYUSH); Ministry of Electronics & Information Technology and other bodies, namely Defense Research & Development Organization (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine, aimed at promoting Sustainable Development Goals (SDGs)
- ii. Recommend the amount to be spent on these activities in every financial year;
- iii. Monitor the Company's CSR activities under the policy periodically;
- iv. Developing the CSR annual strategy, based on the guidelines, set by the Companies Act, 2013 & Rules framed there under.
- v. Formulate and recommend to the Board, the annual action plan for CSR activities, CSR project development, CSR project approval, etc. in accordance with the CSR Policy, indicating the following:
- list of CSR projects or programmes that are approved to be undertaken in the areas or subjects, specified in Schedule VII to the Act;
 - manner of execution of such projects or programmes;
 - modalities of utilisation of funds and implementation schedules, for the projects or programmes;
 - monitoring and reporting mechanism, for the projects or programmes;
 - details of need and impact assessment, if any, for the projects, undertaken by the company;
- vi. Monitoring the execution mechanism for CSR projects; Periodic reporting and communication to the Board.

ORGANIZATIONAL MECHANISM FOR CSR:

The Board of Directors shall form a Corporate Social Responsibility (CSR) Committee, pursuant to the provisions of Section 135 of the Act, which shall be responsible for formulating & recommending to the Board, the CSR Policy & CSR Annual Action Plan, list of CSR activities / manner of execution / utilization of fund and timelines / monitoring of projects and shall lay down the guidelines / key focus areas for the CSR activities every year.

COMPOSITION OF THE CSR COMMITTEE:

The composition of the CSR Committee shall consist of three or more directors, of which at least one director shall be an Independent Director. No sitting fees will be paid to the members of CSR Committee. The Company Secretary shall act as the Secretary to the Committee.

The number of members of the CSR Committee and their powers and functions can be specified, varied, altered or modified from time to time by the Board, subject to the provisions of the applicable law.

FUNCTIONS OF THE CSR COMMITTEE:

- i. To formulate and recommend to the Board, a CSR Policy, indicating the activities to be undertaken by the Company in the areas or subject, specified in Schedule VII;

CSR COMMITTEE WILL ENSURE THE FOLLOWING:

- Appropriate organizational structure, to effectively identify, monitor & manage CSR activities.
- All kinds of income accrued to ADOR, by way of CSR activities, if any, to be credited back to CSR corpus.

IMPLEMENTATION MECHANISM OF CSR:

Ador Foundation, the Philanthropy arm of Ador Group Companies will be the core / principal implementation agency for undertaking all / major CSR activities of Ador Group Companies, as well as their Subsidiaries.

The CSR activities of ADOR can be undertaken by the Company either directly by itself or through Ador Foundation or through any other organization /

agency, which is into CSR activities and registered with the Central Government, namely:

- a Company established under Section 8 of the Act, or a registered public trust or a society, registered under section 12A and 80G of the Income Tax Act, 1961 (43 of 1961), established by the Company, either singly or along with any other Company, or
- a Company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or the State Government; or
- any entity established under an Act of Parliament or a State legislature; or
- a Company established under section 8 of the Act, or a registered public trust or a society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years, in undertaking similar activities.

ADOR can conduct due diligence, prior to selection of an entity as its implementation organization / agency, to verify the credentials and ensure that the proposed implementation agency is eligible & capable to be appointed as such.

ADOR can also enter into Collaborative partnerships with the Government, NGOs, independently registered non-profit organisations, or with other like-minded organisations / stakeholders, so as to widen the Company's reach and leverage upon the collective expertise & experience, these partnerships will pool their resources for CSR activities.

In undertaking CSR Activities, the Company shall give preference to the local areas, wherein the Company operates or has its offices i.e. areas in the vicinity of its factories, depots and sales offices, if any, to the extent possible.

All contributions to the funds, referred to in the 'Focus areas of Engagement' clauses shall be made directly by the Company and shall be utilized, accounted for and monitored, strictly in accordance with the applicable provisions of law.

ADOR can also engage international organizations for designing, monitoring and evaluation of CSR projects or programmes as per its CSR policy, as well as for capacity building of its own personnel for CSR.

CSR EXPENDITURE:

Statutory requirement

The Company shall spend at least 2% (two percent) of its average Net Profits, made during the last 3 (three) immediately preceding financial years, in accordance with the Act & the Rules and the CSR Policy.

Set-off

Where the Company spends an amount in excess of requirement, provided under Section 135(5) of the Act, such excess amount will be set-off against the requirement to spend under section 135(5) up to immediate succeeding 3 (three) financial years, subject to certain conditions, given under the Act.

Ongoing project

"Ongoing Project" means a multi-year project undertaken by a Company in fulfilment of its CSR obligation, having timelines not exceeding three years, excluding the financial year in which it was commenced and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board, based on reasonable justification.

In case of ongoing project, the Board shall monitor the implementation of the project with reference to the approved timelines & year-wise allocation and shall make modifications, if any, for smooth implementation of the project, within the overall permissible time period.

Surplus

Any surplus arising out of CSR Activities will not be considered as a part of the business profit and will be re-allocated to the same CSR project or will be transferred to the Unspent CSR Account and will be spent in pursuance of this CSR policy and / or annual action plan.

Administrative Overheads

The Board shall ensure that the administrative overheads shall not exceed 5% (five percent) of total CSR expenditure of the Company, for the financial year.

"Administrative overheads", as defined under the Act, mean the expenses incurred by the Company



for 'general management and administration' of Corporate Social Responsibility functions in the Company, but shall not include the expenses directly incurred for designing, implementation, monitoring and evaluation of a particular Corporate Social Responsibility project or programme.

Creation or Acquisition of a Capital Asset

The CSR amount may be spent by a Company for creation or acquisition of a capital asset in accordance with the CSR Rules.

Unspent Amount

Any unspent amount, other than unspent amount relating to an ongoing project, will be transferred to a Fund specified in Schedule VII, within a period of 06 (six) months of the expiry of the financial year.

Further, unspent CSR funds of ongoing projects will be transferred within a period of 30 days from the end of the financial year to a special account, opened by the Company in any scheduled bank, called the "Unspent Corporate Social Responsibility Account". Such amount shall be spent by the Company towards CSR within a period of 3 financial years, from the date of such transfer, failing which, the Company shall transfer the same to a Fund specified in Schedule VII, within a period of 30 days from the date of completion of the third financial year.

The Board shall be responsible for sanctioning the CSR Expenditure and shall be responsible, along with the CSR Committee, for taking steps to ensure that the amount for CSR Expenditure is available for the implementation of the CSR Activities.

MODALITIES FOR UTILIZATION OF FUNDS:

Our CSR underpins the significance of the people behind this development and identifies areas, where we can help nurture their current and future potential,

while supporting the families of underprivileged and communities, through the following ways:

1. Up skilling India to make more Indians have / get meaningful jobs through Education, Training (basic education, up-skilling India with welding skills):
 - Providing sponsorship for training to underprivileged youth, to take up courses on welding skills
2. Women empowerment:
Providing a safe working environment for women
3. Areas around our factories and Offices by providing basic sanitation, drinking water, education for economically challenged and community services:
 - Environmental Compliances at all plants
 - CE Safety Standards
 - Tree plantations at all plants
 - Provide medical help, as may be fit to various strata's of society
4. Welfare Activities
Undertaking relief / welfare activities, especially during pandemic.

MONITORING MECHANISM:

Certain CSR activities will be carried out, to the extent possible, around the factory areas of the Company and the respective Plant In-charge(s) can be authorized to monitor the implementation of the said CSR activities in the vicinity of the Plants.

Mr. Vinayak M. Bhide, Company Secretary & Mr. S. K. Sethia, Chief Financial Officer will be responsible to oversee the overall functioning of the CSR activities / projects of the Company.

This policy was approved by the Board on Friday, 20th May, 2022.

ANNEXURE II - TO THE DIRECTORS' REPORT

Disclosure of particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo, as required under Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014

A. Conservation of Energy

Ador believes that the workplace forms one of the strongest pillars for implementation of best practices for sustainable development. Ador is committed to making continuous efforts that contribute towards an integrated development, on an ongoing basis, by adopting various innovative measures at its plants, which lead to positive consequences, such as reduction of wastages, optimum consumption of non-renewable resources, climate change mitigation as well as reduction in operational costs.

Some of the initiatives / measures undertaken by your Company (Ador) are as follows:

1. Installed Solar Power Plant at Silvassa Factory with the capacity of 115 KWP, during FY 2021-22, which generated about 1,20,000 units, effectively reducing the greenhouse gas (GHG) emission by about 70 MT in FY 2024-25.
2. Installed Solar Power Plant at Raipur Factory with the capacity of 518 KWP during FY 2019-20, which generated 4,40,822 units, effectively reducing the greenhouse gas (GHG) emission by about 260 MT in FY 2024-25.
3. Installed LED lights at Bengaluru Factories, which reduced lighting load by 70%.
4. Installed timers for shop floor lighting and air conditioners in Chinchwad plant, ensuring that lights will be switched on only when equipment operates. Use of motion sensors in low-traffic areas have controlled lighting automatically. Replacement and optimization with low-wattage energy-efficient lights, wherever applicable, has reduced power consumption.

B. Technology Absorption

As a pioneer in the welding industry and a major supplier of a variety of Welding Consumables, Equipment and Automation systems to National as well as International markets, Ador is consistently investing in "Technology and Innovation" to deliver the best / "state of the art" products. The Company has 2 (two) Technology Development Centers (TDCs), 1 (one) each for Consumables and Equipment, both located at Chinchwad, Pune in Maharashtra. The TDCs continue to pursue their goals, with renewed vigor, in terms of innovation, upgradation, improvements & cost optimization. These TDCs regularly interact with the market / users for improving the competitive features and performance of the Company's products.

Some of the significant technology absorption / innovations w.r.t. TDCs are listed hereunder:

TDC Equipment:

- Developed the Engine driven welding machine, which can deliver Constant Current (CC) as well as Constant Voltage (CV) characteristics for welding output. This enables the machine to work with SMAW as well as GMAW/FCAW welding processes.
- With continuous efforts on improvement for / in better welding experience, in TIG welding machines, the HF start feature has been enhanced in such a way that the arc can start from 10 mm distance, which is mainly suitable for TIG welding in Automation.
- Developed the real time Welding Data Management System, which provides analysis of welding data in terms of productivity, welder's skills, costs of welding etc. by real time monitoring of welding parameters. In this system the welding machine transfers the real time Welding data through WiFi local network.



- Developed welding rectifier, using moving core technology, specifically for Gauging application.
- Added application based new features in Pulse MIG machines, which improved the welding performance under specific and critical welding applications.

TDC Consumables:

TDC (Consumables) achievements in the areas of new product development, approvals, and technical presentations in FY 2024-25 are as under:

- Successfully implemented indigenous Flux cored arc welding consumables.
- Development of Creep resistant SMAW electrodes (Cromoten P & Cromoten CP), with special impact property requirement.
- Developed & supplied a controlled ferrite Stainless-Steel Electrode to yield specific corrosion resistance properties
- Received NPCIL Approval for Nuclear Grade Application.
- Being member of the Technical Committee & working groups of Bureau of Indian Standards (BIS), we are participating in the development of Indian Standards for various Welding Product and Testing Specifications.
- Successfully maintained & continued NABL Accreditation for the TDC Metallurgical Lab, as per ISO 17025:2017.
- Presented Technical Paper at the International Institute of Welding (IIW) Annual Assembly and International Conference held in Rhodes Island, Greece in July 2024.

Summary of expenditure on R & D:

| Particulars | (Rs. In Lakhs) | |
|---|----------------|------------|
| | FY 2024-25 | FY 2023-24 |
| Capital | 43 | 660 |
| Recurring | 888 | 109 |
| Total | 931 | 769 |
| Total R & D expenditure as a percentage of total turnover | 0.83% | 0.87% |

Foreign Exchange Earnings & Outgo:

| Particulars | (Rs. In Lakhs) | |
|---------------------------|----------------|------------|
| | FY 2024-25 | FY 2023-24 |
| Foreign Exchange Earnings | 15,528 | 12,213 |
| Foreign Exchange Outgo | 9,726 | 9,227 |

For and on behalf of the Board

Ninotchka Malkani Nagpal
Executive Chairman
 (DIN: 00031985)

Place: Mumbai
Date: 06th May, 2025

ANNEXURE III – TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

The detailed Report on Corporate Governance for the financial year ended 31st March, 2025, in terms of Regulation 34(3) read with Schedule V (C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), is set out below. In this report, we confirm the compliance of Corporate Governance criteria, as required under the said SEBI (LODR) Regulations, 2015.

A) Mandatory Requirements:

1) Company's Philosophy on the Code of Corporate Governance

The Company has a strong legacy of believing in sound corporate practices, based on transparency, accountability and high level of integrity, which forms an essential part in the functioning of the Company and increasing the long-term enhancement of stakeholders' value & interest. The Company believes that its actions must result in enhancing corporate performance by maximizing stakeholders' value and also in motivating work force. We, as a Company, have always focused on 'best-in-class' Corporate Governance practices, which is a key driver for sustainable corporate growth and long-term value creation for our stakeholders. Through the Governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities towards all its stakeholders by ensuring transparency, fair play & independence in its decision making. The Company's Policies are an extension of its values and reflect its commitment to ethical Business practices, integrity and regulatory compliances.

2) Board of Directors

The Board is entrusted with the ultimate responsibility of the Management and performance of the Company. It provides strategic direction, leadership and guidance to Company's Management. It monitors the performance of the Company, with the objective of creating long-term value for the Company's stakeholders as well as it ensures that the Management adheres to the highest standards of ethics, transparency and disclosures.

2.1) Core Skills / Expertise of the Board

The Board of Directors, at its meeting held on 06th May, 2025, has approved the following list of core skills / expertise in context of / with respect to the line of business of the Company, for it to function effectively. The below matrix summarizes a mix of skills, expertise & competencies, possessed by the individual Directors on the Board, which are key to good corporate governance and Board effectiveness:

| Sr. No. | Core Skills / Expertise | Name of the Director(s) |
|---------|---|--|
| 1. | General Management & Strategic Financial Planning | Mrs. Ninotchka Malkani Nagpal, Mr. Navroze S. Marshall, Mr. Mihir Jayaraman |
| 2. | Product Manufacturing & Technology Development | Mr. Aditya T. Malkani, Mr. Navroze S. Marshall, Mr. Mihir Jayaraman |
| 3. | Financial Management | Dr. Deep A. Lalvani , Mrs. Ninotchka Malkani Nagpal, Mr. Aditya T. Malkani, Mrs. Nita Dempo Mirchandani, Mr. Navroze S. Marshall, Mr. Mihir Jayaraman, Mr. Jitendra H. Panjabi |
| 4. | Brand building & E-Commerce | Dr. Deep A. Lalvani, Ms. Tanya H. Advani |
| 5. | Business / Technology collaboration, Mergers & Acquisitions | Mr. Ravin A. Mirchandani, Mr. Mihir Jayaraman, Ms. Tanya H. Advani |
| 6. | Banking & Finance | Mr. Jitendra H. Panjabi |



| Sr. No. | Core Skills / Expertise | Name of the Director(s) |
|---------|---|---|
| 7. | Sales & Corporate Marketing | Ms. Tanya H. Advani, Mr. Mihir Jayaraman |
| 8. | Project Management | Mr. Aditya T. Malkani, Ms. Tanya H. Advani, Mr. Mihir Jayaraman |
| 9. | Digital transformation, data analytics, B2B and CRM Marketing | Ms. Tanya H. Advani, Dr. Deep A. Lalvani |
| 10. | Strategic Sourcing and Purchasing Management | Mr. Mihir Jayaraman |
| 11. | ERP Systems Design and Implementation | Mr. Mihir Jayaraman |
| 12. | Legal, Risk & structuring | Mr. Santosh J. Iyer |

2.2) Composition, Number of Meetings held and Attendance

In order to maintain independence of the Board, we have a judicious mix of Executive, Non-Executive & Independent Directors. The Board of Directors of the Company, as of 31st March, 2025 comprises of 10 (ten) Directors, consisting of 2 (two) Executive / Whole-Time Directors and 8 (eight) Non-Executive Directors including 5 (five) Independent Directors. There are 3 (three) Women Directors on the Board, out of which 1 (one) is an Independent Woman Director, as stipulated under Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with the statutory as well as business requirements. The Board of Directors meets, generally once in every quarter, primarily to review the quarterly performance and the financial results of the Company, amongst other things. The Meetings of the Board of Directors & the Committees of the Board are usually held at the Registered Office of the Company. The Meetings are scheduled well in advance and the intimation of each Board & Committee Meeting is given in writing to each Director / Member about 8 to 10 weeks before the scheduled date of the Meeting. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are then noted at the subsequent Board Meeting.

The information, as set out in Regulation 17 read with Part A of Schedule II to SEBI (LODR) Regulations, 2015, is provided to the Board and to the Board Committees, to the extent applicable & relevant. Such information is submitted either as a part of the agenda papers, in advance, of the respective Meetings or by way of presentations & discussions, during the Meetings.

The Company Secretary, in consultation with the Executive Chairman and the Managing Director, prepares the detailed Agenda for the Board / Committee Meetings. All the necessary documents, including Annexures, Explanatory Notes etc., are circulated, along with the Agenda, to all the Directors about 7 to 10 days in advance. The Board / Committee Members are also free to recommend inclusion of any matter in the Agenda, for discussion at the Board / Committee Meetings. The important decisions taken at the Board / Committee Meetings are communicated to the concerned department / division and the major outcome of the Board Meetings are also informed to the Stock Exchanges, where the Company's shares are listed, immediately after the Board Meetings.

During FY 2024-25 under review, the Board of Directors met 7 (seven) times, i.e. on 30th April, 2024, 02nd August, 2024, 12th September, 2024, 03rd October, 2024, 05th November, 2024, 12th November, 2024 & 24th January, 2025. The requisite quorum was present at all the Meetings. The maximum gap between any two consecutive meetings was less than 120 (one hundred & twenty) days, as stipulated under Section 173(1) of the Act, and Regulation 17(2) of SEBI (LODR) Regulations, 2015 and the Secretarial Standard (SS), issued by the Institute of Company Secretaries of India (ICSI). The Board has accepted almost all the recommendations of its committees, during the relevant financial year.

Brief details of the Board Meetings held during FY 2024-25 are as follows:

| Sr. No. | Date of the Board Meeting | Board Strength | No. of Directors Present | No. of Independent Directors Present |
|---------|----------------------------------|----------------|--------------------------|--------------------------------------|
| 1. | 30 th April, 2024 | 11 | 10 | 5 |
| 2. | 02 nd August, 2024 | 10 | 10 | 5 |
| 3. | 12 th September, 2024 | 10 | 9 | 4 |
| 4. | 03 rd October, 2024 | 10 | 10 | 5 |
| 5. | 05 th November, 2024 | 10 | 10 | 5 |
| 6. | 12 th November, 2024 | 10 | 10 | 5 |
| 7. | 24 th January, 2025 | 10 | 10 | 5 |

The composition of the Board of Directors, attendance at the Board Meetings, held during FY 2024-25 and at the last Annual General Meeting (AGM), number of Directorships in other Companies & Membership of Committees across other Companies, in which the Director is a Member / Chairman, are given below:

| Sr. No. | Name of the Director | Category of Directorship | Financial Year 2024-25 Attendance at | | As on 31 st March, 2025 | | | |
|---------|-----------------------------|-------------------------------|--------------------------------------|--|------------------------------------|---|-----------------------|----------------------|
| | | | | | No. of other Directorships # | No. of Directorships in listed entities ^ | Committee Positions @ | |
| | | | Board Meetings | Last AGM (26 th July, 2024) | | | No. of Memberships | No. of Chairmanships |
| 1. | Mrs. N. Malkani Nagpal | Executive (Chairman) | 7 of 7 | Present | 1 | 1 | 0 | 0 |
| 2. | Mr. A. T. Malkani | Executive (Managing Director) | 7 of 7 | Present | 0 | 2 | 0 | 0 |
| 3. | Dr. D. A. Lalvani | Non-Executive | 7 of 7 | Present | 1 | 2 | 4 | 0 |
| 4. | Mr. R. A. Mirchandani | Non-Executive | 7 of 7 | Present | 2 | 1 | 2 | 0 |
| 5. | Ms. Tanya H. Advani | Non-Executive | 7 of 7 | Present | 1 | 2 | 1 | 2 |
| 6. | Mrs. Nita Dempo Mirchandani | Independent | 7 of 7 | Present | 0 | 1 | 0 | 0 |
| 7. | Mr. N. S. Marshall | Independent | 7 of 7 | Present | 1 | 3 | 3 | 1 |
| 8. | Mr. Santosh J. Iyer | Independent | 6 of 6 | - | 0 | 2 | 0 | 1 |
| 9. | Mr. Jitendra H. Panjabi | Independent | 6 of 6 | - | 0 | 2 | 2 | 0 |
| 10. | Mr. Mihir Jayaraman | Independent | 2 of 2 | - | 0 | 1 | 0 | 0 |

Notes:

Excludes Directorships in Ador Welding Limited, Foreign Companies, Private Limited Companies and Charitable Companies, if any.

^ Includes Directorship in Ador Welding Limited

@ Considered Memberships / Chairmanships of the Audit Committee & the Stakeholders Relationship Committee (SRC) only, other than that of Ador Welding Ltd., as per Regulation 26(1)(b) of SEBI (LODR) Regulations, 2015.



Mr. K Digvijay Singh (DIN: 00004607), Mr. R. N Sapru (DIN: 02332414) & Mr. P. K. Gupta (DIN: 00963094), Independent Directors, retired effective from 27th July, 2024, due to completion of their second term of five years as an Independent Director.

Mr. Gaurav M. Lalwani (DIN: 06928792), Independent Director, retired effective from 09th November, 2024 due to completion of his second term of five years as an Independent Director.

None of the Director is a Member of more than 10 (ten) Board Committees and Chairman of more than 05 (five) such Committees [the committees being, Audit Committee and SRC], across all the public limited companies, in which he / she is a Director, as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015. Pursuant to Section 165 of the Companies Act, 2013, none of the Directors on the Company's Board hold the office of Director in more than 20 (twenty) companies, including 10 (ten) public companies and none of the Directors of the Company, are related to each other. As per Regulation 17A of SEBI (LODR) Regulations, 2015, none of the Directors hold Directorship in more than 07 (seven) listed entities and none of the Independent Directors serve as Independent Director in more than 07 (seven) listed entities and in case they are Whole Time Directors / Managing Directors in any listed entity, then they do not serve as Independent Directors in more than 03 (three) listed entities. The same is also evident from the above table.

All the Directors have made necessary disclosures regarding Committee positions held by them in other Companies, as required under Section 184 of the Companies Act, 2013. Each Director informs the Company, on an annual basis, about the Board and the Committee positions she / he occupies in other Companies, including Chairmanships and notifies changes during the year, if any. The Members of the Board, while discharging their duties, avoid conflict of interest in the decision making process. The Members of the Board restrict themselves from any discussions and voting on transactions, in which they have concern / interest.

All the Non-Independent Directors are liable to retire by rotation, except the Managing Director, as the Articles of Association (AOA) specifically provide for the same. The Executive Chairman is also liable to retire by rotation.

None of the Non-Executive Directors, including the Independent Directors of the Company, have any material pecuniary relationship or have executed any transactions with the Company, its Promoters or its Management, which would affect the independence or judgment of the Board. The Company has also not entered into any materially significant related party transactions with its Promoters, Directors or their relatives or with the Management etc., that may have potential conflict with the interest of the Company, at large.

All the Independent Directors of the Company have certified & confirmed their independence by giving declarations that they meet the criteria of independence, as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) read with Regulation 25(8) of SEBI (LODR) Regulations, 2015. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence, specified in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. They have also given declaration under Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, that their names are registered in the databank, as maintained by the Indian Institute of Corporate Affairs (IICA). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors, are required to undertake online proficiency self-assessment test conducted by IICA, within a period of 02 (two) years from the date of inclusion of their names in the data bank or such time, as may be amended by the Central Government. In the opinion of the Board, the Independent Directors, fulfil the criteria of independence, specified in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (LODR) Regulations, 2015. The Board hereby confirms that the Independent Directors fulfill the conditions, specified in these regulations and are independent of the Management.

Details of their directorship in listed entities, other than Ador Welding Limited, and their category of Directorship, as required under SEBI (LODR), Regulations 2015, as on 31st March, 2025, are as under:

| Sr. No. | Name of the Director | Name of the Listed Entity & Category of Directorship |
|---------|-------------------------------|---|
| 1. | Mrs. Ninotchka Malkani Nagpal | NA |
| 2. | Mr. Aditya T. Malkani | Batliboi Limited – Additional Independent Director |
| 3. | Dr. Deep A. Lalvani | Ador Multiproducts Limited – Whole-Time Director & CFO |
| 4. | Mr. Ravin A. Mirchandani | NA |
| 5. | Ms. Tanya H. Advani | Ador Multiproducts Limited- Non-Executive Director |
| 6. | Mr. Santosh J. Iyer | Hindustan Construction Company Limited – Independent Director |
| 7. | Mr. Mihir Jayaraman | NA |
| 8. | Mr. Jitendra Hiru Panjabi | Alicon Castalloy Limited – Non-Executive Director |
| 9. | Mrs. Nita Dempo Mirchandani | NA |
| 10. | Mr. Navroze S. Marshall | Simmonds Marshall Limited – Managing Director Hindustan Hardy Limited – Independent Director |

Broad Terms of Reference / Functions of the Board:

The duties of the Board of Directors have been enumerated in SEBI (LODR) Regulations, 2015, Section 166 of the Companies Act, 2013 and Schedule IV to the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority, amongst the Board of Directors.

The following information is generally provided to the Board of Directors:

- Annual operating plans & budgets and updates thereon.
- Capital budgets and updates thereon.
- Quarterly Unaudited Financial Results (UFR) of the Company and its Operating Divisions / Business Segments.
- Audited Financial Results (AFR) of the Company.
- Minutes of the Meetings of the Board, Committees of the Board & Subsidiary of the Company.
- The information on recruitment and remuneration of senior officers, just below the Board level, including the appointment & / or removal of the Chief Financial Officer (CFO) and the Company Secretary (CS).
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations by the Company, or substantial non-payment of goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order, which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise, that may have negative implications on the Company.
- Risk Mitigation plans / updates thereon.
- Details of any Joint Venture or Collaboration Agreement.
- Transactions that involve substantial payment towards Goodwill, Brand Equity or Intellectual Property.



- Significant labor problems and their proposed solutions.
- Any significant development in Human Resources / Industrial Relations front, like signing of wage agreement, implementation of Voluntary Retirement Scheme (VRS), etc.
- Quarterly / Half yearly / Yearly details of financials & other material information of the Subsidiary Companies.
- Sale of investments, subsidiaries, assets, etc., which are material in nature & not in the normal course of business.
- Quarterly details of Foreign Exchange exposures and steps taken by the Management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholder services, such as non-payment of dividend, delay in share related services etc.
- Updates on working of the Subsidiaries.

The Board of Directors is routinely provided with all the above information, whenever / wherever applicable. These are submitted either as a part of Agenda or are tabled in the course of the Board Meeting, which get discussed / noted by the Board.

Code of Conduct for Board of Directors & Senior Management:

The Board of Directors has laid down / adopted a 'Code of Conduct for Board of Directors & Senior Management' for all the Board Members and Senior Management Personnel of the Company. The Code requires Directors and Employees to act honestly, fairly, ethically & with integrity and conduct themselves in professional, courteous and respectful manner. The 'Code of Conduct' has been communicated to the Directors and the Members of Senior Management Team & also been posted onto the website of the Company. All the Directors and Senior Management Personnel have confirmed / affirmed compliance with the Code of Conduct for FY 2024-25.

The Company has also adopted a separate code for Independent Directors, as laid down under Schedule IV to the Companies Act, 2013 and the same is also posted onto the website of the Company at the following web-link: <https://adorwelding.com/wp-content/uploads/2025/01/Code-of-Conduct-for-Independent-Directors.pdf>

Further, the Company / Board confirms that all its Independent Directors have affirmed with the "Code of Conduct for the Independent Directors."

Committees of the Board:

The Board of Directors has constituted Board Committees to deal with specific areas and activities, as mandated under the law, which concerns the Company and requires a closer review. The Board Committees are formed with the approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of the day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps, to perform its duties entrusted by the Board. The Chairman of the respective Committees brief the Board and subsequently the Minutes of the Committee Meetings are placed before the Board for noting.

The Company has 5 (five) Board Level Committees:

- a) Audit Committee (AC)
- b) Stakeholders' Relationship Committee (SRC)
- c) Risk Management Committee (RMC)
- d) Nomination and Remuneration Committee (NRC)
- e) Corporate Social Responsibility Committee (CSR)

3) Audit Committee

Broad Terms of Reference / Functions of the Committee:

The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting matrix, in accordance with Section 177 of the Companies Act 2013, Regulation 18 read with Part C of Schedule II to SEBI (LODR) Regulations, 2015. The Audit Committee is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls.

The Audit Committee also reviews and ensures that the financial statements are correct, sufficient and credible with reference, particularly, to the requirements, as enumerated under Part C of Schedule II to SEBI (LODR) Regulations 2015, to the extent applicable.

The Board has framed the Audit Committee charter for the purpose of effective compliance with the provisions of Section 177 of the Act and Regulation 18 of SEBI (LODR) Regulations, 2015. The Audit Committee inter-alia performs the following functions:

- 1) Oversees the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommending to the Board, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the Independent / Statutory auditors and fixation of their audit fees;
- 3) Recommending to the Board, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the Chief Internal Auditors and the fixation of their audit fees;
- 4) Approving the payment to the Independent / Statutory auditors for any other services rendered by them;
- 5) Discussing with Internal Auditors w.r.t. any significant findings and follow up thereon;
- 6) Looks into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 7) Approving the transactions of the Company with related parties and any subsequent modifications thereto;
- 8) Scrutinizing the inter-corporate loans and investments;
- 9) Valuation of the undertakings or assets of the Company, wherever necessary;
- 10) Evaluating adequacy of internal financial controls and risk management systems;
- 11) Discussing with statutory auditors before the audit commencement, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 12) Reviewing and monitoring the Statutory & Internal Auditors' independence and performance, and effectiveness of audit process & internal control systems;
- 13) Reviewing with the Management, the Financial statements and audit report thereon, including quarterly / half-yearly financial statements, before submission to the board for approval;
- 14) Reviewing with the Management, statement of application of funds raised through an issue, the statement of funds utilized for the purpose other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public / rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 15) Reviewing, with the Management, the annual financial statements and the Auditor's Report, before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of section 134(3) of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;



- c. Major accounting entries involving estimates based on the exercise of judgment by the Management;
 - d. Significant adjustments made in the financial statements, arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report.
- 16) Reviewing the following:
- a. Adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - b. Findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
 - c. statement of significant related party transactions (as defined by the audit committee), submitted by the Management;
 - d. Management discussion and analysis of financial condition and results of operations;
 - e. Reports relating to compliance with laws and risk management;
 - f. Management letters / letters of internal control weaknesses issued by statutory / internal auditors;
 - g. Internal audit reports relating to internal control weaknesses
 - h. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
 - i. statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s), in terms of Regulation 32(1)
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus / notice in terms of Regulation 32(7).
 - j. The financial statements and the investments made by the subsidiary companies.
- 17) Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- 18) Overseeing the Whistle Blower Policy of the Company and the vigil mechanism system established by the Company for its Directors & employees, to report to the Management the concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and to provide safeguard against victimization of employees, who avail / use this mechanism;
- 19) Any other function, as may be directed by the Board or Statutory Authorities, from time to time.
- In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees & to obtain outside legal & professional advice.

Composition, Number of Meetings held and Attendance:

All the Members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation and Economics. During FY 2024-25 under review, 05 (five) Audit Committee Meetings were held, i.e. on 30th April, 2024, 02nd August, 2024, 12th November, 2024, 27th December, 2024 & 24th January, 2025. The maximum gap between two Meetings was not more than 120 days. The requisite quorum was present

at all the Meetings of Audit Committee, except for the meeting held on 27th December, 2024, in which one Independent Director was unable to attend / log in through video conferencing due to unavoidable circumstances.

The Company Secretary acts as the Secretary of the Audit Committee.

The Statutory Auditors are responsible for performing / conducting Independent Audit of the Company's Financial Statements and the Company's internal financial control over financial reporting, in accordance with the generally accepted auditing practices and have been / are issuing reports, based on such audits, while the Internal Auditors are responsible for checking the internal risk controls.

The Company follows best practices in the financial reporting. The Company has been reporting, on quarterly basis, the Unaudited Financial Statements, as required by / under Regulation 33 of SEBI (LODR) Regulations, 2015. The Company's quarterly Unaudited Financial Statements are made available on the website www.adorwelding.com and are also uploaded on to the website of the Stock Exchanges, where its shares are listed.

It is the prerogative of the Audit Committee to invite Senior Executives, whom it considers apropos, to be present at any of the Audit Committee Meetings, as & when required. The Internal Auditors, who report directly to the Audit Committee and the representatives of the Statutory Auditors also attend the meetings of the Audit Committee, besides the executives invited by the Audit Committee, to be present thereat, if any.

Mr. Navroze S. Marshall, Chairman of the Audit Committee, was present at the last Seventy First (71st) Annual General Meeting of the Company held on Friday, 26th July, 2024, by Video Conferencing, for addressing the queries of the shareholders.

The composition of the Audit Committee and attendance at the Meetings held in FY 2024-25 is given here under:

| Sr. No. | Name of the Member(s) | Position in the Committee | Category of Directorship | Attendance during FY 2024-25 |
|---------|-----------------------|---------------------------|--------------------------|------------------------------|
| 1. | Mr. N. S. Marshall | Chairman | Independent Director | 4 of 5 |
| 2. | Mr. J. H. Panjabi ^ | Member | Independent Director | 4 of 4 |
| 3. | Mr. R. A. Mirchandani | Member | Non-Executive Director | 5 of 5 |
| 4. | Mr. R. N. Sapru# | Ex- Chairman | Independent Director | 1 of 1 |

^ Mr. J. H. Panjabi was appointed as a Member of the Audit Committee of the Company w.e.f. 28th July, 2024.

Mr. R. N. Sapru ceased to be the Member of the Audit Committee of the Company w.e.f. 27th July, 2024.

The highlights of each of the Audit Committee Meetings are informed / provided to the Board of Directors and discussed in the Board Meeting. Subsequently, the Minutes of the Audit Committee Meetings are also sent to the Board for noting.

Subsequent to the financial year ended 31st March, 2025, the Audit Committee meeting was held on 5th May, 2025, wherein the Audited Financial Results and Audited Financial Statements of the Company for the financial year ended 31st March, 2025, were reviewed, considered and recommended to the Board.



4) Nomination & Remuneration Committee

Broad Terms of Reference / Functions of the Committee:

The Committee is vested with all the crucial powers and authority to ensure appropriate disclosures of the remuneration of Directors and to deal with all the elements of remuneration packages w.r.t. all the Directors. The Nomination & Remuneration Committee recommends to the Board, the compensation terms of the Directors & Senior Management. The Committee functions in line with the Nomination & Remuneration Committee Charter, prepared in accordance with Section 178 of the Companies Act, 2013 & Regulation 19 read with Part D (A) of Schedule II to SEBI (LODR) Regulations, 2015, adopted by the Board, which, inter alia, includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the Directors, key managerial personnel and other employees ;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons, who are qualified to become directors and who may be appointed in Senior Management, in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To ensure that the remuneration to Directors, Key Managerial Personnel (KMP) and Senior Management involves a balance between fixed and variable incentive pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals.
- To carry out evaluation of every Director's performance, including the Independent Directors.
- Reviewing and recommending to the Board, the following:
 - a) Appointment / re-appointment of the Whole-Time Directors and the Non-Executive Directors, including contract terms, performance criteria / targets, fees, travel and other benefits, etc.
 - b) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of the Independent Directors.
 - c) Remuneration report, prepared in accordance with the Companies Act, 2013, for inclusion in the Directors' report.
 - d) Remuneration Policy for the Whole Time / Executive Director(s) and Non-Executive Director(s).
 - e) Remuneration Policy for Key Managerial Personnel & Senior Management.
 - f) Remuneration Policy for employees
 - g) The size, qualification and composition of the Board.
 - h) Short-term incentive strategy, performance targets and bonus payments to the Executive Directors / Whole time Directors.
 - i) Offers under the Company's employee equity incentive plans, if any.
- Reviewing major changes and developments in the Company's remuneration, recruitment, retention, superannuation arrangements, human resource practices and employee relations, if any.
- Ensuring that the Board & the Management makes available to them sufficient information and external advice, for informed decision-making, regarding remuneration.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of

such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of external agencies, if required;
- consider candidates from a wide range of backgrounds, having due regard to diversity; and
- consider the time commitments of the candidates

Composition, Number of Meetings held and Attendance:

During FY 2024-25 under review, 03 (three) Nomination & Remuneration Committee (NRC) Meetings were held i.e. on 19th April, 2024, 05th November, 2024 and 23rd January, 2025. The requisite quorum was present at all the Meetings. The Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

Mrs. Nita Dempo Mirchandani, an Independent Director, is the Chairman of the Nomination & Remuneration Committee and she was present at the last Seventy First (71st) Annual General Meeting of the Company held on 26th July, 2024 through Video Conferencing (VC).

The composition of the Nomination & Remuneration Committee (NRC) and the attendance at its Meeting, during FY 2024-25 is given hereunder:

| Sr. No. | Name of the Member(s) | Position in the Committee | Category of Directorship | Attendance during FY 2024-25 |
|---------|-----------------------------|---------------------------|--------------------------|------------------------------|
| 1. | Mrs. Nita Dempo Mirchandani | Chairman | Independent Director | 3 of 3 |
| 2. | Mr. Gaurav M. Lalwani # | Member | Independent Director | 2 of 2 |
| 3. | Dr. Deep A. Lalvani | Member | Non-Executive Director | 3 of 3 |
| 4. | Mr. N.S. Marshall * | Member | Independent Director | 1 of 1 |

Mr. Gaurav M. Lalwani ceased to be a member of the Nomination and Remuneration Committee w.e.f. 9th November, 2024.

*Mr. N. S. Marshall was appointed as a member of the Nomination and Remuneration Committee w.e.f. 9th November, 2024

The highlights of each of the Nomination & Remuneration Committee Meetings are provided to the Board of Directors and discussed in the Board Meeting. Subsequently, the Minutes of the Nomination & Remuneration Committee Meeting are also sent to the Board for its noting.

Subsequent to the financial year ended 31st March, 2025, NRC Meeting was held on 24th April, 2025, wherein the remuneration payable to the Executive Directors & Senior Management, Commission payable to the Executive & Non-Executive Directors was determined and evaluation of the performance of the Board, its Committees and the Directors was discussed.

Performance Evaluation:

The Nomination & Remuneration Committee, pursuant to Regulation 19 read with Part D (A) of Schedule II to SEBI (LODR) Regulations 2015, has laid down the criteria for performance evaluation of the Directors, including the Independent Directors, which shall be carried out for / by the entire Board of Directors.

The evaluation is based on various parameters, as stated below:

- Participation in the Committee Meetings, Board Meetings and the Annual General Meeting.
- Quality of inputs (contribution) in the Meetings.



- Contribution towards development of Strategies.
- Contribution towards Risk Management / Mitigation.
- Efforts taken towards acquiring knowledge about the Company and its business.
- Concern towards the holistic development of the Company, short term as well as long term.

Pursuant to the provisions of the Act and Regulation 17 of SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation. The evaluation process includes performance evaluation of individual Directors, performance evaluation of all the Board Committees by the individual Directors and performance evaluation by the individual Directors of the entire Board. A structured questionnaire is prepared, covering various aspects of the Board's functioning. A consolidated summary of the ratings, given by each Director is then prepared & presented. The report of performance evaluation is then discussed and noted by the Nomination & Remuneration Committee and subsequently by the Board.

Remuneration Policy for the Directors:

Pursuant to the requirements of the Companies Act, 2013 and Part D(A)(1) of Schedule II to SEBI (LODR) Regulations 2015, the Board has, on the recommendation of NRC, framed a Remuneration Policy for its Directors, considering particularly the following, amongst other things:

I. Remuneration to the Executive Directors:

The remuneration of the Managing / Whole-time / Executive Director(s) is decided by the Nomination & Remuneration Committee (NRC), based on the criteria(s), such as industry benchmarks, Company's performance vis-à-vis Industry performance / track record / performance of the Managing / Whole-time / Executive Director(s) and the same is recommended to the Board of Directors. The Company pays remuneration by way of salary, perquisites & allowances (fixed component) and Bonus, Performance Incentive & Commission (variable component) upto a maximum of 1% of the net profits of the Company, specifically computed for this purpose, as per the provisions of Section 198 of the Companies Act, 2013, to all / each of its Whole-time / Executive Director(s), as may be recommended by NRC and approved by the Board, such that the total remuneration (including commission / bonus, if any), as decided by the Board of Directors in its absolute discretion, does not exceed the limits prescribed under Section 197, 198 & 200 of the Companies Act, 2013 and Schedule V thereto. In case of inadequate or no profits, remuneration is paid, subject to the provisions of the Act and / or with the approval of the Shareholders.

In terms of Regulation 17 (6) (e) of SEBI (LODR) (Amendment) Regulations, 2018, the remuneration payable to the Executive Directors, who are Promoters or Members of Promoter Group, shall be subject to the approval of the shareholders, by way of special resolution, in the Annual General Meeting, if the aggregate annual remuneration payable to such Directors exceeds 5% of the net profits of the Company, as calculated under Section 198 of the Companies Act, 2013, where there is more than 1 (one) such Director. The Board has, on the recommendation of NRC, approved the said payment exceeding 5% of the net profits of the Company, to the Executive Directors, who are Promoters / Member of Promoter Group and fresh approval of the Shareholders is taken at the time of their respective re-appointments.

Further, the annual increments are recommended by NRC, within the salary scale of each of the Executive Directors. The terms of remuneration are approved by the Shareholders at the Annual General Meeting and are effected in the individual Agreements, executed with the respective Executive Directors.

II. Remuneration to the Non-executive Directors:

As required under Schedule V(C)(5)(b) to SEBI (LODR) Regulations 2015, the Company has uploaded the criteria for payment of Remuneration to its Non- Executive Directors onto the website of the Company, at the following web link: https://adorwelding.com/wp-content/uploads/2021/07/criteria_for_payment_to_NEDs.pdf

The summary of the remuneration paid / payable to all the Directors for FY 2024-25 is given below:-

| (Rs. in Lakhs) | | | | | | |
|--|-----------------------------|---------------|------------------------|---------------|----------------|---------------|
| Sr. No. | Name of the Director | Salary# | Benefits (Perquisites) | Commission | Sitting Fees @ | Total £ |
| 1. | Mrs. N. Malkani Nagpal | 185.66 | 5.68 | 12.62 | 0.34 | 204.30 |
| 2. | Mr. A. T. Malkani | 185.66 | 6.89 | 12.62 | -- | 205.17 |
| 3. | Dr. D. A. Lalvani | -- | -- | 12.62 | -- | 12.62 |
| 4. | Mr. R. A. Mirchandani | -- | -- | 12.62 | -- | 12.62 |
| 5. | Ms. Tanya H. Advani | -- | -- | 12.62 | -- | 12.62 |
| 6. | Mr. P. K. Gupta | -- | -- | 4.08 | 0.15 | 4.23 |
| 7. | Mr. R. N. Sapru | -- | -- | 4.08 | 0.30 | 4.38 |
| 8. | Mr. K. Digvijay Singh | -- | -- | 4.08 | 0.15 | 4.23 |
| 9. | Mr. G. M. Lalwani | -- | -- | 7.71 | 1.15 | 8.86 |
| 10. | Mrs. Nita Dempo Mirchandani | -- | -- | 12.62 | 1.75 | 14.37 |
| 11. | Mr. N. S. Marshall | -- | -- | 12.62 | 2.08 | 14.70 |
| 12. | Mr. Santosh J. Iyer | -- | -- | 8.54 | 1.29 | 9.83 |
| 13. | Mr. Jitendra H. Panjabi | -- | -- | 8.54 | 1.60 | 10.14 |
| 14. | Mr. Mihir Jayaraman | -- | -- | 4.94 | 0.35 | 5.29 |
| | Total | 371.32 | 12.57 | 130.31 | 9.16 | 523.36 |
| # Fixed Component | | | | | | |
| @ As Member / Invitee, wherever applicable, including sitting fees paid by erstwhile Ador Fontech Limited. | | | | | | |
| £ Excluding TDS / GST | | | | | | |

Notes:

- The Whole Time Directors, as per their Agreements, are entitled to Commission upto 1% of the net profits of the Company, as calculated under Section 198 of the Companies Act, 2013.
- The Non - Executive Directors are also entitled to commission upto 1% of the net profits of the Company proportionately / on pro-rata basis collectively, as calculated under Section 198 of the Companies Act, 2013.
- The Agreement with the Whole time Directors is for a period of 03 (three) years. Either party to the Agreement is entitled to terminate the Agreement by giving 03 (three) months' notice to the other party, as mentioned in the Agreement.
- All the Promoter Directors, including the Executive Chairman & the Whole – Time Director, are liable to retire by rotation.
- According to the Articles of Association (AOA) of the Company, the Managing Director is not liable to retire by rotation.
- As per the Companies Act, 2013, none of the Independent Directors are liable to retire by rotation.
- The Company does not have any stock option scheme for its Directors or employees, as of 31st March, 2025.
- Severance fees: NIL



5) Stakeholders Relationship Committee

Broad Terms of Reference / Functions of the Committee:

The Stakeholders' Relationship Committee functions in accordance with the Charter prepared as per Section 178 of the Act and Regulation 20 read with Part D of Schedule II to SEBI (LODR) Regulations, 2015. The Committee looks into the matters of Shareholders / Investors grievances along with other matters, as listed below:

- to consider and resolve the grievances of security holders of the Company, including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of dividends, issue of new / duplicate share certificates, etc.
- to consider, approve and request for de-mat / re-mat of shares / split / consolidation / sub-division of share certificates etc.
- to consider and approve / issue of letter of confirmation (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- to review measures taken by the Company, for effective exercise of voting rights by the shareholders
- to review adherence to the standards adopted by the Company, in respect of various services, being rendered by the Registrar & Share Transfer Agent (RTA)
- to review the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividend and ensuring timely receipt of dividend warrants / annual reports / statutory notices, by the shareholders of the Company.
- Oversee the performance of the Register & Share Transfer Agent (RTA) and to recommend measures for overall improvement in the quality of investor services.
- Perform all functions relating to the interests of security holders of the Company, as assigned by the Board, and as may be required by the provisions of the Companies Act, 2013 and Rules made thereunder, Listing Agreements executed with the Stock Exchanges and guidelines issued by SEBI or any other regulatory authority.
- Oversee the Compliances under the Listing Agreement & SEBI Regulations.
- Any other function, as may be directed by the Board or Statutory Authorities, from time to time.

The status / summary of complaints received & replied is also reported to the Board of Directors, as an Agenda item, in every quarterly Board Meeting and is also reported to the Stock Exchanges. This information is also uploaded on the website of the Company. The Committee also empowers few executives of the Company, to process the share transfer, etc.

Composition, Number of Meetings held and Attendance:

During FY 2024-25 under review, 2 (two) Stakeholders Relationship Committee (SRC) Meetings were held, i.e. on 19th April, 2024 and 23rd January, 2025. The requisite quorum was present at both the Meetings.

The Company Secretary acts as the Secretary of the Stakeholders Relationship Committee.

The composition of the Stakeholders Relationship Committee and attendance at its Meetings is given hereunder:

| Sr. No. | Name of the Member(s) | Position in the Committee | Category of Directorship | Attendance during FY 2024-25 |
|---------|------------------------------|---------------------------|--------------------------|------------------------------|
| 1. | Mrs. Nita Dempo Mirchandani* | Chairman | Independent Director | 1 of 1 |
| 2. | Dr. Deep A. Lalvani | Member | Non - Executive Director | 2 of 2 |
| 3. | Ms. Tanya H. Advani | Member | Non - Executive Director | 2 of 2 |
| 4. | Mr. G. M. Lalwani# | Ex- Chairman | Independent Director | 1 of 1 |

* Mrs. Nita Dempo Mirchandani was inducted as the Chairman of the Stakeholders Relationship Committee w.e.f. 9th November, 2024.

Mr. G. M. Lalwani ceased to be the Chairman of the Stakeholders Relationship Committee w.e.f. 9th November, 2024.

The Secretarial Department of the Company and the Registrar & Share Transfer Agent (RTA) attend to all the grievances of the Shareholders, received directly or through SEBI, the Stock Exchanges, the Ministry of Corporate Affairs (MCA), the Registrar of Companies (ROC), etc.

We strive to ensure that the grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are also requested to furnish their updated e-mail addresses to facilitate prompt action.

The Minutes of each of the Stakeholders Relationship Committee Meetings are sent to the Board of Directors for their perusal.

Mr. G. M. Lalwani, an Independent Director, was the Chairperson of the Stakeholders' Relationship Committee and he was present at the last Seventy First (71st) Annual General Meeting of the Company held on Friday, 26th July, 2024, through Video Conferencing (VC).

Compliance Officer:

Mr. Vinayak M. Bhide, Company Secretary, has been designated by the Board of Directors, as the Compliance Officer.

Details of Shareholders complaints received & replied, and the status on pending complaint(s) is given below:

- The total number of complaints received and replied, to the satisfaction of the shareholders, during FY 2024-25 are 10 (Ten).
- There were no complaints pending as on 31st March, 2025.
- The Investors can raise complaints in a centralized web-based complaints redressal system called "SCORES 2.0". The Company uploads the action taken report (ATR) on the complaints raised by the Shareholders, on "SCORES 2.0", which can be viewed by the Shareholders.
- The Securities & Exchange Board of India (SEBI), vide its Circular dated 31st July, 2023 (further updated as on 04th August, 2023), announced the introduction of a common Online Dispute Resolution Portal ("ODR Portal"), whereby the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of the Stock Exchanges and the Depositories (collectively referred to as Market Infrastructure Institutions (MIIs)), by expanding their scope and by establishing a common ODR Portal, which harnesses online conciliation and online arbitration for resolution of disputes, arising in the Indian Securities Market.
- The complete Master Circular for Online Dispute Resolution, issued by SEBI, can be accessed on the website of the Company at https://adorwelding.com/wp-content/uploads/2023/11/Online-Resolution-of-Disputes-in-the-Indian-Securities-Market-as-per-SEBI-Circular-No-SEBIHOOIAEOIAE_IAD-1PCIR2023131-dated-July-31-2023.pdf
- The ODR Portal named "SMART ODR" can be accessed through the URL: <https://smartodr.in/login>
- The Statement of Directors' Shareholding is as under:

| Sr. No. | Name of the Director(s) | Shareholding (No. of Shares held) as on 31 st March, 2025 |
|---------|-------------------------------|--|
| 1. | Mrs. Ninotchka Malkani Nagpal | 2,87,375 |
| 2. | Mr. Aditya T. Malkani | 3,12,023 |
| 3. | Dr. Deep A. Lalvani | 13,134 |
| 4. | Mr. Ravin A. Mirchandani | 9,296 |
| 5. | Ms. Tanya H. Advani | 1,195 |
| 6. | Mrs. Nita Dempo Mirchandani | Nil |
| 7. | Mr. Navroze S. Marshall | 52,656 |
| 8. | Mr. Santosh J. Iyer | Nil |
| 9. | Mr. Jitendra H. Panjabi | 6,000 |
| 10. | Mr. Mihir Jayaraman | 25 |



6) Corporate Social Responsibility (CSR) Committee

Broad Terms of Reference / Functions of the Committee:

The Corporate Social Responsibility (CSR) Committee functions in accordance with the Charter prepared & approved by the Board of Directors and the terms of reference of CSR Committee broadly comprise the following:

- Formulating & recommending to the Board, a CSR policy, which shall indicate the activities, that can be undertaken by the Company, pursuant to Schedule VII to the Companies Act, 2013.
- Recommending the annual budget of the CSR expenditure / activities, which indicates the amount of expenditure to be incurred on the CSR projects / programmes, every year.
- Monitoring the implementation of the CSR Policy of the Company, from time to time.
- Setting up a transparent system, to oversee the implementation of the CSR activities / projects / programmes.
- Informing the Board, the projects, that can be considered as "ongoing projects" of the Company, at the end of every financial year, if any.
- Review the annexure as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 for the Annual Report on CSR activities, to be included in the Board's Report.

CSR Policy is formulated and approved by the Board, as mandated under the provisions of Section 135 of the Companies Act, 2013. The CSR Policy & CSR activities / initiatives carried-out during the financial year (FY) 2024-25 are posted onto the Company's website on the following web-link: <https://adorwelding.com/wp-content/uploads/2022/05/CSR-Policy-FY-2022-23.pdf>

Composition, Number of Meetings held and Attendance:

The Composition of the CSR Committee is in accordance with the provisions of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

During FY 2024-25 under review, 2 (two) CSR Committee Meetings were held, i.e. on 24th April, 2024 and 23rd January, 2025. The requisite quorum was present at both the Meetings.

The Company Secretary acts as the Secretary of the CSR Committee.

The composition of the CSR Committee and attendance at its Meetings is given hereunder:

| Sr. No. | Name of the Member(s) | Position in the Committee | Category of Directorship | Attendance during FY 2024-25 |
|---------|-----------------------------|---------------------------|--------------------------|------------------------------|
| 1. | Dr. Deep A. Lavani | Chairman | Non-Executive Director | 2 of 2 |
| 2. | Mrs. Nita Dempo Mirchandani | Member | Independent Director | 2 of 2 |
| 3. | Mrs. N. Malkani Nagpal | Member | Executive Chairman | 2 of 2 |

The highlights of each of the CSR Committee Meetings are informed / presented to the Board of Directors and discussed in the Board Meetings. Subsequently, the Minutes of the CSR Committee Meetings are also sent / circulated to the Board for its noting / records.

7) Risk Management Committee

Broad Terms of Reference / Functions of the Committee:

Pursuant to Regulation 21 of SEBI (LODR) Regulations, 2015, the Company has constituted a Risk Management Committee and has Risk Management Framework / Charter / Policy in place, the details of which are provided in the Directors' report.

The Risk Management Committee (RMC) functions in accordance with the Charter prepared considering provisions of Regulation 21 read with Part D (C) of Schedule II to SEBI (LODR) Regulation 2015, which is approved by the Board of Directors and the terms of reference of RMC broadly comprise the following:

- Formulating detailed Risk Management Policy, which includes the following:
 - a. A framework for identification of internal and external risks, specifically faced by the listed entity, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks in particular or any other risk, as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
- Ensuring appropriate methodology, processes and systems are in place, to monitor and evaluate risks, associated with the business of the Company.
- Monitoring & overseeing implementation of the Risk Management Policy, including evaluating the adequacy of the risk management systems.
- Reviewing the risk management policy, at least once in every 02 (two) years, by considering the changing industry dynamics and evolving complexity.
- Keeping the Board of Directors informed about the nature and content of its discussions, recommendations & actions, to be taken.
- Reviewing the appointment, removal & remuneration of the Chief Risk Officer (if appointed).

Composition, Number of Meetings held and Attendance

During FY 2024-25 under review, 2 (two) Risk Management Committee meetings were held i.e. on 10th April, 2024 & 05th November, 2024. The requisite quorum was present at both the Meetings.

The composition of the Risk Management Committee and the attendance at its Meetings, during FY 2024-25 is given hereunder:

| Sr. No. | Name of the Member(s) | Position in the Committee | Category of Directorship | Attendance during FY 2024-25 |
|---------|-------------------------------|---------------------------|-------------------------------|------------------------------|
| 1. | Mr. Gaurav M. Lalwani* | Ex-Chairman | Independent Director | 2 of 2 |
| 2. | Mr. Jitendra H. Panjabi# | Chairman | Independent Director | Nil |
| 3. | Mrs. Ninotchka Malkani Nagpal | Member | Executive Chairman | 2 of 2 |
| 4. | Mr. Surya Kant Sethia | Member | Chief Financial Officer (CFO) | 2 of 2 |
| 5. | Mr. K. Suryanarayan@ | Member | Head-Corporate Strategy | 1 of 1 |

*Mr. Gaurav M. Lalvani ceased to be the Chairman of the Committee w.e.f. 09th November, 2024

#Mr. Jitendra H. Panjabi was inducted as the Chairman of the Committee w.e.f. 09th November, 2024.

@Mr. K. Suryanarayan was inducted as the Member of the Committee w.e.f. 02nd August, 2024 and ceased w.e.f. 09th November, 2024.

A detailed Risk Management Policy is formulated & approved by the Board, as mandated under Regulation 21 of SEBI (LODR) Regulations, 2015. The Risk Management Policy is posted onto the Company's website at The highlights of each RMC Meetings are informed / presented at the Board Meeting and key risks highlighted by RMC, are discussed thereat. Subsequently, the Minutes of RMC Meetings are also sent to the Board for noting.

**8) Particulars of Senior Management:****Details of Senior Management as on 31st March, 2025:**

| Sr. No. | Name of the Senior Management | Designation |
|----------------|---|---|
| 1. | Mr. Lajpat Yadav (w.e.f. 06 th January, 2025) | Chief Operating Officer - India Welding Business |
| 2. | Mr. Melville Ferns (w.e.f. 01 st October, 2024) | Head – (India M & R Business) and Customer Success |
| 3. | Mr. P. Ravi Kumar (w.e.f. 24 th February, 2025) | VP – M & R Business |
| 4. | Mr. Kiran Mane (w.e.f. 15 th May, 2024) | Head - Flares & Process Equipment Division |
| 5. | Mr. Sujit G. Barde | Head – Welding & Cutting Automation (WCA) Business Division |
| 6. | Mr. Vineet H. Bansal | Head - India Welding Business & Customer Success |
| 7. | Dr. Shrikant S. Suvarna | Head – Manufacturing & Supply Chain (Welding Consumables) |
| 8. | Mr. Somnath Chakravarty | Head- Research, Development & Quality (Welding Consumables) |
| 9. | Mr. Sachin H. Dobhada | Head - Research, Development & Quality (Welding Equipment) |
| 10. | Mr. Surya Kant Sethia | Chief Financial Officer (CFO) |
| 11. | Mr. Vinayak M. Bhide | Head- HR, Admin, IA, Legal & Company Secretary |
| 12. | Mr. Mustafa Faizullahoy | Head – International Operations |
| 13. | Mr. Sunanda K. Palit | Head - Strategy & Customer Experience |
| 14. | Mr. Ulhas Pujari | Head – Manufacturing & Supply Chain (Welding & Cutting Equipment) |
| 15. | Mr. Laxmiprasad Bansod | Head – IT |
| 16. | Mr. Krishnamurthy Suryanarayan (w.e.f. 03 rd June, 2024) | Head - Corporate Strategy |
| 17. | Ms. Niki Singh | Head – Branding, Marketing & Communication |
| 18. | Dr. Ajay Gorasia (till 14 th May, 2024) | Head - Flares & Process Equipment Division |

Location & time of the last 03 (three) Annual General Meetings of the Company is given below:

| Sr. No. | Financial Year | Date & Time | Venue | Details of Special Resolution Passed |
|---------|----------------|---|---|--|
| 1. | 2023-24 | 26 th July, 2024 11:00 am | Through Video Conferencing / Other Audio Visual Means | <ul style="list-style-type: none"> Re-Appointment of Mrs. Ninotchka Malkani Nagpal (DIN: 00031985), as the Whole-Time Director, designated as the Executive Chairman of the Company. Approval of payment of remuneration to the Executive Director, who is the Promoter & / or Member of the Promoter Group in terms of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 Re-appointment of Mrs. Nita Dempo Mirchandani (DIN: 01103973), as an Independent Director of the Company To appoint Mr. Santosh Janakiram Iyer (DIN: 06801226), as an Independent Director of the Company To appoint Mr. Jitendra Hiru Panjabi (DIN: 01259252), as an Independent Director of the Company. |
| 2. | 2022-23 | 09 th August, 2023 11:00 am | Through Video Conferencing / Other Audio Visual Means | <ul style="list-style-type: none"> Re-Appointment of Mr. Aditya T. Malkani (DIN: 01585637), as the Managing Director of the Company Approval of payment of remuneration to the Executive Director, who is the Promoter & / or Member of the Promoter Group in terms of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 |
| 3. | 2021-22 | 27 th July, 2022 11:00 am | Through Video Conferencing / Other Audio Visual Means | <ul style="list-style-type: none"> Appointment of Mr. Navroze S. Marshall (DIN: 00085754), as an Independent Director of the Company |

During the last 3 years, no resolutions have been rejected by the Shareholders.

Postal Ballot

During the financial year under review, following special resolution was passed through Postal Ballot, the result of which declared on 20th January, 2025:

| Date of the Postal Ballot Notice | Special Resolution | Approval Date | Voting Pattern | |
|----------------------------------|---|--------------------------------|--------------------------|------------------------|
| | | | % of vote cast in favour | % of vote cast against |
| 12 th November, 2024 | Appointment of Mr. Mihir Jayaraman (DIN: 08000077), as an Independent Director of the Company | 16 th January, 2025 | 99.9987 | 0.0012 |



Procedure adopted for Postal Ballot

In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015, Sections 108, 110 and other applicable provisions of the Act read with the Rules issued thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company provided electronic voting facility to all its members for Postal Ballot. The Company had engaged the services of the National Securities Depository Limited ("NSDL") for the purpose of providing electronic voting facility to all its members.

CS Mr. Hemanshu Kapadia (FCS: 3477; COP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai, was appointed as the Scrutinizer for carrying out the aforesaid Postal Ballot voting process through electronic means in a fair and transparent manner. The Postal Ballot Notice was sent to the members in electronic form at their email addresses registered with the depositories / MUFG Intime India Private Limited (Formerly known as Link Intime Private Limited), the Company's Registrar and Share Transfer Agent. The Company also published the notice in the newspapers declaring the details of completion of dispatch, e-voting schedule, and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by ICSI. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date. The notice of aforesaid Postal Ballot are available on the Company's website at <https://adorwelding.com/wp-content/uploads/2024/12/reg30postalballotnotice.pdf>

The Scrutinizer submitted his report to the Company Secretary, based on the authorization by the Chairman of the Company, after the completion of scrutiny and the consolidated results of the voting by Postal Ballot were then announced by the Company Secretary. The voting results pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and Scrutinizer's Report on remote e-voting were posted on the Company's website at <https://adorwelding.com/wp-content/uploads/2025/01/reg44.pdf>, and were available on the website of the Stock Exchanges and NSDL.

No Special Resolution is proposed to be passed through Postal Ballot as on the date of this Annual Report.

The summary of outflow on account of Dividends & Dividend Tax for the last 10 (ten) years along with the percentage & type of Dividend is given below:

| Sr. No | Financial Year | Dividend (%) | Type of Dividend | Dividend Outflow (Rs. in lakhs) | Dividend Tax Outflow (Rs. in lakhs) | Total Outflow (Rs. in lakhs) | Profit After Tax (PAT) (Rs. in lakhs) | % of Dividend & Tax Outflow to PAT |
|--------|----------------|--------------|------------------|---------------------------------|-------------------------------------|------------------------------|---------------------------------------|------------------------------------|
| A | B | C | D | E | F | G = (E+F) | H | I = (G/H)% |
| 1. | 2023-24 | 185 | Interim | 2,278.73 | 237.00 | 2,515.71 | 6,319.00 | 39.81 |
| 2. | 2022-23 | 175 | Final | 2,155.19 | 224.54 | 2,379.73 | 5,929.00 | 40.14 |
| 3. | 2021-22 | 125 | Final | 1,546.34 | 153.50 | 1,699.84 | 4,519.00 | 37.62 |
| 4. | 2020-21 | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 5. | 2019-20 | 65 | Interim | 883.90 | 181.73 | 1,065.63 | 2,877.00 | 37.04 |
| 6. | 2018-19 | 65 | Final | 883.90 | 181.73 | 1,065.63 | 2,385.00 | 44.68 |
| 7. | 2017-18 | 50 | Final | 679.92 | 138.42 | 818.34 | 1,856.00 | 44.09 |
| 8. | 2016-17 | 50 | Final | 679.92 | 138.42 | 818.34 | 1,812.00 | 45.16 |
| 9. | 2015-16 | 50 | Final | 679.92 | 138.42 | 818.34 | 2,264.76 | 36.13 |
| 10. | 2014-15 | 50 | Final | 679.92 | 138.42 | 818.34 | 3,237.32 | 25.28 |

10) Independent Directors Meeting and Familiarization Programme for the Independent Directors

The Independent Directors of the Company have been appointed in accordance with the provisions of Section 149 of the Companies Act, 2013 and applicable provisions of SEBI (LODR) Regulations, 2015.

Pursuant to Schedule IV to the Companies Act, 2013, every Independent Director has been issued a letter of Appointment, containing the terms & conditions of his / her appointment. The terms & conditions of appointment have been posted on the website of the Company at <https://adorwelding.com/wp-content/uploads/2023/02/Familiarization-Programme-for-Independent-Director-2.pdf>

10.1) Independent Directors' Meeting:

During the financial year under review, all the Independent Directors met on 23rd January, 2025, without the attendance of any Non-independent Directors and Members of the Management, inter alia, to discuss the following:

- Evaluate / review the performance of Non-Independent Directors and the Board of Directors, as a whole.
- Evaluate / review the performance of the Executive Chairman of the Company, taking into consideration the views of other Non- Executive & Independent Directors.
- Assess the quality, quantity and timeline of flow of information between the Company Management and the Board, that / which is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors attended the meeting through the electronic mode of video conferencing. The Independent Directors thereafter briefed the Board on their suggestions / outcome of their meeting.

During the financial year 2024-25, the meeting of independent directors was also held on 27th December, 2024 for issue of report, certifying and recommending to the Audit Committee that the company has properly compensated the shareholders eligible for fractional entitlements, pursuant to the Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited with Ador Welding Limited and their respective shareholders.

Mr. Santosh J. Iyer, Mr. Jitendra H. Panjabi, Mr. Mihir Jayaraman, Independent Directors, attended the above meeting through the electronic mode of video conferencing. Leave of Absence was granted to Mr. N. S. Marshall and Mrs. Nita Dempo Mirchandani.

The Independent Directors thereafter briefed the outcome of their meeting, to the Audit Committee.

Familiarization Program for the Independent Directors:

Pursuant to Regulation 25 (7) of SEBI (LODR) Regulations 2015, the Company carries out Familiarization Program for the Independent Directors w.r.t. nature of the industry, in which the Company operates, business model of the Company, etc., through which the Independent Directors are briefed on the affairs & operations of the Company and their roles / responsibilities thereon. The methodology of the Familiarization Program is uploaded on the Company's website at the following web link: https://adorwelding.com/wp-content/uploads/2021/07/familiarisation_programme_for_independent_directors.pdf

11) Materially significant Related Party Transactions (RPTs):

All the transactions entered into with the Related Parties, as defined under the Act and Regulation 23 of SEBI (LODR) Regulations, 2015, during the financial year, were on arms' length basis and were in compliance with the requirements of the provisions of Section 188 of the Act. Related Party Transactions have been disclosed under significant accounting policies and notes, forming part of the Financial Statements in accordance with "IND AS". A statement, in summary form, of transactions with Related Parties in the ordinary course of business and on arms' length basis is periodically placed before the Audit Committee, for its review and recommended to the Board, for its approval.

During FY 2024-25 under review, there were no materially significant Related Party Transactions (RPTs) of the Company executed with its Promoters, Directors or the Senior Management Personnel or their relatives, as well as its subsidiaries, etc. that had a potential conflict with the interest of the Company at large. All the



transactions were on arms' length basis and had no potential conflict with the interest of the Company at large and were carried out on fair value basis.

11.1) Policy for entering into Related Party Transactions:

All the transactions entered into with the Related Parties, as defined under the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, during the financial year, were in the ordinary course of business and on arms' length basis & did not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties, during the financial year, that had potential conflict with the interests of the Company at large. Related party transactions are disclosed in Note No. 48 to the Financial Statements.

The Company has formulated "Related Party Transactions Policy", as required under the provisions of the Companies Act, 2013 & Regulation 23 (1) of SEBI (LODR) Regulations, 2015, and the same is uploaded on the Company's website at the following web link: <https://adorwelding.com/wp-content/uploads/2024/02/RPT-Materiality-Policy-2023-24.pdf>

A statement in summary form of transactions with related parties is placed before the Audit Committee & the Board for their review quarterly. Omnibus approvals are obtained for transactions, with RPTs, which are repetitive in nature. Transactions entered into, pursuant to omnibus approvals, were placed before the Audit Committee for its review, during the year.

Material Subsidiaries:

The Company did not have any Material Subsidiary in the financial year 2024-25 and as of 31st March, 2025.

Pursuant to Regulation 16(1)(c) of SEBI (LODR) Regulations 2015, a Policy for determining 'material' subsidiaries has been adopted by the Company, and the same is uploaded on the Company's website at following web link: <https://adorwelding.com/wp-content/uploads/2021/07/Policy-for-determining-Material-Subsidiary.pdf>

12) Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or the Securities & Exchange Board of India (SEBI) or any Authority, on any matter related to capital markets during the last three (03) financial years:

The Company has generally complied with all the known rules & regulations prescribed by the Stock Exchanges, where the shares of the Company are listed, the Securities & Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA) and all other statutory authorities relating to the capital markets during the last three (03) financial years and even earlier. There were no instances of levy of any penalties or strictures on the Company.

13) Vigil Mechanism - Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Act and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has established Vigil Mechanism-cum-Whistle Blower Policy, to enable its Directors, Employees & Stakeholders to report the instances of any unethical / improper activity in the Company. The mechanism provides for adequate safeguards against victimization of employees, Directors & stakeholders, who use such mechanism. The said Policy is uploaded on the Company's website, on the following web link:

For Stakeholders-

<https://adorwelding.com/wp-content/uploads/2021/07/Mechanism-For-Whistle-Blower-For-Stakeholders11.pdf>

For Directors & Employees-

<https://adorwelding.com/wp-content/uploads/2021/07/Whistle-Blower-for-Employees-Directors2019.pdf>

No person is denied access to the Chairman of the Audit Committee, under the said Policy, if sought.

14) Statutory Audit Fees:

The Statutory Auditors of the Company, M/s. Walker Chandio & Co. LLP, Chartered Accountants, Mumbai are paid a total fees of Rs. 80.00 Lakhs plus out of pocket expenses at actuals and GST / Taxes, as applicable, at actuals, for carrying out the Statutory Audit, Limited Review, Tax Audit for FY 2024-25 and special Audit for FY 2022-23 & 2023-24.

Statutory Audit Fees of Subsidiary Company:

The Statutory Auditors of 3D Future Technologies Pvt. Ltd. (wholly owned subsidiary), M/s. Sanjay & Snehal, Chartered Accountants, Mumbai are paid a total fees of Rs. 1.60 lakh plus out of pocket expenses at actuals and GST / Taxes, as applicable at actuals, for carrying out the statutory Audit, Limited Review and Tax Audit for FY 2024-25.

15) Means of Communication

- 15.1)** The Company regularly publishes its Quarterly / Half-yearly & Annual Financial Results in newspapers, viz. Business Standard (English) & Nav Shakti (Marathi) and simultaneously uploads them onto the website of the Company: <https://www.adorwelding.com/>. Hence, the financial results are not sent / posted to the shareholders residence. The Annual Report is e-mailed to those Shareholders, whose e-mail IDs are registered with the Company / RTA / DP and posted / sent / couriered to balance / other shareholders, who either do not have e-mail IDs or whose e-mail IDs are not registered with the Company / RTA / DP, (till 67th Annual Report for FY 2019-20) or who have specifically requested for a physical copy. The Company has a designated e-mail id: investorservices@adorians.com exclusively for investor relation, and the same is prominently displayed on the Company's website www.adorwelding.com. A separate dedicated section under "Investors" tab, on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly / half yearly results and other relevant information of interest to the investors / public.

As a part of Green Initiative, the Members, who wish to receive the notices / documents through e-mail, may kindly intimate their e-mail addresses to the Company at investorservices@adorians.com

Schedule of investors & / or analysts meet, the presentation made to the institutional investors & / or to the analysts, audio / video recording & transcript of the analysts meet is intimated to / uploaded onto the website of Stock Exchanges, within the prescribed time period specified under SEBI (LODR) Regulations, 2015 and are also hosted on the Company's website.

The Management Discussion & Analysis (MDA) Report is an integral part of the Annual Report. (Refer Annexure IV to the Directors' Report).

15.2) General Shareholder Information

| | |
|---|---|
| Day, Date and Time of Annual General Meeting (AGM) | Tuesday, 15 th July, 2025 at 11:00 am (IST) |
| Venue of the Annual General Meeting | through VC, pursuant to MCA circulars |
| Financial Year (FY) | 01 st April, 2024 – 31 st March, 2025 |
| Cut-off date for e-voting | Tuesday, 08 th July, 2025 |
| Financial Reporting Calendar for FY 2025–26 | Financial (unaudited) Reporting for the quarter ending June 2025 – by 14 th August, 2025 |
| | Financial (unaudited) Reporting for the quarter ending September, 2025 – by 14 th November, 2025 |
| | Financial (unaudited) Reporting for the quarter ending December, 2025 – by 14 th February, 2026 |
| | Financial (audited) Reporting for the financial year ending March, 2026 – by 30 th May, 2026 |

**Investor Education and Protection Fund (IEPF):**

- During FY 2024-25, the unclaimed dividend amount of Rs. 18,72,935/- of Ador Welding Limited and Rs. 14,94,471/- of erstwhile Ador Fontech Limited pertaining to the Dividend for FY 2016-17 was transferred to IEPF.
- During FY 2024-25, 12,593 Equity Shares of AWL (3,059 shares pertaining to erstwhile Ador Fontech Limited and 9,534 shares pertaining to Ador Welding Limited), on which dividend remained unclaimed for a period of 07 (seven) consecutive years, were transferred to IEPF Authority.
- Before transferring the unclaimed dividends to IEPF, letters are sent to those Members, whose unclaimed dividends were due for transfer, to enable them to claim the dividends before the due date of such transfer. The details of unclaimed / unpaid dividends are available / posted / uploaded on the website of the Company.
- During FY 2025-26, approximately 16,954 equity shares of AWL (11,676 Equity Shares of Ador Welding Limited and 5,278 Equity Shares pertaining to erstwhile Ador Fontech Limited), on which dividends have remained unclaimed for seven consecutive years, will be liable for transfer to the IEPF Authority on or before 16th October, 2025, unless the dividend is claimed on these shares prior to the transfer date.
- Year wise amount of unpaid / unclaimed dividend lying in the unpaid Dividend account up to the financial year ended 31st March, 2025 and the corresponding shares, which are liable to be transferred to IEPF, is given below:

| Sr. No. | Financial Year | Ador Welding Limited | | erstwhile Ador Fontech Limited | | Remark |
|---------|----------------|------------------------------------|--|------------------------------------|--|---|
| | | Amount of unclaimed dividend (Rs.) | No. of shares on which dividend is unclaimed | Amount of unclaimed dividend (Rs.) | No. of shares on which dividend is unclaimed | |
| 1. | 2023-24 | 55,22,506.50 | 3,40,851 | 57,08,850.00 | 13,41,210 | If the dividend remains unclaimed for a period of 7 consecutive years (till 14 th October, 2025), then unclaimed dividend / corresponding shares will be transferred to IEPF |
| 2. | 2022-23 | 17,79,524.00 | 1,09,958 | 22,73,190.00 | 5,22,068 | |
| 3. | 2021-22 | 16,04,134.00 | 1,38,340 | 17,06,290.00 | 4,81,318 | |
| 4. | 2020-21 | NIL | NIL | 10,47,069.60 | 5,18,113 | |
| 5. | 2019-20 | 12,77,579.00 | 1,96,357 | 14,38,957.80 | 7,99,421 | |
| 6. | 2018-19 | 11,76,472.50 | 1,80,955 | 8,19,892.50 | 2,34,255 | |
| 7. | 2017-18 | 10,78,965.00 | 2,21,386 | 8,31,981.00 | 2,77,327 | |

Unpaid Fractional Proceeds:

Pursuant to the Amalgamation Scheme sanctioned by the Hon'ble NCLT, Mumbai Bench on 20th August, 2024, erstwhile M/s. Ador Fontech Limited amalgamated with Ador Welding Limited w.e.f. 25th September, 2024. The resolution was passed by the Board of Directors of the Company at their Meeting held on 03rd October, 2024 and in accordance with the share-entitlement ratio, determined by the Registered Valuer in the Valuation Report, the shareholders of erstwhile Ador Fontech Limited were allotted 38,04,348 (Thirty Eight Lakhs Four Thousand Three Hundred and Forty Eight) equity shares of Rs. 10/- each fully paid up. The Company consolidated all the fractional shares and rounded off the aggregate of such fractions to the next whole number totaling to 7,898 (Seven Thousand Eight Hundred and Ninety-Eight) equity shares of Rs. 10/- each fully paid up and allotted these consolidated shares to the Trustee, appointed in accordance with the requirements of SEBI Master Circular on Amalgamation.

The Trustee sold the consolidated fractional shares in the market and the Company distributed the net sale proceeds aggregating to Rs. 92,12,175.57 (after deduction of the expenses incurred and applicable income tax, if any) to all the eligible shareholders in the same proportion of their fractional entitlements.

As on 31st March, 2025, an amount of Rs. 5,13,603.13 remains unpaid as fractional proceeds from the total aggregate proceeds. The Company is taking necessary steps to distribute the unpaid proceeds to the respective shareholders, on receipt of request and subject to completion of the requisite compliance.

In case the securities of the company are suspended from trading, reasons thereof:

The securities of the Company were not suspended from trading during the year under review.

Commodity price risk or foreign exchange risk and hedging activities:

Not Applicable

Credit Rating:

Pursuant to SEBI (LODR) Regulations, 2015, the details of credit rating obtained by the Company from CARE for all its outstanding instruments, as on 31st March, 2025 are enumerated below:

- Long Term Credit Facilities: CARE A+; Stable (Single A Plus; Outlook: Stable)
- Short Term Credit Facilities: CARE A1+ (A One Plus)

Further, the credit rating assigned by CRISIL Agency was withdrawn, on request of the Company & on receipt of no objection certificate from its lenders w.e.f. 14th May, 2024

The detailed information of credit rating is uploaded on the website of the Company, at the following web-link: <https://adorwelding.com/wp-content/uploads/2023/04/Credit-Rating-For-Ador-Welding-Limited-1.pdf>

Listing:

The Stock Exchanges, on which the Company's securities are listed and the Company's corresponding Scrip Code / symbol is as under:

| Name of the Stock Exchange | Address | Scrip Code / Symbol |
|--|--|---------------------|
| BSE Limited, Mumbai | Phiroze Jeejeebhoy Towers, 01 st Floor, Dalal Street, Fort, Mumbai - 400 001. | 517041 |
| The National Stock Exchange of India Limited (NSE), Mumbai | Exchange Plaza, C - 1, Block G, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051. | ADORWELD / ADOR* |

*effective from 11th April, 2025 the company stock symbol has been changed to "ADOR".

International Securities Identification Number (ISIN):

ISIN is an identification number for traded shares. This number needs to be quoted in each transaction relating to the dematerialized equity shares of the Company. Your Company's ISIN number, for its equity shares, is INE045A01017.

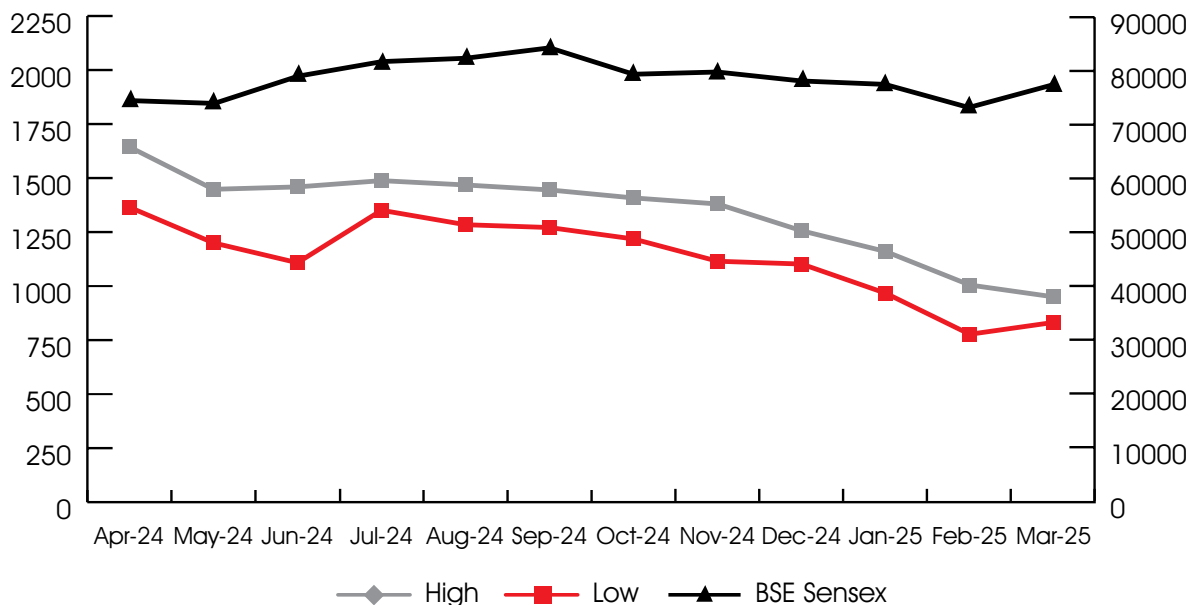
Annual Listing Fees and Custodial Fees:

The annual listing fees and custodial fees for the financial year 2025-26 has been paid by the Company within the stipulated timeline.

**Market Price Data:**

Market Price data, during each month of FY 2024-25, is given hereunder:

| INDEX | BSE | | | | NSE | | | |
|-----------------|------------|-----------|---------------|---------------|------------|-----------|---------------|---------------|
| Month | High (Rs.) | Low (Rs.) | No. of Shares | No. of Trades | High (Rs.) | Low (Rs.) | No. of Shares | No. of Trades |
| April, 2024 | 1644.05 | 1365.00 | 31079 | 5864 | 1,650.00 | 1,357.80 | 5,69,004 | 89,054 |
| May, 2024 | 1448.25 | 1200.00 | 61206 | 12073 | 1,449.75 | 1,198.50 | 9,25,599 | 1,45,646 |
| June, 2024 | 1459.00 | 1107.85 | 160820 | 13923 | 1,459.80 | 1,107.05 | 14,57,101 | 1,23,548 |
| July, 2024 | 1487.50 | 1350.95 | 94475 | 9697 | 1,489.00 | 1,351.00 | 7,04,808 | 93,450 |
| August, 2024 | 1468.00 | 1283.80 | 40545 | 7256 | 1,470.00 | 1,282.00 | 5,38,550 | 71,726 |
| September, 2024 | 1445.15 | 1271.00 | 49685 | 6224 | 1,449.40 | 1,269.80 | 4,64,706 | 64,183 |
| October, 2024 | 1407.55 | 1218.20 | 18823 | 3882 | 1,399.95 | 1,216.00 | 2,10,550 | 32,497 |
| November, 2024 | 1380.45 | 1115.00 | 14761 | 2945 | 1,345.00 | 1,111.00 | 2,00,674 | 37,698 |
| December, 2024 | 1255.95 | 1102.40 | 32525 | 5119 | 1,256.85 | 1,100.00 | 4,66,253 | 55,974 |
| January, 2025 | 1159.85 | 967.05 | 39445 | 5607 | 1,160.30 | 971.15 | 4,28,403 | 50,382 |
| February, 2025 | 1005.00 | 777.00 | 38607 | 6394 | 1,005.00 | 839.90 | 4,77,337 | 59,222 |
| March, 2025 | 949.60 | 831.75 | 52884 | 6651 | 924.40 | 830.00 | 5,07,792 | 48,796 |

COMPANY SHARE PRICE WITH MONTHLY HIGH & LOW V/S BSE SENSEX

Registrar & Share Transfer Agent:

The name of the Registrar & Share Transfer Agent (RTA) of the Company is:

- M/s. MUFG Intime India Pvt. Ltd. (formerly known as M/s. Link Intime India Pvt. Ltd.)

The share transfer and other related work is handled by the Company's RTA at the following address:

- **M/s. MUFG Intime India Private Limited (formerly known as M/s. Link Intime India Pvt. Ltd.)**
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083, Maharashtra, India
Tel: +91 22 4918 6000
Website: <https://in.mpms.mufig.com/>
E-mail: rnt.helpdesk@in.mpms.mufig.com

Share Transfer System:

Shares lodged for physical transfer (in the nature of Transmission or Name Deletion or Transposition) with RTA of the Company are normally processed within a period of 15 days from the date of lodgment, provided the documents are in order / clear in all respects. All requests for de-materialization of shares are also processed and the confirmation is given by RTA to the depositories within 15 days. The Company Secretary and a couple of Senior Executives of the Company are empowered to approve the share transfers.

Grievances and other miscellaneous correspondence on / with respect to change of address, bank mandates, NECS etc. received from the Members, are generally processed by RTA of the Company, within 07 (seven) working days.

'SWAYAM' is a secured, user-friendly web-based application, developed by "M/s. MUFG Intime India Pvt Ltd. (formerly known as M/s. Link Intime India Pvt Ltd.)" our Registrar and Share Transfer Agent, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.in.mpms.mufig.com>, which has the following features:

- Effective Resolution of Service Request -Generate and Track Service Requests / Complaints through SWAYAM.
- Track Corporate Actions like Dividend/ Interest / Bonus / split.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

**Distribution of shareholding as on 31st March, 2025**

| Sr. No. | Range of Shareholding | No. of Shareholders | % of Total Shareholders | No. of Shares Held | % of Total Shareholding |
|--------------|-----------------------|---------------------|-------------------------|--------------------|-------------------------|
| 1. | 1-100 | 33,523 | 80.50 | 7,27,200 | 4.18 |
| 2. | 101-200 | 3,801 | 9.13 | 5,51,266 | 3.17 |
| 3. | 201-500 | 3,054 | 7.33 | 8,98,305 | 5.16 |
| 4. | 501-1,000 | 664 | 1.59 | 4,74,112 | 2.72 |
| 5. | 1,001-5,000 | 477 | 1.15 | 9,64,569 | 5.54 |
| 6. | 5,001-10,000 | 58 | 0.14 | 4,11,909 | 2.37 |
| 7. | 10,001-1,00,000 | 55 | 0.13 | 17,10,639 | 9.83 |
| 8. | 1,00,001 and above | 14 | 0.03 | 1,16,64,815 | 67.03 |
| Total | | 41,646 | 100.00 | 1,74,02,815 | 100.00 |

Shareholding Pattern (category wise) as on 31st March, 2025

| Sr. No. | Category | No. of Shares Held | % of Total Shareholding |
|--------------|---|--------------------|-------------------------|
| 1. | Promoters | 93,45,950 | 53.70 |
| 2. | Mutual Funds | 11,07,444 | 6.36 |
| 3. | Banks & Financial Institutions (FIs) | 532 | 0.00 |
| 4. | Foreign Portfolio Investors (FPIs) | 5,226 | 0.03 |
| 5. | NRIs | 3,07,474 | 1.77 |
| 6. | Foreign nationals | 1,182 | 0.01 |
| 7. | Trusts | 1,000 | 0.01 |
| 8. | Investor Education and Protection Fund (IEPF) | 3,28,190 | 1.89 |
| 9. | HUFs | 5,91,758 | 3.40 |
| 10. | Private Corporate Bodies & LLPs | 3,05,836 | 1.76 |
| 11. | Resident Individuals | 44,19,351 | 25.39 |
| 12. | Clearing Members | 1,963 | 0.01 |
| 13. | Alternate Investment Funds | 8,06,966 | 4.64 |
| 14. | Suspense Escrow Demat Account | 1,79,793 | 1.03 |
| 15. | KMP (Other than EC, MD & CFO) | 150 | 0.00 |
| Total | | 1,74,02,815 | 100.00 |

De-materialization of Shares and Liquidity:

- 1,70,49,064 Equity shares of the Company, representing about 97.97% (NSDL 85.39% & CDSL 12.57%) of the total shares of the Company, have been dematerialized as on 31st March, 2025.
- Trading in the shares of ADOR WELDING LIMITED is permitted only in de-materialized form with effect from 08th May, 2000 and the said shares are available for trading on both the depositories of India, i.e. M/s. National Securities Depository Ltd. (NSDL) & M/s. Central Depository Services (India) Ltd. (CDSL).

Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted capital with M/s. National Securities Depository Limited (NSDL) and M/s. Central Depository Services (India) Limited (CDSL) with the total issued, subscribed, paid up and listed capital. This audit is carried out in every quarter and the report thereon is submitted to the Stock Exchanges, where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Share Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and the total number of shares held in physical form.

Statutory Compliance:

During FY 2024-25 under review, the Company has generally complied with all the applicable provisions, filed all returns, forms, etc. & furnished all the relevant particulars, as required under the Companies Act, 2013, to the extent notified and other allied Acts / Rules and the Securities & Exchange Board of India (SEBI) Regulations.

Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and its impact on equity: NIL

Commodity price risk or foreign exchange risk and hedging activities:

The Company takes 'forward cover' of appropriate amount and hedges its FOREX exposure, whenever necessary / required. The Company does not hedge in commodity prices.

Plant Locations:

The Company has the following manufacturing plants as of 31st March, 2025:

| Raipur Plant | Silvassa Plant |
|--|--|
| Industrial Estate, Bilaspur Road, Birgaon, Raipur - 493 221, Chattisgarh, India | Survey No. 59/11/1, Khanvel Road, Opp. Gulf Oil, Masat, Silvassa - 396 230, UT of Dadra & Nagar Haveli, India |
| Chinchwad Plant, Pune | Nagpur Plant |
| Survey No. 147/2B, Akurdi, Near Khandoba Mandir, Chinchwad, Pune - 411 019, Maharashtra, India | S-60-61, MIDC Hingna Industrial Estate, Nagpur - 440016, Maharashtra, India |
| Bengaluru Plant 1 | Bengaluru Plant 2 |
| No. 486, B-1, 14 th Cross, 3 rd Main 4 th Phase, Peenya Industrial Area, Bengaluru - 560058, Karnataka, India | A-288, 6 th Main 2 nd Stage, Peenya Industrial Estate, Bengaluru - 560 058, Karnataka, India |

Address for Correspondence:

Ador Welding Limited

Ador House, 4th Floor, 6, K. Dubash Marg, Fort, Mumbai - 400 001-16, Maharashtra, India.

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

The details of number of complaints filed, disposed-off, during the year and pending as on 31st March, 2025 have been provided in the Directors' Report, which are "Nil".

**Disclosure on Compliance:**

The Company has complied with all the mandatory corporate governance requirements, under SEBI (LODR) Regulations, 2015. The Company confirms compliance with corporate governance requirements, specified in Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015.

Disclosure on Accounting treatment in preparation of Financial Statements:

The Company has prepared financial statements in accordance with Indian Accounting Standards ("Ind AS"), notified under the Companies (Indian Accounting Standards) Rules, 2015 and the relevant / applicable amendment to the rules issued thereafter.

Disclosures with respect to demat suspense account / unclaimed suspense account

- In accordance with the requirements of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, the Company has opened a Suspense Escrow Demat Account with a DP for transfer of shares lying unclaimed for more than 120 days from the date of issue of Letter of Confirmation to the shareholders, in lieu of issuing physical share certificate(s) to enable them / him / her to make a request to DP for dematerializing their shares.

During the year under review 250 equity shares pertaining to 2 shareholders have been transferred to Unclaimed Suspense Escrow Demat Account, out of which 100 equity shares pertaining to 1 shareholder were transferred back to the demat account of the Shareholder on receipt of request from the Shareholder. The closing balance of suspense escrow demat account as on 31st March, 2025 is 150 equity shares.

- Pursuant to the scheme of amalgamation of erstwhile Ador Fontech Limited with Ador Welding Limited, the company has also opened Unclaimed Securities Suspense Escrow Demat Account to transfer the shares, which were held in physical form and unclaimed shares of erstwhile Ador Fontech Limited.

During the year under review, 1,80,782 equity shares pertaining to 828 shareholders were transferred to the said demat account, out of which 1,139 equity shares pertaining to 4 shareholders were transferred back to the demat account of the respective Shareholders on receipt of request from the Shareholders. The closing balance of this suspense escrow demat account as on 31st March, 2025 is 1,79,643 equity shares.

B) Non Mandatory Requirements:

- **Chairman of the Board:**

The Company has an Executive Chairman and hence the requirement pertaining to reimbursement of expenses to a Non-Executive Chairman does not arise.

- **Shareholders Rights:**

As the Company's financial results are published in English newspaper having a wide circulation all over India and in a Marathi newspaper widely circulated in Mumbai (Maharashtra), the same are not sent individually to the shareholders of the Company. The Company's quarterly / half yearly / annual Financial Results are posted onto the Company's website.

- **Audit Qualifications:**

There are no qualifications in the Auditor's Report.

- **Separate Posts for Chairman & CEO:**

The Company has separate posts of Chairman (Executive), being Mrs. Ninotchka Malkani Nagpal and the Managing Director (MD), being Mr. Aditya Tarachand Malkani.

- **Modified opinion(s) in audit report:**

There are no modified opinions in the audit report for FY 2024-25.

- **Training of the Board Members:**

The necessary training is being provided to the Board Members, as & when required.

- **Reporting of the Internal Auditors:**

In accordance with the provisions of Section 138 of the Companies Act, 2013 M/s. Kirtane & Pandit, LLP., Chartered Accountants, Pune, were appointed as the Internal Auditors of the Company for the financial year 2024-25, to conduct the Internal Audit w.r.t. all its Plants, sales offices and Head (Registered) Office, as per the scope approved by the Audit Committee. The internal auditor reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee, which reviews the audit reports and suggests necessary action, if any / required.

A certificate from a Company Secretary in practice stating / confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board / the Ministry of Corporate Affairs (MCA) or any such statutory authority, is annexed herewith, as a part of the Report.

The Auditor's Certificate on Corporate Governance obtained from M/s. N. L. Bhatia & Associates, Practicing Company Secretaries (Firm Registration No. P1996MH055800) for compliance with SEBI (LODR) Regulations, 2015, is annexed to the Report.

For and on behalf of the Board

Place: Mumbai
Date: 06th May, 2025

Ninotchka Malkani Nagpal
Executive Chairman
(DIN: 00031985)

Declaration by the Managing Director pursuant to Regulation 34(3) & Schedule V – Part D of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

As the Managing Director of M/s. Ador Welding Limited and as required pursuant to Regulation 34(3) and Schedule V - Part D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Members of the Board of Directors and Senior Management Personnel of Ador Welding Limited have affirmed compliance with the Code of Conduct of the Board of Directors & Senior Management, adopted by the Company, for FY 2024-25.

For and on behalf of the Board

Place: Mumbai
Date: 06th May, 2025

Aditya T. Malkani
Managing Director
(DIN: 01585637)



CERTIFICATE ON CORPORATE GOVERNANCE

To

THE MEMBERS OF **ADOR WELDING LIMITED**

We have examined all the relevant records of **Ador Welding Limited** ("the Company") for the purpose of certifying compliance of the conditions of the Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") for the period from April 01, 2024 to March 31, 2025. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations & information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance, as stipulated in the said LODR Regulations.

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

For **N. L. Bhatia & Associates**
Practising Company Secretaries
UIN: P1996MH055800
PR No.: 6392/2025

Bharat Upadhyay
Partner

FCS: 5436

CP. No. 4457

UDIN: F005436G000279424

Date: May 06, 2025

Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To the Members of **M/s. ADOR WELDING LIMITED**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. ADOR WELDING LIMITED**, having **CIN: L70100MH1951PLC008647** and having registered office at Ador House, 6, K. Dubash Marg, Fort, Mumbai – 400 001 -16 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company, as stated / listed below for the Financial Year ending on 31st March, 2025, have been debarred or disqualified from being appointed or continuing as Directors of the Company, by the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA) or any such other Statutory / Regulatory Authority.

| Sr. No. | Name of Director(s) | DIN | Date of appointment in the Company |
|---------|--------------------------|----------|------------------------------------|
| 1. | Ninotchka Malkani Nagpal | 00031985 | 03/10/1997 |
| 2. | Aditya Tarachand Malkani | 01585637 | 27/07/2007 |
| 3. | Dr. Deep Ashda Lalvani | 01771000 | 27/07/2007 |
| 4. | Ravin Ajit Mirchandani | 00175501 | 28/07/2006 |
| 5. | Tanya Halina Advani | 08586636 | 19/11/2019 |
| 6. | Santosh Janakiram Iyer | 06801226 | 28/07/2024 |
| 7. | Jitendra Hiru Panjabi | 01259252 | 28/07/2024 |
| 8. | Nita Dempo Mirchandani | 01103973 | 01/04/2020 |
| 9. | Mihir Jayaraman | 08000077 | 09/11/2024 |
| 10. | Navroze Shiamak Marshall | 00085754 | 21/05/2022 |

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

For **Hemanshu Kapadia & Associates**
Practicing Company Secretaries

Hemanshu Kapadia
Proprietor

C.P. No. 2285

Membership No.: F3477

UDIN: F003477G000276464

PR No. 1620/2021

Place: Mumbai

Date: 6th May, 2025



ANNEXURE IV - TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS REPORT

OVERVIEW:

For over 73 (seventy three) years, we have been serving clients in India and around the world with end-to-end welding & cutting products and solutions. What makes us unique, is our willingness to make that extra effort for **"Creating the best welding experience"** to our Customers.

Our goal is to form a sustainable Organization that meets the needs of the welding community, while providing jobs to our citizens and generating wealth for our stakeholders. Achieving these goals is not simple and we face many obstacles. We have addressed some of these challenges in this report's "Risk Factors" section.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Welding Industry continues to be a cornerstone of India's manufacturing sector, contributing significantly to GDP, which is projected to be around 17%. Welding remains crucial for various manufacturing processes, directly influencing product quality.

The last financial year 2024-25 (F25) commenced with strong expectations of economic growth.

In F25, India sustained strong economic growth momentum despite global challenges. The country reaffirmed its role as a key economic and geopolitical player, exemplified by its presidency of G20. Emphasizing a rule-based international order, India advocated for global collaboration to address common challenges, thus enhancing its stature as a stabilizing force, amidst global uncertainties.

The global economic landscape remained volatile, marked by geopolitical tensions and economic uncertainties. India navigated these challenges, while focusing on infrastructural development and maintaining macroeconomic stability through moderate inflation and fiscal prudence. However, global headwinds, such as high interest rates and subdued global demand posed risks to India's growth trajectory.

The manufacturing sector witnessed robust growth, bolstering demand for welding consumables,

especially in the energy sector. Technological advancements, such as the adoption of dissimilar metal welding through fiber lasers in electric vehicle production, further fuelled market expansion. Additionally, investments in defence, shipbuilding, airports, roads, tunnels and drone technologies are expected to drive demand for welding equipment & consumables in the coming years.

In summary, F25 reflected continued resilience and growth opportunities for the Welding Industry in India, supported by strategic initiatives, technological advancements, and sustained demand across key sectors.

The Company continued to focus on product mix and cost reduction control measures to sustain growth and profitability.

The Capital goods segment witnessed some revival in activity over the previous year. New product launches continued to show encouraging results. The Company witnessed reasonably stable market conditions, despite the volatilities, to achieve growth in sales and profits.

During F25, Companies in the Welding Industry continued to prioritize product diversification and cost control measures to sustain growth and profitability. The Capital goods segment experienced a revival with notable new product launches, contributing to sales and profit growth, despite market volatilities. We have a sizable market share in both, the consumable and equipment markets (organized), and we are market pioneers in a variety of goods & geographies. We wish to cater to all the customer needs, with our solutions and products under one roof, through our Welding & Cutting Automation (WCA) division.

India's gross fixed capital formation (GFCF) in the year 2024 was INR 94,341.903 billion and in the year 2025 GFCF is expected to be INR 105,249.815 billion. The Reserve Bank of India (RBI) expects GFCF to grow by 8.1% in F25, and real private final consumption expenditure (PFCE) to grow by 6.1%. RBI has also revised the real gross value added (GVA) growth projection for F25 to 6.3%. All this augurs well for the welding industry, which can be expected to grow @ CAGR of around 8-9%, over the period.

OPPORTUNITIES AND THREATS:

The Indian Welding Equipment & Consumables market continues to show strong growth momentum, with a projected CAGR of over 6.1% from the year 2023 to 2028. This growth is being driven by sustained infrastructure development and increasing demand across housing, healthcare, transportation and industrial sectors, supported by India's expanding population and urbanization. In F25, a notable shift has been observed among end-users towards prioritizing product quality and reliability, with heightened emphasis on advanced technologies and equipment, that meet stringent industry standards. This has led to a rising demand for high- performance welding solutions capable of delivering superior efficiency, safety and durability across diverse applications.

Moreover, with the increasing number of welding equipment & consumables being used in various industries, the demand for repair and maintenance services is also increasing. This has led to an increase in the demand for welding equipment & consumables that are used to repair and maintain Machineries. In addition, India has a large pool of skilled and unskilled workers, which has led to increase in the availability of trained welders and welding technicians.

The mandatory requirement of BIS marking for products, used in Government Industries, has opened up the opportunities for "Made-in-India" products and manufacturers like ADOR, can obtain the BIS certification without any additional investment or efforts, since its products are already designed and manufactured in India with specifications, surpassing requirements of the standards.

OUTLOOK, RISKS AND CONCERNS:

OUTLOOK:

The Welding Industry remains integral to India's manufacturing sector, which currently contributes around 17% to GDP and is projected to grow to 21% over the next 6–7 years. With the Government's ambitious target to triple manufacturing GVA to \$1 trillion by F26 requiring a CAGR of approximately 12%, the sector is poised for significant expansion. F25 saw India navigating global economic headwinds with resilience, maintaining macroeconomic stability, while advancing infrastructure development. The welding market benefited from stable demand, new

product launches, and revival in the capital goods segment. Rising needs in the energy, automotive, Defence, mining and infrastructure sectors—alongside advancements such as fiber laser welding in EV production continue to drive growth, positioning the Indian welding equipment and consumables market for robust future expansion.

Developing globally competitive manufacturing hubs, represent one of the biggest opportunities for India to spur economic growth and job creation in this decade.

McKinsey has identified 11 manufacturing value chains with strong potential:

- Pharmaceuticals & Medical Devices
- Electronics & Semiconductors
- Automobiles & Auto Components
- Textiles & Apparel
- Chemicals & Petrochemicals
- Food Processing & Agribusiness
- Machinery & Equipment
- Metals & Mining
- Renewable Energy & Storage
- Construction Materials & Infrastructure
- Consumer Goods & Appliances

These value chains can capitalize on India's advantages in raw materials, manufacturing skills and entrepreneurship. They can tap into market opportunities such as export growth, import localization, domestic demand and contract manufacturing.

A focused approach to the industrial policy, aimed at lifting productivity, securing know-how, and providing access to capital, could help these value chains more than double their GDP contribution to \$500 billion in 07 (seven) years, while creating extensive job opportunities.

RISKS AND CONCERNS:

- Infrastructure Challenges: Despite improvements, India still faces infrastructure gaps, including inadequate transportation networks, power supply, and logistics. These bottlenecks can hinder manufacturing growth.
- Labour Productivity: Enhancing labour productivity remains crucial. Skill development, vocational training and upskilling programs are essential to create a skilled workforce.



- **Regulatory Environment:** Cumbersome regulations, bureaucratic hurdles and compliance complexities can deter investment and hinder ease of doing business.
- **Global Competition:** India competes with other manufacturing giants like China, Vietnam and Indonesia. Maintaining competitiveness is vital.
- **Supply Chain Resilience:** COVID-19 pandemic highlighted vulnerabilities in global supply chains. India must focus on building resilient supply networks.
- **Environmental Sustainability:** Balancing economic growth with environmental conservation is critical. Sustainable practices are essential for long-term viability.

In summary, India's manufacturing sector has immense potential, but addressing challenges and seizing opportunities will be crucial for achieving its ambitious growth targets in the coming years.

INCOME STATEMENT ANALYSIS:

In F25, overall revenue from operations reached INR 1,11,683 Lakhs from INR 1,06,727 Lakhs of / in F24. This translates to about 5% increase from the previous year F24. Revenue from products business was at INR 89,591 Lakhs, as compared to INR 84,911 Lakhs in F24. Revenue from Services was at INR 8,392 Lakhs, as compared to INR 3,472 Lakhs in F24. Revenue from M & R division was at INR 13,700 Lakhs. Other income of INR 2,023 Lakhs, mainly consisted of forex gains, interest income, rental income and export incentive, etc.

BALANCE SHEET ANALYSIS:

During F25, overall working capital days were controlled at 89 days, compared to 103 days in the previous year, even after significant increase in business and undertaking a large scale project with longer lead time. The borrowings are under control and we are net debt free Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company continues to strongly believe that effective internal controls are critical for good corporate governance and that the operational freedom in conducting business should be exercised within the framework of appropriate checks & restraints, subject to adherence of applicable laws of the land.

The Company has robust Internal Financial Control System (IFCS), which covers all the critical aspects of business processes and reporting.

The Company has a well-defined Internal Audit System. The scope of Internal Audit is reviewed & finalized at the beginning of every financial year, in consultation with the Statutory Auditors and approved by the Audit Committee. The audit plan is focused, primarily, on the operations & processes.

The Audit Committee reviews the Internal Audit Reports on a quarterly basis and offers necessary guidance with respect to its coverage, scope & corrective measures.

Our ERP & IT system makes Finance & Accounts Management robust, data tracking easier and decision making faster.

The Company has developed a software which helps in centralizing its order processing, leading to better logistics / movement of goods. The Company has a very sound compliance track record with all the Legal and Statutory authorities in the Country, and there is a regular Management Audit mechanism to ensure that the Company, does not violate any known Legal or Statutory provisions, applicable to the Company.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

In F25 we continued our focus on working towards achieving our Vision of "Creating the best Welding Experience" by imbibing three (03) core values of Enhancing Performance, Building Trust & Relationship and strive to give better Customer Experience.

All the key HR initiatives focused on enhancing employee productivity and retention through targeted efforts in Performance Management, Training & Development and Recruitment. We prioritized holistic employee wellbeing, supporting physical health via insurance and healthcare benefits and promoting mental wellness through stress management and work-life balance workshops. Recreational activities were conducted across all factory locations to encourage employee engagement and for boosting morale. These initiatives reflect our commitment to creating a positive, inclusive, and high-performing workplace culture, where employees feel valued and supported. We believe that investing in our people is key to driving sustainable organizational growth and success.

For skill enhancement and improving efficiency, we conducted various technical and soft skill programs throughout the year. Insights from the Annual Employee Feedback Survey provided valuable input on company culture and identified key areas for improvement to support future business performance.

The hiring process was revamped to promote diversity and fairness, with young engineers recruited from

various campuses, across functions and locations. Strengthening of our teams contributed to lower employee attrition.

As we continue to grow, we remain committed to keeping our employees motivated, skilled and prepare to meet future challenges in our pursuit of excellence.

The employee strength as of 31st March, 2025 stood at 862.

Disclaimer:

The information and opinion expressed in this section of the Annual Report may contain certain forward looking statements, which the Management believes are true to the best of its knowledge, at the time of its preparation. The Company and the Management shall not be held liable for any loss, which may arise, as a result of any action taken on the basis of the information contained herein.

For and on behalf of the Board

Place: Mumbai
Date: 06th May, 2025

Ninotchka Malkani Nagpal
Executive Chairman
(DIN: 00031985)



ANNEXURE V - TO THE DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,

Ador Welding Limited

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **Ador Welding Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in conformity with the auditing standards issued by the Institute of Company Secretaries of India ("the Auditing Standards") and the processes & practices followed during the conduct of Audit are aligned with the Auditing Standards to provide us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the process of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the Rules made thereunder including statutory amendments made thereto and modifications thereof for the time being in force;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder; **to the extent applicable**
4. The Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 and amendments thereof and the Regulations and bye-laws framed thereunder;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 and amendments thereto ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the financial year**
 - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018; **Not Applicable during the financial year**

- f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the financial year**
6. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
7. Other applicable Laws, as per list attached as '**Annexure A**' to this report.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI),
- b. Guidelines issued by MCA and SEBI relating to conducting the meetings (Board / General Shareholders Meetings) via Video Conferencing (VC) and Other Audio-Visual means (OAVM).

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

Except with respect to circulation of draft minutes and signed minutes which shall be circulated within 15 days from the date of conclusion of the Meeting of Board or the Committee and within 15 days of signing of the Minutes respectively as per Secretarial Standards issued by ICSI. However, the directors have condoned the same by taking approval for 2 (two) additional weeks' time for FY 2024-25 w.r.t. circulation of minutes in the Board Meeting dated 30th April, 2024.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors, that took place during the period under review, were carried out in compliance with the provisions of the Act and SEBI (LODR) Regulations, 2015.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 07 (seven) days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through, unanimously, at the Board Meeting and there are no dissenting members' views, which are required to be captured and recorded as part of the minutes. **All the decisions have been taken with requisite majority in the General Meetings and the views expressed by the dissenting members, if any, are captured and recorded as part of the minutes.**

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

We further report that during the audit period, the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, vide its final order dated 20th August, 2024, approved the Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited (ADFL) with Ador Welding Limited (AWL). The approval was granted under Sections 230-232 and other applicable provisions of the Companies Act, 2013, along with the relevant rules. A certified true copy of the order was received by the Company on 03rd September, 2024 and was subsequently filed with the Registrar of Companies through Form INC-28, on 25th September, 2024. Pursuant to the Scheme of Amalgamation, 38,04,348 equity shares of Rs. 10/- each were allotted to the shareholders of erstwhile ADFL, based on the Register of Members as on the Record Date, i.e., Wednesday, 25th September, 2024.

We further report that during the audit period, the BIS matter remained pending judgment before the Hon'ble Bombay High Court.

We further report that during the audit period, a disclosure was received from M/s. J.B. Advani and Co. Private Limited, the promoter of the company, in accordance with Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2015. The disclosure stated that the promoter's shareholding was 53.06%,



excluding one of the promoter holding 20,132 equity shares constituting (0.12%). This acquisition was carried out pursuant to the scheme of amalgamation.

We further report that during the audit period, the Company received a query from the National Stock Exchange of India Limited (NSE) vide email dated 19th February, 2025, pertaining to certain disclosures made in the Corporate Governance Report for the quarter ended 31st December, 2024, which including query related to inadequacy of quorum at Audit Committee Meeting dated 27th December, 2024, where majority of Independent Directors were not present at the meeting. The Company has duly reviewed the query and provided a comprehensive response to NSE within the prescribed timeline.

We further report that during the audit period, the Board, vide resolution dated 12th November, 2024 & 24th January, 2025, sanctioned Inter-Corporate Deposits (ICDs) up to a maximum limit of Rs. 200 Lakhs & Rs. 450 Lakhs, respectively, to M/s. 3D Future Technologies Private Limited, a wholly owned subsidiary of the Company. The Company has extended / paid / issued inter-corporate deposits, aggregating to Rs. 320 Lakhs, at an interest rate of 9% per annum, during the audit period i.e. upto 31st March, 2025.

For **M/s. N. L. Bhatia & Associates**
Practicing Company Secretaries
UIN: P1996MH055800
P/R No: 6392/2025

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436G000279391

Place: Mumbai
Date: 06th May, 2025

'ANNEXURE A'**LIST OF OTHER APPLICABLE LAWS (including statutory amendments made thereto or amendments thereof for the time being in force):**

Other Laws applicable to the Company;

- a) Factories Act, 1948 and Rules made thereunder
- b) Industrial Employment (Standing Orders) Act, 1946 & Rules 1957
- c) Payment of Bonus Act, 1965, & Rules, 1965
- d) Maternity Benefit Act, 1961 & Rules
- e) Employees Compensation Act, 1923 & Rules.
- f) Minimum Wages Act, 1948, M.W. (C) Rules, 1950
- g) Child Labour (P&R) Act 1986, & Rules.
- h) Air (Prevention and Control of Pollution) Act, 1981
- i) Water (Prevention and Control of Pollution) Act, 1974
- j) The Noise (Regulation and Control) Rules, 2000
- k) The Environment (Protection) Act, 1986
- l) Payment of Wages Act, 1936
- m) Employees State Insurance Act, 1948
- n) Employees PF & Miscellaneous Provisions Act, 1952
- o) Contract Labour (Regulation & Abolition) Act, 1970
- p) Legal Metrology Act, 2009
- q) Payment of Gratuity Act, 1972
- r) Industrial Disputes Act, 1947
- s) Indian Contract Act, 1872
- t) The States Shops and Establishment Act
- u) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- v) Income tax Act, 1961
- w) The States Goods and Services Tax Act, 2017
- x) The Central Goods and Services Tax Act, 2017
- y) The Interstate Goods and Services Tax Act, 2017
- z) Any other Central and State Acts and rules made thereunder, as may be applicable



To,

The Members,

Ador Welding Limited

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

- (1) Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records, based on our audit.
- (2) We have followed the auditing standards issued by the Institute of Company Secretaries of India (ICSI) and audit practices and processes, as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we have followed are aligned with Auditing Standards, issued by the Institute of Company Secretaries of India (ICSI), provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of the financial records and the Books of Accounts of the Company.
- (4) Wherever required, we have obtained the Management Representation about the compliance of the applicable Laws, Rules & Regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and other Applicable Laws, Rules, Regulations, Standard is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which, the Management has conducted the affairs of the Company.

For **M/s. N. L. Bhatia & Associates**
Practicing Company Secretaries
UIN: P1996MH055800
P/R No: 6392/2025

Bharat Upadhyay
Partner
FCS: 5436
CP No. 4457

UDIN: F005436G000279391

Place: Mumbai

Date: 06th May, 2025

ANNEXURE VI – TO THE DIRECTORS' REPORT

Details pertaining to remuneration, as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year (FY) 2024-25:

| Sr. No. | Name of the Director | Designation | Ratio |
|---------|---|--|-------|
| 1. | Mrs. N. Malkani Nagpal | Executive Chairman | 39.14 |
| 2. | Mr. A. T. Malkani | Managing Director | 39.31 |
| 3. | Dr. D. A. Lalvani | Director (Non-Executive) | 2.42 |
| 4. | Mr. R. A. Mirchandani | Director (Non-Executive) | 2.42 |
| 5. | Ms. Tanya H. Advani | Director (Non-Executive) | 2.42 |
| 6. | Mr. P. K. Gupta (till 27 th July, 2024) | Director (Independent & Non-Executive) | 0.81 |
| 7. | Mr. R. N. Sapru (till 27 th July, 2024) | Director (Independent & Non-Executive) | 0.84 |
| 8. | Mr. K. Digvijay Singh (till 27 th July, 2024) | Director (Independent & Non-Executive) | 0.81 |
| 9. | Mr. G. M. Lalwani (till 09 th November, 2024) | Director (Independent & Non-Executive) | 1.70 |
| 10. | Mrs. Nita Dempo Mirchandani | Director (Independent & Non-Executive) | 2.75 |
| 11. | Mr. N. S. Marshall | Director (Independent & Non-Executive) | 2.82 |
| 12. | Mr. J. H. Panjabi (w.e.f. 28 th July, 2024) | Director (Independent & Non-Executive) | 1.94 |
| 13. | Mr. S. J. Iyer (w.e.f. 28 th July, 2024) | Director (Independent & Non-Executive) | 1.88 |
| 14. | Mr. Mihir Jayaraman (w.e.f. 09 th November, 2024) | Director (Independent & Non-Executive) | 1.01 |

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year (FY) 2024-25:

| Sr. No. | Name of the Director / KMP | Designation | % variance |
|---------|---|--|------------|
| 1. | Mrs. N. Malkani Nagpal | Executive Chairman | 4.54 |
| 2. | Mr. A. T. Malkani | Managing Director | 3.96 |
| 3. | Dr. D. A. Lalvani | Director (Non-Executive) | 25.45 |
| 4. | Mr. R. A. Mirchandani | Director (Non-Executive) | 25.45 |
| 5. | Ms. Tanya H. Advani | Director (Non-Executive) | 25.45 |
| 6. | Mr. P. K. Gupta (till 27 th July, 2024) | Director (Independent & Non-Executive) | -61.75 |
| 7. | Mr. R. N. Sapru (till 27 th July, 2024) | Director (Independent & Non-Executive) | -61.95 |
| 8. | Mr. K. Digvijay Singh (till 27 th July, 2024) | Director (Independent & Non-Executive) | -60.32 |
| 9. | Mr. G. M. Lalwani (till 09 th November, 2024) | Director (Independent & Non-Executive) | -18.79 |
| 10. | Mrs. Nita Dempo Mirchandani | Director (Independent & Non-Executive) | 34.80 |
| 11. | Mr. N. S. Marshall | Director (Independent & Non-Executive) | 29.40 |
| 12. | Mr. J. H. Panjabi (w.e.f. 28 th July, 2024) | Director (Independent & Non-Executive) | NA |
| 13. | Mr. S. J. Iyer (w.e.f. 28 th July, 2024) | Director (Independent & Non-Executive) | NA |
| 14. | Mr. Mihir Jayaraman (w.e.f. 09 th November, 2024) | Director (Independent & Non-Executive) | NA |
| 15. | Mr. V. M. Bhide | Company Secretary (CS) | 13.81 |
| 16. | Mr. S. K. Sethia | Chief Financial Officer (CFO) | 11.86 |



3. The percentage increase in the median remuneration of employees in FY 2024-25 over FY 2023-24: **16.95%**
4. The number of permanent employees on the roll of the Company as on 31st March, 2025: **862**
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in FY 2024-25 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **The percentile increase in the remuneration of Non-Manual cadre and Managerial cadre (excluding Whole-time Directors) is 59.5 percentile and 73 percentile respectively.**
6. Affirmation that the remuneration is as per the remuneration policy of the Company: **Yes, we affirm / confirm that the remuneration paid, during FY 2024-25, was as per the Remuneration Policy of the Company.**
7. Details of **top 10 employees** of the Company in terms of remuneration* drawn in FY 2024-25:

| Sr.No. | Name | Age (Years) | Designation | Qualification(s) | Years of Experience | Date of Commencement of Employment | Last Employment | |
|--------|-----------------------------------|-------------|--|--|---------------------|------------------------------------|---|--|
| | | | | | | | Post held | Name of the last employer |
| 1. | Melville Stann Ferns [#] | 64 | Head - India M & R Business & Customer Success | Bachelor of Arts | 43 | 25-Sep-24 | Chief Operating Officer | Ador Fontech Ltd. |
| 2. | Sunanda Kumar Palit | 62 | Head - Strategy & Customer Experience | B. Tech. (Hons.) - Electronics And Telecommunication Engineering | 40 | 4-Jun-12 | Divisional Product Manager (Equipment Division) | ESAB India Ltd |
| 3. | Lajpat Yadav | 58 | COO - India Welding Business | B.Tech (Mech), PGD (Marketing) | 36 | 6-Jan-25 | General Manager - Sales & Marketing | Lincoln Electric Company (India) Pvt. Ltd. |
| 4. | Sachin Dobhada | 58 | Head – Research, Development & Quality (Welding Equipment) | B.E. (Industrial Electronics) | 37 | 8-May-06 | Manager- R&D | Hueco Electronic (India) Pvt. Ltd. |
| 5. | Vinayak M. Bhide | 56 | Company Secretary | B.Com. LL.B. (Gen), DTL, AICWA, DLL & LW, FCS | 35 | 4-Jan-93 | Assistant (costing Dept.) | BASF India Ltd |
| 6. | Vineet Bansal | 56 | Head - India Welding Business & Customer Success | B. Tech. | 33 | 3-Nov-92 | Engineer – Technical Services | Cimmco Limited, Bharatpur |
| 7. | Mustafa Faizullahoy | 52 | Head – International Operations | Bachelors in IB, Masters in HRM | 25 | 6-Apr-22 | General Manager | Abicor Binzel Middle East |
| 8. | Krishnamurthy Suryanarayan | 52 | Head - Corporate Strategy | B.Com, CA | 26 | 3-Jun-24 | CFO | Astec Lifesciences Ltd |
| 9. | Palli Ravi Kumar [#] | 50 | VP - M & R Business | B. Tech (Metallurgy) | 28 | 24-Feb-25 | General Manager - Marketing | ESAB India Ltd |
| 10. | Surya Kant Sethia | 45 | Chief Financial Officer | Chartered Accountant | 20 | 22-Jun-15 | DGM - (Accounts & Finance) | Desert Landscape Company LLC |

* The statement of remuneration will be made available for e-inspection / inspection by the Members during the business hours on any working day, 21 days prior to the date of AGM. Interested Members may write to the Company for obtaining a copy of the same.

One employee, who is posted abroad (i.e. Ador International) is drawing remuneration of over Rs. 60 Lakhs per financial year & Rs. 5 Lakhs per month.

[#] Mr. Palli Ravi Kumar re-designated as Head – India M & R Business and Customer Success w.e.f. 01st April, 2025 in place of Mr. Melville Stann Ferns who move of into a Critical Strategic role effective from 01st April, 2025 and designated as Vice President - Strategic Business (Cement, Steel & Navy).

8. Details of employees with annual remuneration of Rs. 102 Lakhs or more, who are employed throughout the year or monthly remuneration of Rs. 8.50 Lakhs or more, even if employed for part of the year during FY 2024-25:

| Sr. No. | Name | Age (Years) | Designation | Remuneration (Gross) (Rs. in Lakhs) | Qualification(s) | Years of Experience | Date of Commencement of Employment | Last Employment | |
|---------|------------------------|-------------|--------------------|-------------------------------------|--|---------------------|------------------------------------|--------------------------------|------------------------------|
| | | | | | | | | Post Held | Name of the Last Employer |
| 1. | Mrs. N. Malkani Nagpal | 53 | Executive Chairman | 222.67 | <ul style="list-style-type: none"> MBA with specialization in Finance from Imperial College, UK; B.Sc. in Business & Economics from Lehigh University, PA, USA | 32 | 03.10.1997 | Chairman & Whole Time Director | J. B. Advani & Co. Pvt. Ltd. |
| 2. | Mr. Aditya T. Malkani | 44 | Managing Director | 223.89 | <ul style="list-style-type: none"> Pursued B.A. (Economics) from Oberlin College (Ohio, USA) MBA from Indian School of Business (ISB, Hyderabad) | 18 | 27.07.2007 | Chairman & Whole Time Director | Ador Fontech Ltd. |

Notes:

- All the above appointments are Contractual.
- Remuneration shown above comprises of salary, allowances, bonus, commission, perquisites, contribution to Provident Fund, Superannuation Fund, etc., wherever applicable.
- Information regarding qualifications, experience and last employment held is based on particulars furnished to the Company, by the employees concerned.
- Mrs. Ninotchka Malkani Nagpal holds 2,87,375 equity shares and Mr. Aditya T. Malkani holds 3,12,023 equity shares of the Company as on 31st March, 2025.
- Mrs. Ninotchka Malkani Nagpal and Mr. Aditya T. Malkani are not related to any other Directors or to each other or to any of the employees of the Company.
- No other employee, mentioned above is related to any Director of the Company in terms of Section 2(77) of the Companies Act, 2013.

For and on behalf of the Board

Place: Mumbai
Date: 06th May, 2025

Ninotchka Malkani Nagpal
Executive Chairman
(DIN: 00031985)



ANNEXURE VII - TO THE DIRECTORS' REPORT

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Basic Information:

Ador Welding Limited ("Ador"), formerly known as Advani-Oerlikon Limited, is a pioneer in the Indian welding industry. Since its establishment in the year 1951, Ador has played a vital role in India's industrial and infrastructure development by offering a comprehensive range of high-quality welding consumables, equipment, and automation solutions. In addition, the Company has actively contributed to skill development within the sector.

Over the decades, Ador has continually expanded its welding expertise to serve a broad spectrum of industries, including high-end specialized applications, both in domestic and international markets. Guided by its **vision of "Creating the Best Welding Experience"**, Ador is committed to responsible and sustainable business practices that promote environmental stewardship and social responsibility. The Company embraces a holistic approach to growth by embedding environmental, social, and governance (ESG) considerations into its core business strategy—ensuring long-term value creation for all stakeholders. Ador believes that corporate performance should be measured through a balanced lens of economic, environmental, and social outcomes. Its core values are deeply rooted in the development of a sustainable business model that is driven from the top leadership and permeates all levels of the organization.

In alignment with the United Nations Sustainable Development Goals (UN SDGs), Ador has identified 09 (nine) priority SDGs for focused initiatives. These goals serve as a foundation for achieving its vision and reinforcing its commitment to responsible business conduct.

Ador's Business Responsibility and Sustainability Report (BRSR) presents a transparent and comprehensive overview of the Company's performance and its environmental & social impact. The report is prepared in accordance with the National Guidelines on Responsible Business Conduct (NGRBC), issued by the Ministry of Corporate Affairs (MCA), and is compliant with Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Through its adherence to the 09 (nine) principles outlined in the NGRBC, Ador reaffirms its dedication to ethical, inclusive, and sustainable business practices.

Pursuant to the amalgamation, three manufacturing plants have been integrated into Ador's operations—02 (two) located in Bengaluru, Karnataka, and 01 (one) in Nagpur, Maharashtra. The inclusion of these facilities has resulted in changes to operational and financial metrics, necessitating restatement for better comparability and accurate representation of the consolidated business performance.

Principles

1

Ethics, Transparency and Accountability

2

Product Life Cycle Sustainability

3

Employee Well-Being

4

Stakeholder Engagement

5

Human Rights

6

Environment

7

Policy Advocacy

8

Inclusive Growth and Equitable Development

9

Customer Value Creation

SECTION A - GENERAL DISCLOSURES

I. Details of the Listed Entity

| | | |
|-------|--|---|
| I-1. | Corporate Identity Number (CIN) of the listed entity | L70100MH1951PLC008647 |
| I-2. | Name of the listed entity | Ador Welding Limited (ADOR) |
| I-3. | Year of incorporation | 22 nd October, 1951 |
| I-4. | Registered office address | Ador House, 6, K. Dubash Marg, Fort, Mumbai, 400001-16, Maharashtra, India |
| I-5. | Corporate address | Ador House, 6, K. Dubash Marg, Fort, Mumbai, 400001-16, Maharashtra, India |
| I-6. | E-mail | investorservices@adorians.com |
| I-7. | Telephone | 022-22842525 / 66239300 |
| I-8. | Website | https://www.adorwelding.com/ |
| I-9. | Financial year for which reporting is being done | 01 st April, 2024 to 31 st March, 2025 |
| I-10. | Name of the Stock Exchange(s) where shares are listed | 1. BSE Limited (BSE) 2. The National Stock Exchange of India Limited (NSE) |
| I-11. | Paid-up Capital | 1,74,02,815 Equity Shares of Rs. 10/- each, fully paid up |
| I-12. | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report. | Name: Mr. Aditya T. Malkani Designation: Managing Director DIN: 01585637 Telephone Number: 022-66239300 / 022-22842525 |
| I-13. | Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). | The disclosures made in this report are on a Standalone basis and pertain only to Ador Welding Limited |
| I-14. | Name of assurance provider | Not Applicable |
| I-15. | Type of assurance obtained | Not Applicable |

II. Products/services

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

| S. No. | Description of Main Activity | Description of Business Activity | % of Turnover of the entity |
|--------|------------------------------|---|-----------------------------|
| 1 | Manufacturing | Manufacturing of Welding Consumables like Electrodes , Wires & Fluxes | 70 |
| 2 | Manufacturing | Assembly line for assembly of welding equipment | 19 |
| 3 | Manufacturing | Flare and Process equipments | 7 |

II-17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

| S. No. | Product / Service | NIC Code | % of total Turnover contributed |
|--------|---------------------|----------|---------------------------------|
| 1 | Welding Consumables | 2592 | 70 |
| 2 | Welding Equipments | 2710 | 27 |



III. Operations

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

| Location | Number of Plants | Number of Offices | Total |
|---------------|------------------|-------------------|-------|
| National | 6 | 6 | 12 |
| International | 0 | 1 | 1 |

III-19. Markets served by the entity:

a. Number of locations

| Locations | Number |
|----------------------------------|--------|
| National (No. of States) | 36 |
| International (No. of Countries) | 15 |

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

The Export portion is 13.73% of the Total Turnover of the entity.

c. A brief on types of customers

Since we (ADOR) are in the business of Metal welding and cutting, we are required at such places, where metals are being shaped.

ADOR serves a diverse range of domestic and international markets, with a strong presence across India and exports to various global regions including Middle East, Africa, and parts of Europe & America.

The company caters to critical sectors such as:

- Manufacturing and Fabrication
- Infrastructure and Construction
- Oil & Gas
- Power Generation (including Thermal, Hydro, and Renewable Energy)
- Shipbuilding and Marine
- Automotive and Transportation
- Railways and Heavy Engineering
- Defence and Aerospace

Our customer base includes a broad spectrum ranging from large Public Sector Undertakings (PSUs) and Multinational Corporations to Small and Medium-sized Enterprises (SMEs). We work closely with EPC (Engineering, Procurement, and Construction) contractors, OEMs (Original Equipment Manufacturers), fabrication shops and maintenance service providers.

With a customer-centric approach, ADOR supports its clients not only through the supply of high-quality welding consumables, equipment, and automation solutions but also by offering technical services, training, and application support to ensure operational efficiency and safety in critical applications.

We also cater to clients involved in activities of Welding and Cutting who require automation in their process for either welding or cutting application. e.g. – L&T, ISGEC, Railways etc.

In a nutshell, anyone who is involved in shaping Metal, we are their partners in making it possible.

IV. Employees

IV-20. Details as at the end of Financial Year

a. Employees and workers (including differently abled):

| No. | Particulars | Total (A) | Male | | Female | |
|-----------|--------------------------|-----------|-------|--------|--------|--------|
| | | | No(B) | %(B/A) | No(C) | %(C/A) |
| Employees | | | | | | |
| 1 | Permanent (D) | 853 | 802 | 94.02% | 51 | 5.98% |
| 2 | Other than Permanent (E) | 0 | 0 | 0 | 0 | 0 |
| 3 | Total employees (D + E) | 853 | 802 | 94.02% | 51 | 5.98% |
| Workers | | | | | | |
| 1 | Permanent (F) | 0 | 0 | 0.00% | 0 | 0.00% |
| 2 | Other than Permanent (G) | 684 | 640 | 93.57% | 44 | 6.43% |
| 3 | Total Workers (F + G) | 684 | 640 | 93.57% | 44 | 6.43% |

b. Differently abled Employees and workers:

| No. | Particulars | Total (A) | Male | | Female | |
|-----------------------------|---|-----------|-------|--------|--------|--------|
| | | | No(B) | %(B/A) | No(C) | %(C/A) |
| Differently Abled Employees | | | | | | |
| 1 | Permanent (D) | 0 | 0 | 0.00% | 0 | 0.00% |
| 2 | Other than Permanent (E) | 0 | 0 | 0.00% | 0 | 0.00% |
| 3 | Total differently abled employees (D + E) | 0 | 0 | 0.00% | 0 | 0.00% |
| Differently Abled Workers | | | | | | |
| 1 | Permanent (F) | 0 | 0 | 0.00% | 0 | 0.00% |
| 2 | Other than Permanent (G) | 0 | 0 | 0.00% | 0 | 0.00% |
| 3 | Total Workers (F + G) | 0 | 0 | 0.00% | 0 | 0.00% |

IV-21. Participation/Inclusion/Representation of women

| Particulars | Total (A) | No. and percentage of Females | |
|--------------------------|-----------|-------------------------------|--------|
| | | No(B) | %(B/A) |
| Board of Directors | 10 | 3 | 30.00% |
| Key Management Personnel | 4 | 1 | 25.00% |

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

| Particulars | FY 2024-2025 | | | FY 2023-2024 | | | FY 2022-2023 | | |
|---------------------|-------------------------------|--------|--------|--------------------------------|--------|--------|--|--------|--------|
| | (Turnover rate in current FY) | | | (Turnover rate in previous FY) | | | (Turnover rate in the year prior to the previous FY) | | |
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 17.64% | 32.65% | 18.55% | 14.95% | 25.88% | 15.55% | 15.81% | 36.11% | 16.83% |
| Permanent Workers | 0.00% | - | 0.00% | 9.30% | - | 9.30% | 7.14% | - | 7.14% |

**V. Holding, Subsidiary and Associate Companies (including joint ventures)****V-23. (a) Names of holding / subsidiary / associate companies / joint ventures.**

| S. No. | Name of the holding / subsidiary / associate companies / joint ventures (A) | Indicate whether holding/ subsidiary/ associate/ joint venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|--------|---|--|-----------------------------------|--|
| 1 | J.B. Advani & Co. Private Limited | Holding Company | 0 | No |
| 2 | 3D Future Technologies Private Limited | Subsidiary Company | 100 | No |

VI. CSR Details**VI-24. Provide the following CSR details**

i) Whether CSR is applicable as per section 135 of the Companies Act, 2013 - Yes

ii) Turnover (in Rs.) - 1,11,683 Lakhs

iii) Net worth (in Rs.) - 51,570 Lakhs

VII. Transparency and Disclosures Compliances**VII-25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy) | FY 2024-2025 | | | FY 2023-2024 | | |
|---|---|--|--|---------|--|--|---------|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | No | 0 | 0 | - | 0 | 0 | - |
| Investors (other than shareholders) | Yes https://adorwelding.com/wp-content/uploads/2021/07/Mechanism-For-Whistle-Blower-For-Stakeholders11.pdf | 0 | 0 | - | 0 | 0 | - |
| Shareholders | Yes, the Company has empowered a Board level Stakeholders Relationship Committee ('SRC') to examine and redress complaints from/ by the shareholders. The status of complaints is reported to the entire Board on a quarterly basis. SRC meets at least twice a year and as & when required to resolve the shareholders grievances. Most of the grievances received through electronic communications are attended within a period of 07 (seven) days and for postal communication within a period of 12 (twelve) days from the date of receipt of such grievances. https://adorwelding.com/wp-content/uploads/2022/11/Investor-Grievance-Redressal-Policy.pdf | 10 | 0 | - | 13 | 0 | - |

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy) | FY 2024-2025 | | | FY 2023-2024 | | |
|---|--|--|--|---------|--|--|---------|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Employees and workers | Yes, the grievances of the employees and workers are redressed through emails, open forum meetings and also through vigil mechanism. https://adorwelding.com/wp-content/uploads/2021/07/Whistle-Blower-for-Employees-Directors2019.pdf | 0 | 0 | - | 0 | 0 | - |
| Customers | Yes, all the grievances received through various available channels are registered and tracked through the Complaint CRM system. Once the complaint is registered, it is tracked through a unique number. The grievance is resolved through one-on-one interaction with the customer either telephonically or physically. Upon the final resolution of the grievance, feedback is taken through call / response sheet / feedback form. | 1,421 | 0 | - | 1,314 | 0 | - |
| Value Chain partners | Yes, the complaints pertaining to the Value Chain Partners are redressed through one-on-one interaction. | 0 | 0 | - | 0 | 0 | - |
| Other (please specify) | - | 0 | 0 | - | 0 | 0 | - |

VII-26. Overview of the entity's material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|---------------------------|--|---|--|--|
| 1 | Energy Management | Opportunity | Product manufacturing is an energy-intensive operation, and efficient energy management initiatives help the company optimize its energy consumption and thereby significantly aid in cost savings, lowering the energy consumption and GHG footprint of our organization. To achieve this, we have integrated several energy-efficient techniques, such as utilizing more efficient machines, and automatic systems in our processing units and installing solar panels, etc. These measures help us maintain low energy consumption while promoting sustainability. | - | Positive |



| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|---------------------------|--|---|---|--|
| 2 | Greenhouse Gas Emissions | Risk | Considering the nature of our business operations, a high energy requirement and consequent high greenhouse gas (GHG) emissions are inherent to some extent. Furthermore, we anticipate more stringent GHG policies, i.e. all-inclusive tracking and reporting practices, capping emissions, etc. could become mandatory in coming years. While we understand the need to manage and reduce this high emissions, we also anticipate that failure to align with evolving GHG policies could result in substantial penalties and reputational damage. | At Ador, we track and publish our Scope 1 and Scope 2 emissions. We also remain vigilant regarding upcoming policies and advancements in GHG tracking and public disclosure. Hence, we are strategizing to develop a comprehensive mitigation plan encompassing Scope 3, along with other Scopes, and develop targets for GHG emission reduction. | Negative |
| 3 | Water Management | Opportunity | Our production process at Consumable Plants is water intensive, hence effective water management is crucial for our operations. Water scarcity poses a notable risk, impacting business continuity and profitability. However, efficient water management gives an opportunity to enhance efficiency and cut costs. Through substantial investments in water management systems such as ZLD and STP, we've improved our water utilization, resulting in decreased costs and reduced water footprint. | - | Positive |
| 4 | Air-pollution | Risk | Air emissions pose a risk, as it can contribute to local and regional emission concentrations. Moreover, non-compliance, if any, with regulatory requirements set by regional and national government boards, could have adverse impacts on both health and the environment, potentially resulting in compensatory and reputational damage to the Company. Additionally, this could pose a risk to our license to operate. | We conduct regular monitoring of our emissions and maintain strict processes to ensure that our operations adhere to industry best practices, with a focus on minimizing our environmental impact. Additionally, we hold ISO 14001 certification, underscoring our commitment to environmental stewardship. | Negative |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|-----------------------------|--|---|--|--|
| 5 | Workforce health and safety | Risk | Given the nature of our business, it is imperative to establish rigorous protocols and procedures for health and safety to prevent injuries, accidents, and potential legal or reputational ramifications. | We strictly follow the prescribed health and safety protocols. We conduct routine training sessions to ensure our workforce is wellprepared to navigate such circumstances. | Negative |
| 6 | Materials Sourcing | Risk | Our supply chain is susceptible to various risks associated with critical materials used in the production process. These materials are often specialized and, in many instances, have limited alternatives. Instances of unavailability, transportation challenges, or supply disruptions could lead to price escalation and even slow down production processes. Therefore, addressing this issue is of paramount importance. | Over the years, we have successfully diversified our supply chain to reduce dependency on a single supplier and have ensured a more resilient supply chain. Furthermore, we continuously monitor market trends and product demand and pro-actively take the procurement decision to address potential challenges. Lastly as a part of our governance ethics, we foster strong, transparent, and effective communications with our value chain. | Negative |
| 7 | Supply chain Management | Risk | Ador has a complex supply chain, encompassing numerous stakeholders throughout the sourcing, production, and disposal phases of our products, making it susceptible to frequent disruptions. | Our supply chain management practices are robust and transparent, characterized by thorough due diligence to identify risks and vulnerabilities. Moreover, we assess the majority of our downstream supply chain based on key environmental, social, and governance (ESG) parameters, ensuring the smooth flow of value downstream. | Negative |



SECTION B - MANAGEMENT AND PROCESS DISCLOSURES

Policy and management processes

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|---|--|---|--|--|----------------------|----|------------|--------------------------------|
| 1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | No | Yes | Yes |
| 1. b. Has the policy been approved by the Board? (Yes/No) | Yes | No | No | Yes | Yes | No | No | Yes | No |
| 1. c. Web Link of the Policies, if available | Conflict of Interest Policy Code of Conduct for Board of Directors & Senior Management Anti Corruption Policy Board Diversity Policy | Supplier Code of Conduct Supply Chain Management Policy | EHS Policy Equal Opportunity Policy POSH Policy | Whistle - Blower for Stakeholders Policy IGR Policy | Human Right Policy Equal Opportunity Policy | Environmental Policy | NA | CSR Policy | Data Privacy Management Policy |
| 2. Whether the entity has translated the policy into procedures. (Yes / No) | Yes | Yes | Yes | Yes | Yes | No | No | Yes | Yes |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No) | No | No | No | No | No | No | No | No | No |

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|---|----|----|----|----|----|----|---|----|
| 4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | OHSAS, BIS, ISO 14001, and Corporate Governance Code, are adopted and mapped at the applicable principle. | | | | | | NA | OHSAS, BIS, ISO 14001, and Corporate Governance Code, are adopted and mapped at the applicable principle. | |
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any. | <p>The company is in the process of setting goals and targets focusing on ESG Key Performance indicators related to:</p> <ul style="list-style-type: none">Water Management: Target for Zero Liquid discharge (ZLD) at all plantsIncreasing the share of renewable energy in the energy mixHealth & Safety: Continue to have Zero FatalitiesGender Diversity: Increasing the share of women across the workforceBusiness Ethics & Integrity and Code of Conduct: Increase the coverage of employees that are given training for POSH, Code of Conduct, Whistle-blower etc. <p>We are committed to protect environmental, social, health & safety aspects, while conducting our business operations. We are in the process of inculcating the culture of doing business in the interests of environment and all stakeholders. We are also working on energy efficiency as well as resource conservation.</p> | | | | | | | | |
| 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. | The Company will be focusing on the sustainability initiatives & will be setting goals and targets in the year 2026. Going forward the performance against each goal and targets will be reviewed periodically by the Management. | | | | | | | | |



Governance, leadership and oversight

| | |
|---|---|
| 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) | The Company believes in Sustainability and endeavours to balance its concern for the environment and people with efficient and profitable operations. It is committed to minimizing its carbon footprint and is undertaking several measures focused on energy efficiency and emissions reduction. The Company also seeks to ensure satisfaction of all its stakeholders. Besides focusing on the holistic wellbeing of its employees, through various Health and Safety initiatives and providing continuous learning & development opportunities, the Company also places importance on the development of communities around its manufacturing units |
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). | Mr. Aditya T. Malkani Managing Director DIN: 01585637 |
| 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | No. The Board is responsible for decision making on all sustainability related issues. There is no separate Committee for the same. |

10. Details of Review of NGRBCs by the Company: Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee

| Subject for Review | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee | | | | | | | | | Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify) | | | | | | | | |
|--|--|----|----|----|----|----|----|----|----|--|----|----|----|----|----|----|----|----|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | All NGRBC related policies are reviewed by the Managing Director. | | | | | | | | | Periodically | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | The Company complies with all the known applicable statutory provisions of relevant statutes. | | | | | | | | | Quarterly | | | | | | | | |

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

| S. no | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|-------|----|----|----|----|----|----|----|----|----|
| 1 | No | | | | | | | | |

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

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|----|----|----|----|----|----|---|----|----|
| The entity does not consider the Principles material to its business (Yes/No) | NA | | | | | | No | NA | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | NA | | | | | | Yes | NA | |
| The entity does not have the financial or/ human and technical resources available for the task (Yes/No) | NA | | | | | | No | NA | |
| It is planned to be done in the next financial year (Yes/No) | NA | | | | | | No | NA | |
| Any other reason (please specify) | NA | | | | | | We ensure to make all our policies transparent and subject to regulatory framework. However, there is no specific policy mentioning this. | NA | |



SECTION C - PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

EI-1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year

| Segment | Total number of training and awareness programmes held | Topics/principles covered under the training and its impact | Percentage of persons in respective category covered by the awareness programmes |
|-----------------------------------|--|--|--|
| Board of directors | 7 | The board members are provided with an in-depth perspective on business, innovations, operations, financials and capital management processes, etc. Topics, such as Corporate Governance, the Companies Act, SEBI Regulations and Environmental & Safety matters are also discussed during the meetings. Impact: These meetings ensure strategic alignment amongst Board Members, enhance governance and accountability, and aim to improve performance and the long-term sustainability and growth of the Company. | 100.00 |
| Key Managerial personnel | 7 | The executive & management team members are provided with an in-depth perspective on business, innovations, operations, financials and capital management processes etc. Topics such as Corporate Governance, the Companies Act, SEBI Regulations and Environmental & Safety matters are also discussed during the meetings. Impact: These meetings ensure strategic alignment among all key stakeholders, enhance governance and accountability, and aim to improve performance & the long-term sustainability & growth of the Company. | 100.00 |
| Employees other than BoD and KMPs | 27 | Following training and awareness programmes were held for employees of the Company <ul style="list-style-type: none"> - Code of Conduct - Health & Safety - Prevention of Sexual Harassment - Employee Well Being - Cyber Security - Skill Upgradation / Advanced Skills pertaining to respective departments - New joiner induction - Personal & Team Productivity Enhancement - Workmen Development Program - Performance Management - Sales Training Better productivity - Stress Management & Work Life Balance All the Policies of the Company are available on Intranet for employees to refer / access. Impact: These initiatives collectively contribute to a more up-to-date, productive, secure, and positive workplace environment, fostering organizational growth and resilience. | 100.00 |
| Workers | 0 | Although the Company does not have any permanent workers, all the contract workers are given regular health and awareness trainings to ensure their safety and are made aware about POSH. | 0 |

Remarks: 1. Health and Safety related training and awareness sessions are conducted and provided to the workers at regular intervals. 2. HODs also give training to their team members periodically about the process, product manufacturing, etc. This is to be mandatorily attended to, by all the staff of the said function.

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

Monetary

| Category | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
|-----------------|-----------------|---|-----------------|-------------------|--|
| Penalty/ Fine | - | - | - | - | - |
| Settlement | - | - | - | - | - |
| Compounding fee | - | - | - | - | - |

Non-Monetary

| Category | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/No) |
|--------------|-----------------|---|-------------------|--|
| Imprisonment | - | - | - | - |
| Punishment | - | - | - | - |

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

| S. No. | Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|--------|--------------|---|
| 1. | 0 | 0 |

EI-4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. we strictly prohibit our employees, agents and intermediaries from engaging in any illegal or inappropriate payments or benefits, either directly or indirectly, that may be perceived as an attempt to gain undue advantages for our business operations. The Company launched Anti-Bribery and Anti-Corruption Policy ('ABAC Policy') to outline guiding principles and adequate procedures to prevent any activity or conduct relating to bribery, facilitation payments or corruption. The policy is available on the Company's website at: <https://www.adorwelding.com/wp-content/uploads/2023/05/Anti-Bribery-and-Anti-Corruption-Policy.pdf>

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

| Category | Current Financial Year | Previous Financial Year |
|-----------|------------------------|-------------------------|
| Directors | 0 | 0 |
| KMPs | 0 | 0 |
| Employees | 0 | 0 |
| Workers | 0 | 0 |

**EI-6. Details of complaints with regard to conflict of interest:**

| Category | Current Financial Year | | Previous Financial Year | |
|--|------------------------|------------------------|-------------------------|------------------------|
| | Number - FY 2024-2025 | Remarks - FY 2024-2025 | Number - FY 2023-2024 | Remarks - FY 2023-2024 |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | 0 | - | 0 | - |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | 0 | - | 0 | - |

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

Not Applicable

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

| Particulars | Current Financial Year | Previous Financial Year |
|-------------------------------------|------------------------|-------------------------|
| Number of days of accounts payables | 62.35 | 44.71 |

EI-9. Open-ness of business - Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

| Parameter | Metrics | FY 2024-2025 | FY 2023-2024 |
|----------------------------|---|--------------|--------------|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | 25.08% | 25.05% |
| | b. Number of trading houses, where purchases are made from | 411 | 369 |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 22.26% | 22.73% |
| Concentration of Sales | a. Sales to dealers / distributors as % of total sales | 65.57% | 77.30% |
| | b. Number of dealers / distributors, to whom sales are made | 438 | 455 |
| | c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors | 33.24% | 36.26% |
| Share of RPTs in | a. Purchases (Purchases with related parties / Total Purchases) | 4.64% | 3.33% |
| | b. Sales (Sales to related parties / Total Sales) | 0.24% | 0.22% |
| | c. Loans & advances (to related parties / total loans & advances) | 64.65% | 88.71% |
| | d. Investments (in related parties / total investments) | 0.00% | 30.66% |

Leadership Indicators**LI-1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

| S. No. | Total number of awareness programmes held | Topics / principles covered under the training | % of value chain partners covered (by value of business done with such partners) under the awareness programmes |
|--------|---|--|---|
| 1 | 0 | - | 0 |

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

Yes, the Company has Code of Conduct for the Board of Directors and Senior Management Personnel, which provides clear guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. The Company receives an annual declaration from its Board of Directors and Senior Management Personnel in the entities they are interested in if any and ensures requisite approvals, as required under the applicable laws, are taken prior to entering into transactions with each entities. The policy is available on the Company's website at <https://www.adorwelding.com/wp-content/uploads/2023/02/Code-of-Conduct-for-Directors-Senior-Managerial-Personnels-1.pdf>

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

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

| Particulars | Current Financial Year | Previous Financial Year | Details of improvements in environmental and social impacts |
|-------------|------------------------|-------------------------|---|
| R&D | 6.76% | 5.30% | Battery operated machine; RHINO-E launched with CE marking & UKCA marking (carbon emission reduced) For engine driven machines CPCB IV approved engines are added (pollution emission reduced) ISI marking added for highest selling product, Champ T400 (ensures safety) |
| Capex | 0 | 0 | Developed the moulding, tools for battery operated machine, RHINO-E |

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

EI-2.b. If yes, what percentage of inputs were sourced sustainably? - Not Applicable

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

| Category | Description |
|------------------------------------|--|
| (a) Plastics (including packaging) | For plastics (including packaging), instructions are provided on recycling inf form of symbols and proper disposal methods. |
| (b) E-waste | For E-waste (electrical / electronic equipment), instructions are provided in operational manuals and on product packaging, stressing the importance of proper disposal and adherence to any relevant waste regulations (such as European Directive 2012/19/EU for Waste Electrical and Electronic Equipment). |
| (c) Hazardous waste | For hazardous waste, instructions are included in operational manuals and on product packaging, stressing the importance of proper disposal and adherence to any relevant waste regulations. |
| (d) Other waste | For other waste, such as welding consumables, instructions are printed on the product packaging for proper disposal and scrapping methods. |

Remarks: Overall, the company takes measures to ensure that all products, regardless of their composition or potential risk, are properly disposed of in an environmentally friendly and responsible manner in accordance with local and international waste regulations. About 70% of our turnover of welding products comes from Consumables. The Consumables are used in producing various products. The moment the Consumables are used as raw material, its usage ends there.



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

Yes, EPR certification has been applied for the Silvassa, Raipur, and Bengaluru plants. We are currently in the process of applying for registration and completing the necessary formalities for the remaining plants.

Leadership Indicators

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

| S. No. | NIC Code | Name of Product / Service | % of total Turnover contributed | Boundary for which the Life Cycle Perspective / Assessment was conducted | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/ No) If yes, provide the web-link. |
|--------|----------|---------------------------|---------------------------------|--|---|---|
| 1 | | | | NA | | |

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

| S. No. | Name of Product / Service | Description of the risk / concern | Action Taken |
|--------|---------------------------|-----------------------------------|--------------|
| 1 | | NA | |

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

| Indicate input material | Recycled or re-used input material to total material | |
|-------------------------|--|--------------|
| | FY 2024-2025 | FY 2023-2024 |
| | NA | |

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

| | FY 2024-2025 | | | FY 2023-2024 | | |
|--------------------------------|--------------|----------|-----------------|--------------|----------|-----------------|
| | Re-Used | Recycled | Safely Disposed | Re-Used | Recycled | Safely Disposed |
| Plastics (including packaging) | NA | | | | | |
| E-waste | | | | | | |
| Hazardous waste | | | | | | |
| Other waste | | | | | | |

LI-5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

| S. No. | Indicate product category | Reclaimed products and their packaging materials as % of total products sold in respective category |
|--------|---------------------------|---|
| 1. | | NA |

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

El-1.a. Details of measures for the well-being of employees:

| Category | % of employees covered by | | | | | | | | | | |
|--------------------------------|---------------------------|------------------|-----------|--------------------|----------|--------------------|-----------|--------------------|-----------|---------------------|-----------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities | |
| | | Number (B) | % (B / A) | Number (C) | %(C / A) | Number (D) | % (D / A) | Number (E) | % (E / A) | Number (F) | % (F / A) |
| Permanent Employees | | | | | | | | | | | |
| Male | 802 | 802 | 100.00% | 802 | 100.00% | - | 0.00% | 802 | 100.00% | - | 0.00% |
| Female | 51 | 51 | 100.00% | 51 | 100.00% | 51 | 100.00% | - | 0.00% | - | 0.00% |
| Total | 853 | 853 | 100.00% | 853 | 100.00% | 51 | 100.00% | 802 | 100.00% | 0 | 0.00% |
| Other than permanent Employees | | | | | | | | | | | |
| Male | 0 | - | 0.00% | 0 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% |
| Female | 0 | - | 0.00% | 0 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% |
| Total | 0 | 0 | 0.00% | 0 | 0.00% | 0 | 0.00% | 0 | 0.00% | 0 | 0.00% |

El-1.b. Details of measures for the well-being of workers:

| Category | % of workers covered by | | | | | | | | | | |
|------------------------------|-------------------------|------------------|-----------|--------------------|-----------|--------------------|-----------|--------------------|-----------|---------------------|-----------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities | |
| | | Number (B) | % (B / A) | Number (C) | % (C / A) | Number (D) | % (D / A) | Number (E) | % (E / A) | Number (F) | % (F / A) |
| Permanent Workers | | | | | | | | | | | |
| Male | 0 | - | - | - | - | - | - | - | - | - | - |
| Female | 0 | - | - | - | - | - | - | - | - | - | - |
| Total | 0 | 0 | | 0 | | 0 | - | 0 | - | 0 | - |
| Other than permanent Workers | | | | | | | | | | | |
| Male | 640 | 640 | 100.00% | 640 | 100.00% | 0 | 0.00% | 0 | 0.00% | 0 | 0.00% |
| Female | 44 | 44 | 100.00% | 44 | 100.00% | 44 | 100.00% | 0 | 0.00% | 0 | 0.00% |
| Total | 684 | 684 | 100.00% | 684 | 100.00% | 44 | 100.00% | 0 | 0.00% | 0 | 0.00% |

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

| Particulars | Current Financial Year | Previous Financial Year |
|--|------------------------|-------------------------|
| Cost incurred on wellbeing measures as a % of total revenue of the company | 0.15% | 0.15% |

**EI-2. Details of retirement benefits, for Current FY and Previous Financial Year.**

| Benefits | No. of employees covered as a % of total employees. (CY) | No. of workers covered as a % of total workers. (CY) | Deducted and deposited with the authority (Y/N/N.A.) (CY) | No. of employees covered as a % of total employees. (PY) | No. of workers covered as a % of total workers. (PY) | Deducted and deposited with the authority (Y/N/N.A.) (PY) |
|-------------------------|--|--|---|--|--|---|
| PF | 99.88% | 100.00% | Y | 99.88% | 100.00% | Y |
| Gratuity | 100.00% | 0.00% | Y | 100.00% | 0.00% | Y |
| ESI | 4.10% | 63.30% | Y | 6.15% | 68.71% | Y |
| Others – please specify | 0.00% | 0.00% | NA | 0.00% | 0.00% | NA |

EI-3. Are the premises / offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, even though the Company has no employee or worker with a disability in active employment, the premises of the company, including the factory premises are accessible to differently abled employees and workers, except head office & sales offices.

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

Yes, The Policy is available on the Company's website at <https://www.adorwelding.com/wp-content/uploads/2023/05/Equal-Opportunity-Policy.pdf>

EI-5. Return to work and Retention rates of permanent employees and workers that took parental leave.

| Gender | Permanent employees | | Permanent workers | |
|--------------|---------------------|----------------|---------------------|----------------|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | 100.00% | 83.87% | NA | NA |
| Female | 100.00% | 100.00% | 0.00% | 0.00% |
| Total | 100.00% | 84.85% | NA | NA |

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

| Category | Yes/No (If Yes, then give details of the mechanism in brief) |
|--------------------------------|---|
| Permanent Workers | The Company does not have any Permanent Workers. Hence, the mechanism to redress the grievances is not applicable. |
| Other than Permanent Workers | Yes, the Company has mechanism to redress grievances, namely Whistle Blower Policy. The concern can also be raised through email. All concerns are investigated by a team of investigators and appropriate action is taken. |
| Permanent Employees | |
| Other than Permanent Employees | |

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

| Category | FY 2024-2025 | | | FY 2023-2024 | | |
|----------------------------------|--|--|-----------|--|--|-----------|
| | Total employees / workers in respective category (A) | No. of employees / workers in respective category, who are part of association(s) or Union (B) | % (B / A) | Total employees / workers in respective category (C) | No. of employees / workers in respective category, who are part of association(s) or Union (D) | % (D / C) |
| Total Permanent Employees | 853 | 0 | 0.00% | 813 | 0 | 0.00% |
| Male | 802 | 0 | 0.00% | 766 | 0 | 0.00% |
| Female | 51 | 0 | 0.00% | 47 | 0 | 0.00% |
| Total Permanent Workers | 0 | 0 | 0.00% | 0 | | 0.00% |
| Male | 0 | 0 | 0.00% | 0 | 0 | 0.00% |
| Female | 0 | 0 | 0.00% | 0 | 0 | 0.00% |

EI-8. Details of training given to employees and workers:

| Category | FY 2024-2025 | | | | | FY 2023-2024 | | | | |
|-----------|--------------|-------------------------------|-----------|----------------------|-----------|--------------|-------------------------------|-----------|----------------------|-----------|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | No. (B) | % (B / A) | No. (C) | % (C / A) | | No. (E) | % (E / D) | No. (F) | % (F / D) |
| Employees | | | | | | | | | | |
| Male | 802 | 455 | 56.73% | 391 | 48.75% | 766 | 337 | 43.99% | 315 | 41.12% |
| Female | 51 | 5 | 9.80% | 22 | 43.14% | 47 | 14 | 29.79% | 20 | 42.55% |
| Total | 853 | 460 | 53.93% | 413 | 48.42% | 813 | 351 | 43.17% | 335 | 41.21% |
| Workers | | | | | | | | | | |
| Male | 640 | 69 | 10.78% | 69 | 10.78% | 621 | 93 | 14.98% | 93 | 14.98% |
| Female | 44 | 4 | 9.09% | 4 | 9.09% | 47 | 4 | 3.51% | 4 | 8.51% |
| Total | 684 | 73 | 10.61% | 73 | 10.67% | 668 | 97 | 14.52% | 97 | 14.52% |

EI-9. Details of performance and career development reviews of employees and workers:

| Category | FY 2024-2025 | | | FY 2023-2024 | | |
|------------------|--------------|---------|-----------|--------------|---------|-----------|
| | Total (A) | No. (B) | % (B / A) | Total (C) | No. (D) | % (D / C) |
| Employees | | | | | | |
| Male | 802 | 781 | 97.38% | 766 | 757 | 98.83% |
| Female | 51 | 49 | 96.08% | 47 | 45 | 95.74% |
| Total | 853 | 830 | 97.30% | 813 | 802 | 98.65% |
| Workers | | | | | | |
| Male | 640 | 0 | 0.00% | 621 | 0 | 0.00% |
| Female | 44 | 0 | 0.00% | 47 | 0 | 0.00% |
| Total | 684 | 0 | 0.00% | 668 | 0 | 0.00% |



EI-10.a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?

Yes, in line with our Company's Environment, Health and Safety Policy, an Occupational Health and Safety Management System has been implemented across all manufacturing facilities. Each plant operates under a system aligned with ISO 45001:2018 standard. Additionally, the Company fosters a strong safety culture by regularly conducting health and safety training programs for both employees and workers.

EI-10.b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has established a comprehensive Environment, Health and Safety (EHS) Policy, which is uniformly applicable across all its operational locations. This policy outlines essential health and safety parameters that must be consistently followed to ensure a safe and compliant working environment.

To effectively manage work-related hazards and assess associated risks, the Company has implemented a structured risk management system. This system incorporates both routine and non-routine risk assessment processes using the following key tools and methodologies:

- Hazard Identification and Risk Assessment (HIRA): Applied to both routine and non-routine activities for systematic hazard detection and risk evaluation.
- Manual Material Handling Assessment Chart (MAC): Used to identify ergonomic and handling-related risks during manual material handling operations.
- Fire Risk Assessment: Conducted to manage and mitigate fire-related hazards.
- HSEM 4004 – Hazard Identification and Risk Analysis Sheet: Facilitates comprehensive documentation and analysis of workplace hazards and their corresponding risks.
- The Company's risk management framework is based on key control measures designed to both assess and mitigate identified risks. It also includes clearly defined procedures for:
 - Routine Activities: Regular workplace inspections, incident and near-miss reporting, safety checklists, and employee training programs.
 - Non-Routine Activities: Risk assessments for new processes, change management reviews, emergency preparedness drills, post-incident investigations, and detailed hazard assessments.
- Periodic risk assessments and safety audits are conducted to monitor compliance, evaluate the effectiveness of control measures, and ensure continuous improvement in health and safety performance across the organization.

EI-10.c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has established a structured and proactive system for identifying, reporting, and mitigating work-related hazards across both manufacturing and non-manufacturing locations. This system is designed to ensure a safe working environment and continuous improvement in occupational health and safety practices.

At plant locations, all workers are empowered to report work-related hazards through an internal digital portal. These reports are actively monitored and addressed by the relevant departments, plant heads, or designated core team members. The risk analysis process is reviewed and updated following the implementation of new or revised risk control measures to ensure that residual risks remain within acceptable levels.

Hazard identification, risk assessment, and control measures are conducted proactively, particularly prior to the introduction of new activities, equipment, or procedures. This forward-looking approach ensures potential risks are addressed before they impact workers.

At non-manufacturing locations, employees are encouraged to report work-related hazards directly to their department heads. They are also supported in removing themselves from exposure to such risks until appropriate corrective measures are taken.

To reinforce this framework, the Company has implemented the following safety mechanisms:

- Incident Reporting System for timely logging and tracking of safety incidents
- Safety Committees to facilitate regular engagement and oversight
- Evacuation Plans to ensure preparedness for emergency situations, and
- Regular Internal Safety Audits to assess the effectiveness of safety protocols
- Additionally, a defined process is in place for planning and executing corrective and preventive actions aimed at mitigating identified safety risks

EI-10.d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, Ador is committed to the health and well-being of all its employees and workers across its operating locations. To support this commitment, the following health and medical welfare measures have been implemented:

Regular Health Checkups: All plants of the Company, we have a visiting doctor who conducts routine health assessments, including specialized checks, such as eye examinations.

Emergency Medical Support: The Company has established partnerships with local hospitals near its facilities to ensure timely medical attention in the event of emergencies at all plants locations.

Health Insurance Coverage: Comprehensive Medclaim Insurance is provided to all the employees, ensuring access to quality medical care.

Accidental Insurance: In addition to Medclaim, all employees and workers are covered under the Company's accidental insurance policy, offering financial protection in case of workplace or personal accidents.

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

| Safety Incident/Number | Category | FY 2024-2025 | FY 2023-2024 |
|---|-----------|--------------|--------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0.00 | 0.00 |
| | Workers | 0.00 | 0.00 |
| Total recordable work-related injuries | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| No. of fatalities | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| Number of Permanent Disabilities | Employees | 0 | 0 |
| | Workers | 0 | 0 |

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

In line with the Company's Environment, Health and Safety Policy, there are various measures taken to ensure access to a safe and healthy work-place to all employees and workers, such as follows:

- i HSME 4004, Hazard identification and risk analysis is done for each process.
- ii All employees and workers are trained on safety aspects, which include First – aid, Fire – fighting, Onsite Emergency Plan etc.
- iii Safety committee meetings are conducted on monthly basis.
- iv Induction training is provided to each newly joined employee and workers on safety & healthy workplace.
- v The health and safety management system is based on ISO 45001 - the International Standard for Occupational Health and Safety at all three manufacturing plants of the Company is implemented / adopted.
- vi Comprehensive training on first aid, fire-fighting, onsite emergency planning, and emergency response drills are conducted
- vii Providing personal protective equipment (PPE), improving housekeeping, and conducting air and noise monitoring tests

EI-13. Number of Complaints on the following made by employees and workers:

| | FY 2024-2025 | | | FY 2023-2024 | | |
|--------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | 0 | 0 | 0 | 0 | 0 | 0 |
| Health & Safety | 0 | 0 | 0 | 0 | 0 | 0 |

EI-14. Assessments for the year:

| Category | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Health and safety practices | 100 |
| Working Conditions | 100 |

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

No corrective actions were required to be taken, post the assessments.

Leadership Indicators

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

Yes, the Company has extended Group Term Life (GTL) insurance to all its "on roll" employees, whereas Group Personal Accident is provided to all its workers, including contract employees.

LI-2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Ador ensures adherence to statutory compliances related to workers, such as timely wage payment and Provident Fund. In case of non-compliances, stringent actions are taken against defaulter business partner. As per the business agreements / contracts and purchase orders, all vendors are obliged to make necessary statutory payments timely. The Company regularly verifies the payment made by vendors to various Government Authorities towards statutory payments internally. With such reviews, the Company internally rates the vendors on their compliance status.

LI-3. Provide the number of employees or workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in EI-11 above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment.

| | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|-----------|---|--------------|---|--------------|
| | FY 2024-2025 | FY 2023-2024 | FY 2024-2025 | FY 2023-2024 |
| Employees | 0 | 0 | 0 | 0 |
| Workers | 0 | 0 | 0 | 0 |

LI-4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes, our Company provides clear feedback, support, and guidance to the employee to enable them to improve their performance and to give them a chance to demonstrate that they can meet the required standards. The Company motivates the employees on their learning and growth curve and supports them in all possible means. Further, critical employees having the intent to work are provided with extensions and onboarded as consultants. Group mediclaim insurance is provided to retiring employees upto the age of 80 years.

LI-5. Details on assessment of value chain partners:

| Category | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|--|
| Health and safety practices | 0.00% |
| Working Conditions | 0.00% |

LI-6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

EI-1. Describe the processes for identifying key stakeholder groups of the entity.

To identify key stakeholder groups of an entity, stakeholders are categorized based on their immediate impact on the entity's operations.

This identification process currently recognizes both internal and external stakeholder groups. These groups are defined as Shareholders, Employees & Workers and Value Chain Partners. Value Chain Partners include vendors, distributors and customers.



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

| S. No. | Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/ No) | Channels of communication | Frequency of engagement | Purpose and scope of engagement |
|--------|-------------------------------------|---|---|-------------------------|--|
| 1 | Shareholders | No | Annual General Meeting, Shareholders Meeting, Email, Letters, Website | Annual, periodic | Feedback on Operations & Performance |
| 2 | Investors (other than shareholders) | No | Investors / Analysts Meetings, Email | Annual, periodic | Feedback on Operations & Performance |
| 3 | Employees and Workers | No | Policies, Circulars, Emails, Calls, MD's Communication / Town Hall | Regular | Employee Engagement |
| 4 | Value Chain Partners | No | Email, Surveys | Annual | Feedback |
| 5 | Communities | No | CSR initiatives & interventions | On-going | Local development & touching the lives of people |

Leadership Indicators

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

Consultation with stakeholders regarding economic, environmental, and social topics is an ongoing process led by our leadership, who engages with stakeholders regularly through various platforms. We have instituted a Corporate Social Responsibility (CSR) Committee at the Board level, which periodically reviews its progress. Furthermore, shareholders have the opportunity to interact with all the Board Members annually during the Annual General Meeting, which serves as a direct channel for stakeholder feedback and concerns. This approach ensures we maintain a pulse on stakeholder needs and enhances our accountability.

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

Yes. We engage with various stakeholders to seek relevant expertise, feedback and support to address environment and social concerns. We have put in place systems and procedures to identify, prioritize and address the needs and concerns of the stakeholders, across businesses in a continuous and consistent manner. We are committed to improve quality of life and create lasting value for society and thereby contribute to a sustainable future.

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

The Company identifies the disadvantaged, vulnerable and marginalized stakeholders if any, on an ongoing basis. Any new project or expansion is mapped by engaging the stakeholder proactively, specifically via, Corporate Social Responsibility activities. The Company addresses the concerns of this vulnerable / marginalized stakeholder group through its CSR initiatives. We also provide free / discounted training in welding to economically challenged people.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

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

| Category | FY 2024-2025 | | | FY 2023-2024 | | |
|------------------------|--------------|--|----------|--------------|--|----------|
| | Total (A) | No. of employees / workers covered (B) | %(B / A) | Total(C) | No. of employees / workers covered (D) | %(D / C) |
| Employees | | | | | | |
| Permanent | 853 | 0 | 0.00% | 813 | 0 | 0.00% |
| Other than permanent | 0 | 0 | 0.00% | 0 | 0 | 0.00% |
| Total Employees | 853 | 0 | 0.00% | 813 | 0 | 0.00% |
| Workers | | | | | | |
| Permanent | 0 | 0 | 0.00% | 0 | 0 | 0.00% |
| Other than permanent | 684 | 0 | 0.00% | 668 | 0 | 0.00% |
| Total Workers | 684 | 0 | 0.00% | 668 | 0 | 0.00% |

EI-2. Details of minimum wages paid to employees, in the following format:

| Category | FY 2024-2025 | | | | | FY 2023-2024 | | | | |
|----------------------|--------------|--------------------------|----------|---------------------------|----------|--------------|--------------------------|----------|---------------------------|----------|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B /A) | No. (C) | %(C / A) | | No.(E) | % (E /D) | No.(F) | % (F /D) |
| Employees | | | | | | | | | | |
| Permanent | 853 | 0 | 0.00% | 853 | 100.00% | 813 | 0 | 0.00% | 813 | 100.00% |
| Male | 802 | 0 | 0.00% | 802 | 100.00% | 766 | 0 | 0.00% | 766 | 100.00% |
| Female | 51 | 0 | 0.00% | 51 | 100.00% | 47 | 0 | 0.00% | 47 | 100.00% |
| Other than Permanent | 0 | 0 | 0.00% | 0 | 0.00% | 0 | 0 | 0.00% | 0 | 0.00% |
| Male | 0 | 0 | 0.00% | 0 | 0.00% | 0 | 0 | 0.00% | 0 | 0.00% |
| Female | 0 | 0 | 0.00% | 0 | 0.00% | 0 | 0 | 0.00% | 0 | 0.00% |
| Workers | | | | | | | | | | |
| Permanent | 0 | 0 | 0.00% | 0 | 0.00% | 0 | 0 | 0.00% | 0 | 0.00% |
| Male | 0 | 0 | 0.00% | 0 | 0.00% | 0 | 0 | 0.00% | 0 | 0.00% |
| Female | 0 | 0 | 0.00% | 0 | 0.00% | 0 | 0 | 0.00% | 0 | 0.00% |
| Other than Permanent | 684 | 443 | 64.77% | 241 | 35.23% | 668 | 392 | 58.68% | 276 | 41.32% |
| Male | 640 | 406 | 63.44% | 234 | 36.56% | 621 | 351 | 56.52% | 270 | 43.48% |
| Female | 44 | 37 | 84.09% | 7 | 15.91% | 47 | 41 | 87.23% | 6 | 12.77% |

**EI-3. a. Details of remuneration/salary/wages, in the following format: Median remuneration/wages:**

| | Male | | Female | |
|-------------------------------------|--------|---|--------|---|
| | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD) | 7 | 1262000 | 3 | 1437000 |
| Key Managerial Personnel | 3 | 5640000 | 1 | 20693000 |
| Employees other than BoD and KMP | 799 | 615959 | 50 | 675000 |
| Workers | - | - | - | - |

Remarks: The Company does not have any Permanent on- roll Workers. Therefore, they are not included in the above table.

EI-3. b. Provide information on Gross wages paid to females by the entity, in the following format:

| Particulars | Current Financial Year | Previous Financial Year |
|--|------------------------|-------------------------|
| Gross wages paid to females as % of total wages | 6.89% | 7.08% |

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

Yes, Ador has established a comprehensive Human Rights policy to address and manage human rights impacts, issues, and related matters, managed by Head HR & the team. The Company has implemented a robust Grievance Redressal mechanism to effectively address employee grievances concerning the Company's policies and work environment. In addition to this, Ador has formulated a dedicated policy focused on preventing forced labor, sexual harassment and discrimination ensuring ethical recruitment practices, safeguarding data security and maintaining a safe and respectful workplace. Any reported incidents are thoroughly investigated by the Internal Complaints Committee, underscoring Ador's commitment to maintaining a workplace free from human rights violations. The Head - HR and respective HR Team members at respective office / factory are responsible for addressing human rights impacts or issues caused or contributed to, by the business.

Policy link- <https://adorwelding.com/wp-content/uploads/2023/05/Human-Rights-Policy.pdf>

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

Human rights principles, as enshrined in the United Nations Global Compact ("UNGC"), are embedded in our core values and system. We have framework that focuses on good governance, our commitment to abiding by each law, ensuring timely payment of employee salaries and providing equal opportunities without exception. Grievances are routed to Human Resource Function. Necessary action is taken in line with underlying policies and regulations, applicable to the workplace. Also, we have Internal Complaints Committee under POSH Policy to redress the grievances, if any. Employees are encouraged to share their concerns with their reporting manager or the members of the Senior Management. Employees can reach out independently to the Human Resource department, if they so choose to. The Company has an open-door approach, wherein any employee, irrespective of hierarchy, has access to the senior management.

EI-6. Number of Complaints on the following made by employees and workers:

| | FY 2024-2025 | | | FY 2023-2024 | | |
|-----------------------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment | 0 | 0 | Nil | 0 | 0 | Nil |
| Discrimination at workplace | 0 | 0 | Nil | 0 | 0 | Nil |
| Child Labour | 0 | 0 | Nil | 0 | 0 | Nil |
| Forced Labour/Involuntary Labour | 0 | 0 | Nil | 0 | 0 | Nil |
| Wages | 0 | 0 | Nil | 0 | 0 | Nil |
| Other human rights related issues | 0 | 0 | Nil | 0 | 0 | Nil |

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

| Particulars | Current Financial Year | Previous Financial Year |
|---|------------------------|-------------------------|
| Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 0 | 0 |
| Complaints on POSH as a % of female employees / workers | 0.00% | 0.00% |
| Complaints on POSH upheld | 0 | 0 |

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

The Company has a Prevention of Sexual Harassment Policy (POSH) and a committee is set up for prevention of adverse consequences for the complainant.

We have zero tolerance for sexual harassment at the workplace and have adopted a comprehensive policy on preventing, prohibiting and redressing sexual harassment of women at the workplace. We have established an Internal Committee (IC) in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. All employees and workers undergo awareness sessions / workshops on the subject. Posters with contact information of Presiding Officer / Chairman of IC are displayed prominently in office or factory premises for employees/ visitors. Members of IC are responsible for conducting inquiries related to such complaints, if any. The IC members conduct Quarterly meetings to keep abreast of new developments in related law and micro-learning sessions. Throughout the process, IC will safeguard the identities of all parties involved, as well as the contents of complaints and inquiry proceedings.

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

Yes, all business agreements and contracts entered into by the Company with any party include relevant clauses affirming compliance with applicable regulatory requirements, including those related to human rights. Appropriate due diligence is conducted prior to finalizing any agreement or contract.

**EI-10. Assessments for the year:**

| Category | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|--|
| Child labour | 100 |
| Forced/involuntary labour | 100 |
| Sexual harassment | 100 |
| Discrimination at workplace | 100 |
| Wages | 100 |
| Others – please specify | NA |

Remarks: We ourselves assessed.

EI-11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

There was no issue or concern relating to child labor, forced labor, sexual harassment complaint, discrimination at workplace and wages less than the statutory limit. The Company monitors the compliances periodically.

Leadership Indicators

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

The Company is of the belief that it has upheld the basic principles of human rights in all its dealings. The Company regularly creates awareness amongst its employees on the Code of Conduct, through various initiatives.

LI-2. Details of the scope and coverage of any human rights due-diligence conducted.

Training and awareness programmes and robust legal & regulatory compliance monitoring at all levels happens through our Safety & Management Audit on a periodical basis. Human Rights due diligence will be conducted in FY 2025-26.

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

Yes, the premises/offices of the Company are accessible to differently-abled visitors in line with the requirements of the Rights of Persons with Disabilities Act, 2016 except Head office & sales offices. Necessary infrastructure such as ramps, accessible entryways, and elevators (at select locations) have been provided, and further enhancements are planned to ensure full accessibility across all sites.

LI-4. Details on assessment of value chain partners:

| Category | % of value chain partners (by value of business done with such partners) that were assessed |
|-----------------------------|---|
| Sexual harassment | 0 |
| Discrimination at workplace | 0 |
| Child labour | 0 |
| Forced/involuntary labour | 0 |
| Wages | 0 |
| Others – please specify | NA |

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

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**Essential Indicators****EI-1. Details of total energy consumption in GigaJoules (GJ), in the following format:**

| Parameter | FY 2024-2025 | FY 2023-2024 |
|---|---|--|
| From renewable sources | | |
| Total electricity consumption (A) | 2019.00 | 2035.60 |
| Total fuel consumption (B) | 0.00 | 0.00 |
| Energy consumption through other sources (C) | 0.00 | 0.00 |
| Total energy consumed from renewable sources (A+B+C) | 2019.00 | 2035.60 |
| From non-renewable sources | | |
| Total electricity consumption (D) | 57890.27 | 54925.11 |
| Total fuel consumption (E) | 24762.87 | 28236.81 |
| Energy consumption through other sources (F) | - | - |
| Total energy consumed from non-renewable sources (D+E+F) | 82653.14 | 83161.92 |
| Total energy consumed (A+B+C+D+E+F) | 84672.14 | 85197.47 |
| Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) | 0.76 GJ / Lakh | 0.80 GJ / Lakh |
| Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) | 15.66 GJ / Lakh USD | 16.49 GJ / Lakh USD |
| Energy intensity in terms of physical output | 4.93 GJ / Number of Static Welding Equipment | 4.62 GJ / Number of Static Welding Equipment |

EI-1. Indicate if any independent assessment/evaluation/assurance for energy has been conducted by an external agency. If Yes, provide the name of the agency:

NA

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

NA

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

| Parameter | FY 2024-2025 | FY 2023-2024 |
|--|---|--|
| Water withdrawal by source (in kilolitres) | | |
| (i) Surface water | 0.00 | 0.00 |
| (ii) Groundwater | 29970.13 | 25110.72 |
| (iii) Third party water | 26590.83 | 28894.01 |
| (iv) Seawater / desalinated water | 0.00 | 0.00 |
| (v) Others | 0.00 | 0.00 |
| Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v) | 56560.96 | 54004.74 |
| Total volume of water consumption (in kilolitres) | 48670.96 | 46390.14 |
| Water intensity per rupee of turnover (Water consumed / turnover) | 0.44 KL / Lakh | 0.43 KL / Lakh |
| Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) | 9.00 KL / Lakh USD | 8.98 KL / Lakh USD |
| Water intensity in terms of physical output | 2.83 KL / Number of Static Welding Equipment | 2.51 KL / Number of Static Welding Equipment |

EI-3. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - NA

EI-4. Provide the following details related to water discharged: Water discharge by destination and level of treatment (in kilolitres)

| Parameter | FY 2024-2025 | FY 2023-2024 |
|--|-----------------|--------------|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| (i) To Surface water | | |
| - No treatment | 0.00 | 0.00 |
| With treatment – please specify level of treatment | 0.00 | 0.00 |
| (ii) To Groundwater | | |
| - No treatment | 0.00 | 0.00 |
| With treatment – please specify level of treatment | 13970.13 | 11070.13 |
| (iii) To Seawater | | |
| - No treatment | 0.00 | 0.00 |
| With treatment – please specify level of treatment | 0.00 | 0.00 |
| (iv) Sent to third-parties | | |
| - No treatment | 695.00 | 2083.50 |
| With treatment – please specify level of treatment | 18014.00 | 21139.50 |
| (v) Others | | |
| - No treatment | 0.00 | 0.00 |
| With treatment – please specify level of treatment | 0.00 | 0.00 |
| Total water discharged (in kilolitres) | 32679.13 | 34293.13 |

Remarks: Sewage treatment plant (STP) & Effluent Treatment Plant (ETP) are the level of treatment, which are followed to treat the surface Water and ground water discharged generated during manufacturing activity.

EI-4. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

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

Yes, We have installed ETP and STP Plant for Water Treatment, also treated water is used for gardening purpose. Water being an important environmental resource, necessary initiatives are taken across all the manufacturing units to conserve and recycle water, thus ensuring ZLD (Zero Liquid Discharge). Through Effluent treatment plants (ETP) and Sewage Treatment Plants (STP) treat water and the same is used for gardening purposes. Additionally, a ZLD system is also in place, but currently not in use due to the elimination of water pollution in the Hazardous Waste process.

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

| Parameter | Please specify unit | Current Financial Year | Previous Financial Year |
|---|---------------------|------------------------|-------------------------|
| NOx | mg/m3 | 34.871 | 28.119 |
| SOx | mg/m3 | 49.32 | 51.72 |
| Particulate matter (PM) | mg/m3 | 117.57 | 126.03 |
| Persistent organic pollutants (POP) | mg/m3 | 0 | 0 |
| Volatile organic compounds (VOC) | mg/m3 | 0 | 0 |
| Hazardous air pollutants (HAP) | mg/m3 | 0 | 0 |
| Others – please specify in the remark section | | 0 | 0 |

EI-6. Indicate if any independent assessment/evaluation/assurance for Air emissions has been conducted by an external agency. If Yes, provide the name of the agency:

Yes. Air quality assessments were carried out at four of our units through reputable and certified agencies: Chinchwad: Assessment was conducted by M/s. Umweltlab Rajpur: Quarterly air quality testing is carried out by Achyut Enviro Lab, Nagpur (NABL-accredited) Nagpur: Monitoring conducted by Mitcon Consultancy & Engineering Services Ltd. Bengaluru: Audited by EHSRDC – Environmental Health and Safety Research and Development Centre LLP

EI-7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2) in MTCO₂e, in the following format:

| Parameter | Unit | FY 2024-2025 | FY 2023-2024 |
|---|---|---|---|
| Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | TCO ₂ e | 1616.59 | 1837.80 |
| Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | TCO ₂ e | 11513.73 | 10923.99 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover | TCO₂e / rupee of turnover | 0.1175 TCO₂e / Lakh | 0.1196 TCO₂e / Lakh |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) | TCO ₂ e / rupee of turnover | 2.43 TCO ₂ e / Lakh USD | 2.47 TCO ₂ e / Lakh USD |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output | TCO₂e / rupee of turnover | 0.76 TCO₂e / Number of Static Welding Equipment | 0.69 TCO₂e / Number of Static Welding Equipment |



EI-7. Indicate if any independent assessment/evaluation/assurance for GHG Emissions (Scope 1 and 2) has been conducted by an external agency. If Yes, provide the name of the agency: - No

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

Yes, the Company is aligned to emissions management strategy with the global goals of minimising carbon footprint and mitigating climate change risks. Accordingly, processes are streamlined to move closer to the common goal. Reducing GHG emissions is not only a business imperative, but also forms a vital part of the Company's environmental strategy, going forward. With the use of renewable energy sources, there is a reduction in emissions.

EI-9 Provide details related to waste management by the entity for the Current Financial Year:

| Parameter | FY 2024-2025 | FY 2023-2024 |
|--|---|---|
| Total Waste generated (in metric tonnes) | | |
| Plastic waste (A) | 76.33 | 85.38 |
| E-waste(B) | 0.71 | 0.81 |
| Bio-medical waste (C) | - | - |
| Construction and demolition waste (D) | 450.00 | 300.00 |
| Battery waste (E) | 0.29 | 0.60 |
| Radioactive waste (F) | - | - |
| Other Hazardous waste. Please specify, if any. (G) | 33.80 | 31.44 |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | 1786.52 | 2187.86 |
| Total (A + B + C + D + E + F + G + H) | 2347.64 | 2606.09 |
| Waste intensity per rupee of turnover (Total Waste Generated / Revenue from operations) | 0.02 MT / Lakh | 0.02 MT / Lakh |
| Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Waste Generated / Revenue from operations adjusted for PPP) | 0.4343 MT / Lakh USD | 0.5045 MT / Lakh USD |
| Waste intensity in terms of physical output (Total Waste Generated / Physical Output) | 0.1366 MT / Number of Static Welding Equipment | 0.1412 MT / Number of Static Welding Equipment |
| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) | | |
| Category of waste - Plastic | | |
| (i) Recycled | 40.63 | 46.38 |
| (ii) Re-used | 0.00 | 0.00 |
| (iii) Other recovery operations | 0.00 | 0.00 |
| Total Plastic Waste Recycled, Re-used and other recovery operations | 40.63 | 46.38 |

| Parameter | FY 2024-2025 | FY 2023-2024 |
|--|--------------|--------------|
| Category of waste - E-Waste | | |
| (i) Recycled | 0.71 | 0.81 |
| (ii) Re-used | 0.00 | 0.00 |
| (iii) Other recovery operations | 0.00 | 0.00 |
| Total E-Waste Recycled, Re-used and other recovery operations | 0.71 | 0.81 |
| Category of waste - Bio-medical waste | | |
| (i) Recycled | 0.00 | 0.00 |
| (ii) Re-used | 0.00 | 0.00 |
| (iii) Other recovery operations | 0.00 | 0.00 |
| Total Bio-medical Waste Recycled, Re-used and other recovery operations | 0.00 | 0.00 |
| Category of waste - Construction and demolition waste | | |
| (i) Recycled | 0.00 | 0.00 |
| (ii) Re-used | 0.00 | 0.00 |
| (iii) Other recovery operations | 0.00 | 0.00 |
| Total Construction Waste Recycled, Re-used and other recovery operations | 0.00 | 0.00 |
| Category of waste - Battery waste | | |
| (i) Recycled | 0.10 | 0.12 |
| (ii) Re-used | 0.10 | 0.10 |
| (iii) Other recovery operations | 0.00 | 0.00 |
| Total Battery Waste Recycled, Re-used and other recovery operations | 0.20 | 0.22 |
| Category of waste - Radioactive waste | | |
| (i) Recycled | 0.00 | 0.00 |
| (ii) Re-used | 0.00 | 0.00 |
| (iii) Other recovery operations | 0.00 | 0.00 |
| Total Radioactive Waste Recycled, Re-used and other recovery operations | 0.00 | 0.00 |
| Category of waste - Other Hazardous waste | | |
| (i) Recycled | 1.31 | 3.30 |
| (ii) Re-used | 0.00 | 0.00 |
| (iii) Other recovery operations | 0.00 | 0.00 |
| Total Other Hazardous Waste Recycled, Re-used and other recovery operations | 1.31 | 3.30 |
| Category of waste - Other Non-Hazardous waste | | |
| (i) Recycled | 0.00 | 0.00 |
| (ii) Re-used | 0.00 | 0.00 |
| (iii) Other recovery operations | 0.00 | 0.00 |
| Total Other Non-hazardous Waste Recycled, Re-used and other recovery operations | 0.00 | 0.00 |
| Total | 42.85 | 50.71 |



| Parameter | FY 2024-2025 | FY 2023-2024 |
|--|---------------|--------------|
| For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes) | | |
| Category of waste - Plastic | | |
| (i) Incineration | 0.00 | 0.00 |
| (ii) Landfilling | 0.00 | 0.00 |
| (iii) Other disposal operations | 35.70 | 39.00 |
| Total Plastic Waste Incineration, Landfilling and other disposal operations | 35.70 | 39.00 |
| Category of waste - E-Waste | | |
| (i) Incineration | 0.00 | 0.00 |
| (ii) Landfilling | 0.00 | 0.00 |
| (iii) Other disposal operations | 0.00 | 0.00 |
| Total E-waste Waste Incineration, Landfilling and other disposal operations | 0.00 | 0.00 |
| Category of waste - Bio-medical Waste | | |
| (i) Incineration | 0.00 | 0.00 |
| (ii) Landfilling | 0.00 | 0.00 |
| (iii) Other disposal operations | 0.00 | 0.00 |
| Total Bio-medical Waste Incineration, Landfilling and other disposal operations | 0.00 | 0.00 |
| Category of waste - Construction and demolition waste | | |
| (i) Incineration | 0.00 | 0.00 |
| (ii) Landfilling | 450.00 | 300.00 |
| (iii) Other disposal operations | 0.00 | 0 |
| Total Construction Waste Incineration, Landfilling and other disposal operations | 450.00 | 300.00 |
| Category of waste - Battery | | |
| (i) Incineration | 0.00 | 0.00 |
| (ii) Landfilling | 0.00 | 0.00 |
| (iii) Other disposal operations | 0.19 | 0.48 |
| Total Battery Waste Incineration, Landfilling and Other disposal operations | 0.19 | 0.48 |
| Category of waste - Radioactive | | |
| (i) Incineration | 0.00 | 0.00 |
| (ii) Landfilling | 0.00 | 0.00 |
| (iii) Other disposal operations | 0.00 | 0.00 |
| Total Radioactive Waste Incineration, Landfilling and Other disposal operations | 0.00 | 0.00 |

| Parameter | FY 2024-2025 | FY 2023-2024 |
|--|--|--|
| Category of waste - Other Hazardous waste. Please specify, if any | | |
| (i) Incineration | 262 number of Empty barrels/containers | 287 number of Empty barrels/containers |
| (ii) Landfilling | 0.16 | 0.14 |
| (iii) Other disposal operations | 32.49 | 28.00 |
| Total Other Hazardous Waste Incineration, Landfilling and Other disposal operations | 32.65 | 28.14 |
| Category of waste - Other Non-hazardous waste generated | | |
| (i) Incineration | 0.00 | 0.00 |
| (ii) Landfilling | 0.00 | 0.00 |
| (iii) Other disposal operations | 1786.51 | 2187.86 |
| Total Other Non-hazardous Waste Incineration, Landfilling and Other disposal operations | 1786.51 | 2187.86 |
| Total | 2305.05 | 2555.40 |

EI-9. Indicate if any independent assessment/evaluation/assurance for Waste has been conducted by an external agency. If Yes, provide the name of the agency: No

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

In our establishment, we adopt comprehensive waste management practices to ensure environmentally responsible handling and reduction of hazardous & toxic chemicals. We have implemented a scrap policy and adhere to standard operating procedures (SOPs) to minimize waste. Specifically, we manage various waste streams as follows:

- Plastic Waste and Metal Scrap: These are sent to authorized vendors, as per applicable regulations.
- Effluent Treatment Plant (ETP) Sludge: This is directed to authorized recyclers, in compliance with hazardous waste management rules.
- Waste Oil and Oil-Soaked Cotton Waste: These materials are sent to authorized dealers, in accordance with hazardous waste regulations.
- Solid Waste: We engage waste management services for handling of solid waste, keeping in line with the PCBS certification, acknowledging its classification, particularly w.r.t. hazardous waste.

Additionally, we maintain our machinery to facilitate waste reduction and regularly promote responsible waste management practices across the company, fostering an environmentally conscious organizational culture.

EI-11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

| S. No. | Location of operations/offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|--------|--------------------------------|--------------------|---|
| 1 | | | NA |



EI-12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

| S. No. | Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|--------|-----------------------------------|----------------------|------|---|--|-------------------|
| 1 | NA | | | | | |

EI-13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

| S. No. | Specify the law / regulation / guidelines which was not complied with | Provide details of the non-compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|--------|---|---------------------------------------|---|---------------------------------|
| 1 | NA | | | |

Leadership Indicators

LI-1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

(i) Name of the area

NA

(ii) Nature of operations

NA

(iii). Water withdrawal, consumption and discharge in areas of water stress (in kilolitres) for the current year: Water withdrawal, and discharge in the following format:

| Parameters | FY 2024-2025 | FY 2023-2024 |
|---|--------------|--------------|
| Water withdrawal by source (in kilolitres) | | |
| (i) Surface water | 0 | 0 |
| (ii) Groundwater | 0 | 0 |
| (iii) Third party water | 0 | 0 |
| (iv) Seawater / desalinated water | 0 | 0 |
| (v) Others | 0 | 0 |
| Total volume of water withdrawal(in kilolitres) | 0 | 0 |
| Total volume of water consumption (in kilolitres) | - | - |
| Water intensity per rupee of turnover (Water consumed / turnover) | - | - |
| Water intensity (optional) – the relevant metric may be selected by the entity. KL / Working Hours | - | - |

| Parameters | FY 2024-2025 | FY 2023-2024 |
|--|--------------|--------------|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| (i) To Surface water | | |
| - No treatment | 0 | 0 |
| With treatment – please specify level of treatment | 0 | 0 |
| (ii) Into Groundwater | | |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (iii) Into Seawater | | |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (iv) Sent to third-parties | | |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (v) Others | | |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| Total water discharged (in kilolitres) | 0.00 | 0.00 |

LI-1. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - NA

LI-2. Please provide details of total Scope 3 emissions (MTCO₂E) & its intensity, in the following format:

| Parameters | FY 2024-2025 | FY 2023-2024 |
|---|--------------------------------|--------------------------------|
| Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | 0 | 0 |
| Total Scope 3 emissions per rupee of turnover | 0.00 TCO ₂ e / Lakh | 0.00 TCO ₂ e / Lakh |
| Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity | - | - |

LI-2. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

LI-3. With respect to the ecologically sensitive areas reported at EI-11 above, provide details of the significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

Not applicable, as none of our operations and offices are in / around any ecologically sensitive areas.



LI-4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

| Sr. No. | Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|---------|---|---|--|
| 1 | Reduced consumption of ground water by using rain water | We have stored rain water in under ground tank and used for plant activity and machinery in monsoon | We have water 25 lac Ltr |
| 2 | We installed Air To Water Machine | This Machine generates water from humidity | Reduced Daily Waste Water generation from RO system |
| 3 | Installed Roof top Solar 0.5 MW | https://kiosk.datareadings.com/8YzJGq1r/overview | Reduced the greenhouse gas emission by 261 MT per year |
| 4 | Installed Drip irrigation system for watering in garden from STP outlet | Nil | 15% water saving over the last year |

LI-5. Does the entity have a business continuity and disaster management plan? If yes, please give details in 100 words or input web link.

Yes, Pursuant to HSEM 1002 CH 11 in case of Fire in Factory Premises: This includes sequence of activities to be carried out spontaneously in a chronological order, whenever fire emergency exists. Inform security staff immediately. Inform Incident controller on site immediately. Identify type of fire & select suitable fire extinguisher from nearby location (as per fire extinguisher guide/ Display provided at prominent areas on site), Operate Portable fire extinguisher, extinguish the fire and assess the situation, if situation is alarming call fire brigade by dialling fire control room (101) / nearest fire station. Raise the Siren: intermittent high & low pitch sound for one minute Location: Ensure that the factory gate is clear and open for the fire brigade van and no vehicle is standing in between the entry road. In case of injury to any person, give first aid and shift the victim to the nearby hospital by an emergency vehicle, which is always available.

LI-6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard. - NA

LI-7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.- NA

LI-8. How many Green Credits have been generated or procured?

a. Generated by the listed entity - 0

b. Procured by the top ten (in terms of value of purchases and sales, respectively) value chain partners - 0

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

EI-1.a. Number of affiliations with trade and industry chambers/ associations.- 3

EI-1.b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

| S. NO | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/associations (State/National/International) |
|-------|---|--|
| 1 | Bombay Chamber of Commerce and Industry (BCCI) | State |
| 2 | Association of Welding Products Manufacturers (AWPM) | National |
| 3 | Indian Institute of Welding | National |

EI-2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

| S. No. | Name of authority | Brief of the case | Corrective action taken |
|--------|-------------------|-------------------|-------------------------|
| 1 | Not Applicable | | |

Leadership Indicators

LI-1. Details of public policy positions advocated by the entity:

| S. No. | Public policy advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/No) | Frequency of Review by Board | Web Link, if available |
|--------|-------------------------|-----------------------------------|--|------------------------------|------------------------|
| 1 | NIL | | | | |

**PRINCIPLE 8 Businesses should promote inclusive growth and equitable development****Essential Indicators**

EI-1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

| S. No. | Name and brief details of project | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|--------|-----------------------------------|----------------------|----------------------|---|--|-------------------|
| 1 | Not Applicable | | | | | |

EI-2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

| S. No. | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the Financial Year (In INR) |
|--------|--|-------|----------|---|--------------------------|---|
| 1 | Not Applicable | | | | | |

EI-3. Describe the mechanisms to receive and redress grievances of the community.

Currently, there is no mechanism in place within the Company to receive and redress grievances from the community. However there were no grievances reported from the community during these periods. Despite the lack of grievances, there is a consideration to develop a mechanism in the future to address any community grievances, should they arise.

EI-4. Input material sourced from suppliers (by value):

| Category | Current Financial Year | Previous Financial Year |
|--|------------------------|-------------------------|
| Directly sourced from MSMEs/ small producers | 31.53% | 32.36% |
| Sourced directly from within India | 99.36% | 89.57% |

EI-5. Job creation in smaller towns- Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost. (Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

| Location | Current Financial Year | Previous Financial Year |
|--------------|------------------------|-------------------------|
| Rural | 0.00% | 0.00% |
| Semi-Urban | 1.45% | 1.66% |
| Urban | 19.24% | 51.29% |
| Metropolitan | 79.31% | 47.05 % |

Leadership Indicators

LI-1. If any Social Impact Assessments have been reported in EI-1, please provide details of actions taken to mitigate any negative social impacts identified:

| S. No. | Details of negative social impact identified | Corrective action taken |
|--------|--|-------------------------|
| 1 | Not Applicable | |

LI-2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

| S. No. | State | Aspirational District | Amount spent (In INR) |
|--------|-------|-----------------------|-----------------------|
| 1 | NIL | | |

LI-3.a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) - No

LI-3.b. From which marginalized /vulnerable groups do you procure? - Currently, we are not procuring from marginalized / vulnerable groups.

LI-3.c. What percentage of total procurement (by value) does it constitute? - NA

LI-4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

| S. No. | Intellectual Property based on traditional knowledge | Owned/ Acquired (Yes/ No) | Benefit shared (Yes / No) | Basis of calculating benefit share |
|--------|--|---------------------------|---------------------------|------------------------------------|
| 1 | Not Assessed | | | |

LI-5. Details of corrective actions taken or underway, based on any adverse order in intellectual property-related disputes wherein usage of traditional knowledge is involved.

| S. No. | Name of authority | Brief of the Case | Corrective action taken |
|--------|-------------------|-------------------|-------------------------|
| 1 | Not Applicable | | |

Remarks: Intellectual property refers to creations of the mind: such as inventions, literary, musical and artistic works, and symbols, names, images and designs used in commerce, for which the IP owners are granted certain exclusive rights under the corresponding national IP laws. Common types of IP include patents (inventions), copyrights, trademarks, industrial designs, software, geographic indications and trade secrets, etc.

Traditional Knowledge refers to any indigenous, technical, ecological, scientific, medical or cultural knowledge, which is not necessarily documented but is in use by or generally known to communities. Typical examples include antiseptic properties of neem, turmeric, etc.

Briefly outline the basis for calculating the benefits shared by the Company with the “owners” of such traditional knowledge.

**LI-6. Details of beneficiaries of CSR Projects:**

| S. No. | CSR Project | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized groups |
|---------------|--|--|---|
| 1 | Additional salary to the school teachers at Advani Oerlikon Higher Secondary School, Birgaon, Raipur | 12 | 0 |
| 2 | Refurbishment of Girls Washroom at Advani Oerlikon Higher Secondary School, Birgaon, Raipur | 1,300 | 0 |
| 3 | Providing pressure cookers to Aaganwadi Workers at Silvassa | 0 | 0 |
| 4 | Financial help for medical treatment of Master Yogiraj A. Borde, hospitalised in Tata Memorial Hospital for cancer treatment | 1 | 0 |
| 5 | Financial support for chemotherapy of Ms. Arshi Fatima suffering from Cancer | 1 | 0 |
| 6 | Education, Women Empowerment, Skill Development & Healthcare Activities | 0 | 0 |
| 7 | Providing educational toys kit to Anganwadi Children at Silvassa | 15 | 0 |
| 8 | Financial Support to a girl suffering from Blood Cancer | 1 | 0 |
| 9 | Financial support to underprivileged children, especially those facing critical health challenges | 0 | 0 |
| 10 | Financial support to baby ARUSH SATISH TAYADE who was suffering from Blood cancer | 1 | 0 |
| 11 | Financial Assistance for Open Heart surgery of a child suffering from Congenital Heart Defect | 1 | 0 |
| 12 | Sponsoring annual educational expenses of 10 underprivileged girl students | 10 | 0 |
| 13 | Financial Assistance for Heart Surgery of a 4 month old child | 1 | 0 |
| 14 | Civil work of toilet block at Advani Oerlikon Higher Secondary School, Birgaon, Raipur including architecture fees | 0 | 0 |
| 15 | Financial support for education of students learning in school based at Shahpur | 0 | 0 |
| 16 | Financial support to education of children with disabilities, who came from economically challenged background | 0 | 0 |
| 17 | Financial support to provide sewing machines for underprivileged women | 0 | 0 |
| 18 | Financial support for conducting Blood Donation camps | 0 | 0 |
| 19 | Financial assistance for medicine, food & ambulance for animals | 0 | 0 |
| 20 | Financial assistance for building skill center for Adults with Autism and other Developmental Disabilities | 0 | 0 |

| S. No. | CSR Project | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized groups |
|--------|---|---|--|
| 21 | Financial assistance for purchasing dialysis machine | 0 | 0 |
| 22 | Financial support to Rashtriya Drushtihin Shikshan and Punarwasan Sanstha Nagpur | 0 | 0 |
| 23 | Financial support for conducting medical camp for economically challenged people in Kolhapur & nearby districts | 0 | 0 |
| 24 | Purchasing of desk & fans for government school situated at Peenya, Bengaluru | 0 | 0 |
| 25 | Education, Women Empowerment, Skill Development & Healthcare Activities | 0 | 0 |
| 26 | Distribution of food grains | 0 | 0 |
| 27 | Sponsored mid day meal to Yogeshwarananda school | 0 | 0 |
| 28 | Meal distribution for hunger at Shree Jagannath Temple trust, Bengaluru | 0 | 0 |
| 29 | Distribution food grains in St. Annes degree college, Bengaluru | 0 | 0 |
| 30 | Financial assistance for Breakfast to government school student | 0 | 0 |
| 31 | Food grains distribution through Domluru Samskriti Foundation | 0 | 0 |
| 32 | Wheel chair distribution | 0 | 0 |
| 33 | Multisport wheel chairs 4 nos. | 4 | 0 |
| 34 | Financial support for education of blind students | 0 | 0 |
| 35 | Financial support for digital learning of the students | 0 | 0 |
| 36 | Financial support for setting up of blood bank | 0 | 0 |
| 37 | Medical treatment of cancer patient in The Jimmy S Bilimoria Foundation, Mumbai | 0 | 0 |
| 38 | Distribution of hand gloves to Bruhat Bengaluru Mahanagar Palika workers | 0 | 0 |

Remarks: We have not assessed / found out number of or percentage of beneficiaries, hence mentioned as "0".

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner****Essential Indicators****EI-1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Consumer Complaints resolution: A well-established system viz. Customer Care Centre (CCC) is in place for dealing with customer feedback and complaints. Customers are provided various options to connect with the Company through Zendesk platform, WhatsApp, e-mails, telephone, website, social media, feedback forms etc. All complaints are appropriately addressed, and efforts are taken to resolve the same in a timely manner. Around 75% of the complaints were related to application issue (lack of knowledge of customer / their welder). The application issues were all addressed and resolved within maximum of 48 hours through online consultation or physical visits by technical experts from the related plants. All the complaints are efficiently attended by our cross functional team (plant Customer Care / plant QC team / plant production / TDC {R&D} team) along with our service team. Further, we conduct regular meetings with customer representatives for understanding the nature of difficulties faced by our customers. Based on the feedback of representatives, we suggest welding parameters specific to the customer's job, provide demonstration to the welders at customer's premises as well as replace specific lot, if required, in order to satisfactorily resolve the complaints. Corrective & preventive actions are taken and shared with the customers as well.

Consumer Feedback: We do have a system in place to get feedback from our customers, which is through our Sales and Service team. A feedback sheet is sent to the customers, to give their views / feedback on our services, including product quality, cost and timely delivery, amongst other things.

In the said feedback sheet, the customer can rate our services in the scale from "poor to excellent" and has to also mention their expectations, if any. In addition to this, we also carry out survey through electronic media from time-to- time to get customer feedback. Upon receipt of feedback, the same are analyzed and a suitable action plan is formed for improvements. We have not carried out any consumer survey / consumer satisfaction survey in the last Financial Year 2024-25.

EI-2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

| Category | As a percentage to total turnover |
|---|-----------------------------------|
| Environmental and social parameters relevant to the product | 88.06% |
| Safe and responsible usage | 88.06% |
| Recycling and/or safe disposal | 88.06% |

EI-3. Number of consumer complaints in respect of the following:

| | FY 2024-2025 | | | FY 2023-2024 | | |
|--------------------------------|--------------------------|-----------------------------------|---------|--------------------------|-----------------------------------|---------|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data privacy | 0 | 0 | NIL | 0 | 0 | NIL |
| Advertising | 0 | 0 | NIL | 0 | 0 | NIL |
| Cyber-security | 0 | 0 | NIL | 0 | 0 | NIL |
| Delivery of essential services | 0 | 0 | NIL | 0 | 0 | NIL |
| Restrictive Trade Practices | 0 | 0 | NIL | 0 | 0 | NIL |
| Unfair Trade Practices | 0 | 0 | NIL | 0 | 0 | NIL |
| Other | 0 | 0 | NIL | 0 | 0 | NIL |

EI-4. Details of instances of product recalls on account of safety issues:

| Category | Number | Reasons for recall |
|-------------------|--------|--------------------|
| Voluntary recalls | 0 | NA |
| Forced recalls | 0 | NA |

EI-5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. <https://www.adorwelding.com/wp-content/uploads/2023/10/Data-Privacy-Management-Policy.pdf>

EI-6. Provide details of any corrective actions taken or underway on issues relating to any of the following: i. Advertising; ii. Delivery of essential services; iii. Cyber security and data privacy of customers; iv. Re-occurrence of instances of product recalls V. penalty / action taken by regulatory authorities on safety of products / services. - Not Applicable / Nil

EI-7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches
Nil
- b. Percentage of data breaches involving personally identifiable information of customers
Nil
- c. Impact, if any, of the data breaches
Nil



Leadership Indicators

LI-1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

<https://adorwelding.com/>
<https://adorwelding.com/ador-international/>

LI-2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Instructions about safe & responsible usage are available in each operational manual of the products, and the information it contains about General Precautions & do's -don'ts w.r.t. the following:

- Welding sparks
- Fumes
- Burns
- Explosions
- Gas Cylinders
- Pressure regulators
- Electric Shock
- Radiations
- Electric & Magnetic field information
- Disposal of Electronic/electrical Equipment -hazardous, non-hazardous
- Commissioning & usage process, step wise is available in operation & instruction manual.

LI-3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services

Regular circulars through Central Marketing office are sent on emails - about risk disruption / discontinuation of essential services, if any.

LI-4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, we diligently adhere to all guidelines stipulated by the Legal Metrology Act and ensure that accurate & compliant product information is displayed. Additionally, we prioritize transparency and consumer trust by providing comprehensive details beyond legal requirements, where feasible. While we have not conducted any surveys regarding consumer satisfaction pertaining to our major products /services or significant operating locations, we do have a grievance mechanism in place. Stakeholders can raise their complaints or write to us on any other issues, through to our dedicated email address: care@adorians.com.

Yes. We do take customer feedback on performance of our product.

Independent Auditor's Report

To the Members of Ador Welding Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **Ador Welding Limited** ('the Company'), which comprise the Standalone Balance Sheet as at **31 March 2025**, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to Note 61 to the accompanying standalone financial statements, which describes that pursuant to the Scheme of Amalgamation (the 'Scheme') between the Company and its erstwhile fellow subsidiary, namely Ador Fontech Limited ('ADFL'/'transferor company'), as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 20 August 2024, the Transferor Company has been transferred to and merged with the Company. The Company has given accounting effect to aforesaid business combination in accordance with the approved Scheme and Appendix C to Ind 103, Business Combinations, applicable to common control business combinations. Accordingly, the comparative financial information for the year ended 31 March 2024 has been restated as further described in the said note. Our opinion is not modified in respect of this matter.

Key Audit Matter

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



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

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| <p>Revenue Recognition</p> <p>Refer Note 1(II)(I), Note 32 and Note 57 to the accompanying standalone financial statements for the material accounting policy on revenue recognition and details of revenue recognised during the year.</p> <p>Revenue from sale of goods (hereinafter referred to as "Revenue") is recognized when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations.</p> <p>The Company has three reportable business segments: i) Products ii) Services; and iii) Maintenance & Reclamation (M&R).</p> <p>The timing of recognition of revenue in case of sale of products and M&R is when control over the same is transferred to the customer. The performance obligations are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on terms of the agreement i.e., performance obligations are satisfied at a point in time. The performance obligations in case of sale of services, are satisfied over the time.</p> <p>Owing to the diverse terms of contracts with customers, in line with the requirements of the standards of auditing, revenue is determined to be an area involving significant risk and hence, requiring significant auditor attention. Further, the application of Ind AS 115 - Revenue from Contracts with Customers ('Ind AS 115') requires management to make certain key judgements / estimates such as determining timing of revenue recognition and transaction price including impact of variable consideration as per the terms of the contracts with customers.</p> <p>The management considers revenue as a key measure for evaluation of performance and thus timing of revenue recognition is relevant as there is a risk of revenue being recorded before control is transferred to the customers.</p> <p>Considering significance of amount involved, varied terms of contracts with customers and above-mentioned key judgements / estimates, revenue recognition is considered to be a key audit matter for the current year audit.</p> | <p>Our audit procedures, related to revenue recognition, included, but were not limited, to the following:</p> <ul style="list-style-type: none"> • Understood the process of revenue recognition and evaluated the appropriateness of the accounting policy adopted by management on revenue recognition in accordance with Ind AS 115; • Evaluated the design and tested the operating effectiveness of Company's controls (including the automated controls) around revenue recognition; • Assessed the appropriateness of Company's identification of performance obligations in its contracts with customers, its determination of transaction price including impact of variable consideration and allocation thereof to performance obligations in accordance with the accounting principles laid down in Ind AS 115; • Scrutinized sales ledgers to verify completeness of sales transactions; • Performed substantive testing by extracting samples of revenue transactions recorded during the year, including specific period before and after the year end, by verifying the underlying documents, which included shipping documents, lorry receipt, sales order, invoice and approved price list etc to ensure correct amount of revenue is recorded in the correct period and there is no overstatement or understatement of revenue recorded during the year; • Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract; • Inspected the samples of sales return and checked the appropriateness of sales return accounted in the books by verifying its approval from authorized person and goods inward note; • Performed analytical procedures on current year revenue based on overall revenue recognized, customer wise analysis, product wise analysis and where appropriate, conducting further enquiries and testing; • Obtained balance confirmations for samples of customers selected and reviewed the reconciling items, if any; and • Evaluated the appropriateness and adequacy of the related disclosures included in standalone financial statements in accordance with applicable accounting standards. |

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

7. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. 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 Standalone Financial Statements

8. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
12. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

16. The comparative financial information presented for the year ended 31 March 2024 in the accompanying standalone financial statements includes the financial information of the erstwhile fellow subsidiary, Ador Fontech Limited, which has been merged with the Company pursuant to the scheme of amalgamation as explained in Note 61 to the accompanying standalone financial statements. Such financial information of the transferor company for the year ended 31 March 2024 has been audited by another auditor, Praveen and Madan, Chartered Accountants, who had issued unmodified opinion vide their audit report dated 29 April 2024 on such financial information. This audit report has been furnished to us by the management and has been relied upon by us for the aforementioned purpose. We have reviewed the adjustments made by the Company's management consequent to the amalgamation of ADFL with the company to arrive at the restated comparative figures for the respective period presented in the standalone financial statements. Our opinion is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

17. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

18. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
19. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - 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 19(h)(vi) and (vii) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors 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) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in, paragraph 19(b) above on reporting under section 143(3)(b) of the Act and paragraph 19(h)(vi) and (vii) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion; and
 - 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, as detailed in Note 42 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2025;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, as disclosed in Note 56 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, as disclosed in Note 56 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding



Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v.
- a. The interim dividend paid by the Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend; and
- b. As stated in note 65 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. As stated in Note 67 to the standalone financial statements and based on our examination which included test checks, except for the instances mentioned below, the Company (except for the Maintenance and Reclamation division of the Company), in respect of financial year commencing on 1 April 2024, 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 have been 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. Furthermore, except for instances mentioned below, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

| Nature of exception noted | Details of Exception |
|---|--|
| Instances of non-preservation of the audit trail. | The audit trail, at the database level for the accounting software to log any direct data changes, pertaining to 1 April 2023 to 24 June 2023, used for maintenance of all accounting records by the Company (except for the Maintenance and Reclamation division of the Company) have not been preserved by the Company as per the statutory requirements for record retention. |

- vii. As stated in Note 67 of the standalone financial statements and based on our examination, the Maintenance and Reclamation division of the Company, in respect of financial year commencing on 01 April 2024, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. However, the audit trail feature in the accounting software used for maintenance of books of account was not enabled throughout the year. Further, the audit trail has not been preserved by the Company, in so far as it relates to the aforementioned division, as per the statutory requirements for record retention.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No.: 042423
UDIN: 25042423BMNRBK9834

Place: Mumbai
Date: 06 May 2025

Annexure A referred to in paragraph 18 of the Independent Auditor's Report of even date to the members of Ador Welding Limited on the standalone financial statements for the year ended 31 March 2025

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress, investment property and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment ,capital work-in-progress, investment property and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work-in-progress, investment property and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties including investment properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 2 and Note 5 to the standalone financial statements, 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 during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties.
- (b) As disclosed in Note 44 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 5 crores by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were subject to audit/review.
- (iii) (a) The Company has provided loans or advances in the nature of loans to subsidiary/others during the year as per details given below:

| Particulars | Loans | Advances in the nature of loans |
|--|----------|---------------------------------|
| <u>Aggregate amount provided/granted during the year (Rs. In Lakhs):</u> | | |
| - Subsidiary | 350.00 | - |
| - Others (employees) | - | 83.86 |
| <u>Balance outstanding as at balance sheet date (Rs. In Lakhs):</u> | | |
| - Subsidiary (gross of provision for diminution in value) | 1,765.34 | - |
| - Others (employees) | - | 174.67 |



- (b) In our opinion, and according to the information and explanations given to us, the terms and conditions of the grant of all loans and advances in the nature of loans are, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and the payment of the interest has not been stipulated and accordingly, we are unable to comment as to whether the repayments/receipts of principal interest are regular.
- (d) In the absence of stipulated schedule of repayment of principal and payment of interest in respect of loans or advances in the nature of loans, we are unable to comment as to whether there is any amount which is overdue for more than 90 days. Reasonable steps have/have not been taken by the Company for recovery of such principal amounts and interest.
- (e) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal has not been stipulated. Further, no interest is receivable on such advances in the nature of loans. According to the information and explanation given to us, such loans have not been demanded for repayment as on date.
- (f) The Company has granted loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment, as per details below:

| Particulars | All Parties (Rs. In Lakhs) | Related Parties (Rs. In Lakhs) |
|---|-------------------------------|-----------------------------------|
| Aggregate of loans/advances in nature of loan | | |
| - Repayable on demand (A) | 1,765.34 | 1,765.34 |
| - Agreement does not specify any terms or period of repayment (B) | 19.79 | - |
| Total (A+B) | 1,784.13 | 1,765.34 |
| Percentage of loans/advances in nature of loan to the total loans | 92% | 91% |

- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

| Name of the statute | Nature of dues | Gross Amount (Rs. in lakhs) | Amount paid under Protest (Rs. in lakhs) | Period to which the amount relates | Forum where dispute is pending |
|------------------------------|--|-----------------------------|--|------------------------------------|---|
| Income Tax Act, 1961 | Disallowance of scientific research expenses | 62.63 | 12.55 | FY 2013-14 | CIT(A) |
| | Addition in Income and Disallowance of entrance & subscriptions fees and Restatement impact | 89.88 | - | FY 2019-20 | CIT(A) |
| | Disallowance of Research & Development Expenses claimed. | 4.66 | - | FY 2017-18 | CIT(A) |
| | Refund on Account of Restatement of Financials on account of Liquidated Damages and Expenses booked for KOC Project. | 608.55 | - | FY 2018-19 | CBDT |
| | Tribunal Order effect to be given by the department for the superannuation and Gratuity. | 16.96 | - | FY 2011-12 | Additional Commissioner Income Tax |
| | Disallowance of Gratuity and Superannuation contribution. | 282.76 | - | FY 2012-13 | CIT(A) |
| | Disallowance of Dividend Distribution Payment and Reduction of Stock Value. | 250.86 | - | FY 2017-18 | CIT(A) |
| | Sales Transaction to four parties Wrongly added back as disallowed expenses u/s 69A. | 259.59 | - | FY 2020-21 | CIT(A) |
| Customs Act, 1962 | Rejection of refund of excess duty paid | 45.53 | 45.53 | FY 2016-17 | Custom, Excise and Service Tax Appellate Tribunal |
| | Misclassification of Imported Goods | 8.22 | - | FY 2019-20 | Principal Commissioner of Customs |
| The Central Excise Act, 1944 | Additional Liability arising due to difference in assessable value, disallowance of CENVAT credit (including penalty/interest, if any) | 7.72 | 1.00 | FY 1998-99 | Custom, Excise and Service Tax Appellate Tribunal |
| | | 2.18 | 0.96 | FY 2006-07 | Assistant Commissioner |
| | | 13.42 | - | FY 2008-09 | Custom, Excise and Service Tax Appellate Tribunal |
| | | 13.40 | 0.50 | FY 2003-04 | Commissioner Excise |
| | | 899.00 | - | April-2012 to Mar-2017 | Bombay High Court |



| Name of the statute | Nature of dues | Gross Amount (Rs. in lakhs) | Amount paid under Protest (Rs. in lakhs) | Period to which the amount relates | Forum where dispute is pending |
|--|--|-----------------------------|--|------------------------------------|--------------------------------|
| Central Sales tax Act and Local Sales Tax Acts of various statutes | Additional Liability arising due to difference in assessable value, disallowance of CENVAT credit (including penalty/interest, if any) | 18.07 | 9.21 | FY 1987-88 | High court |
| | | 20.09 | - | FY 1992-93 | |
| | | | | FY 2004-05 | Joint Commissioner-Sales Tax |
| | | 6.88 | - | FY 2004-05 | Joint Commissioner-Sales Tax |
| | | 7.98 | - | FY 2003-04 | Joint Commissioner-Sales Tax |
| | | 0.21 | - | FY 2003-04 | Joint Commissioner-Sales Tax |
| | | 327.42 | - | FY 2009-10 | Joint Commissioner (VAT) |
| | | 156.03 | - | FY 2015-16 | Joint Commissioner (VAT) |
| | | 4.78 | 0.74 | July'2017 to March'2019 | Commissioner-Appeal |
| | | 8.66 | - | FY 2017-18 | Joint Commissioner-Appeal |
| | | 79.17 | 41.83 | FY 2016-17 | Deputy Commissioner (Appeals) |
| | | 17.68 | 1.12 | FY 2018-19 | Joint Commissioner-Appeal |
| | | 8.04 | 0.44 | FY 2019-20 | Joint Commissioner-Appeal |
| | | | | | |
| | Mismatch in GSTR-2B on GST Input Credit | 0.81 | 0.13 | FY 2017-18 | Joint Commissioner-Appeal |
| | | 15.28 | 7.30 | FY 2018-19 | Joint Commissioner-Appeal |
| | Dis-allowance of Labour charges on Job works under VAT. | 100.05 | 20.82 | FY 2016-17 | Joint Commissioner-Appeal |
| BIS Act, 2016 | Certain imported inventory which has been detained by the Bureau of Indian Standards (BIS). | 3,643.00 | - | FY 2023-24 | Bombay High Court |

- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) In our opinion and 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 subsidiary.
- (f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.



- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company. (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No.: 042423
UDIN: 25042423BMNRBK9834

Place: Mumbai
Date: 06 May 2025

Annexure B Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of **Ador Welding Limited** ('the Company') as at and for the year ended **31 March 2025**, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Standalone Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. 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 Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting



principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

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

Opinion

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

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Khushroo B. Panthaky

Partner

Membership No.: 042423

UDIN: 25042423BMNRBK9834

Place: Mumbai

Date: 06 May 2025

STANDALONE BALANCE SHEET AS AT 31 MARCH 2025

| Particulars | Notes | (Rs. in lakhs) | |
|--|-------|------------------------|--------------------------|
| | | As at 31 March 2025 | As at 31 March 2024 ^ |
| Assets | | | |
| (1) Non-current assets | | | |
| (a) Property, plant and equipment | 2 | 17,384 | 13,237 |
| (b) Right-of-use asset | 3 | 1,150 | 1,183 |
| (c) Capital work-in-progress | 4 | 411 | 2,537 |
| (d) Investment properties | 5 | 1,028 | 1,085 |
| (e) Intangible assets | 6 | 33 | 112 |
| (f) Intangible assets under development | 7 | - | - |
| (g) Financial assets | | | |
| (i) Investment | 8 | 809 | 2,045 |
| (ii) Other financial assets | 9 | 843 | 673 |
| (h) Non-current income tax assets (net) | 10 | 1,407 | 1,706 |
| (i) Deferred tax assets (net) | 11 | 1,447 | 271 |
| (j) Other non-current assets | 12 | 903 | 1,877 |
| Total non-current assets | | 25,415 | 24,726 |
| (2) Current assets | | | |
| (a) Inventories | 13 | 12,632 | 14,465 |
| (b) Financial assets | | | |
| (i) Investments | 14 | 2,384 | 3,580 |
| (ii) Trade receivables | 15 | 19,235 | 17,909 |
| (iii) Cash and cash equivalents | 16 | 3,011 | 368 |
| (iv) Bank balances other than cash and cash equivalent | 17 | 3,677 | 4,300 |
| (v) Loans | 18 | 495 | 1,595 |
| (vi) Other financial assets | 19 | 626 | 508 |
| (c) Other current assets | 20 | 2,346 | 2,583 |
| | | 44,406 | 45,308 |
| (d) Assets classified as held for sale | 21 | - | 25 |
| Total current assets | | 44,406 | 45,333 |
| Total Assets | | 69,821 | 70,059 |
| Equity and liabilities | | | |
| Equity | | | |
| (a) Equity share capital | 22 | 1,740 | 1,360 |
| (b) Other equity | | 49,830 | 48,461 |
| Total equity | | 51,570 | 49,821 |
| Liabilities | | | |
| (1) Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 23 | 84 | 108 |
| (ii) Lease liabilities | 45 | 77 | 72 |
| (iii) Other financial liabilities | 24 | 43 | 26 |
| (b) Provisions | 25 | 922 | 760 |
| (c) Other non-current liabilities | 26 | 3 | 4 |
| Total non-current liabilities | | 1,129 | 970 |
| (2) Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 27 | 25 | 4,199 |
| (ii) Lease liabilities | 45 | 54 | 78 |
| (iii) Trade payables | 28 | | |
| Total outstanding dues to micro and small enterprises | | 1,571 | 1,725 |
| Total outstanding dues to creditors other than micro and small enterprises | | 10,782 | 6,680 |
| (iv) Other financial liabilities | 29 | 2,600 | 4,379 |
| (b) Other current liabilities | 30 | 829 | 1,059 |
| (c) Provisions | 31 | 1,261 | 1,148 |
| Total current liabilities | | 17,122 | 19,268 |
| Total equity and liabilities | | 69,821 | 70,059 |

^ Restated pursuant to merger

Summary of material accounting policy information.

The accompanying notes form an integral part of the standalone financial statements.

This is the standalone balance sheet referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
Head - HR, Admin, IA,
Legal and Company
Secretary

Surya Kant Sethia
Chief Financial Officer

A. T. Malkani
Managing Director
DIN : 01585637

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

Place : Mumbai
Date : 6 May 2025

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2025**

| Particulars | Notes | (Rs. in lakhs) | |
|---|---------|-----------------------------|-------------------------------|
| | | Year ended 31 March 2025 | Year ended 31 March 2024 ^ |
| I. Income | | | |
| (a) Revenue from operations | 32 | 1,11,683 | 1,06,727 |
| (b) Other income | 33 | 2,023 | 2,068 |
| Total Income | | 1,13,706 | 1,08,795 |
| II. Expenses | | | |
| (a) Cost of raw materials and components consumed | 34 | 66,079 | 60,026 |
| (b) Purchase of stock-in-trade | 35 | 7,171 | 6,811 |
| (c) Changes in inventories of finished goods, stock-in-trade and work-in-progress | 36 | (931) | 1,779 |
| (d) Employee benefits expenses | 37 | 10,809 | 9,754 |
| (e) Finance costs | 38 | 452 | 407 |
| (f) Depreciation and amortisation expense | 2,3,5,6 | 1,790 | 1,543 |
| (g) Other expenses | 39 | 18,172 | 16,406 |
| Total Expenses | | 1,03,542 | 96,726 |
| III. Profit before exceptional items and tax (I-II) | | 10,164 | 12,069 |
| IV. Exceptional items (net) (expenses) / income | 59 | (4,310) | - |
| V. Profit before tax (III-IV) | | 5,854 | 12,069 |
| VI. Income tax expenses /(credit) | 40 | | |
| (a) Current tax | | 2,656 | 2,945 |
| (b) Deferred tax | | (1,148) | 133 |
| (c) Tax expense pertaining to earlier years | | - | 56 |
| Total tax expense (net) | | 1,508 | 3,134 |
| VII. Net Profit for the year (V-VI) | | 4,346 | 8,935 |
| VIII. Other comprehensive income / (loss) for the year (net of tax) | 41 | | |
| (a) Items that will not be reclassified to statement of profit and loss | | (110) | (47) |
| (b) Income tax relating to above items | | 28 | 12 |
| Total other comprehensive loss (net) | | (82) | (35) |
| IX. Total comprehensive income for the year (VII+VIII) | | 4,264 | 8,900 |
| X. Earnings per equity share | 53 | | |
| Basic Earnings Per Share (Face value of Rs. 10) | | 24.98 | 65.71 |
| Diluted Earnings Per Share (Face value of Rs. 10) | | 24.98 | 51.34 |

^ Restated pursuant to merger

Summary of material accounting policy information.

1

The accompanying notes form an integral part of the standalone financial statements.

This is the standalone statement of profit and loss referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
Head - HR, Admin, IA,
Legal and Company
Secretary

Surya Kant Sethia
Chief Financial Officer

A. T. Malkani
Managing Director
DIN : 01585637

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

Place : Mumbai
Date : 6 May 2025

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2025

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-------------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 ^ |
| (A) Cash flow from operating activities | | |
| Profit before tax | 5,854 | 12,069 |
| Adjustment for: | | |
| Provision / liabilities no longer required now written back | (17) | (337) |
| Depreciation and amortisation expense | 1,790 | 1,543 |
| Bad debts written off | 87 | 87 |
| Expected Credit Loss | 423 | 189 |
| Provision for unbilled revenue | 77 | - |
| Provision for Impairment of Inventory (Incl. exceptional item) | 373 | - |
| Inventory written off | 70 | 80 |
| Property, plant and equipment written off | 204 | 18 |
| Items considered separately: | | |
| Finance costs | 428 | 385 |
| Surplus on sale of investments | (19) | (1) |
| Interest expense on lease liability | 11 | 14 |
| (Profit)/loss on sale of property, plant & equipment | 1 | (46) |
| Fair value change of financial asset measured at FVTPL | (202) | (366) |
| Interest income | (726) | (480) |
| Rental income | (176) | (177) |
| Exchange gain on revaluation of foreign currency monetary item | (32) | (49) |
| Exceptional items (Refer note 59) | 3,174 | 5,466 |
| Operating profit before working capital changes | 11,320 | 12,929 |
| Adjustments for changes in working capital | | |
| Inventories | 1,391 | (684) |
| Trade receivables | (1,693) | (2,563) |
| Loans and Other receivables | 858 | (906) |
| Trade payables | 3,917 | (583) |
| Liabilities and Provisions | 479 | 939 |
| Cash generated from operating activities | 16,272 | 9,132 |
| Income tax paid | (2,358) | (3,378) |
| Net cash generated from operating activities (A) | 13,914 | 5,754 |
| (B) Cash flow from investing activities | | |
| Acquisition of property, plant and equipment (including capital work-in-progress, intangible assets under development, capital advances and creditors for capital goods) | (4,123) | (4,333) |
| Purchase of investments | (1,513) | (1,619) |
| Proceeds from sale of property, plant and equipment (including asset held for sale) | 171 | 153 |
| Proceeds from sale of investments | 2,443 | 1,505 |
| Interest income | 591 | 435 |
| Rental received | 176 | 177 |
| Inter Corporate Deposit given | (350) | (250) |
| Increase/ (decrease) in fixed deposits | 670 | (282) |
| Net cash used in investing activities (B) | (1,935) | (4,214) |



| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-------------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 ^ |
| (C) Cash flow from financing activities | | |
| Finance costs | (428) | (378) |
| Finance cost paid on lease liabilities | (11) | (14) |
| Repayment of principal portion of lease liabilities | (83) | (66) |
| Repayment of Vehicle Loans | (21) | (12) |
| Dividend paid | (4,616) | (4,130) |
| (Repayment) of / Proceeds from borrowings | (4,177) | 2,678 |
| Net cash used in financing activities (C) | (9,336) | (1,922) |
| (D) Net increase / (decrease) in cash and cash equivalents (A+B+C) | 2,643 | (382) |
| Cash and cash equivalents at the beginning of the year | 368 | 750 |
| Cash and cash equivalents at the end of the year [Refer note 16] | 3,011 | 368 |

^ Restated pursuant to merger

Notes to the Standalone cash flow statement

(a) The statement of cash flow has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

(b) Components of cash and cash equivalents:

| Particulars | (Rs. in lakhs) | |
|--|------------------------|--------------------------|
| | As at 31 March 2025 | As at 31 March 2024 ^ |
| Cash on hand | 12 | 8 |
| Fixed Deposit with banks (original maturity of less than 3 months) | 2,100 | - |
| Balances with banks in current accounts | 899 | 360 |
| Total | 3,011 | 368 |

^ Restated pursuant to merger

Summary of material accounting policy information.

1

The accompanying notes form an integral part of the standalone financial statements.

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

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
Head - HR, Admin, IA,
Legal and Company
Secretary

Surya Kant Sethia
Chief Financial Officer

A. T. Malkani
Managing Director
DIN : 01585637

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

Place : Mumbai
Date : 6 May 2025

STANDALONE STATEMENT OF CHANGES IN EQUITY AS AT AND FOR THE YEAR ENDED 31 MARCH 2025**A) Equity share capital (Refer note 22)**

| Particulars | Number of shares | Amount (Rs. in lakhs) |
|--|--------------------|-----------------------|
| Issued, subscribed and paid up: | | |
| As at 31 March 2024 | 1,35,98,467 | 1,360 |
| As at 31 March 2025 | 1,74,02,815 | 1,740 |

B) Other equity

| Particulars | (Rs. in lakhs) | | | | | Total |
|--|-----------------|----------------------------|---------------------------------|------------------------|------------------|---------------|
| | General reserve | Capital redemption reserve | Capital reserve on amalgamation | Share Pending Issuance | Retained earning | |
| Balance as at 1 April 2023 | 23,422 | 223 | 460 | 380 | 21,306 | 45,791 |
| Profit for the year | - | - | - | - | 8,935 | 8,935 |
| Net other comprehensive (loss) for the year | - | - | - | - | (35) | (35) |
| Transfer from retained earnings to general reserve | 793 | - | - | - | (793) | - |
| Equity dividend including taxes thereon as above | - | - | - | - | (6,230) | (6,230) |
| Balance as at 31 March 2024 | 24,215 | 223 | 460 | 380 | 23,183 | 48,461 |
| Profit for the year | - | - | - | - | 4,346 | 4,346 |
| Net other comprehensive (loss) for the year | - | - | - | - | (82) | (82) |
| Shares issued during the year | - | - | - | (380) | - | (380) |
| Transfer from retained earnings to general reserve | 632 | - | - | - | (632) | - |
| Equity dividend including taxes thereon as above | - | - | - | - | (2,515) | (2,515) |
| Balance as at 31 March 2025 | 24,847 | 223 | 460 | - | 24,300 | 49,830 |



Nature and purpose of the reserves

(1) General reserve

The general reserve is a distributable reserve maintained by the Company to be utilised in accordance with the Act.

(2) Capital redemption reserve

The Capital redemption reserve has been created on/during buy back of equity shares and it is a non-distributable reserve.

(3) Capital reserve on amalgamation

The Capital reserve of INR 140 lakhs has been created on the difference between the consideration for acquisition of Ador Welding Academy Private Limited (AWAPL) and the amount of share capital and security premium of AWAPL as per Ind AS 103 (Appendix C), Business combinations of entities under common control.

The Capital reserve of INR 320 lakhs has been created on the difference between the consideration for acquisition of Ador Fontech Limited (ADFL) and the amount of share capital and security premium of ADFL as per Ind AS 103 (Appendix C), Business combinations of entities under common control. (refer note 61)

(4) Share Pending Issuance

Shares pending issuance represent equity shares to be issued as consideration for acquisition of Ador Fontech Limited (ADFL). During the current year, the Company has issued 3,804,348 shares to shareholders of erstwhile ADFL (Refer note 61).

(5) Retained earnings

The Retained earnings pertain to the accumulated earnings made by the Company over the years.

Summary of material accounting policy information. 1

The accompanying notes form an integral part of the standalone financial statements.

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

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
Head - HR, Admin, IA,
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Surya Kant Sethia
Chief Financial Officer

A. T. Malkani
Managing Director
DIN : 01585637

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

Place : Mumbai
Date : 6 May 2025

Note 1 - Material accounting policy information to the standalone financial statements for the year ended 31 March 2025

I. Corporate Information

Ador Welding Limited ('the Company') was incorporated in 1951 and is one of India's leading player in the field of Welding Products, Technologies and Services. The Company is also engaged in providing customized solutions for multi-disciplinary projects and contracts related to refineries, oil and gas, petrochemicals, fertilizers, steel plants, pharma, water and other chemical process industries. The Company is a public limited company and domiciled in India and its shares are listed on two recognised stock exchanges in India- the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange (India) Limited (NSE). The registered and corporate office of the Company is situated at Ador House, 6, K. Dubash Marg, Fort, Mumbai.

The standalone financial statements were authorised for issue in accordance with the resolution of the Board of Directors on 6 May 2025.

II. Material Accounting Policy Information

Below is list of material accounting policy information applied by the Company in the preparation of its standalone financial statements. Such accounting policies have been applied consistently to all the periods presented in these standalone financial statements, unless otherwise indicated.

(a) Basis of Preparation

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 (the 'Act') read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act and guidelines issued by the Securities & Exchange Board of India (SEBI).

The standalone financial statements have been prepared under historical cost convention on an accrual basis, except for the certain financial assets and liabilities that are measured at fair value and defined benefit plan assets measured at fair values in accordance with the Indian Accounting Standards specified under section 133 of the Companies Act, 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 and other recognised accounting principles and policies generally accepted in India.

Fair value is the price that would be received on sale of asset or paid on transfer of liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Current and non-current classification

All assets and liabilities have been classified as current or non-current based on the Company's normal operating cycle for each of its businesses, as per the criteria set out in the Schedule III to the Act.

(b) Critical estimates and judgements

The preparation of standalone financial statements in conformity with Ind AS, which requires management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of standalone financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.



Useful lives of Property plant and equipment (PPE), investment property and Intangible assets Property, plant and equipment represent a significant proportion of the asset base of the Company. Depreciation is provided as per the Straight Line Method over the estimated useful lives of assets. The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same (except for vehicles as disclosed in note 1(II)9c)) as those prescribed in Schedule II to the Act. - Refer note 1(II)(c)(d),(e) and (f).

Valuation of deferred tax assets / liabilities

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. Significant judgment is involved in arriving at the deferred tax assets and liabilities, which is based on the Company's current operations and projections for the future. - Refer note 1(II)(o).

Defined benefit obligation

The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rate of return on assets, future salary increases and mortality rates. Due to the long term nature of these plans such estimates are subject to significant uncertainty. The assumptions used are disclosed in Note 47.

Fair value measurements of financial instruments

When the fair value of financial assets and financial liabilities recorded in the Standalone balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets wherever possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. - Refer note 1(II)(h).

Other areas involving critical estimates or judgments are:

- i) Revenue from Services Division - Refer note 1(I)(ii)
- ii) Estimation of tax expenses and tax payable - Refer note 40
- iii) Probable outcomes of matters included under Contingent Liabilities - Refer note 42
- iv) Leases - Estimating the incremental borrowing rate - Refer note 1(II)(p)

(c) Property plant and equipment

All items of Property, plant and equipment (other than freehold land) are stated at cost/deemed cost, less accumulated depreciation and accumulated impairment losses, if any. Freehold Land is carried at historical cost less any accumulated impairment losses. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs incurred during the period of construction are capitalised as part of cost of qualifying asset.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value or net realisable value and are shown separately in the standalone financial statements. Any expected loss is recognised immediately in the Standalone Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets, which are carried at cost, are recognised in the Standalone Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight-line method based on useful life as estimated by the management and aligned to Schedule II to the Companies Act, 2013 in order to reflect the actual usage of assets. Depreciation on assets acquired under finance lease is spread over the lease period or useful life, whichever is shorter.

Estimated useful lives of assets are as follows:

| Assets Category | Useful Life (in Years) | Basis of Determination of useful life |
|---|------------------------|--|
| Buildings | 30-60 years | Assessed to be in line with schedule II to the Act |
| Ownership Premises | 30-60 years | Assessed to be inline with schedule II to the Act |
| Plant and equipments (including computer) | 8 to15 years | Assessed to be in line with schedule II to the Act |
| Electrical installation | 10 years | Assessed to be in line with schedule II to the Act |
| Furniture and fixtures | 8 to10 years | Assessed to be in line with schedule II to the Act |
| Office equipment | 5 years | Assessed to be in line with schedule II to the Act |
| Vehicles | 4 to10 years | Management Estimate ^ |

^ As per management estimate and based on vehicle policy, motor cars purchased after 1-4-2019 are depreciated over 4 years.

Assets not yet ready for intended use are recognised as capital work-in-progress.

(d) Non-current assets classified as assets held for sale:

Assets that are available for immediate sale and where the sale is highly probable of being completed within one year from the date of classification are considered and classified as assets held for sale. Assets classified as held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of asset held for sale has been estimated using observable inputs such as price quotations. Assets and liabilities classified as held for sale are presented separately from other items in the Standalone balance sheet.

(e) Intangible Assets (including intangibles under development)

Initial recognition and measurement

Intangible assets relating to product development are recorded at actual cost incurred on the development of products and are capitalised once the products receive approval from relevant authorities and the same are carried at cost less accumulated amortisation.

Subsequent measurement (amortisation and useful lives)

Intangible assets are amortised on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Software and implementation costs including users license fees of the Enterprise Resource Planning (ERP) system and other application software costs are amortised over a period of three years. The amortisation expense on intangible assets with finite life is recognised in the Standalone statement of profit and loss under the head Depreciation and amortization expense.

Derecognition

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Standalone Statement of Profit and Loss.

**(f) Investment properties****Initial recognition and measurement**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the entity, is classified as Investment Property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed, when incurred. When part of an Investment property is replaced, the carrying amount of the replaced part is derecognised. Depreciation is provided on a pro-rata basis on the straight-line method, based on useful life as estimated by the management and aligned to Schedule II to the Companies Act, 2013 in order to reflect the actual usage of assets.

Derecognition

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property the Company considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment properties only when there is a change in use. Transfers between investment properties, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

Estimated useful lives of assets are as follows:

| Assets Category | Useful Life (in Years) | Basis of Determination of useful life |
|--------------------|------------------------|--|
| Buildings | 30-60 years | Assessed to be in line with schedule II to the Act |
| Ownership Premises | 30-60 years | Assessed to be inline with schedule II to the Act |

(g) Impairment of non-financial assets

The carrying amount of the non-financial assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal /external factors. An impairment loss is recognised, whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its fair value less disposal cost and its value in use. Impairment loss is recognised in the statement of profit and loss.

After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation, if there were no impairment.

(h) Investments and financial assets**Classification:**

The Company classifies its financial assets in the following measurement categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (ii) those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model, in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Initial recognition and measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Measurement of debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset.

There are three measurement categories into which the Company classifies its debt instruments:

- (i) **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in Standalone statement of profit and loss, when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- (ii) **Fair value through other comprehensive income (FVTOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in Standalone statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Standalone statement of profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- (iii) **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in statement of profit and loss and presented net in the Standalone statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.



For trade receivables, the Company applies the simplified approach, permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition of financial assets

A financial asset is derecognised only when

- (i) The Company has transferred the rights to receive cash flows from the financial asset or,
- (ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

(i) Cash and cash equivalents

Cash and cash equivalents for the purpose of the Standalone cash flow statement comprise of the cash on hand and at bank and current investments with an original maturity of three months or less. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(j) Borrowings and other financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial is recognised as an asset / liability based on the underlying reason for the difference. Subsequently all financial liabilities are measured at amortised cost using the effective interest rate method.

(k) Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined using the 'average cost' method. The cost of finished goods and work in progress comprises raw material, packing materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(l) Revenue recognition

Revenue from contracts with customers is recognised when the entity satisfies a performance obligation by transferring a promised good or service to customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Amounts disclosed as revenue are net of returns, trade allowances, rebates and discounts, value added taxes, goods and service tax and applicable taxes, which are collected on behalf of the government or on behalf of third parties.

i) Sale of Products and Maintenance & Reclamation (M&R) business

Revenue from sale of products and maintenance & reclamation business is recognised at point in time when the control of the asset is transferred to the customer, generally on delivery.

ii) Services business

Services contracts generally take more than one year for execution. A contract's transaction price is allocated to each distinct performance obligation within that contract and recognized as revenue when, or as, the performance obligation is satisfied. The majority of Company's contracts have a single performance obligation as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contracts and is, therefore, not distinct. For contracts with distinct performance obligations, Company allocate the contract's transaction price to each performance obligation using the best estimate of the standalone selling price (i.e. fair value based on market approach) of each distinct goods or service in the contract. Generally, most of the revenue in services segments is recognized over time, because control of the asset is transferred as and when the asset is created or enhanced to customers.

The Company monitors estimates of total contract revenue and costs on a regular basis throughout the contract period. The cumulative impact of any change in estimates of the contract value or cost is reflected in the period in which the changes become known. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss.

iii) Contract Assets

Contract assets represent revenue recognized in excess of revenue billed. These amounts are billed after milestones specified in the agreement are achieved. Contract assets are disclosed under Other Current Assets in the Balance sheet.

iv) Benefit on account of entitlement to Import duty

Duty drawback or merchant export from India (MEIS) scheme are accounted in the year of export as export incentives. From, 1 January 2021 onwards, Merchant Export from India (MEIS) Scheme has been abolished by Central Government, and introduced Remission of Duties and Taxes on Export Products (RoDTEP) scheme, under which exporters receive the refunds on the embedded taxes and duties previously non-recoverable. Tax credit as per RoDTEP scheme is accounted on receipt basis."

(m) Other income

Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(n) Employee Benefits

Provident fund: Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as "Defined Contribution Schemes", as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Gratuity fund: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial gains / losses arising on the measurement of defined benefit obligation are credited / charged to other comprehensive income.

Superannuation fund: Contribution towards superannuation fund for certain employees is made to Ador Welding Employees Superannuation Fund Trust administered by the Company. The benefit is classified as a "Defined Contribution Schemes" as the Company does not carry any further obligation, apart from the contribution made on a monthly basis.

Employees state insurance scheme: The Company makes contribution to state plans namely Employees State Insurance Scheme and has no further obligation beyond making the payment to them.

Compensated absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.



Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognised in the statement of profit and loss in the year in which they arise.

Termination benefits: Termination benefits in the nature of voluntary retirement benefits are recognised in the statement of profit and loss, as and when incurred.

(o) Income taxes

Income tax expense comprises current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Standalone Statement of profit and loss, except when they relate to item that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.

(i) Current income tax

The current income tax includes income tax payable by the Company, computed in accordance with the tax laws applicable in the jurisdiction in which the Company operates. Advance tax and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

(ii) Deferred income tax

Deferred income tax is recognised using Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of recognition.

Deferred tax assets are recognised to the extent that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow or part of deferred income tax assets to be utilised. At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

(p) Leases

The Company's lease asset classes primarily consist of leases for leasehold land, ownership premises and computers. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset;
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Standalone Balance Sheet and lease payments have been classified as financing cash flows.

As a Lessor:

Lease income from operating leases where the Company is a lessor is recognised in other income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(q) Foreign currency transactions

The functional and presentation currency of the Company is Indian rupee.

Transactions in foreign currency are recorded at exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance sheet date and exchange gain or loss arising on settlement and restatement are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

**(r) Provisions, contingent liabilities and contingent assets**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company.

Contingent assets are not recognised in the standalone financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

(s) Earnings per share

Basic earning per share is computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is computed by dividing net profit after tax (excluding other comprehensive income) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earning per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

(t) Provision for warranty

Warranty costs are provided based on a technical estimate of the costs required to be incurred for repairs, replacement, material cost, servicing on the basis of the past experience of the Company. It is expected that this expenditure will be incurred over the contractual warranty period.

(u) Research & Development

Revenue expenditure on research & development (including overheads) are charged out as expense in the year in which they are incurred. Expenditure of a capital nature on research & development is debited to respective fixed assets and depreciation is provided on such assets, as are depreciable.

(v) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

During the year ended 31 March, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sales and leaseback transactions, applicable from 1 April, 2024. The company has assessed that there is no significant impact on its standalone financial statement.

Note 2 - Property, plant and equipment

| Description | Freehold land | Buildings [Refer notes (a)] | Factory Building | Ownership premises | Plant and equip-ments (including computers) | Electrical installations | Furniture and fixtures | Office equipment | Vehicles | Research and development assets: | | | | | Total |
|--|---------------|--------------------------------|------------------|--------------------|--|--------------------------|------------------------|------------------|--------------|----------------------------------|------------|---|------------------------|-----------------|---------------|
| | | | | | | | | | | Freehold land | Buildings | Plant and equip-ment (including computers) | Furniture and fixtures | Air conditioner | |
| Gross carrying value | | | | | | | | | | | | | | | |
| Restated balance as at 1 April 2023 | 1,080 | 7,270 | 1,111 | 882 | 16,657 | 1,433 | 1,150 | 373 | 1,329 | 34 | 127 | 822 | 4 | 8 | 32,280 |
| Additions | - | 139 | - | - | 867 | 124 | 39 | 23 | 283 | - | 46 | 63 | - | - | 1,584 |
| Adjustments | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Deductions | - | 55 | 1 | - | 235 | 26 | 40 | 21 | 169 | - | - | 6 | - | - | 553 |
| Transfer to Investment Property [Refer note (b) as below] | 2 | 77 | - | - | - | - | - | - | - | - | - | - | - | - | 79 |
| As at 31 March 2024 | 1,078 | 7,277 | 1,110 | 882 | 17,289 | 1,531 | 1,149 | 375 | 1,443 | 34 | 173 | 879 | 4 | 8 | 33,232 |
| Additions | 351 | 2,161 | - | - | 2,256 | 246 | 565 | 129 | 265 | - | - | 43 | - | - | 6,016 |
| Adjustments | - | - | - | - | (3) | - | - | - | - | - | - | - | - | - | (3) |
| Deductions | - | 186 | - | - | 467 | 50 | 117 | 34 | 324 | - | - | 73 | 4 | - | 1,255 |
| As at 31 March 2025 | 1,429 | 9,252 | 1,110 | 882 | 19,075 | 1,727 | 1,597 | 470 | 1,384 | 34 | 173 | 849 | 0 | 8 | 37,990 |
| Accumulated depreciation | | | | | | | | | | | | | | | |
| Restated balance as at 1 April 2023 | - | 2,674 | 735 | 313 | 12,207 | 1,078 | 683 | 280 | 518 | - | 97 | 590 | 3 | 6 | 19,184 |
| Depreciation charge | - | 255 | 16 | 15 | 655 | 55 | 72 | 31 | 185 | - | 1 | 28 | - | - | 1,313 |
| Deductions | - | 52 | 1 | - | 216 | 22 | 35 | 20 | 133 | - | - | 6 | - | - | 485 |
| Transfer to Investment Property [Refer note (b) as below] | - | 17 | - | - | - | - | - | - | - | - | - | - | - | - | 17 |
| As at 31 March 2024 | - | 2,860 | 750 | 328 | 12,646 | 1,111 | 720 | 291 | 570 | - | 98 | 612 | 3 | 6 | 19,995 |
| Depreciation charge | - | 299 | 16 | 14 | 808 | 72 | 104 | 35 | 193 | - | 3 | 31 | 0 | - | 1,575 |
| Deductions | - | 74 | - | 0 | 422 | 45 | 96 | 32 | 223 | - | - | 69 | 3 | - | 964 |
| As at 31 March 2025 | - | 3,085 | 766 | 342 | 13,032 | 1,138 | 728 | 294 | 540 | - | 101 | 574 | 0 | 6 | 20,606 |
| Net carrying value | | | | | | | | | | | | | | | |
| Restated balance as at 31 March 2024 | 1,078 | 4,417 | 360 | 554 | 4,643 | 420 | 429 | 84 | 873 | 34 | 75 | 267 | 1 | 2 | 13,237 |
| As at 31 March 2025 | 1,429 | 6,167 | 344 | 540 | 6,043 | 589 | 869 | 176 | 844 | 34 | 72 | 275 | (0) | 2 | 17,384 |

Notes:-

- (a) Includes:
- (i) Rs. 0.01 lakh (31 March 2024; Rs. 0.01 lakh) being the aggregate value of shares in Co-operative housing societies.
 - (ii) Rs. 4 lakhs (31 March 2024; Rs. 4 lakhs) for tenements in an association of apartment owners.
- (b) During the previous year:
- (i) Freehold land having gross carrying amount of Rs. 2 lakhs has been transferred to 'Investment Properties' as the Company has stopped business activities from the office and leased out the premises.
 - (ii) Buildings having gross carrying amount of Rs. 77 lakhs and accumulated depreciation of Rs. 17 lakh has been transferred to 'Investment Properties' as the Company has stopped business activities from the office and leased out the premises.
 - (c) The Company has pledged certain assets against borrowing limits (refer note 27 for details).
 - (d) The vehicles are hypothecated against the vehicle loans. Refer note 23 for further details.
 - (e) The title deeds of all immovable properties (other than properties where the Company is the lessee and lease arrangements are duly exercised in favour of the lessee) are held in the name of the Company.

**Note 3 - Right-of-use asset [Refer note 45]**

| Description | Leasehold Land | Ownership premises | Computers | (Rs. in lakhs) |
|--------------------------------------|----------------|--------------------|------------|----------------|
| | | | | Total |
| Gross carrying value | | | | |
| Restated balance as at 1 April 2023 | 866 | 114 | 77 | 1,057 |
| Additions | 230 | - | 73 | 303 |
| Deductions | - | - | - | - |
| As at 31 March 2024 | 1,096 | 114 | 150 | 1,360 |
| Additions | - | - | 64 | 64 |
| Deductions | - | - | - | - |
| As at 31 March 2025 | 1,096 | 114 | 214 | 1,424 |
| Accumulated amortisation | | | | |
| Restated balance as at 1 April 2023 | 27 | 29 | 35 | 91 |
| Amortisation charge | 17 | 37 | 32 | 86 |
| Deductions | - | - | - | - |
| As at 31 March 2024 | 44 | 66 | 67 | 177 |
| Amortisation charge | 17 | 38 | 42 | 97 |
| Deductions | - | - | - | - |
| As at 31 March 2025 | 61 | 104 | 109 | 274 |
| Net carrying value | | | | |
| Restated balance As at 31 March 2024 | 1,052 | 48 | 83 | 1,183 |
| As at 31 March 2025 | 1,035 | 10 | 105 | 1,150 |

Notes:-

- (a) The Company incurred Rs. 460 lakhs in the year ended 31 March 2025 (31 March 2024: Rs. 429 lakhs) towards expenses relating to short-term leases and leases of low value asstes. The total cash outflow for leases is Rs. 554 lakhs for the year ended 31 March 2025 (31 March 2024: Rs. 509 lakhs), including cash outflow of short-term leases and leases of low value asstes. Interest on lease liabilities is Rs. 11 lakhs for the year 31 March 2025 (31 March 2024: Rs. 14 lakhs). [Refer note 39 and note 45]

Note 4 - Capital work-in-progress (CWIP)

| Particulars | As at 31 March 2025 | (Rs. in lakhs) As at 31 March 2024 |
|------------------------------------|------------------------|--|
| | | |
| Opening balance | 2,537 | 151 |
| Add : Addition during the year | 2,491 | 2,793 |
| Less : Capitalised during the year | (4,617) | (407) |
| Total | 411 | 2,537 |

a) CWIP ageing schedule

| Particulars | Amount in CWIP for a period of 31 March 2025 | | | | (Rs. in lakhs) Total |
|-----------------------------------|--|------------|-----------|------------------|-------------------------|
| | Less than 1 year | 1-2 years | 2-3 years | above 3 years | |
| Projects in progress | 151 | 228 | 32 | - | 411 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 151 | 228 | 32 | - | 411 |

| Particulars | Amount in CWIP for a period of 31 March 2024 | | | | (Rs. in lakhs) Total |
|-----------------------------------|--|-----------|-----------|------------------|-------------------------|
| | Less than 1 year | 1-2 years | 2-3 years | above 3 years | |
| Projects in progress | 2,499 | 38 | - | - | 2,537 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 2,499 | 38 | - | - | 2,537 |

Note: There are no projects in PPE, which are overdue or has exceeded its cost compared to its original plan as at March 31, 2025 and March 31, 2024.

**Note 5 - Investment properties**

| | (Rs. in lakhs) | | | |
|--|----------------|--------------|--------------------|--------------|
| Description | Freehold land | Buildings | Ownership premises | Total |
| Gross carrying value (at deemed cost) | | | | |
| Restated balance as at 1 April 2023 | 13 | 1,516 | 96 | 1,625 |
| Additions | - | 20 | - | 20 |
| Deductions | - | - | - | - |
| Transfer from PPE | 2 | 77 | - | 79 |
| As at 31 March 2024 | 15 | 1,613 | 96 | 1,724 |
| Additions | - | - | - | - |
| Deductions | - | 18 | - | 18 |
| As at 31 March 2025 | 15 | 1,595 | 96 | 1,706 |
| Accumulated depreciation | | | | |
| Restated balance as at 1 April 2023 | - | 546 | 34 | 580 |
| Depreciation charge | - | 40 | 2 | 42 |
| Deductions | - | - | - | - |
| Transfer from PPE | - | 17 | - | 17 |
| As at 31 March 2024 | - | 603 | 36 | 639 |
| Depreciation charge | - | 42 | 2 | 44 |
| Deductions | - | 5 | - | 5 |
| As at 31 March 2025 | - | 640 | 38 | 678 |
| Net carrying value | | | | |
| Restated balance As at 31 March 2024 | 15 | 1,010 | 60 | 1,085 |
| As at 31 March 2025 | 15 | 955 | 58 | 1,028 |

(a) Fair Value of Investment properties*

| Description | Freehold land | Buildings | Ownership premises | (Rs. in lakhs) |
|----------------------------|---------------|--------------|--------------------|----------------|
| | | | | Total |
| As at 31 March 2024 | 9,299 | 1,484 | 3,047 | 13,830 |
| As at 31 March 2025 | 9,504 | 1,533 | 3,285 | 14,322 |

***Estimation of fair value**

During the year, valuations of the Investment properties is performed by a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The fair value measurement is based on comparable sales approach. The fair value measurement is categorised in level 3 of fair value hierarchy.

The fair valuation is based on current prices in the active market of similar properties. The main inputs used for valuation are quantum, area, location, demand, quality of construction, age of building and trend of fair market etc.

(b) Information regarding income and expenditure of Investment properties :

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Rental income derived from investment properties | 176 | 177 |
| Direct operating expenses (including repairs and maintenance) for properties generating rental income | (22) | (22) |
| Profit arising from investment properties before depreciation | 154 | 155 |
| Less: Depreciation | (44) | (42) |
| Profit arising from investment properties | 110 | 113 |

(c) The Company has no restrictions on the reliability of its investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancements.

(d) The Company has pledged certain properties against borrowing limits (refer note 54 for details).

(e) The title deeds of all investment properties are held in the name of the Company.

Note 6 - Intangible assets

| Description | (Rs. in lakhs) | | |
|--------------------------------------|-------------------|-------------------|------------|
| | Computer Software | E learning Module | Total |
| Gross carrying value | | | |
| Restated balance as at 1 April 2023 | 899 | 11 | 910 |
| Additions | 74 | - | 74 |
| Deductions | 61 | - | 61 |
| As at 31 March 2024 | 912 | 11 | 923 |
| Additions | - | - | - |
| Deductions | 58 | - | 58 |
| As at 31 March 2025 | 854 | 11 | 865 |
| Accumulated amortisation | | | |
| Restated balance as at 1 April 2023 | 760 | 10 | 770 |
| Amortisation charge | 101 | 1 | 102 |
| Deductions | 61 | - | 61 |
| As at 31 March 2024 | 800 | 11 | 811 |
| Amortisation charge | 76 | - | 76 |
| Deductions | 55 | - | 55 |
| As at 31 March 2025 | 821 | 11 | 832 |
| Net carrying value | | | |
| Restated balance As at 31 March 2024 | 112 | - | 112 |
| As at 31 March 2025 | 33 | - | 33 |

**Note 7 - Intangible assets under development (IAUD)**

| Particulars | (Rs. in lakhs) | |
|------------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Opening balance | - | 41 |
| Add : Addition during the year | - | 26 |
| Less : Capitalised during the year | - | (67) |
| Total | - | - |

| Particulars | Amount in IAUD as on 31 March 2025 | | | | (Rs. in lakhs) |
|-----------------------------------|------------------------------------|-----------|-----------|------------------|----------------|
| | Less than 1 year | 1-2 years | 2-3 years | above 3 years | Total |
| Projects in progress | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |
| Total | - | - | - | - | - |

| Particulars | Amount in IAUD as on 31 March 2024 | | | | (Rs. in lakhs) |
|-----------------------------------|------------------------------------|-----------|-----------|------------------|----------------|
| | Less than 1 year | 1-2 years | 2-3 years | above 3 years | Total |
| Projects in progress | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |
| Total | - | - | - | - | - |

Note: There are no projects in IAUD, which are overdue or has exceeded its cost compared to its original plan as at March 31, 2025 and March 31, 2024.

Note 8 - Investment (Non-current)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Investment in equity instruments | | |
| Investment in unquoted equity shares valued at deemed cost, fully paid up | | |
| Investment in subsidiary company in India : | | |
| 3D Future Technologies Private Limited (Wholly owned subsidiary) (1,12,80,528 No. of shares of Rs. 10 per share) | 1,725 | 1,725 |
| Less: Provision for diminution in the value of investment in wholly owned subsidiary* | (1,725) | - |
| Total (A) | - | 1,725 |
| Investment in debt instruments | | |
| Investment in quoted debentures valued at amortised cost, fully paid up | | |
| HDFC Bank Limited (March 31, 2025 - 40 units (March 31, 2024 - Nil units)) having Face value of Rs. 10 Lakhs each | 391 | - |
| Aditya Birla Finance Limited (March 31, 2025 - 15,000 units (March 31, 2024 - 15,000 units)) having Face value of Rs. 0.01 Lakhs each | 151 | 151 |
| 6.83% GOI Loan (March 31, 2025 - 1,20,000 units (March 31, 2024 - Nil units)) having Face value of Rs. 100 each | 118 | - |
| Piramal Enterprises Limited (March 31, 2025 - 100 units (March 31, 2024 - Nil unit)) having Face value of Rs. 1 Lakhs each | 100 | - |
| MAS Financial Services (March 31, 2025 - 50 units (March 31, 2024 - Nil unit)) having Face value of Rs. 1 Lakhs each | 49 | - |
| Incred Financial Services Limited (March 31, 2025 - Nil unit (March 31, 2024 - 16 units)) having Face value of Rs. 10 Lakhs each | - | 169 |
| Total (B) | 809 | 320 |
| Total (A+B) | 809 | 2,045 |
| Aggregate amount of quoted investments | 809 | 2,045 |
| Market value of quoted investments (including interest accrued) | 839 | 348 |
| Aggregate amount of impairment in value of investments | - | - |
| Aggregate amount of unquoted investments | 1,725 | 1,725 |
| Aggregate amount of impairment in value of investments (refer note 59) | 1,725 | - |

* During the current year, the Company has identified an impairment of Rs. 3,171 lakhs on its investment in unquoted equity shares of 3D Future Technologies Private Limited (3DFT) and loan given to 3DFT. The value of this investment has been estimated by an independent valuation of 3DFT using DCF model. The valuation requires management to take certain assumptions about the model inputs including discount rate, cashflow forecast and growth rate. The probabilities of various estimate within the range can be reasonably assessed and are used in management's estimate of recoverable value of these investment in unquoted equity shares and loan given. The Company continues to monitor and assess the fair valuelx of these investments on a regular basis.

**Note 9 - Other financial assets (Non-current)**

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Security deposit | 351 | 208 |
| Fixed deposits held as lien by bank against bank guarantees (Refer note 42) | 492 | 465 |
| Total | 843 | 673 |

Note 10 - Non-current income tax assets (net)

| Particulars | (Rs. in lakhs) | |
|---------------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Advance income tax (net of provision) | 1,407 | 1,706 |
| Total | 1,407 | 1,706 |

Notes:

(a) The following table provides the details of income tax assets and liabilities:

| Particulars | (Rs. in lakhs) | |
|------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Income tax assets | 14,556 | 12,711 |
| Income tax liabilities | 13,149 | 11,005 |
| Net balances | 1,407 | 1,706 |

Note 11 - Deferred tax assets (net)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Deferred tax assets on account of: | | |
| Employee benefits | 403 | 354 |
| Allowance for credit impairment | 1,036 | 912 |
| Section 43B Disallowance | 10 | - |
| Provision for diminution in value of investment and intercorporate deposit given to wholly owned subsidiary | 892 | - |
| Provision for warranties | - | 12 |
| Section 35DD (Allowance for merger related expenses) | 142 | 4 |
| Ind AS 116 | 8 | 5 |
| | 2,491 | 1,287 |
| Deferred tax liabilities on account of: | | |
| Timing difference between book depreciation and depreciation as per Income Tax Act, 1961 | 914 | 917 |
| Financial asset measured at FVTPL | 130 | 99 |
| | 1,044 | 1,016 |
| Net deferred tax assets | 1,447 | 271 |

Note 12 - Other non-current assets

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Capital advances considered good [Refer notes (a) below] | 414 | 458 |
| Capital advances credit impaired [Refer notes (a) below] | 27 | 27 |
| Less : Loss allowance | (27) | (27) |
| Sub-Total (A) | 414 | 458 |
| Balances with government authorities considered good | 464 | 1,362 |
| Balances with government authorities credit impaired | 1,021 | 1,021 |
| Less : Loss allowance | (1,021) | (1,021) |
| Sub-Total (B) | 464 | 1,362 |
| Prepaid expenses | 25 | 57 |
| Total (A + B) | 903 | 1,877 |

Break-up:

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Other assets considered good - Secured | - | - |
| Other assets considered good - Unsecured | 903 | 1,877 |
| Other assets credit impaired | 1,048 | 1,048 |
| Other assets which have significant increase in credit risk | - | - |
| Loss allowance | (1,048) | (1,048) |
| Total | 903 | 1,877 |

(a) Capital advances include:

| Particulars | (Rs. in lakhs) | |
|---------------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Land at Silvassa | 27 | 27 |
| Less : Provision for capital advances | (27) | (27) |
| Building | 105 | 363 |
| Plant & Machinery | 309 | 92 |
| Furniture And Fixtures | - | 3 |
| Total | 414 | 458 |

**Note 13 - Inventories****(Valued at lower of cost or net realisable value)**

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Raw materials, components and packing material | 5,199 | 7,790 |
| Work-in-progress | 1,388 | 1,507 |
| Finished goods * # | 3,448 | 3,245 |
| Stock-in-trade # | 1,264 | 816 |
| Stores, spares, parts, scrap etc. | 470 | 643 |
| Right to receive inventory | 863 | 464 |
| Total | 12,632 | 14,465 |

#Inventory write downs/provision for impairment are accounted, considering the nature of inventory, ageing, and net realisable value. Write-downs/Provision for impairment of inventories to net realisable value amounted to Rs. 443 lakhs (31 March 2024: Rs. 80 lakhs). These write down/provision for impairment were recognised as an expense during the year and included in the 'Changes in inventories of finished goods, work-in-progress, and stock-in-trade' in the Standalone Statement of Profit and Loss.

* Certain imported inventory amounting to Rs. 336 lakhs, which has been detained by the Bureau of Indian Standards (BIS). The Company had filed an application with the Bureau of Indian Standards (BIS) Authorities, for compounding of an alleged Offence under Section 33 of BIS Act, 2016 on 5 May 2023. The Company received an order dated 15 June 2023 allowing the Compounding application, subject to payment of compounding amount of INR 3,643 lakhs, under the BIS Act 2016 and BIS Rules, 2018. As the Compounding amount was unfair, arbitrary and unreasonable, the Company filed a Writ Petition in the Hon'ble Bombay High Court, since the filing of the appeal with DG was not an efficacious remedy, challenging the said compounding order, and got a stay. As the proceedings have not yet started, the pleadings are yet to begin, hence no provision has been made towards compounding amount in the books, as of 31 March 2025, since the final / exact /appropriate amount of compounding is yet to be determined.

Refer note 27 for details on Inventory pledged as security against borrowings of the Company.

Note 14 - Investments (Current)

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Financial assets classified and measured at fair value through profit or loss | | |
| (A) Investment in mutual funds (Quoted) | | |
| Axis Strategic Bond Fund - Growth - Direct Plan | 192 | 176 |
| (31 March 2025: 641,195.42 units, 31 March 2024: 641,195.42 units) | | |
| Birla Sunlife Low Duration Fund - Growth - Direct plan | - | 69 |
| (31 March 2025: Nil units, 31 March 2024: 10,544.60 units) | | |
| HDFC Credit Risk Debt Fund - growth - direct plan | 190 | 175 |
| (31 March 2025: 749,799.09 units, 31 March 2024: 749,799.09 units) | | |
| HDFC Short Term Debt fund - Growth - Direct plan | 157 | 144 |
| (31 March 2025: 486,028.23 units, 31 March 2024: 486,028.23 units) | | |
| ICICI Prudential Medium Term Bond fund - Growth - Direct plan | 192 | 176 |
| (31 March 2025: 399,964.54 units, 31 March 2024: 399,964.54 units) | | |
| ICICI Prudential Short Term Fund - Growth - Direct plan | 160 | 147 |
| (31 March 2025: 249,850.95 units, 31 March 2024: 249,850.69 units) | | |
| Kotak Bluechip Fund - Growth - Direct plan | 259 | 190 |
| (31 March 2025: 42,587.01 units, 31 March 2024: 34,117.28 units) | | |
| Kotak Medium Term fund - Growth - Direct plan | 121 | 110 |
| (31 March 2025: 491,699.74 units, 31 March 2024: 491,699.74 units) | | |
| Mirae Asset Focused Fund - Growth - Direct Plan | 128 | 118 |
| (31 March 2025: 506,294.33 units, 31 March 2024: 506,294.33 units) | | |
| Mirae Asset Large Cap Fund - Growth - Direct plan | 143 | 130 |
| (31 March 2025: 121,533.18 units, 31 March 2024: 121,533.18 units) | | |
| SBI Focused Equity Fund - Growth - Direct plan | 146 | 130 |
| (31 March 2025: 40,104.67 units, 31 March 2024: 40,104.67 units) | | |
| UTI Flexicap fund - growth - direct plan | - | 152 |
| (31 March 2025: Nil units, 31 March 2024: 52,881.32 units) | | |
| Aditya Birla sunlife floating rate fund - growth - direct plan | 14 | 13 |
| (31 March 2025: 4,048.08 units; 31 March 2024: 4,048.08 units) | | |
| Aditya Birla sunlife arbitrage fund - growth - direct plan | 7 | 7 |
| (31 March 2025: 25,184.98 units; 31 March 2024: 25,184.98 units) | | |
| Aditya Birla sunlife arbitrage fund - growth - regular plan | 50 | 47 |
| (31 March 2025: 191,405.59 units; 31 March 2024: 191,405.59 units) | | |
| SBI Magnum low duration fund - growth plan | 21 | 19 |
| (31 March 2025: 602.52 units; 31 March 2024: 602.52 units) | | |
| Bandhan Banking & PSU Debt Fund - Regular Plan - Growth | 9 | 8 |
| (31 March 2025: 35,493.51 units; 31 March 2024: 35,493.51 units) | | |
| Aditya Birla sunlife equity hybrid 95 fund - growth - direct plan | 20 | 18 |
| (31 March 2025: 1,245.13 units; 31 March 2024: 1,245.13 units) | | |



| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| HDFC Corporate bond fund - growth - regular plan (31 March 2025: 43,871.77 units; 31 March 2024: 43,871.77 units) | 14 | 13 |
| Parag Parikh Flexi Cap Fund - Direct Plan (31 March 2025: 304,766.92 units; 31 March 2024: 178,083.37 units) | 261 | 133 |
| HDFC Liquid Fund Direct Growth (31 March 2025: Nil units; 31 March 2024: 15,568.44 units) | - | 739 |
| HDFC Overnight Fund - Growth - Direct Plan (31 March 2025: 804.77 units; 31 March 2024: 3,005.98 units) | 30 | 107 |
| HDFC Corporate bond fund - growth - direct plan (31 March 2025: 7,760.21 units, 31 March 2024: 7,760.21 units) | 3 | 2 |
| ICICI - Ultra Short Term Fund - Growth (31 March 2025: Nil units; 31 March 2024: 12,81,326.67 units) | - | 324 |
| ICICI Floating Interest Fund - Growth - Regular Plan (31 March 2025: 57,156.93 units, 31 March 2024: 57,156.93 units) | 237 | 220 |
| ICICI Liquid Fund - Growth - Direct Plan (31 March 2025: Nil units; 31 March 2024: 51,248.06 units) | - | 183 |
| Investment in mutual funds (A) | 2,354 | 3,550 |
| (B) Investment in bonds (Unquoted) | | |
| 9.60% Tourism Finance Corporation Limited Bonds_2028 (31 March 2025: 2 units, 31 March 2024: 2 units) having Face value of Rs. 10 Lakhs each | 20 | 20 |
| 9.65% Tourism Finance Corporation Limited Bonds_2033 (31 March 2025: 1 unit, 31 March 2024: 1 unit) having Face value of Rs. 10 Lakhs each | 10 | 10 |
| Investment in bonds (B) | 30 | 30 |
| Total (A+B) | 2,384 | 3,580 |
| Aggregate amount of investments and its market value | | |
| Quoted | 2,354 | 3,550 |
| Unquoted | 30 | 30 |

Note 15 - Trade receivables

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Trade receivables | 20,769 | 19,040 |
| Receivables from related parties (Refer note 48) | 58 | 40 |
| Trade receivables which have significant increase in credit risk | - | - |
| Trade receivables - credit impaired | 1,426 | 1,426 |
| Less : Allowance for credit impairment and expected credit losses | (3,018) | (2,597) |
| Total | 19,235 | 17,909 |

Note 15 - Trade receivables (Cont.)

Break-up:

| Particulars | As at 31 March 2025 | (Rs. in lakhs) |
|---|------------------------|------------------------|
| | | As at 31 March 2024 |
| Secured, considered good [Refer note (a) below] | 2,190 | 3,200 |
| Unsecured, considered good [Refer note (b) below] | 18,637 | 15,880 |
| Unsecured, credit impaired | 1,426 | 1,426 |
| Less : Allowance for credit impairment and expected credit losses | (3,018) | (2,597) |
| Total | 19,235 | 17,909 |

Break up of Allowance for credit impairment and expected credit losses

| Particulars | As at 31 March 2025 | (Rs. in lakhs) |
|---|------------------------|------------------------|
| | | As at 31 March 2024 |
| Unsecured, considered good [Refer note (b) below] | 1,592 | 1,171 |
| Unsecured, credit impaired | 1,426 | 1,426 |
| Total | 3,018 | 2,597 |

Trade Receivable ageing schedule as at 31 March 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | | (Rs. in lakhs) |
|--|--|--------------------|-------------------|------------|------------|-------------------|----------------|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 8,209 | 9,486 | 373 | 433 | 128 | 1,008 | 19,637 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | - | 1,190 | 1,190 |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | 1,426 | 1,426 |
| Total | 8,209 | 9,486 | 373 | 433 | 128 | 3,624 | 22,253 |
| Less: Allowance for credit impairment and expected credit losses | | | | | | | (3,018) |
| Total | | | | | | | 19,235 |



Trade Receivable aging schedule as at 31 March 2024

(Rs. in lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | | 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 | 6,679 | 9,253 | 525 | 277 | 918 | 238 | 17,890 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables – considered good | - | - | - | - | 1,061 | 129 | 1,190 |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | 1,297 | 129 | 1,426 |
| Total | 6,679 | 9,253 | 525 | 277 | 3,276 | 496 | 20,506 |
| Less: Allowance for credit impairment and expected credit losses | | | | | | | (2,597) |
| Total | | | | | | | 17,909 |

Notes:

- (a) Secured by letter of credit
- (b) Refer notes 51(A) for information on credit risk and details regarding past dues receivables and, movement in allowance for credit impairment.
- (c) No amount is due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member except as disclosed in note no. 48.
- (d) Refer note 27, for details on trade receivables pledged as security against the borrowings of the Company.

Note 16 - Cash and cash equivalents

(Rs. in lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|--|------------------------|------------------------|
| Balances with banks in current accounts | 899 | 360 |
| Fixed Deposits with bank (original maturity of less than 3 months) | 2,100 | - |
| Cash on hand | 12 | 8 |
| Total | 3,011 | 368 |

Note: There are no repatriation restrictions with regard to cash and cash equivalent as at 31 March 2025 and 31 March 2024.

Note 17 - Bank balances other than cash and cash equivalents

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| In unpaid dividend accounts [Refer note (a) & (b) below] | 263 | 189 |
| Fixed deposit with banks | 3,414 | 4,111 |
| Total | 3,677 | 4,300 |

Note:

- (a) There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31 March 2025 and 31 March 2024.
- (b) There are restrictions in the balances in Unpaid Dividend accounts

Note 18 - Loans (Current)**Unsecured, considered good (unless otherwise stated)**

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| ICD to related parties (Refer Note 48 and 59) | 1,765 | 1,415 |
| Less: Provision for diminution in value of ICD* | (1,445) | - |
| Sub-total | 320 | 1,415 |
| Loans to employees (Unsecured, considered good) | 175 | 180 |
| Total | 495 | 1,595 |

* During the current year, the Company has identified an impairment of Rs. 3,171 lakhs on its investment in unquoted equity shares of 3D Future Technologies Private Limited (3DFT) and loan given to 3DFT. The value of this investment has been estimated by an independent valuation of 3DFT using DCF model. The valuation requires management to take certain assumptions about the model inputs including discount rate, cashflow forecast and growth rate. The probabilities of various estimate within the range can be reasonably assessed and are used in management's estimate of recoverable value of these investment in unquoted equity shares and loan given. The Company continues to monitor and assess the fair value of these investments on a regular basis.

Note 19 - Other financial assets (Current)

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Security deposits | 353 | 323 |
| Interest accrued but not due on fixed deposits | 195 | 173 |
| Other receivables | 78 | 12 |
| Total | 626 | 508 |

**Note 20 - Other current assets**

| Particulars | (Rs. in lakhs) | |
|-----------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Contract assets | 77 | 114 |
| Less: Contract allowance | (77) | - |
| Sub-total | - | 114 |
| Advance to suppliers | 1,230 | 1,045 |
| Prepaid expenses | 319 | 228 |
| Export incentive receivable | 25 | 18 |
| Input tax credit receivable | 765 | 1,137 |
| Other receivables | - | 4 |
| Others | 7 | 37 |
| Total | 2,346 | 2,583 |

Note 21 - Asset classified as held for sale

| Particulars | (Rs. in lakhs) | |
|--------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Leasehold land | - | 18 |
| Ownership premises | - | 7 |
| Total | - | 25 |

Note: Asset classified as held for sale (Ind AS 105)

- (a) During the Current year, the Company has sold land and ownership premises situated at Kochi, for a consideration of Rs. 70 lakhs which was duly approved by Board, which was reported under 'Assets classified as held for sale'.

Item wise net carrying value as at 31 March 2025 of the Asset classified as held for sale is as follows:

| Particulars | (Rs. in lakhs) | | | |
|--------------------|----------------------|------------|--------------------------|--------------------|
| | Gross carrying value | Impairment | Accumulated depreciation | Net carrying value |
| Leasehold land | - | - | - | - |
| Ownership Premises | - | - | - | - |
| Total | - | - | - | - |

Item wise net carrying value as at 31 March 2024 of the Asset classified as held for sale is as follows:

| Particulars | (Rs. in lakhs) | | | |
|--------------------|----------------------|------------|--------------------------|--------------------|
| | Gross carrying value | Impairment | Accumulated depreciation | Net carrying value |
| Leasehold land | 18 | - | - | 18 |
| Ownership Premises | 12 | - | 5 | 7 |
| Total | 30 | - | 5 | 25 |

Note 22 - Equity share capital

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Authorised shares | | |
| 43,000,000 (31 March 2024: 33,000,000) equity shares of Rs. 10 each | 4,300 | 3,300 |
| Issued, subscribed and fully paid-up shares | | |
| 17,402,815 (31 March 2024: 13,598,467) equity shares of Rs. 10 each fully paid up | 1,740 | 1,360 |
| Total | 1,740 | 1,360 |

Note 22 a- Reconciliation of number of equity shares outstanding at the beginning and at the end of the year:

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|--|---------------------|----------------|---------------------|----------------|
| | No. of shares | (Rs. in lakhs) | No. of shares | (Rs. in lakhs) |
| Equity shares | | | | |
| Shares outstanding at the beginning of the year | 13,598,467 | 1,360 | 13,598,467 | 1,360 |
| Add: Shares issued during the year | 3,804,348 | 380 | - | - |
| Shares outstanding at the end of the year | 17,402,815 | 1,740 | 13,598,467 | 1,360 |

Note 22 b- Rights, preferences and restrictions

The Company has only one class of shares referred to as equity shares having at par (face) value of Rs. 10 per share. Each and every shareholder is eligible for one vote per share held.

In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all the preferential amounts, in proportion to their shareholding.

Note 22 c- Shares held by holding Company

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|--|---------------------|---------------|---------------------|--------------|
| | No. of shares held | % of holding | No. of shares held | % of holding |
| Equity shares of Rs. 10 each | | | | |
| J. B. Advani & Company Private Limited | 7,871,370 | 45.23% | 6,800,531 | 50.01% |

Note 22 d- Details of shares held by shareholders holding more than 5% of aggregate shares in the Company

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|--|---------------------|---------------|---------------------|--------------|
| | No. of shares held | % of holding | No. of shares held | % of holding |
| Equity shares of Rs. 10 each | | | | |
| J. B. Advani & Company Private Limited | 7,871,370 | 45.23% | 6,800,531 | 50.01% |
| Total | 7,871,370 | 45.23% | 6,800,531 | 50.01% |

**Note 22 e - Details of shares held by promoter and promoter group in the Company**

| Name of Promoter | As at 31 March 2025 | | | | | As at 31 March 2024 | | |
|------------------------------------|---|---|---|----------------------------|-----------------------------------|---|--|---|
| | No. of shares held at the beginning of the year | Change in the no. of shares during the year (Purchase/ (Sold))* | No. of shares held at the end of the year | Percentage of total shares | Percentage change during the year | No. of shares held at the beginning of the year | Change in the no. of shares during the year (Purchase/ (Sold)) | No. of shares held at the end of the year |
| J B Advani And Company Pvt Limited | 68,00,531 | 10,70,839 | 78,71,370 | 45.23% | (4.78%) | 68,00,531 | - | 68,00,531 |
| Aruna B. Advani | 2,95,480 | 97,934 | 3,93,414 | 2.26% | 0.09% | 2,95,480 | - | 2,95,480 |
| Aditya T. Malkani | 1,23,198 | 1,88,825 | 3,12,023 | 1.79% | 0.89% | 1,23,198 | - | 1,23,198 |
| (Late) A. T. Mirchandani | 64,430 | 16,028 | 80,458 | 0.46% | (0.01%) | 64,430 | - | 64,430 |
| N. Malkani Nagpal | 1,99,952 | 87,423 | 2,87,375 | 1.65% | 0.18% | 1,99,952 | - | 1,99,952 |
| Michelle Gulu Malkani | 79,200 | 9,097 | 88,297 | 0.51% | (0.08%) | 79,200 | - | 79,200 |
| Rajbir Tarachand Malkani | 67,417 | 63,025 | 1,30,442 | 0.75% | 0.25% | 67,417 | - | 67,417 |
| Priyadarshini Lambert | 49,050 | (15,000) | 34,050 | 0.20% | (0.17%) | 49,050 | - | 49,050 |
| Vimla A. Lalvani | 19,490 | 12,292 | 31,782 | 0.18% | 0.04% | 19,490 | - | 19,490 |
| Ravin A. Mirchandani | 8,002 | 1,294 | 9,296 | 0.05% | (0.01%) | 8,002 | - | 8,002 |
| Deep A. Lalvani | 4,419 | 8,715 | 13,134 | 0.08% | 0.04% | 4,419 | - | 4,419 |
| Reshma A. Lalvani | 6,180 | 10,542 | 16,722 | 0.10% | 0.05% | 6,180 | - | 6,180 |
| Shirin Aditya Malkani | 19,463 | 20,493 | 39,956 | 0.23% | 0.09% | 19,463 | - | 19,463 |
| Tanya Halina Advani | - | 1,195 | 1,195 | 0.01% | 0.01% | - | - | - |
| Tania Mirchandani | - | 16,304 | 16,304 | 0.09% | 0.09% | - | - | - |
| Pravena K Mathur | 1,350 | 18,782 | 20,132 | 0.12% | 0.11% | 1,350 | - | 1,350 |
| Total | 77,38,162 | 16,07,788 | 93,45,950 | 53.70% | | 77,38,162 | - | 77,38,162 |

*It includes 1,511,062 number of shares issued pursuant to the scheme of amalgamation of Ador Fonetch Limited with Ador Welding Limited, wherever applicable (Refer note 61).

Note 22 f- The Company has not issued any bonus shares or shares for consideration other than cash nor has there been any buyback of shares during five years immediately preceding 31 March 2025 except the shares issued to the shareholders of erstwhile Ador Fontech Limited pursuant to the scheme of amalgamation. (Refer note 61)

Note 23 - Borrowing (Non-current)

| Particulars | (Rs. in lakhs) | |
|-----------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Secured Term Loan from Bank | | |
| Vehicle Loan* | 84 | 108 |
| Total | 84 | 108 |

* The Company has availed vehicle loans at floating rate of interest based on RBI Repo rate plus Credit risk premium.

The above loans are hypothecated against the vehicles having a gross block of Rs. 216 lakhs (March 31, 2024 : 215 lakhs) and written-down value of Rs. 96 lakh as at March 31, 2025 (March 31, 2024 : 133 lakhs).

Note 24 - Other financial liabilities (Non-current)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Rent deposit | 25 | 9 |
| Rent deposit from related parties [Refer note 48] | 18 | 17 |
| Total | 43 | 26 |

Note 25 - Provisions (Non-current)

| Particulars | (Rs. in lakhs) | |
|---------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Provision for employee benefits | | |
| Gratuity [Refer note 47(II)] | 922 | 760 |
| Total | 922 | 760 |

Note 26 - Other non-current liabilities

| Particulars | (Rs. in lakhs) | |
|----------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Advance income | 3 | 4 |
| Total | 3 | 4 |

Note 27 - Borrowings (Current)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Secured Borrowings | | |
| From banks | | |
| Working capital loan repayable on demand [Refer note (i) below and note 54] | - | 4,000 |
| Current maturities of Long term borrowing - Vehicle Loan | 25 | 22 |
| Cash credit facility availed from bank | - | 177 |
| Total | 25 | 4,199 |

**Notes:****(i) Nature of Security and terms of repayment for short term secured borrowings of Company:**

Working capital loan from a bank, balance outstanding amount as at 31 March 2025 is Nil (31 March 2024: Rs 4,000 Lakhs) is secured first pari passu charge by way of hypothecation of Company's entire stocks and book debts, both present and future, exclusive charge on the entire plant and machinery and other movable fixed assets of the Company and on the land and building of the Company located at survey no. 59/11/1, 59/11/2, 59/11/3, 59/12 and 59/13 situated at village Masat, Silvassa, Dadra and Nagar Haveli and 147 2B 3 Village Akurdi, Pune, Maharashtra .

(ii) Guarantees given by banks to third parties amounting to Rs. 3,458 lakhs (31 March 2024: Rs. 1,744 lakhs) on behalf of the Company are secured against securities mentioned in (i) above. (Refer note 42)

Note 28 - Trade payables

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Dues to micro and small enterprises [Refer note (a) below] | 1,291 | 1,478 |
| Amounts due to micro and small enterprises - related parties (refer note 48 (III)) | 280 | 247 |
| Others | 9,625 | 6,083 |
| Sub-total | 11,196 | 7,808 |
| Accrued expenses | 1,157 | 597 |
| Total | 12,353 | 8,405 |

Trade Payable ageing schedule as at 31 March 2025

| | | | | | (Rs. in lakhs) |
|------------------------|--|-----------|-----------|-------------------|----------------|
| Particulars | Outstanding for following periods from date of invoice | | | | Total |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed - MSME | 1,559 | 11 | - | 1 | 1,571 |
| Undisputed - Others | 8,400 | 31 | 11 | 1,183 | 9,625 |
| Disputed dues - MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |
| | 9,959 | 42 | 11 | 1,184 | 11,196 |
| Accrued expenses | | | | | 1,157 |
| Total | 9,959 | 42 | 11 | 1,184 | 12,353 |

Trade Payable ageing schedule as at 31 March 2024

| | | | | | (Rs. in lakhs) |
|------------------------|--|-----------|-----------|-------------------|----------------|
| Particulars | Outstanding for following periods from date of invoice | | | | Total |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed - MSME | 1,725 | - | - | - | 1,725 |
| Undisputed - Others | 4,795 | 66 | - | 1,197 | 6,058 |
| Disputed dues - MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | 10 | 15 | 25 |
| | 6,520 | 66 | 10 | 1,212 | 7,808 |
| Accrued expenses | | | | | 597 |
| Total | 6,520 | 66 | 10 | 1,212 | 8,405 |

Notes :

- (a) The Company has amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act). The disclosure pursuant to the said Act is as under:

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Principal amount due remaining unpaid to supplier as at the end of accounting year | 1,571 | 1,725 |
| Interest due remaining unpaid to supplier as at the end of accounting year | 6 | 2 |
| Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| Amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid) | - | - |
| Amount of interest accrued and remaining unpaid at the end of the accounting year | 6 | 2 |
| Amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under section 23 | - | - |

This information has been given in respect of such vendors to the extent they could be identified as Micro and Small enterprises on the basis of information available with the Company.

Note 29 - Other financial liabilities (Current)

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Deposits: | | |
| (a) Rent deposit | 6 | 2 |
| (b) From distributors | 418 | 418 |
| (c) From others | 53 | 64 |
| Employee benefits payable | 1,019 | 909 |
| Unclaimed dividend | 263 | 189 |
| Creditors for capital goods | 64 | 345 |
| Dividend Payable | - | 2,100 |
| Other payables | | |
| (a) to related parties (Refer note 48) | 109 | 110 |
| (b) to others* | 668 | 242 |
| Total | 2,600 | 4,379 |

*It includes retention money of contractors and payable for superannuation fund.

**Note 30 - Other current liabilities**

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Advances received from distributors on behalf of customers | 12 | 12 |
| Advances received from customers | 203 | 145 |
| Statutory dues | 612 | 899 |
| Advance income | 2 | 3 |
| Total | 829 | 1,059 |

Note 31 - Provisions (Current)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Provision for employee benefits | | |
| Gratuity [Refer note 47(III)] | 229 | 135 |
| Provision for Compensated absences [Refer note 47(III)] | 452 | 510 |
| Other provisions [Refer note (a), (b) and (c) below] | | |
| Provision for warranties [Refer note (a) and (b) below] | 318 | 217 |
| Provision for sales return [Refer note (a) and (c) below] | 262 | 286 |
| Total | 1,261 | 1,148 |

Notes:**(a) Movement in provision:**

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-------------------------------|
| | Provision for warranties | Provision for sales return |
| As at 1 April 2023 | 314 | 246 |
| Additional provision recognised | 197 | 286 |
| Amount used (charged against provisions) during the year | (294) | (246) |
| As at 31 March 2024 | 217 | 286 |
| Additional provision recognised | 318 | 262 |
| Amount used (charged against provisions) during the year | (217) | (286) |
| As at 31 March 2025 | 318 | 262 |

- (b) Provision of Rs. 318 lakhs (31 March 2024: Rs. 197 lakhs) has been recognised for expected warranty claims on welding equipment and goods traded during the current financial year. It is expected that all these expenditures will be incurred in next financial year.
- (c) Provision of Rs 262 lakhs (31 March 2024: 286 lakhs) has been recognised for expected sales return. This provision is expected to be utilised in next financial year.

Note 32 - Revenue from operations

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|---|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Sale of goods (Refer notes (a) below and Refer note 48) | | |
| Domestic | 93,112 | 91,258 |
| Export | 15,335 | 12,154 |
| Sale of services | 2,755 | 2,751 |
| Other operating revenue: | | |
| Sale of scraps and others | 481 | 564 |
| Total | 111,683 | 106,727 |

Notes:

(a) Refer note 57 for information on Revenue from contracts with customers under Ind AS 115.

Note 33 - Other income

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Interest income on financial asset measured at amortised cost: | | |
| (i) Fixed deposits with banks | 308 | 186 |
| (ii) Interest on loan to related parties/ wholly owned subsidiary | 134 | 173 |
| (iii) Overdue amount from customers | 113 | 71 |
| (iv) Interest on Income Tax refund | 80 | - |
| (v) Others | 91 | 49 |
| Realised gain on financial assets measured at fair value through profit or loss (FVTPL) | 19 | 1 |
| Lease Rental Income (Refer note 46 and 48) | 176 | 177 |
| Duty drawback and export incentive | 308 | 229 |
| Profit on sale of property, plant and equipment (net) | - | 46 |
| Foreign currency fluctuation gain (net) | 434 | 355 |
| Provisions/ liabilities no longer required now written back | 17 | 337 |
| Fair value change of financial asset measured at FVTPL | 202 | 366 |
| Insurance claims received | 25 | 20 |
| Miscellaneous income | 116 | 58 |
| Total | 2,023 | 2,068 |

Note 34 - Cost of raw materials and components consumed

| | | (Rs. in lakhs) |
|---------------------|-----------------------------|-----------------------------|
| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Opening stock | 7,790 | 5,519 |
| Add: Purchases | 63,488 | 62,297 |
| Less: Closing stock | (5,199) | (7,790) |
| Total | 66,079 | 60,026 |

**Note 35 - Purchase of stock-in-trade**

| Particulars | (Rs. in lakhs) | |
|---------------------|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Welding products | 4,477 | 6,203 |
| Welding accessories | 2,694 | 608 |
| Total | 7,171 | 6,811 |

Note 36 - Changes in inventories of finished goods, stock-in-trade and work-in-progress

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| At the beginning of the Year | | |
| Finished goods (including Right to receive inventory) | 3,709 | 4,790 |
| Stock-in-trade | 816 | 1,497 |
| Work-in-progress | 1,507 | 1,524 |
| At the end of the Year | | |
| Finished goods (including Right to receive inventory) | 4,311 | 3,709 |
| Stock-in-trade | 1,264 | 816 |
| Work-in-progress | 1,388 | 1,507 |
| Total | (931) | 1,779 |

Note 37 - Employee benefits expenses

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Salaries, wages and bonus | 9,048 | 8,139 |
| Contribution to provident and other funds [Refer note 47(I)] | 562 | 572 |
| Contribution to gratuity [Refer note 47(II)] | 261 | 193 |
| Staff welfare expenses | 938 | 850 |
| Total | 10,809 | 9,754 |

Note 38 - Finance costs

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Interest expense on borrowings | 215 | 314 |
| Interest on supplies | 213 | 76 |
| Interest on lease liabilities [Refer note 45] | 11 | 14 |
| Interest on others | 13 | 3 |
| Total | 452 | 407 |

Note 39 - Other expenses

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|--|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Manufacturing and other expenses [Refer note 39(a)] | 7,337 | 7,096 |
| Electricity expenses | 21 | 23 |
| Rent [Refer note 45] | 460 | 429 |
| Freight | 3,536 | 2,924 |
| Legal and professional fees | 991 | 730 |
| Insurance | 134 | 139 |
| Repairs and maintenance - others | 180 | 194 |
| Travelling, conveyance and vehicle expenses | 1,266 | 1,207 |
| Telephone, postage and telegram | 234 | 213 |
| Rates and taxes | 175 | 225 |
| Advertisement and sales promotion expenses | 384 | 626 |
| Commission | 386 | 224 |
| Bad debts written off (net) | 87 | 87 |
| Expected credit loss | 423 | 182 |
| Provision for doubtful deposits, advances and unbilled revenue | 77 | 8 |
| Donations | 1 | 1 |
| Loss on sale of property, plant and equipment (net) | 1 | - |
| Property, plant and equipment written off | 204 | 18 |
| Printing and stationery | 115 | 152 |
| Auditors remuneration [Refer note 39(b)] | 56 | 57 |
| Corporate social responsibility [Refer note 60] | 179 | 154 |
| Selling and distribution incentive | 250 | 247 |
| Housekeeping and security charges | 380 | 305 |
| Bank charges | 165 | 146 |
| Miscellaneous expenses | 1,130 | 1,019 |
| Total | 18,172 | 16,406 |

Note 39(a)- Manufacturing and other expenses

| | | (Rs. in lakhs) |
|---|-----------------------------|-----------------------------|
| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Consumption of stores, spare parts and scraps | 1,303 | 1,327 |
| Power and fuel | 1,847 | 1,711 |
| Repairs to machinery | 218 | 235 |
| Repairs to building | 139 | 160 |
| Payment to contract labours | 1,476 | 1,385 |
| Job work charges | 1,546 | 1,467 |
| Other manufacturing expenses | 808 | 811 |
| Total | 7,337 | 7,096 |

**Note 39(b)- Auditors' remuneration (excluding taxes)**

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Statutory audit fees (including limited review fees) | 49 | 47 |
| Tax audit fees | 5 | 5 |
| Certification and other matters | 1 | 4 |
| Reimbursement of out of pocket expenses | 1 | 1 |
| Total | 56 | 57 |

Note 40 - Income Tax expenses / (credit)

| Particulars | (Rs. in lakhs) | |
|------------------------------------|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Current tax | | |
| Current tax for the year | 2,656 | 2,945 |
| Tax pertaining to earlier years | - | 56 |
| | 2,656 | 3,001 |
| Deferred tax | | |
| Change in deferred tax assets | (1,176) | 21 |
| Change in deferred tax liabilities | 28 | 112 |
| | (1,148) | 133 |
| Total | 1,508 | 3,134 |

Notes :

(a) The reconciliation of estimated income tax expense at tax rate to income tax expense reported in Standalone Statement of profit & loss is as follows for 31 March 2025 and 31 March 2024:

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Profit before tax as per books | 5,854 | 12,069 |
| Applicable income tax rate | 25.17% | 25.17% |
| Estimated income tax expenses | 1,473 | 3,037 |
| Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income: | | |
| Non-deductible expenses | 54 | 41 |
| Tax on income at different tax rates | (19) | - |
| Tax pertaining to earlier years | - | 56 |
| Reported income tax expenses | 1,508 | 3,134 |

(b) Deferred tax related to the following:

| Particulars | As at 31 March 2025 | (Rs. in lakhs) | | | |
|---|---------------------------|--|---------------------------|--|--------------------------|
| | | Recognised through profit and loss and OCI | As at 31 March 2024 | Recognised through profit and loss and OCI | As at 1 April 2023 |
| Deferred tax assets on account of: | | | | | |
| Provision for gratuity and Leave encashment | 403 | 49 | 354 | 78 | 277 |
| Expected Credit Loss | 1,036 | 124 | 912 | (50) | 962 |
| Section 43B Disallowance | 10 | 10 | - | - | - |
| Ind AS 116 | 8 | 3 | 5 | 5 | - |
| Provision for diminution in value of investment and intercorporate deposit given to wholly owned subsidiary | 892 | 892 | - | - | - |
| Section 35DD (Allowance for merger related expenses) | 142 | 138 | 4 | 4 | - |
| Provision for warranties | - | (12) | 12 | (46) | 58 |
| Total deferred tax assets | 2,491 | 1,204 | 1,287 | (9) | 1,296 |
| Deferred tax liabilities on account of: | | | | | |
| On timing difference between book depreciation and depreciation as per Income Tax Act, 1961 | 914 | (3) | 917 | 20 | 897 |
| Financial asset measured at FVTPL | 130 | 31 | 99 | 92 | 7 |
| Total deferred tax liabilities | 1,044 | 28 | 1,016 | 112 | 904 |
| Deferred tax assets/(liabilities) (net) | 1,447 | 1,176 | 271 | (121) | 392 |

Note 41 - Other comprehensive income

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|--|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Items that will not be reclassified to profit or loss | | |
| Actuarial (loss) on defined benefit obligations | (110) | 47 |
| Income tax effect on above | 28 | (12) |
| Total | (82) | 35 |

**Note 42 - Contingent Liabilities not provided for :**

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------------|-----------------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| A. Claims against the company not acknowledged as debt: | | |
| - Disputed sales tax as the matters are in appeal (advance paid 31 March 2025: Rs 82 lakhs; 31 March 2024: Rs 85 lakhs) | 771 | 734 |
| - Disputed excise duties as the matters are in appeal (advance paid 31 March 2025: Rs 901 lakhs; 31 March 2024:Rs 901 Lakhs) | 936 | 936 |
| - Disputed income tax as the matters are in appeal (advance paid 31 March 2025: Rs 13 lakhs; 31 March 2024: Rs. 13 lakhs) | 1,576 | 678 |
| - Custom Duty refund (advance paid 31 March 2025: Rs 46 lakhs; 31 March 2024: Rs. 46 lakhs) | 54 | 46 |
| B. Guarantees : | | |
| - Bank guarantees Bank guarantees of Rs. 2,808 lakhs (31 March 2024: Rs. 1,617 lakhs) have been issued to various customers as performance gurantee, Rs. 200 lakhs (31 March 2024: Rs. 321 lakhs) issued for securing supplies of materials and services and Rs. 792 lakhs (31 March 2024: Rs. 250 lakhs) to various agencies including government as security. The Company does not anticipate any liability on these guarantees. | 3,800 | 2,188 |
| C. Other money for which the company is contingently liable : | | |
| - Other matters - Provident fund Based on the Honorable Supreme Court judgment dated 28 February 2019, relating to components of salary structure that needs to be taken into account while computing the contribution to provident fund under the Employee Provident Fund Act. Past provident fund liability is not determinable at present in view of uncertainty on the applicability of the judgment to the Company with respect to timing and the components of its compensation structure. In absence of further clarification, the Company has been advised to await further developments in this matter to reasonably assess the implications on its financial statements, if any. | 421 Amount not determinable | 435 Amount not determinable |
| - Inventory Certain imported inventory amounting to Rs. 336 lakhs, which has been detained by the Bureau of Indian Standards (BIS). As, according to BIS, the said imported inventory doesn't meet the standards as specified in the notification issued by BIS. The Company had filed an application with the BIS Authorities, for compounding of an alleged Offence under Section 33 of BIS Act, 2016 on 05 May 2023. The Company received an order dated 15 June 2023 allowing the Compounding application, subject to payment of compounding amount of Rs. 3,643 lakhs, under the BIS Act 2016 and BIS Rules, 2018. As the Compounding amount was unfair, arbitrary and unreasonable, the Company filed a Writ Petition in the Hon'ble Bombay High Court, since the filing of the appeal with DG was not an efficacious remedy, challenging the said compounding order, and got a stay. As the proceedings have not yet started, the pleadings are yet to begin, hence no provision has been made towards compounding amount in the books, as of 31 March 2025, since the final / exact /appropriate amount of compounding is yet to be determined. | 3,643 | 3,643 |

Future cash outflows in respect of above matters are determinable only on receipt of judgments/decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognised in the financial statements.

Note 43 - Estimated amount of contracts remaining to be executed

| Particulars | As at 31 March 2025 | (Rs. in lakhs) As at 31 March 2024 |
|--|------------------------|--|
| | | |
| On Capital account and not provided for (net of advances and CWIP) | 90 | 1,297 |

Note 44 - Borrowings secured against current assets :

Disclosure of current assets secured and filed with the banker against borrowings availed

| Quarter Ended | Name of Bank | Particulars of securities provided | FY 2024-2025 | | | FY 2023-2024 | | |
|---------------|----------------|------------------------------------|-------------------------|------------------|---|-------------------------|------------------|---|
| | | | As per books of account | Reported to Bank | Amount of difference (Refer note (a) below) | As per books of account | Reported to Bank | Amount of difference (Refer note (a) below) |
| | | | | | | | | |
| June | Various Banks* | Working capital ** | 19,820 | 20,354 | (534) | 21,680 | 21,761 | (81) |
| September | Various Banks* | Working capital ** | 21,586 | 21,586 | - | 22,694 | 22,757 | (63) |
| December | Various Banks* | Working capital ** | 19,510 | 19,510 | - | 22,792 | 22,734 | 58 |
| March | Various Banks* | Working capital ** | 19,515 | 19,591 | (77) | 24,082 | 24,344 | (262) |

*HDFC Bank, ICICI Bank, IDFC Bank and Kotak Mahindra Bank.

** Trade Receivables + Inventories + contract asset - Trade Payables

Note: (a) M&R Division (erstwhile Ador Fontech Limited) considered certain additional items as part of working capital which were reclassified in financial statements as per merged entity's disclosures requirements.

**Note 45- Leases: Ind AS 116**

The Company's lease asset primarily consist of leasehold land, Ownership premises and Computers used in its operations. The Company has recognized right-of-use assets and lease liabilities amounting to Rs. 64 lakhs (31 March 2024: Rs. 303 lakhs) and Rs. 64 lakhs (31 March 2024: Rs. 73 lakhs) respectively. During the year ended March 31, 2025, the Company has recognized interest expense on lease amounting to Rs. 11 lakhs (31 March 2024: Rs. 14 lakhs) and depreciation on right-of-use assets amounting to Rs. 97 lakhs (31 March 2024: Rs. 86 lakhs). The weighted average incremental borrowing rate applied to lease liabilities is 8.10% p.a. (31 March 2024: 9.5% p.a).

Right-of-use assets:

Additional information on the right-of-use assets by class of assets are as follows:

| Particulars | Gross carrying value | Accumulated depreciation [Refer note (a) below] | (Rs. in lakhs) |
|---------------------|----------------------|--|--------------------|
| | | | Net carrying value |
| As at 31 March 2025 | | | |
| Leasehold Land | 1,096 | 61 | 1,035 |
| Ownership premises | 114 | 104 | 10 |
| Computers | 214 | 109 | 105 |
| Total | 1,424 | 274 | 1,150 |
| As at 31 March 2024 | | | |
| Leasehold Land | 1,096 | 44 | 1,052 |
| Ownership premises | 114 | 66 | 48 |
| Computers | 150 | 67 | 83 |
| Total | 1,360 | 177 | 1,183 |

The following is the movement in Right-of-use assets for the year ended:

| Particulars | As at 31 March 2025 | (Rs. in lakhs) As at 31 March 2024 |
|---|------------------------|--|
| | | |
| Balance at the beginning of the year | 1,360 | 1,057 |
| Addition during the year [Refer notes (b) below] | 64 | 303 |
| Deductions during the year | - | - |
| Gross carrying value | 1,424 | 1,360 |
| Less: Accumulated depreciation [Refer note (a) below] | (274) | (177) |
| Net carrying value | 1,150 | 1,183 |

Lease liabilities:

Lease liabilities are presented in the balance sheet are as follows:

| | | (Rs. in lakhs) |
|-------------------------------|------------------------|------------------------|
| Particulars | As at 31 March 2025 | As at 31 March 2024 |
| Non-current lease liabilities | 77 | 72 |
| Current lease liabilities | 54 | 78 |
| Total | 131 | 150 |

The following is the movement in lease liabilities for the year ended:

| Particulars | As at | (Rs. in lakhs) |
|--|---------------|------------------------|
| | 31 March 2025 | As at 31 March 2024 |
| Balance at the beginning of the year | 150 | 142 |
| Addition during the year [Refer notes (b) below] | 64 | 73 |
| Deductions during the year | - | - |
| Finance cost accrued during the year [Refer notes (c) below] | 11 | 14 |
| Revaluation of lease liability | 1 | 1 |
| Payment of lease liabilities | (94) | (80) |
| Total | 131 | 150 |

Notes:

- The depreciation expense on Right-of-use assets is included under Depreciation and amortization expense in the statement of Profit and Loss.
- During the current year 2024-25 in Right-of-use assets and lease liabilities, there is addition of Rs 64 lakhs towards computers.
- The accrued finance cost on lease liabilities is included under "Finance cost" in the statement of Profit and Loss.

Cash flow from leases

| | | (Rs. in lakhs) |
|--|-----------------------------|-----------------------------|
| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Cash payments for the principal and interest portion of lease liability within financing activities | 94 | 80 |
| Short-term lease payments are not included in the measurement of lease liability from operating activities | 460 | 429 |
| Total | 554 | 509 |

**Note 45- Leases: Ind AS 116 (contd.)**

The Company has opted not to recognise a lease liability for short term leases (leases of expected term of 12 months or less). The Company has taken short term leases with a lease term of 12 months or less and the aggregate amount of operating lease rent debited to statement of profit and loss during the year is Rs. 460 lakhs (31 March 2024: Rs 429 lakhs). [Refer note 39]

The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities is as follows:

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | Minimum lease payment | |
| | As at 31 March 2025 | As at 31 March 2024 |
| Amount due within one year | 61 | 88 |
| Amount due from one to five years | 84 | 80 |
| Amount due from five years and above | - | - |
| Undiscounted lease liabilities | 145 | 168 |
| Financing component | (14) | (18) |
| Closing balance of lease liabilities | 131 | 150 |

Note 46- Lease rental income

The investment properties are leased to tenants under operating leases. Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. The aggregate amount of rent credited to statement of profit and loss account during the year is Rs. 176 lakhs (31 March 2024: Rs. 177 lakhs). [Refer note 33]

| Particulars | (Rs. in lakhs) | |
|---------------------------------------|-----------------------------|------------------------|
| | Minimum lease Rental Income | |
| | As at 31 March 2025 | As at 31 March 2024 |
| Amount due within one year | 158 | 157 |
| Amount due from one year to two years | 125 | 130 |
| Amount due from two to three years | 77 | 88 |
| Amount due from three to four years | 15 | 57 |
| Amount due from four to five years | 6 | 15 |
| Amount due from five years and above | 40 | 53 |
| Total | 421 | 500 |

Note 47 - Employee benefits

As per Indian Accounting Standard-19 'Employee Benefits', the disclosure of Employee benefits as defined in the Standard are given below:

Brief description of the plans:

The Company has various schemes for employee benefits such as provident fund, superannuation and gratuity. In case of funded schemes, the funds are administered through trustees/ appropriate authorities. The Company's defined contribution plans are superannuation, employees state insurance and provident fund as the Company has no further obligation beyond making the contributions. The Company's defined benefit plans consists of gratuity only. The employees of the Company are entitled to compensated absences as per the Company's policy.

I. Defined Contribution Plan:

- (i) Superannuation fund
- (ii) Provident fund
- (iii) Employees State Insurance fund

During the year, the Company has recognised the following amounts in the Statement of profit and loss*:

| | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| Contribution to Defined contribution plan, recognized as expense for the year is as under: | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Employer's Contribution to Superannuation | 102 | 149 |
| Employer's contribution to provident fund | 456 | 415 |
| Employer's Contribution to Employees state insurance fund | 4 | 8 |
| Total | 562 | 572 |

* included in Note 37- 'Employee benefits expenses'

II. Defined Benefit Plan :

Contribution to Gratuity fund (funded scheme):

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:-

| | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| (i) Actuarial assumptions | | |
| Discount rate (per annum) | 6.80% | 7.20% |
| Salary escalation rate (per annum) | 8.50% | 8.20% |
| Attrition rate | | |
| 21 years to 44 years (per annum) | 16.00% | 16.00% |
| 45 years and above (per annum) | 8.00% | 3.00% |
| The estimates of future salary increases, considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors, such as, supply and demand factors in the employment market. | | |



(Rs. in lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|-----------------------------|-----------------------------|
| (ii) Assets information: | | |
| The plan assets for the funded gratuity plan is administered by Life Insurance Corporation of India ('LIC') as per the investment pattern stipulated for pension and Group Schemes fund by Insurance Regulatory and Development Authority (IRDA) Regulations. | | |
| (iii) Changes in the present value of defined benefit obligation | | |
| Present value of obligation at the beginning of the year | 1,538 | 1,295 |
| Current service cost | 149 | 144 |
| Past service cost | 58 | - |
| Interest on defined benefit obligation | 89 | 84 |
| Remeasurements during the period due to: | | |
| Actuarial loss/(gain) arising from change in financial assumptions | 59 | 41 |
| Actuarial loss/(gain) arising from change in demographic assumptions | (13) | 3 |
| Actuarial loss/(gain) arising on account of experience changes | 67 | 11 |
| Liabilities assumed/(settled) | - | 22 |
| Benefits paid | (210) | (62) |
| Present Value of obligation at the end of the year | 1,737 | 1,538 |
| (iv) Changes in the Fair value of Plan Assets | | |
| Fair value of plan assets at beginning of the year | 643 | 597 |
| Interest on plan assets | 35 | 35 |
| Remeasurements during the period due to: | | |
| Actual return on plan assets less interest on plan assets | 3 | 8 |
| Contributions by employer | 115 | 65 |
| Benefits paid | (210) | (62) |
| Fair Value of Plan Assets at the end of the year | 586 | 643 |
| (v) Assets and liabilities recognised in the Standalone balance sheet | | |
| Present value of the defined benefit obligation at the end of the year | 1,737 | 1,538 |
| Less: Fair value of plan assets at the end of the year | (586) | (643) |
| Net liability recognised | 1,151 | 895 |
| Recognised under provisions [Refer note 25 and note 31] | | |
| Non current provisions | 922 | 760 |
| Current provisions | 229 | 135 |

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| (vi) Expenses recognised in the Standalone Statement of Profit and Loss | | |
| Current Service Cost | 149 | 144 |
| Interest on net defined benefit liability | 54 | 49 |
| Past service cost | 58 | - |
| Net gratuity cost recognised in current year | 261 | 193 |
| Included in note 37 'Employee benefits expenses' | | |
| (vii) Expenses recognised in other comprehensive income | | |
| Remeasurements during the period due to: | | |
| Actuarial (gain) / loss arising from change in financial assumptions | 59 | 41 |
| Actuarial loss/(gain) arising from change in demographic assumptions | (13) | 3 |
| Actuarial loss/(gain) arising on account of experience changes | 67 | 11 |
| Actuarial loss/(gain) arising on account of Actual return on plan assets less interest on plan assets | (3) | (8) |
| Net cost recognised in other comprehensive income | 110 | 47 |

The average duration of the defined benefit obligation is 6.03 years as at 31 March, 2025 (31 March, 2024 - 7 years). Contribution expected for next one year is Rs. 22,229,922 (31 March, 2024 - Rs. 22,291,440).

(viii) Sensitivity Analysis:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

| Particulars | 31 March 2025 | | 31 March 2024 | |
|-------------------------------------|---------------|------------------------|---------------|------------------------|
| | Discount Rate | Salary escalation rate | Discount Rate | Salary escalation rate |
| Impact of increase in 50 bps on DBO | (2.93%) | 3.03% | (3.39%) | 3.54% |
| Impact of decrease in 50 bps on DBO | 3.10% | (2.90%) | 3.60% | (3.37%) |

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

**(ix) Maturity Pattern:**

| Maturity Profile | (Rs. in lakhs) | |
|---|-----------------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Expected benefits for year 1 | 427 | 460 |
| Expected benefits for year 2 | 266 | 127 |
| Expected benefits for year 3 | 146 | 148 |
| Expected benefits for year 4 | 248 | 108 |
| Expected benefits for year 5 | 160 | 206 |
| Expected benefits for year 6 | 126 | 122 |
| Expected benefits for year 7 | 146 | 93 |
| Expected benefits for year 8 | 109 | 109 |
| Expected benefits for year 9 | 104 | 95 |
| Expected benefits for year 10 and above | 798 | 971 |

Note:

- The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

III. Compensated absences

- An amount of Rs. 47 lakhs (31 March 2024: Rs 159 lakhs) has been recognised as an expense in the statement of profit and loss account and included in "Salaries, wages and bonus" under Note 37 "Employee benefits expenses".
- Balance sheet reconciliation

| Particulars | (Rs. in lakhs) | |
|--------------------------------------|--------------------------------------|-----------------------------|
| | Short term current provisions | |
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Liability as per actuarial valuation | 452 | 510 |

The liabilities are split between different categories of plan participants as follows:

| | Gratuity | Compensated Absences |
|---|-----------------|-----------------------------|
| Defined Benefit obligations and employer contributions (Active members) | | |
| As at 31 March 2025 | 848 | 848 |
| As at 31 March 2024 | 809 | 809 |

Risk Exposure - Asset Volatility

The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

Note 48 - Related Party Disclosure:

As per Ind AS 24 "Related party Disclosures", disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

(I) List of related parties and relationship:

| Relationship | Name of the Persons / Company |
|--------------------------------------|---|
| (i) Holding Company: | J. B. Advani & Company Private Limited |
| (ii) Wholly Owned Subsidiary: | 3D Future Technologies Private Limited |
| (iii) Fellow subsidiaries: | Ador Powertron Limited (Subsidiary of J. B. Advani & Company Private Limited) Ador Multiproducts Limited (Subsidiary of J.B. Advani & Company Private Limited) |
| (iv) Other related parties: | 1908 E-Ventures Private Limited (Step down subsidiary of J. B. Advani & Company Private Limited) Mack Valves India Private Limited (Common director) Ador Digatron Private Limited |
| (v) Key management personnel: | Mrs. N. Malkani Nagpal - Executive Chairman Mr. A. T. Malkani - Managing Director (Executive) Dr. D. A. Lalvani - Director (Non-executive) Mr. R. A. Mirchandani - Director (Non-executive) Ms. T. H. Advani - Director (Non-executive) Mrs. Nita Dempo Mirchandani - Director (Independent & Non-executive) Mr. P. K. Gupta - Director (Till 27-07-2024) (Independent & Non-executive) Mr. R. N. Sapru - Director (Till 27-07-2024) (Independent & Non-executive) Mr. K. Digvijay Singh - Director (Till 27-07-2024) (Independent & Non-executive) Mr. G. M. Lalwani - Director (Till 09-11-2024) (Independent & Non-executive) Mr. N. S. Marshall - Director (Independent & Non-executive) Mr. J. H. Punjabi (From 28-07-2024) (Independent & Non-executive) Mr. Mihir Jayaram (From 09-11-2024) (Independent & Non-executive) Mr. Santosh Iyer (From 28-07-2024) (Independent & Non-executive) Mr. V. M. Bhide - Head - HR, Admin, IA, Legal and Company Secretary Mr. Suryakant Sethia - Chief Financial Officer |

**(II) Transactions during the year:**

| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Sale of Fixed assets | | |
| - Key management personnel | | |
| Dr. D. A. Lalvani - Director (Non-executive) | 5 | - |
| Ms. Aruna B. Advani (Relative of KMP) | 6 | - |
| | 11 | - |
| Purchases of Fixed assets | | |
| Ador Powertron Limited | - | 2 |
| | - | 2 |
| Sale of goods | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 224 | 234 |
| - Fellow Subsidiary | | |
| Ador Powertron Limited* | - | 1 |
| | 224 | 235 |
| Purchase of goods and services received | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 2,858 | 2,534 |
| - Fellow Subsidiary | | |
| Ador Powertron Limited | 2 | 3 |
| | 2,860 | 2,537 |
| Interest on loans - Income | | |
| Ador Powertron Limited | - | 65 |
| | - | 65 |
| Rent received | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 36 | 32 |
| - Fellow Subsidiary | | |
| Ador Powertron Limited* | 1 | - |
| - Wholly Owned Subsidiary Company | | |
| 3D Future Technologies Private Limited* | 25 | 28 |
| | 62 | 60 |
| Recovery of expenses (received) | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 11 | 12 |
| - Fellow subsidiaries | | |
| Ador Powertron Limited* | - | - |
| | 11 | 12 |
| Reimbursement of expenses (paid) | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 12 | 11 |
| | 12 | 11 |
| Interest on Inter-corporate Deposit (ICD) given | | |
| - Wholly Owned Subsidiary Company | | |
| 3D Future Technologies Private Limited | 134 | 108 |
| | 134 | 108 |

| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Remuneration paid | | |
| Short Term Benefit paid | | |
| - Key Management Personnel | | |
| Mrs. N. Malkani Nagpal - Executive Chairman | 191 | 185 |
| Mr. A. T. Malkani - Managing Director (Executive) | 194 | 178 |
| Ms. T. H. Advani - Director (Non-executive) | - | 91 |
| Mr. V. M. Bhide - Head - HR, Admin, IA, Legal and Company Secretary | 61 | 56 |
| Mr. Suryakant Sethia - Chief Financial Officer | 70 | 62 |
| Post employment benefit | | |
| - Key Management Personnel | | |
| Mrs. N. Malkani Nagpal - Executive Chairman | 49 | 38 |
| Mr. A. T. Malkani - Managing Director (Executive) | 43 | 34 |
| Mr. V. M. Bhide - Head - HR, Admin, IA, Legal and Company Secretary | 14 | 12 |
| Mr. Suryakant Sethia - Chief Financial Officer | 6 | 4 |
| | 628 | 660 |
| Sitting fees | | |
| - Key Management Personnel | | |
| Mrs. Nita Dempo Mirchandani - Director (Independent & Non-executive) | 2 | 1 |
| Mr. P. K. Gupta - Director (Independent & Non-executive)* | - | 1 |
| Mr. R. N. Sapru - Director (Independent & Non-executive)* | - | 1 |
| Mr. K. Digvijay Singh - Director (Independent & Non-executive)* | - | 1 |
| Mr. G. M. Lalwani - Director (Independent & Non-executive) | 1 | 1 |
| Mr. J. H. Punjabi (Independent & Non-executive) | 2 | - |
| Mr. Mihir Jayaram (Independent & Non-executive)* | - | - |
| Mr. Santosh Iyer (Independent & Non-executive) | 1 | - |
| Mrs. N. Malkani Nagpal (Executive Chairman)* | - | - |
| Mr. N. S. Marshall - Director (Independent & Non-executive) | 2 | 1 |
| | 8 | 6 |
| Rent Deposit Received | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited* | - | 2 |
| | - | 2 |
| ICD Given | | |
| - Wholly Owned Subsidiary Company | | |
| 3D Future Technologies Private Limited | 350 | 250 |
| | 350 | 250 |
| Loan Given | | |
| Ador Powertron Limited | - | 800 |
| | - | 800 |
| Loan Received Back | | |
| Ador Powertron Limited | - | 800 |
| | - | 800 |



| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Dividend paid | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 1,811 | 1,650 |
| | 1,811 | 1,650 |
| Commission | | |
| - Key Management Personnel | | |
| Mr. R. A. Mirchandani - Director (Non-executive) | 13 | 10 |
| Ms. T. H. Advani - Director (Non-executive) | 13 | 10 |
| Mr. P. K. Gupta - Director (Independent & Non-executive) | 4 | 10 |
| Mr. R. N. Sapru - Director (Independent & Non-executive) | 4 | 10 |
| Mr. K. Digvijay Singh - Director (Independent & Non-executive) | 4 | 10 |
| Mr. G. M. Lalwani - Director (Independent & Non-executive) | 8 | 10 |
| Mrs. Nita Dempo Mirchandani - Director (Independent & Non-executive) | 13 | 10 |
| Dr. D. A. Lalvani - Director (Non-executive) | 13 | 10 |
| Mr. A. T. Malkani - Managing Director (Executive) | 13 | 10 |
| Mrs. N. Malkani (Executive Chairman) | 13 | 10 |
| Mr. J. H. Punjabi (From 28-07-2024) (Independent & Non-executive) | 9 | - |
| Mr. Santosh Iyer (From 28-07-2024) (Independent & Non-executive) | 9 | - |
| Mr. Mihir Jayaram (From 09-11-2024) (Independent & Non-executive) | 5 | - |
| Mr. N. S. Marshall - Director (Independent & Non-executive) | 13 | 10 |
| Total** | 134 | 110 |

** The total commission payable is INR 130 lakhs, however on account of rounding off at each director level total appearing is INR 134 lakhs.

(III) Amount outstanding at the year end:

| Description of the nature of transactions | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Trade receivables | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 58 | 40 |
| - Wholly owned Subsidiary Company | | |
| 3D Future Technologies Private Ltd | - | - |
| | 58 | 40 |
| Rent deposit payable | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 17 | 17 |
| - Wholly owned Subsidiary Company | | |
| 3D Future Technologies Private Ltd | 4 | 4 |
| - Fellow Subsidiary | | |
| Ador Powertron Limited* | - | - |
| | 21 | 21 |

| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Inter-Corporate Deposit | | |
| - Wholly owned Subsidiary Company | | |
| 3D Future Technologies Private Ltd** | 320 | 1,415 |
| | 320 | 1,415 |
| Trade payables | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 280 | 247 |
| - Fellow subsidiaries | | |
| Ador Powertron Limited* | - | - |
| | 280 | 247 |
| Other payable (Commission payable) | | |
| Mr. R. A. Mirchandani - Director (Non-executive) | 13 | 10 |
| Ms. T. H. Advani - Director (Non-executive) | 13 | 10 |
| Mr. P. K. Gupta - Director (Independent & Non-executive) | 4 | 10 |
| Mr. R. N. Sapru - Director (Independent & Non-executive) | 4 | 10 |
| Mr. K. Digvijay Singh - Director (Independent & Non-executive) | 4 | 10 |
| Mr. G. M. Lalwani - Director (Independent & Non-executive) | 8 | 10 |
| Mrs. Nita Dempo Mirchandani - Director (Independent & Non-executive) | 13 | 10 |
| Dr. D. A. Lalvani - Director (Non-executive) | 13 | 10 |
| Mr. A. T. Malkani - Managing Director (Executive) | 13 | 10 |
| Mrs. N. Malkani Nagpal (Executive Chairman) | 13 | 10 |
| Mr. J. H. Punjabi (From 28-07-2024) (Independent & Non-executive) | 9 | - |
| Mr. Santosh Iyer (From 28-07-2024) (Independent & Non-executive) | 9 | - |
| Mr. Mihir Jayaram (From 09-11-2024) (Independent & Non-executive) | 5 | - |
| Mr. N. S. Marshall - Director (Independent & Non-executive) | 13 | 10 |
| | 134 | 110 |

* Amounts below Rs 0.50 lakh have been rounded off.

** The movement in balances is on account of ICD given during the year amounting to Rs. 350 lakhs and provision for diminution recognised amounting to Rs. 1,445 lakhs.

Notes:

1. All the above transactions with related parties are net of Goods and Service Tax.
2. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The settlement for these balances occurs through payment. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the Company has not recorded impairment of receivables relating to amounts owed by related parties except as disclosed in note 8 and 18 (31 March 2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.



PART B - Details of Key Managerial Personnel (KMP) of Ador Fontech Limited , who are no longer KMP/Related Parties of Ador Welding Limited i.e., Merged Entity:

| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Remuneration Paid | | |
| Mr. H P Ledwani - Managing Director & CEO | 660 | 235 |
| Ms. Geetha D - Company Secretary & CFO | 89 | 56 |
| Rent paid | | |
| Mrs. Sunita H. Ledwani (Relative of Mr. H P Ledwani) | 14 | 27 |
| Sale of assets | | |
| Rohit Ledwani | 10 | - |
| Sitting fees | | |
| Rafique Abdul Malik* | - | - |

* Amounts below Rs 0.50 lakh have been rounded off.

Note 49 - Segment reporting

The Company's chief operating decision maker (CODM) examines the Company's performance and has identified three reportable segments of its business:

- (i) Products
- (ii) Services
- (iii) Maintenance & Reclamation (M&R)

The above operating segments have been identified considering:

- (i) The internal financial reporting systems
- (ii) The nature of the products/ process
- (iii) The organisation structure as well as differential risks and returns of these segments.

Types of products and services in each business segment:

| Business Segment | |
|---|--|
| a) Product | Electrodes, wires, Equipment, spares, cutting products, alloys and agency items related to products. |
| b) Services | Services division is a multi-disciplined SBU that provides services like design, manufacture, erection & commissioning, mechanical, electrical and instrumentation of process packages, process equipment and flare system & components from Chinchwad plant. |
| c) Maintenance & Reclamation | The Maintenance and Reclamation Division focuses on delivering value-added solutions in reclamation, fusion, surfacing, spraying, and environmental applications. This division also provides a comprehensive range of integrated solutions aimed at the 'life enhancement of industrial components. |

A) Business segment

208



(Rs. in lakhs)

| Particulars | Year ended 31 March 2025 | | | Year ended 31 March 2024 | | |
|--|--------------------------|---------------|-------|--------------------------|---------------|-------|
| | External | Inter Segment | Total | External | Inter Segment | Total |
| 3. Capital expenditure | | | | | | |
| Products | | | 4,854 | | | 1,134 |
| Services | | | 21 | | | 288 |
| M&R division | | | 141 | | | 164 |
| Unallocated | | | 1,000 | | | 92 |
| Total capital expenditure | | | 6,016 | | | 1,678 |
| 4. Depreciation and amortisation | | | | | | |
| Products | | | 1,248 | | | 1,033 |
| Services | | | 92 | | | 100 |
| M&R division | | | 189 | | | 201 |
| Unallocated | | | 261 | | | 209 |
| Total depreciation and amortisation | | | 1,790 | | | 1,543 |

(Rs. in lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|------------------------|------------------------|
| Other information | | |
| Segment assets | | |
| Products | 37,893 | 38,880 |
| Services | 7,651 | 6,838 |
| M&R division | 14,701 | 18,042 |
| Assets classified as held for sale (unallocable) | - | 25 |
| Unallocable corporate assets | 9,576 | 6,319 |
| Less: Inter segment assets | - | (45) |
| Total assets | 69,821 | 70,059 |
| Segment liabilities | | |
| Products | 12,645 | 8,339 |
| Services | 2,481 | 2,409 |
| M&R division | 2,018 | 4,459 |
| Unallocable corporate liabilities | 1,107 | 5,076 |
| Less: Inter segment liabilities | - | (45) |
| Total liabilities | 18,251 | 20,238 |
| Capital employed | | |
| Products | 25,248 | 30,541 |
| Services | 5,170 | 4,429 |
| M&R division | 12,683 | 13,583 |
| Unallocable corporate assets net of unallocable corporate liabilities | 8,469 | 1,268 |
| Total capital employed | 51,570 | 49,821 |

B) Geographical segment

Revenue from external customers:

| Particulars | (Rs. in lakhs) | |
|---------------|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Within India | 96,348 | 94,573 |
| Outside India | 15,335 | 12,154 |
| Total | 111,683 | 106,727 |

Domestic Segment includes sales and services rendered to customers in India.

Overseas Segment includes sales and services rendered to customers located outside in India.

Non-current assets:

The following are the details of the carrying amount of non current assets, which do not include deferred tax assets, income tax assets, financial assets and investments, of the geographical area in which the assets are located:

| Particulars | (Rs. in lakhs) | |
|---------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Within India | 20,876 | 19,960 |
| Outside India | 33 | 70 |
| Total | 20,909 | 20,030 |

C) Other disclosures

1. The Company is currently focused on three business segments : Products, Services and M&R Division. The Company's organisational structure and governance processes are designed to support effective management of multiple businesses while retaining focus on each one of them.
2. The Segment revenue, results, assets and liabilities include the respective amounts identifiable to each of the segment and amounts allocated on a reasonable basis.
3. The geographical information considered for disclosure are :
 - (i) Sales within India
 - (ii) Sales outside India
4. No single external customer represents 10% or more of the Company's revenue from operations for the year ended 31 March 2025 and 31 March 2024.

**Note 50 - Fair value measurements****Financial assets and liabilities**

The carrying value of financial instruments by categories is as follows:

| Particulars | As at 31 March 2025 | | (Rs. in lakhs) | |
|---|-----------------------------------|----------------|-----------------------------------|----------------|
| | Fair value through profit or loss | Amortised cost | Fair value through profit or loss | Amortised cost |
| <u>Financial Assets - Non-current</u> | | | | |
| Investments | - | 809 | - | 2,045 |
| Loans | - | - | - | - |
| <u>Other non-current financial assets</u> | - | 843 | - | 673 |
| <u>Financial Assets - Current</u> | | | | |
| Investments | 2,384 | - | 3,580 | - |
| Trade receivables | - | 19,235 | - | 17,909 |
| Cash and cash equivalents | - | 3,011 | - | 368 |
| Other bank balances | - | 3,677 | - | 4,300 |
| Loans | - | 495 | - | 1,595 |
| Other current financial assets | - | 626 | - | 508 |
| <u>Financial Liabilities - Non-current</u> | | | | |
| Borrowings | - | 84 | - | 108 |
| Lease liabilities | - | 77 | - | 72 |
| Other non-current financial liabilities | - | 43 | - | 26 |
| <u>Financial Liabilities - Current</u> | | | | |
| Borrowings | - | 25 | - | 4,199 |
| Lease liabilities | - | 54 | - | 78 |
| Trade payables | - | 12,353 | - | 8,405 |
| Other financial liabilities | - | 2,600 | - | 4,379 |

All the above amounts are net of provisions for impairments and expected credit losses.

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This section explains the judgments and estimates made in determining the fair values of the financial instruments that are

- (a) recognised and measured at fair value and,
- (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

II. Valuation techniques used to determine fair value

The fair values for Security deposits, loan to employees and deposits are based on discounted cash flows using a discount rate determined considering the borrowing rate charged by the bank on the loan facility availed.

III. Financial assets and liabilities measured at fair value (Fair value hierarchy- recurring fair value measurement):

| | | | | (Rs. in lakhs) |
|----------------------------|----------------------------|---------------------|-----------------------------|----------------|
| Particulars | Investment in Mutual funds | Investment in Bonds | Investment in Equity Shares | Total |
| As at 31 March 2025 | | | | |
| Level 1 | 2,354 | 30 | - | 2,384 |
| As at 31 March 2024 | | | | |
| Level 1 | 3,550 | 30 | - | 3,580 |

IV. Fair value of financial assets and liabilities measured at amortised cost for which fair values are disclosed

| | | | | (Rs. in lakhs) | |
|---------------------------------------|---------------------|-----------------|---------------------|-----------------|--|
| Particulars | As at 31 March 2025 | | As at 31 March 2024 | | |
| | Fair Value | Carrying amount | Fair Value | Carrying amount | |
| Financial assets - Non-current | | | | | |
| Investments | 839 | 809 | 2,073 | 2,045 | |
| Loans | - | - | - | - | |
| Other financial assets | 843 | 843 | 673 | 673 | |
| Financial Assets - Current | | | | | |
| Trade receivables | 19,235 | 19,235 | 17,909 | 17,909 | |
| Cash and cash equivalents | 3,011 | 3,011 | 368 | 368 | |
| Other bank balances | 3,677 | 3,677 | 4,300 | 4,300 | |
| Loans | 495 | 495 | 1,595 | 1,595 | |
| Other current financial assets | 626 | 626 | 508 | 508 | |



| Particulars | (Rs. in lakhs) | | | |
|--|---------------------|-----------------|---------------------|-----------------|
| | As at 31 March 2025 | | As at 31 March 2024 | |
| | Fair Value | Carrying amount | Fair Value | Carrying amount |
| Financial liabilities - Non-current | | | | |
| Borrowings | 84 | 84 | 108 | 108 |
| Lease liabilities | 77 | 77 | 72 | 72 |
| Other non-current financial liabilities | 43 | 43 | 26 | 26 |
| Financial Liabilities - Current | | | | |
| Borrowings | 25 | 25 | 4,199 | 4,199 |
| Lease liabilities | 54 | 54 | 78 | 78 |
| Trade payables | 12,353 | 12,353 | 8,405 | 8,405 |
| Other financial liabilities | 2,600 | 2,600 | 4,379 | 4,379 |

During the years mentioned above, there have been no transfers amongst the levels of hierarchy.

The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current borrowing rate. Further, the management has assessed that fair value of financial instruments approximates their carrying amounts largely due to the short term maturities of these instruments.

Note 51- Financial risk management

The company is exposed primarily to credit quality, fluctuations in foreign currency exchange rates and liquidity management which may adversely impact the fair value of its financial assets and liabilities. The Company has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the management is to assess the unpredictability of the financial environment and to mitigate potential adverse effect on the financial performance of the Company. The Company's principal financial assets include loans, investments, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds investments in mutual funds and bonds.

A) Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and credit worthiness of the customer on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The financial instruments that are subject to concentration of credit risk principally consist of trade receivables, loans, cash and bank balances and bank deposits.

To manage credit risk, the Company follows a policy of advance payment or credit period upto 30 to 120 days to customers based on their credit profile. In case of foreign receivables, majority of the sales are made either against advance payments or by way of letter of credit. The credit limit policy is established considering the current economic trends of the industry in which the company is operating. Also, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision for credit impairment is recognised accordingly.

Bank balances are held with only high rated banks and majority of other security deposits are placed majorly with government agencies.

a. Trade receivables

Customer credit risk is managed in accordance with the Company's established policies, procedures, and controls.

An impairment analysis is conducted at each reporting date using a provision matrix based on the transaction date to measure expected credit losses. This calculation incorporates probability-weighted outcomes and considers reasonable and supportable information available at the reporting date, including historical data, current conditions, and forecasts of future economic circumstances. The maximum exposure to credit risk at the reporting date corresponds to the carrying value of each class of financial assets. The Company assesses the concentration of credit risk related to trade receivables as low, given that its customer base is diversified across multiple industries and geographics, with customers operating in largely independent markets.

b. Other Financial assets

The Company periodically monitors the recoverability and credit risks of its other financial assets. The Company evaluates lifetime expected credit losses for all the financial assets for which credit risk has not increased significantly.

The Company has considered financial condition, current economic trends, forward looking macroeconomic information, analysis of historical bad or doubtful receivables and ageing of receivables related to cash and cash equivalents, bank balances, bank and margin deposits, security deposits and other financial assets. In most of the cases, risk is considered low since the counterparties are reputed organisations with no history of default to the Company and no unfavourable forward looking macroeconomic factors. Wherever applicable, expected credit loss allowance is recorded.

The table below provides details regarding past dues receivables as at each reporting date:

| | (Rs. in lakhs) | | | | | |
|---|----------------|--------------|------------|-----------|-------------------|---------------|
| | Not due | 0-12 months | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31 March 2025 | | | | | | |
| Gross Carrying amount of - trade receivables (Un-disputed) | 8,209 | 9,859 | 433 | 128 | 1,008 | 19,637 |
| Expected credit loss - trade receivables (Un-disputed) | 12 | 180 | 286 | 118 | 997 | 1,593 |
| Expected credit loss - trade receivables (%) | 0% | 2% | 67% | 97% | 97% | 8% |
| Gross Carrying amount of - trade receivables (Disputed) | - | - | - | - | 2,616 | 2,616 |
| Expected credit loss - trade receivables | - | - | - | - | 1,426 | 1,426 |
| Expected credit loss - trade receivables (%) | 100% | 100% | 100% | 100% | 55% | 55% |
| Carrying amount of trade receivables (net of impairment) | 8,197 | 9,679 | 147 | 10 | 1,201 | 19,234 |



| | (Rs. in lakhs) | | | | | |
|---|----------------|--------------|------------|--------------|-------------------|---------------|
| | Not due | 0-12 months | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31 March 2024 | | | | | | |
| Gross Carrying amount of - trade receivables (Un-disputed) | 6,679 | 9,777 | 277 | 918 | 238 | 17,889 |
| Expected credit loss - trade receivables (Un-disputed) | - | 77 | 55 | 803 | 235 | 1,170 |
| Expected credit loss - trade receivables (%) | 0% | 1% | 20% | 87% | 99% | 7% |
| Gross Carrying amount of - trade receivables (Disputed) | - | - | - | 2,358 | 258 | 2,616 |
| Expected credit loss - trade receivables | - | - | - | 1,297 | 129 | 1,426 |
| Expected credit loss - trade receivables (%) | 100% | 100% | 100% | 0% | 50% | 55% |
| Carrying amount of trade receivables (net of impairment) | 6,679 | 9,700 | 222 | 1,176 | 132 | 17,909 |

The table below provides details regarding contract assets as at each reporting date:

| | (Rs. in lakhs) | | | | | |
|---|----------------|-------------|-----------|-----------|-------------------|------------|
| | Not due | 0-12 months | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31 March 2025 | | | | | | |
| Gross Carrying amount of - contract asset | - | - | - | - | 77 | 77 |
| Expected credit loss - contract asset | - | - | - | - | 77 | 77 |
| Expected credit loss - contract asset (%) | - | - | - | - | 100% | 100% |
| Carrying amount of trade receivables (net of impairment) | - | - | - | - | - | - |
| As at 31 March 2024 | | | | | | |
| Gross Carrying amount of - contract asset | - | - | - | - | 114 | 114 |
| Expected credit loss - contract asset | - | - | - | - | - | - |
| Expected credit loss - contract asset (%) | - | - | - | - | 0% | 0% |
| Carrying amount of contract asset (net of impairment) | - | - | - | - | 114 | 114 |

Reconciliation of loss allowance provision

| Particulars | Loss allowance | | |
|---|-------------------|-----------------|--------------|
| | Trade Receivables | Contract Assets | Loans |
| Loss allowance on 1 April 2023 | 2,758 | - | - |
| Loss allowance used during the year | (161) | - | - |
| Loss allowance on 31 March 2024 | 2,597 | - | - |
| Loss allowance recognised during the year | 421 | 77 | 1,445 |
| Loss allowance on 31 March 2025 | 3,018 | 77 | 1,445 |

B) 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's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement. The liquidity risk principally arises from obligations on account of following financial liabilities viz. borrowings, trade payables and other financial liabilities.

The Company's corporate finance department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The maturity profile of the Company's financial liabilities based on contractual undiscounted payment at each reporting date is :

As at 31 March 2025

| Particulars | (Rs. in lakhs) | | | | |
|--|------------------|-------------|-------------|-------------------|---------------|
| | Less than 1 year | 1 - 2 years | 2 - 5 years | More than 5 years | Total |
| Financial Liabilities - Non-current | | | | | |
| Borrowings | - | 27 | 57 | - | 84 |
| Lease liabilities | - | 41 | 43 | - | 84 |
| Other non-current financial liabilities | - | - | 49 | - | 49 |
| Financial Liabilities - Current | | | | | |
| Borrowings | 25 | - | - | - | 25 |
| Lease liabilities | 61 | - | - | - | 61 |
| Trade payables | 12,353 | - | - | - | 12,353 |
| Other current financial liabilities | 2,600 | - | - | - | 2,600 |
| Total | 15,039 | 68 | 150 | - | 15,257 |



As at 31 March 2024

| Particulars | (Rs. in lakhs) | | | | |
|--|------------------|-------------|------------|-------------------|---------------|
| | Less than 1 year | 1 - 2 years | 2 -5 years | More than 5 years | Total |
| Financial Liabilities - Non-current | | | | | |
| Borrowings | - | 25 | 82 | - | 107 |
| Lease liabilities | - | 45 | 35 | - | 80 |
| Other non-current financial liabilities | - | 1 | 26 | - | 27 |
| Financial Liabilities - Current | - | - | - | - | - |
| Borrowings | 4,199 | - | - | - | 4,199 |
| Lease liabilities | 88 | - | - | - | 88 |
| Trade payables | 8,405 | - | - | - | 8,405 |
| Other current financial liabilities | 4,379 | - | - | - | 4,379 |
| Total | 17,071 | 71 | 143 | - | 17,285 |

C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and price risk. The company's exposure to market risk is primarily on account of foreign currency risk and price risk.

(i) Foreign currency risk

The Company is exposed to foreign exchange risk on their receivables, payables and bank balances which are held in USD, AED, KWD and EUR. The fluctuation in the exchange rate of INR relative to USD, AED, KWD and EUR may have a material impact on the Company's assets and liabilities.

In respect of the foreign currency transactions, the Company believes some of the exposures which is kept open will be offsetted by the corresponding receivables and payables (in the nature of natural hedge). For the remaining unhedged net outstanding amount, the Company believes it will not have material impact on its financial performance/position.

The Company's exposure to unhedged foreign currency risk at the end of reporting period are as under:

| Particulars | (Rs. in lakhs) | | | | | |
|--|---------------------|-----------|--------------|-----------|----------|--------------|
| | As at 31 March 2025 | | | | | |
| | USD | AED | KWD | EUR | CNY | Total |
| Financial assets | | | | | | |
| Trade receivables | 3,978 | - | 1,198 | - | - | 5,176 |
| Bank balances | 43 | 10 | - | - | - | 53 |
| Total exposure to foreign currency risk (assets) | 4,021 | 10 | 1,198 | - | - | 5,229 |
| Financial liabilities | | | | | | |
| Trade payables | 301 | - | 1,198 | 50 | - | 1,549 |
| Lease liabilities | - | 9 | - | - | - | 9 |
| Total exposure to foreign currency risk (liabilities) | 301 | 9 | 1,198 | 50 | - | 1,558 |

| Particulars | (Rs. in lakhs) | | | | | |
|--|---------------------|-----|-------|-----|-----|-------|
| | As at 31 March 2024 | | | | | |
| | USD | AED | KWD | EUR | CNY | Total |
| Financial assets | | | | | | |
| Trade receivables | 3,746 | - | 1,198 | - | - | 4,944 |
| Bank balances | 68 | 18 | - | - | - | 86 |
| Total exposure to foreign currency risk (assets) | 3,814 | 18 | 1,198 | - | - | 5,030 |
| Financial liabilities | | | | | | |
| Trade payables | 557 | - | 1,198 | 48 | 90 | 1,893 |
| Lease liabilities | - | 52 | - | - | - | 52 |
| Total exposure to foreign currency risk (liabilities) | 557 | 52 | 1,198 | 48 | 90 | 1,945 |

Sensitivity Analysis

The following table demonstrates the sensitivity in USD, EUR, AED and KWD with all other variables held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

| Currencies | (Rs. in lakhs) | | | |
|------------------|-----------------------------|--------------------------|-----------------------------|--------------------------|
| | 31 March 2025 | | 31 March 2024 | |
| | Effect on Profit before tax | Effect on Pre-tax equity | Effect on Profit before tax | Effect on Pre-tax equity |
| 5 % appreciation | 183 | 183 | 154 | (154) |
| 5 % depreciation | (183) | (183) | (154) | 154 |

(ii) Price Risk

The Company is exposed to price risk from its investment in mutual fund and bonds classified in the balance sheet at fair value through profit or loss.

To manage its price risk arising from the investment, the Group has invested in the mutual funds and bonds after considering the risk and return profile of the said investments i.e. the debt profile of the investments indicates that the amount has been invested in creditworthy instruments and equity investment is made after considering the past performance record of the mutual fund.

Sensitivity Analysis

| Particulars | (Rs. in lakhs) | | | |
|---|-----------------------------|--------------------------|-----------------------------|--------------------------|
| | 31 March 2025 | | 31 March 2024 | |
| | Effect on Profit before tax | Effect on Pre-tax equity | Effect on Profit before tax | Effect on Pre-tax equity |
| Impact on profit before tax for 5% increase in NAV/ Price | 119 | 119 | 179 | 179 |
| Impact on profit before tax for 5% decrease in NAV/ Price | (119) | (119) | (179) | (179) |

**Note 52 - Capital Management**

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns to shareholders and benefits to other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders.

The Company monitors its capital by using gearing ratio, which is net debt divided by total equity. Net debt includes interest bearing loans, lease liabilities, interest payable net off cash and cash equivalents. Total equity comprises of Equity share capital, General reserve, Capital redemption reserve and Retained earnings.

A. The capital composition is as follows:

| Particulars | (Rs. in lakhs) | |
|---------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| (a) Net debt [Refer note (58)]* | - | 4,102 |
| (b) Equity | 51,570 | 49,821 |
| (c) Gearing ratio (a/b) | - | 0.08 |

* Net debt of the Company is Nil as on March 31, 2025 (refer note 58)

B. Dividends

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| (a) Proposed dividend | | |
| Final Dividend declared - Rs. 20 per share for each fully paid up share for 31 March 2025 (31 March 2024 - refer note (a) below) | 3,481 | 4,616 |

Note:

(a) Prior to the merger of erstwhile Ador Fontech Limited (ADFL) with Ador Welding Limited (AWL) both entities declared and paid following interim dividends to their respective shareholders for the year ended 31 March 2024 :

- AWL declared an interim dividend of Rs. 18.50 per share for each fully paid up share.
- ADFL declared an interim dividend of Rs. 6.00 per share for each fully paid up share.

These interim dividends were declared and paid prior to the effective date of the merger and were recognized in the separate financial statements of AWL and ADFL.

Note 53 - Earnings per share

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Net Profit after tax for the year (Rs. in lakhs) | 4,346 | 8,935 |
| Net profit attributable to equity shareholders (Rs. in lakhs) | 4,346 | 8,935 |
| Nominal value per equity share (Rs.) | | |
| Weighted Average Number of equity shares for calculating basic earning per share | 1,74,02,815 | 1,35,98,467 |
| Basic Earnings Per Share (Rs.) | 24.98 | 65.71 |
| Weighted Average Number of equity shares for calculating basic earning per share | 1,74,02,815 | 1,35,98,467 |
| Add: Weighted average number of potential equity shares on account of shares issuance | - | 38,04,348 |
| Weighted Average Number of equity shares for calculating diluted earning per share | 1,74,02,815 | 1,74,02,815 |
| Diluted Earnings Per Share (Rs.) | 24.98 | 51.34 |
| Face Value per Share (Rs.) | 10 | 10 |

Note 54 - Assets Pledged as security:

The carrying amounts of Assets Pledged as security for current borrowings are:

| | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Current Assets | | |
| Financial Assets | | |
| Investments | 2,384 | 3,580 |
| Trade Receivables | 19,235 | 17,909 |
| Cash and cash equivalents | 3,011 | 368 |
| Other bank balances | 3,677 | 4,300 |
| Loans | 495 | 1,595 |
| Other financial assets | 626 | 508 |
| Non Financial Assets | | |
| Inventories | 12,632 | 14,465 |
| Other current assets | 2,346 | 2,583 |
| Total Current Assets Pledged as security | 44,406 | 45,308 |
| Non Current Assets | | |
| Plant and Machinery | 3,378 | 4,510 |
| Land and building at Silvassa plant | 2,487 | 1,386 |
| Land and building at Chinchwad plant | 1,898 | 1,725 |
| Other moveable fixed assets | 443 | 1,312 |
| Total Non-Current Assets Pledged as security | 8,206 | 8,933 |
| Total Assets Pledged as security | 52,612 | 54,241 |



Note 55 - Revenue expenditure incurred during the year on research and development amounts to Rs. 888 lakhs (31 March 2024: Rs. 660 lakhs) (including depreciation Rs. 34 lakhs (31 March 2024: Rs. 30 lakhs) and capital expenditure thereof amounts to Rs. 43 lakhs (31 March 2024: Rs. 109 lakhs).

Note 56

- (i) No funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries.
- (ii) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 57- Revenue from contracts with customers: Ind AS 115

The Company is engaged in providing welding Products Technologies and Services, maintenance & reclamation related products and services and customized solutions for multi-disciplinary projects and contracts related to refineries, oil and gas, petrochemicals, fertilizers, steel plants, pharma, water and other chemical process industries. Trade receivables are non-interest bearing and generally on terms of 30 to 120 days.

The Company determines revenue recognition through the following steps:

1. Identification of the contract, or contracts, with a customer.
2. Identification of the performance obligations in the contract.
3. Determination of the transaction price.
4. Allocation of the transaction price to the performance obligations in the contract.
5. Recognition of revenue when, or as, we satisfy a performance obligation.

a) Disaggregated revenue information

The Company has three reportable segments of its business :

- (i) Products Division
- (ii) Services Division
- (iii) Maintenance and Reclamation Division (M & R)

The Company's revenue disaggregated by pattern of revenue recognition for the year ended 31 March 2025 and 31 March 2024 are as follows:

| | | (Rs. in lakhs) | |
|--------|--|--------------------------|--------------------------|
| Sr. No | Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| 1 | Goods and services transferred at a point in time | | |
| | (i) Products | 89,591 | 84,911 |
| | (ii) Maintenance and Reclamation | 13,700 | 18,344 |
| 2 | Goods and services transferred over time | | |
| | (iii) Services | 8,392 | 3,472 |
| | Total | 111,683 | 106,727 |

b) (i) Contract balances information

| Particulars | Trade receivables | Contract Assets (Refer note (ii) below) | (Rs. in lakhs) |
|------------------------------------|-------------------|--|---|
| | | | Contract Liabilities (Refer note (ii) below) |
| Balance as at 1 April 2023 | 15,493 | 114 | 672 |
| Net Increase/(decrease) | 2,416 | - | (97) |
| Balance as at 1 April 2024 | 17,909 | 114 | 575 |
| Net Increase/(decrease) | 1,326 | (114) | 57 |
| Balance as at 31 March 2025 | 19,235 | - | 632 |

(ii) Significant changes in the contract assets and the contract liabilities balances during the year are as follows:

1. The significant changes in contract Assets includes contracts for which invoicing/provision has been done/ created during the year for an amount of Rs. 114 lakhs (31 March 2024: Rs. Nil lakhs).
2. The significant changes in contract liabilities includes customer and distributors advance during the year increased by Rs. 57 lakhs (31 March 2024 decreased by Rs. 97 lakhs).

(iii) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price as on 31 March 2025 and 31 March 2024 as follows:

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|---|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Revenue as per contracted price | 111,945 | 107,013 |
| Adjustments: | | |
| Sales return | (262) | (286) |
| Revenue from contract with customers | 111,683 | 106,727 |

c) Performance obligations

The following aggregated amounts of transaction prices relate to the performance obligations from existing long term contracts that are unsatisfied or partially unsatisfied as on 31 March 2025 and 31 March 2024:

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|-----------------------------------|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Revenue expected to be recognised | 6,717 | 12,317 |
| Total | 6,717 | 12,317 |

**Note 58- Net debt reconciliation**

| | | (Rs. in lakhs) |
|--|------------------------|------------------------|
| Particulars | As at 31 March 2025 | As at 31 March 2024 |
| Cash and cash equivalents | 3,011 | 368 |
| Borrowings | (109) | (4,307) |
| Lease liability | (131) | (150) |
| Interest Payable | - | (13) |
| Net (debt) / cash and cash equivalents | 2,771 | (4,102) |

| | (Rs. in lakhs) | | | | |
|--|---------------------------|--------------|-----------------|------------------|--------------|
| Particulars | Cash and cash equivalents | Borrowings | Lease liability | Interest Payable | Total |
| Net debt as at 1 April 2023 | 750 | (1,586) | (142) | (6) | (984) |
| Cash flows | (382) | - | - | - | (382) |
| Repayment of / (Proceeds) from borrowing | - | (2,665) | - | - | (2,665) |
| Non cash movement : Acquisitions/disposals/revaluation/ reclassification | - | (56) | (74) | - | (130) |
| Leases | - | - | 66 | - | 66 |
| Finance costs recognised | - | - | (14) | (393) | (407) |
| Finance costs paid | - | - | 14 | 386 | 400 |
| Net (debt) / cash and cash equivalents as at March 31, 2024 | 368 | (4,307) | (150) | (13) | (4,102) |
| Cash flows | 2,643 | - | - | - | 2,643 |
| Repayment of / (Proceeds) from borrowing | - | 4,198 | - | - | 4,198 |
| Non cash movement : Acquisitions/disposals/revaluation/ reclassification | - | - | (64) | - | (64) |
| Leases | - | - | 83 | - | 83 |
| Finance costs recognised | - | - | (11) | (441) | (452) |
| Finance costs paid | - | - | 11 | 454 | 465 |
| Net (debt) / cash and cash equivalents as at March 31, 2025 | 3,011 | (109) | (131) | - | 2,771 |

Note 59- Exceptional items :

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| 1. Provision for diminution in the value of investment in and intercorporate deposit given to wholly owned subsidiary company : During the year, the management had carried out an impairment assessment of the recoverable value of its investment in and loan given to its subsidiary and accordingly recognized a provision of INR 1,725 lakhs towards diminution in the value of equity investment and INR 1,446 lakhs towards diminution in the value of ICDs which has been recognised as an exceptional item | (3,171) | - |
| 2. Merger expenses The Company has recognised INR 706 lakhs towards legal and professional fees, along with applicable stamp duty required for the transfer of immovable assets from the transferor company (erstwhile Ador Fontech Limited) to the transferee company (Ador Welding Limited), pursuant to the merger. | (706) | - |
| 3. Employee benefit expenses The Company has paid INR 379 Lakhs towards rewards & recognition, considering long service tenure & contribution to few employees of M&R Division (erstwhile Ador Fontech Limited). | (379) | - |
| 4. Obsolete inventory related provision The Company has recognised a provision of INR 100 lakhs, for the diminution in value of inventories, which had become obsolete or unusable due to market conditions and their physical state. | (100) | - |
| 5. Profit on sale of Flat The Company has sold its Flat situated at Kochi and the profit on sale has been recognised as an exceptional item. | 46 | - |
| Total | (4,310) | - |

Note 60- Corporate Social Responsibility :

The Company has formed a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013. The Company was required to spend Rs. 179.42 lakhs as per Section 135(5). However, the Company has spent Rs. 181.26 lakhs on the activities mentioned in Schedule VII to the Companies Act, 2013. The Company had spent Rs. 1.84 lakh excess in the current financial year (FY 2024-25) and hence eligible for set off, against next financial year obligation.

Details of CSR spent during the financial year 2024-25:

Where the company covered under section 135 of the companies act, the following shall be disclosed with regard to CSR activities:

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| (i) Amount required to be spent by the Company during the year | 179 | 153 |
| (ii) Amount of expenditure incurred | 181 | 154 |
| (iii) Shortfall at the end of the year | - | - |
| (iv) Total of previous years shortfall | - | - |
| (v) Reason for shortfall | NA | NA |



(vi) Nature of amount spent during financial year 2024-25 is detailed below:-

| CSR project or activity identified | Sector in which project is covered | Projects or programs | (Rs. in lakhs) |
|--|--|--|---|
| | | | Amount spent: direct or through implementing agency |
| Promoting Education | Promoting education for poor & needy | Additional salary to the school teachers at Advani Oerlikon Higher Secondary School, Birgaon, Raipur | 7 |
| Promoting Education | Promoting education for poor & needy | Refurbishment of Girls Washroom at Advani Oerlikon Higher Secondary School, Birgaon, Raipur | 9 |
| Livelihood enhancement project | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Providing pressure cookers to Aaganwadi Workers at Silvassa | 4 |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial help for medical treatment of Master Yogiraj A. Borde, hospitalised in Tata Memorial Hospital for cancer treatment | - |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support for chemotherapy of Ms. Arshi Fatima suffering from Cancer | 1 |
| Education, Women Empowerment, Skill Development & Healthcare | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Education, Women Empowerment, Skill Development & Healthcare Activities | 85 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Providing educational toys kit to Anganwadi Children at Silvassa | 3 |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial Support to a girl suffering from Blood Cancer | - |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support to underprivileged children, especially those facing critical health challenges | - |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support to baby ARUSH SATISH TAYADE who was suffering from Blood cancer | 1 |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial Assistance for Open Heart surgery of a child suffering from Congenital Heart Defect | - |
| Promoting Education | Promoting education for poor & needy | Sponsoring annual educational expenses of 10 underprivileged girl students | 2 |

| CSR project or activity identified | Sector in which project is covered | Projects or programs | (Rs. in lakhs) |
|---|--|--|---|
| | | | Amount spent: direct or through implementing agency |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial Assistance for Heart Surgery of a 4 month old child | - |
| Promoting Education | Promoting education for poor & needy | Civil work of toilet block at Advani Oerlikon Higher Secondary School, Birgaon, Raipur including architecture fees | 25 |
| Promoting Education | Promoting education for poor & needy | Financial support for education of students learning in school based at Shahpur | 1 |
| Promoting Education | Promoting education for poor & needy | Financial support to education of children with disabilities, who came from economically challenged background | 1 |
| Empowering women | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Financial support to provide sewing machines for underprivileged women | 2 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support for conducting Blood Donation camps | 1 |
| Animal Welfare | Ensuring Environmental Sustainability | Financial assistance for medicine, food & ambulance for animals | 1 |
| Promoting Education | Promoting education for poor & needy | Financial assistance for building skill center for Adults with Autism and other Developmental Disabilities | 1 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial assistance for purchasing dialysis machine | 3 |
| Promoting Education | Promoting education for poor & needy | Financial support to Rashtriya Drushtihin Shikshan and Punarwasan Sanstha Nagpur | 3 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support for conducting medical camp for economically challenged people in Kolhapur & nearby districts | 1 |
| Promoting Education | Promoting education for poor & needy | Purchasing of desk & fans for government school situated at Peenya, Bengaluru | 3 |



| CSR project or activity identified | Sector in which project is covered | Projects or programs | (Rs. in lakhs) |
|--|--|--|---|
| | | | Amount spent: direct or through implementing agency |
| Education, Women Empowerment, Skill Development & Healthcare | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Education, Women Empowerment, Skill Development & Healthcare Activities | 14 |
| Eradicating hunger, poverty and malnutrition | Poverty, health, and sanitation | Distribution of food grains | 4 |
| Eradicating hunger, poverty and malnutrition | Poverty, health, and sanitation | Sponsored mid day meal to Yogeshwarananda school | 2 |
| Eradicating hunger, poverty and malnutrition* | Poverty, health, and sanitation | Meal distribution for hunger at Shree Jagannath Temple trust, Bengaluru | - |
| Eradicating hunger, poverty and malnutrition | Poverty, health, and sanitation | food grains distibution through Domluru Samskriti Foundation | 2 |
| Livelihood enhancement projects* | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Wheel chair distribution | - |
| Livelihood enhancement projects | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Multisport wheel chairs 4 nos. to Mitra trust | 1 |
| Promoting Education | Promoting education for poor & needy | Financial support for education of blind students | 1 |
| Promoting Education* | Promoting education for poor & needy | Financial support for digital learning of the students | - |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support for setting up of blood bank | 1 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Medical treatment of cancer patient in The Jimmy S Billimoria Foundation, Mumbai | 2 |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Distribution of hand gloves to Bruhat Bengaluru Mahanagar Palika workers | - |
| Eradicating hunger, poverty and malnutrition* | Poverty, health, and sanitation | Financial assistance for Breakfast to government school student | - |
| Total | | | 181 |

* Amount below Rs. 0.50 lakhs have been rounded off.

Note :

Amount spent during the year on:

| Particulars | (Rs. In lakhs) | |
|---|----------------|------------|
| | 2024-25 | 2023-24 |
| i) Construction / Acquisition of any assets | - | - |
| ii) Purpose other than (i) above | 181 | 154 |
| Total | 181 | 154 |

(vii) Details of related party transactions:

During the current year, Company has not entered into any related party transaction with respect to CSR expenditure.

(viii) During the year, the Company has not required to make any provision with respect to a liability incurred by entering into a contractual obligation.

Note 61 - Scheme of Arrangement

The Company had filed Draft Composite Scheme of Arrangement on 20th June 2022 with BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 ("SEBI Circular"). The Scheme inter alia includes amalgamation of Ador Fontech Limited (into the business of Maintenance & Reclamation) with Ador Welding Limited. Further, the meetings of the equity shareholders of AWL and ADFL, as directed by NCLT, were held on 10 August 2023 and 30 October, 2023 respectively and the Shareholders of both the Companies approved the Scheme of Amalgamation by requisite majority.

The Scheme for merger of ADFL with the Company has been approved by the National Company Law Tribunal (NCLT), Mumbai Bench under Section 230 to Section 232 of Chapter XV of the Companies Act, 2013 on 20 August 2024 (received on 3 September 2024), the Scheme has become effective on September 25, 2024 (date of filing with Registrar of Companies) from appointed date i.e., 1 April 2022. The merger has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations' and comparatives have been restated for merger as detailed in Tables 1, 2 and 3 below.

In accordance with the Scheme, the shares issued by ADFL to its shareholders has been cancelled in the current financial year and 38,04,348 equity shares has been allotted to existing shareholders in current financial year (based on record date fixed by Board of Directors). The swap ratio of 46:5 i.e. for every 46 equity shares of ADFL, 5 equity shares of AWL was issued.

The difference, between the book value of the assets of ADFL and the aggregate of: (a) the book value of liabilities of ADFL vested in the Company pursuant to the Scheme; and (b) the book value of the reserves of ADFL vested in the Company pursuant to the Scheme, recorded as capital reserve. Upon the Scheme becoming effective and with effect from the appointed date, the authorized share capital of ADFL shall stand transferred to and be merged/amalgamated with the authorised share capital of the Company. Consequently, authorised share capital of the Company enhanced to Rs. 4,300 lakhs (divided into 4,30,00,000 equity shares of Rs. 10 each).



Table 1 - Restatements - Balance Sheets

| Particulars | As at 31 March 2024 Reported | As at 31 March 2024 Restated | As at 31 March 2023 Reported | As at 31 March 2023 Restated |
|--|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| Assets | | | | |
| (1) Non-current assets | | | | |
| (a) Property, plant and equipment | 10,902 | 13,237 | 10,738 | 13,096 |
| (b) Right-of-use asset | 706 | 1,183 | 484 | 966 |
| (c) Capital work-in-progress | 2,537 | 2,537 | 151 | 151 |
| (d) Investment property | 1,085 | 1,085 | 1,045 | 1,045 |
| (e) Intangible assets | 69 | 112 | 47 | 140 |
| (f) Intangible assets under development | - | - | 41 | 41 |
| (g) Financial assets | | | | |
| (i) Investment | 320 | 2,045 | 269 | 1,993 |
| (ii) Loans | - | - | 22 | 22 |
| (iii) Other financial assets | 673 | 673 | 767 | 767 |
| (h) Income Tax (current-tax) assets (net) | 1,198 | 1,706 | 1,115 | 1,657 |
| (i) Deferred tax assets (net) | 438 | 271 | 464 | 392 |
| (j) Other non-current assets | 1,877 | 1,877 | 1,654 | 1,654 |
| Total non-current assets | 19,805 | 24,726 | 16,797 | 21,924 |
| (2) Current assets | | | | |
| (a) Inventories | 12,238 | 14,465 | 11,621 | 13,862 |
| (b) Financial assets | | | | |
| (i) Investments | 2,005 | 3,580 | 1,759 | 3,162 |
| (ii) Trade receivables | 15,045 | 17,909 | 12,517 | 15,493 |
| (iii) Cash and cash equivalents | 183 | 368 | 595 | 750 |
| (iv) Bank balances other than cash and cash equivalent | 91 | 4,300 | 94 | 3,893 |
| (v) Loans | 176 | 1,595 | 38 | 1,211 |
| (vi) Other financial assets | 113 | 508 | 50 | 416 |
| (c) Other current assets | 2,380 | 2,583 | 1,617 | 1,993 |
| | 32,231 | 45,308 | 28,291 | 40,780 |
| (d) Assets classified as held for sale | 25 | 25 | 80 | 80 |
| Total current assets | 32,256 | 45,333 | 28,371 | 40,860 |
| Total Assets | 52,061 | 70,059 | 45,168 | 62,784 |

| Particulars | As at 31 March 2024 Reported | As at 31 March 2024 Restated | As at 31 March 2023 Reported | As at 31 March 2023 Restated |
|--|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| Equity and liabilities | | | | |
| Equity | | | | |
| (a) Equity share capital | 1,360 | 1,360 | 1,360 | 1,360 |
| (b) Other equity | 34,878 | 48,461 | 30,991 | 45,791 |
| Total equity | 36,238 | 49,821 | 32,351 | 47,151 |
| Liabilities | | | | |
| (1) Non-current liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Borrowings | 60 | 108 | 73 | 73 |
| (ii) Lease liabilities | 72 | 72 | 84 | 84 |
| (iii) Other financial liabilities | 26 | 26 | 16 | 15 |
| (b) Provisions | 760 | 760 | 615 | 615 |
| (c) Other non-current liabilities | 4 | 4 | 6 | 6 |
| Total non-current liabilities | 922 | 970 | 794 | 793 |
| (2) Current liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Borrowings | 4,191 | 4,199 | 1,513 | 1,513 |
| (ii) Lease liabilities | 78 | 78 | 58 | 58 |
| (iii) Trade payables | | | | |
| Total outstanding dues to micro, small and medium enterprises | 1,141 | 1,725 | 1,366 | 2,189 |
| Total outstanding dues to creditors other than micro, small and medium enterprises | 5,853 | 6,680 | 5,938 | 6,859 |
| (iv) Other financial liabilities | 1,822 | 4,379 | 1,350 | 1,828 |
| (b) Other current liabilities | 852 | 1,059 | 809 | 1,038 |
| (c) Provisions | 964 | 1,148 | 660 | 1,026 |
| (d) Current tax liabilities, (net) | - | - | 329 | 329 |
| Total current liabilities | 14,901 | 19,268 | 12,023 | 14,840 |
| Total equity and liabilities | 52,061 | 70,059 | 45,168 | 62,784 |



Table 2 - Restatements – Statements of Profit and loss

| Particulars | Year ended 31 March 2024 | Year ended 31 March 2024 | Year ended 31 March 2023 | Year ended 31 March 2023 |
|---|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | Reported | Restated | Reported | Restated |
| I. Income | | | | |
| (a) Revenue from operations | 88,383 | 1,06,727 | 77,676 | 97,821 |
| (b) Other income | 1,307 | 2,068 | 667 | 1,086 |
| Total Income | 89,690 | 1,08,795 | 78,343 | 98,907 |
| II. Expenses | | | | |
| (a) Cost of raw materials and components consumed | 54,735 | 60,026 | 51,065 | 56,637 |
| (b) Purchase of stock-in-trade | 2,996 | 6,811 | 2,643 | 8,456 |
| (c) Changes in inventories of finished goods, stock-in-trade and work-in-progress | 1,493 | 1,779 | (1,396) | (1,337) |
| (d) Employee benefits expenses | 7,263 | 9,754 | 5,685 | 8,376 |
| (e) Finance costs | 402 | 407 | 236 | 236 |
| (f) Depreciation and amortisation expense | 1,342 | 1,543 | 1,161 | 1,346 |
| (g) Other expenses | 12,904 | 16,406 | 10,958 | 14,009 |
| Total Expenses | 81,135 | 96,726 | 70,352 | 87,723 |
| III. Profit before exceptional items and tax (I-II) | 8,555 | 12,069 | 7,991 | 11,184 |
| IV. Exceptional items (net) income / (expenses) | - | - | (80) | (80) |
| V. Profit before tax (III-IV) | 8,555 | 12,069 | 7,911 | 11,104 |
| VI. Tax expense /(credit) | | | | |
| (a) Current tax | 2,136 | 2,945 | 2,174 | 2,964 |
| (b) Deferred tax (credit)/charge | 44 | 133 | (173) | (109) |
| (c) Tax pertains to earlier years | 56 | 56 | (19) | (19) |
| Total tax expense /(credit) | 2,236 | 3,134 | 1,982 | 2,836 |
| VII. Profit for the year (V-VI) | 6,319 | 8,935 | 5,929 | 8,268 |
| VIII. Other comprehensive income | | | | |
| (a) Items that will not be reclassified to statement of profit and loss | (70) | (47) | (91) | (101) |
| (b) Income tax relating to above items | 18 | 12 | 23 | 26 |
| Total other comprehensive (loss) / income(net) | (52) | (35) | (68) | (75) |
| IX. Total comprehensive income for the year (VII+VIII) | 6,267 | 8,900 | 5,861 | 8,193 |
| X. Earnings per equity share | | | | |
| Basic Earnings Per Share (Face value of Rs. 10) | 46.46 | 65.71 | 43.60 | 60.80 |
| Diluted Earnings Per Share (Face value of Rs. 10) | 46.46 | 51.34 | 43.60 | 47.51 |

Table 3 - Restatements – Statement of Cash flows

| Particulars | Year ended 31 March 2024 | Year ended 31 March 2024 | Year ended 31 March 2023 | Year ended 31 March 2023 |
|---|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | Reported | Restated | Reported | Restated |
| Cash flows from Operating Activities | 3,450 | 5,754 | 1,367 | 2,983 |
| Cash flows from Investing Activities | (3,689) | (4,214) | (966) | (1,059) |
| Cash flows from Financing Activities | (173) | (1,922) | (467) | (1,862) |
| Net increase / (decrease) in cash and cash equivalents | (412) | (382) | (66) | 62 |
| Add: Cash and cash equivalents at beginning of the year | 595 | 750 | 661 | 688 |
| Cash and cash equivalents at the end of the year | 183 | 368 | 595 | 750 |

Table 4 - Capital Reserve on Merger due to the excess of the net assets taken over against issuance of equity shares of the company on appointed date i.e. April 1, 2022

| Particulars | Amount (Rs. in lakhs) |
|--|-----------------------|
| A) Assets taken over | |
| Non-current assets | 4,533 |
| Current assets | 12,946 |
| Total assets (A) | 17,479 |
| B) Liabilities taken over | |
| Non-current liabilities | 170 |
| Current liabilities | 2,418 |
| Total liabilities (B) | 2,588 |
| C) Net assets taken over (C = A – B) | 14,891 |
| D) Reserves of ADFL : | |
| Retained earnings | 14,191 |
| Total reserves | 14,191 |
| E) Issuance of equity shares | 380 |
| Capital reserve on amalgamation (C - D – E) | 320 |

**Note 62- Disclosure of Ratios:**

| Sr. No. | Nature of Ratio | Nominator | Description | Denominator | As at 31 March 2025 Ratio | As at 31 March 2024 Ratio | % change from Previous year | Reason for change more than 25%: |
|---------|----------------------------------|---|-------------|--|---------------------------|---------------------------|-----------------------------|--|
| 1 | Current Ratio | Current Asset | | Current Liabilities | 2.59 | 2.35 | 10% | N.A. |
| 2 | Debt-Equity Ratio | Borrowings | | Shareholder's Equity | 0.00 | 0.09 | (98%) | Decrease in on account of reduction in borrowings on account of efficient working capital management. |
| 3 | Debt Service Coverage Ratio | Profit After Tax (before exceptional Item) + Depreciation + Interest on borrowing | | Interest on borrowings | 49.56 | 34.37 | 44% | The improvement in on account of reduction in borrowings on account of efficient working capital management. |
| 4 | Return on Equity Ratio | Profit After Tax (before exceptional Item) | | Average Shareholders Equity | 17% | 18% | (7%) | N.A. |
| 5 | Inventory turnover ratio | Cost of Goods sold | | Average Inventory | 5.34 | 4.84 | 10% | N.A. |
| 6 | Trade Receivables turnover ratio | Revenue from operations | | Average Trade receivables | 6.01 | 6.39 | (6%) | N.A. |
| 7 | Trade payables turnover ratio | Credit purchases | | Average trade payables | 7.86 | 9.07 | (13%) | N.A. |
| 8 | Net capital turnover ratio | Revenue from operations | | Working Capital | 4.09 | 4.09 | 0% | N.A. |
| 9 | Net profit ratio | Profit After Tax (before exceptional Item) | | Revenue from Operations | 8% | 8% | (7%) | N.A. |
| 10 | Return on Capital employed | Earning Before Interest and Tax(before exceptional item) | | Capital employed (Net worth + Total debt) | 21% | 23% | (11%) | N.A. |
| 11 | Return on investment. | Return on investment | | Average Investment | 5% | 7% | (26%) | The decrease is primarily due to a higher allocation to fixed income instruments and lower returns from equity instruments amid subdued market conditions. |

Note 63 - The Company has registered all charges or satisfaction with Registrar of Companies during current year and previous year .

Note 64 - During the current year and previous year, the Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Note 65 - The Board has recommended a final dividend for the financial year 2024-25 @ Rs. 20 per share, i.e. 200% of the face value of Rs.10 each.

Note 66 - The Company evaluated subsequent events from the balance sheet date to 06 May 2025, the date at which the financial statement were available to be issued and determined that there are no such item to report.

Note 67 - The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

- a) Other than Maintenance & Reclamation Division: In previous year, the Company as part of its internal review pursuant to MCA notification on audit trail commenced reviewing audit trail and its related requirements. The Company was assured by its accounting software provider that its accounting software is compliant with MCA notification on audit trail, which was further substantiated by related documentation shared by the accounting software provider. However, to ensure compliance, the Company commenced its internal review in previous year and identified that audit trail (edit logs) were getting purged after 30 days. Accordingly, the Company immediately took corrective action with effect from June 2023 and related audit trail (edit logs) were retained after 24 June 2023.
- b) Maintenance & Reclamation Division (M&R): The accounting software used by a M&R division of the Company (erstwhile fellow subsidiary of the Company merged pursuant to a Scheme of Amalgamation effective 01 April 2022), for maintaining its books of accounts during the year ended 31 March 2025, has a feature of recording audit trail (edit log) facility, but the audit trail feature was not enabled throughout the year. The management as part of internal alignment and consolidating its operations in one accounting software, has migrated operations of entire division to accounting software used by other divisions from April 1, 2025.

**Note 68**

- i) The Company does 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 traded or invested in Crypto currency or Virtual Currency during the financial year.
- iii) The Company does 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).
- iv) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules, 2017.
- v) The Company is not declared wilful defaulter by any bank or financial institution or other lender during the year.
- vi) The Company does not have any loan or advance in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), except loan given to 3D Future Technologies Private Limited (Wholly owned subsidiary), either severally or jointly with any other person, that are:
 - (a) repayable on demand; or
 - (b) without specifying the any terms or period of repayment.

Note 69 - Amounts below Rs 0.50 lakh have been rounded off.

Note 70 - The figures for the previous year have been regrouped / rearranged wherever necessary to confirm to the current year's classification. Further previous year figures are restated pursuant to merger of fellow subsidiary company (refer note 61).

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
**Head - HR, Admin, IA,
Legal and Company
Secretary**

Surya Kant Sethia
Chief Financial Officer

A. T. Malkani
Managing Director
DIN : 01585637

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

Place : Mumbai
Date : 6 May 2025

Independent Auditor's Report

To the Members of Ador Welding Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of **Ador Welding Limited** ('the Holding Company') and its subsidiary, 3D Future Technologies Private Limited (the Holding Company and its subsidiary together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at **31 March 2025**, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial statements and on the other financial information of the subsidiary, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2025, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 16 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to Note 61 to the accompanying consolidated financial statements which describes that pursuant to the Scheme of Amalgamation (the 'Scheme') between the Holding Company and its erstwhile fellow subsidiary, namely Ador Fontech Limited ('ADFL'/'transferor company'), as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 20 August 2024, the Transferor Company has been transferred to and merged with the Holding Company. The Holding Company has given accounting effect to aforesaid business combination in accordance with the approved Scheme and Appendix C to Ind 103, Business Combinations, applicable to common control business combination. Our opinion is not modified in respect of this matter.

Key Audit Matter

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



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

| Key audit matter | How our audit addressed the key audit matter |
|---|--|
| <p>Revenue Recognition</p> <p>Refer Note 1(II)(m), Note 32 and Note 57 to the accompanying consolidated financial statements for the material accounting policy on revenue recognition and details of revenue recognised during the year.</p> <p>Revenue from sale of goods (hereinafter referred to as "Revenue") is recognized when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations.</p> <p>The Group has three reportable business segments: i) Products ii) Services; and iii) Maintenance & Reclamation (M&R).</p> <p>The timing of recognition of revenue in case of sale of products and M&R is when control over the same is transferred to the customer. The performance obligations are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on terms of the agreement i.e., performance obligations are satisfied at a point in time. The performance obligations in case of sale of services, are satisfied over the time.</p> <p>Owing to the diverse terms of contracts with customers, in line with the requirements of the standards of auditing, revenue is determined to be an area involving significant risk and hence, requiring significant auditor attention. Further, the application of Ind AS 115 - Revenue from Contracts with Customers ('Ind AS 115') requires management to make certain key judgements / estimates such as determining timing of revenue recognition and transaction price including impact of variable consideration as per the terms of the contracts with customers.</p> <p>The management considers revenue as a key measure for evaluation of performance and thus timing of revenue recognition is relevant as there is a risk of revenue being recorded before control is transferred to the customers.</p> <p>Considering significance of amount involved, varied terms of contracts with customers and above-mentioned key judgements / estimates, revenue recognition is considered to be a key audit matter for the current year audit.</p> | <p>Our audit procedures, related to revenue recognition, included, but were not limited, to the following:</p> <ul style="list-style-type: none"> • Understood the process of revenue recognition and evaluated the appropriateness of the accounting policy adopted by management on revenue recognition in accordance with Ind AS 115; • Evaluated the design and tested the operating effectiveness of Group's controls (including the automated controls) around revenue recognition; • Assessed the appropriateness of Group's identification of performance obligations in its contracts with customers, its determination of transaction price including impact of variable consideration and allocation thereof to performance obligations in accordance with the accounting principles laid down in Ind AS 115; • Scrutinized sales ledgers to verify completeness of sales transactions; • Performed substantive testing by extracting samples of revenue transactions recorded during the year, including specific period before and after the year end, by verifying the underlying documents, which included shipping documents, lorry receipt, sales order, invoice and approved price list etc to ensure correct amount of revenue is recorded in the correct period and there is no overstatement or understatement of revenue recorded during the year; • Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract; • Inspected the samples of sales return and checked the appropriateness of sales return accounted in the books by verifying its approval from authorized person and goods inward note; • Performed analytical procedures on current year revenue based on overall revenue recognized, customer wise analysis, product wise analysis and where appropriate, conducting further enquiries and testing; • Obtained balance confirmations for samples of customers selected and reviewed the reconciling items, if any; and • Evaluated the appropriateness and adequacy of the related disclosures included in consolidated financial statements in accordance with Ind AS 115 applicable accounting standards. |

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

7. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

8. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.
9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
10. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding 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;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entity included in the consolidated financial statements, which has been audited by the other auditor, such other auditor remains responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

16. We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets of Rs. 694.19 lakhs as at 31 March 2025, total revenues of Rs. 585.43 lakhs and net cash outflows amounting to Rs.19.40 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the management of holding company and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditor.

17. The comparative consolidated financial information for the year ended 31 March 2024 in the accompanying consolidated financial statements includes the consolidated financial information of the erstwhile fellow subsidiary, Ador Fontech Limited, which has been merged with the Holding Company pursuant to the scheme of amalgamation as explained in Note 61 to the accompanying Consolidated financial statements. Such consolidated financial information of the transferor company for the year ended 31 March 2024 has been audited by another auditor, Praveen and Madan Chartered Accountants, who had issued unmodified opinion vide their audit report dated 29 April 2024 on such consolidated financial information. This audit report has been furnished to us by the management of holding company and has been relied upon by us for the aforementioned purpose. We have reviewed the adjustments made by the Holding Company's management consequent to the amalgamation to arrive at the comparative figures for the year ended 31 March 2024 presented in the consolidated financial statements. Our opinion is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

18. As required by section 197(16) of the Act, based on our audit and on the consideration of the report of the other auditor, referred to in paragraph 16, on separate financial statements of the subsidiary, we report that the Holding Company, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the subsidiary company, since it is not a public company as defined under section 2(71) of the Act.



19. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us and by the other auditor as mentioned in paragraph 16 above, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such company.
20. As required by section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on separate financial statements and other financial information of the subsidiary, incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except for the matters stated in paragraph 20(h)(vi) and (vii) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
 - c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
 - e) On the basis of the written representations received from the directors of the Holding Company, and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary, covered under the Act, none of the directors of the Holding Company, its subsidiary, are disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
 - f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 20(b) above on reporting under section 143(3)(b) of the Act and paragraph 20(h)(vi) and (vii) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A' wherein we have expressed an unmodified opinion; and
 - 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 and based on the consideration of the report of the other auditor on separate financial statements and other financial information of the subsidiary incorporated in India whose financial statements have been audited under the Act:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in Note 42 to the consolidated financial statements;
 - ii. The Holding Company, its subsidiary did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company or its subsidiary during the year ended 31 March 2025;

iv.

- a. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary, respectively, that, to the best of their knowledge and belief, as disclosed in Note 56 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- b. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary respectively that, to the best of their knowledge and belief, as disclosed in the Note 56 to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary 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 performed by us and that performed by the auditors of the subsidiary, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v.

- a. The interim dividend paid by the Holding Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend and;
 - b. As stated in Note 64 to the accompanying consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. As stated in Note 66 to the consolidated financial statements and based on our examination which included test checks performed by us on the Holding Company and that performed by the respective auditor of the subsidiary, except for the instances mentioned below, the Holding Company (except for the



Maintenance and Reclamation division of the Company) and its subsidiary, in respect of financial year commencing on 1 April 2024, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the respective software. Further, during the course of our audit we and respective auditor of the above referred subsidiary did not come across any instance of audit trail feature being tampered with. Furthermore, except for instances/ matters mentioned below, the audit trail has been preserved by the Group as per the statutory requirements for record retention.

| Nature of exception noted | Details of Exception |
|---|--|
| Instances of non-preservation of the audit trail. | The audit trail, at the database level for the accounting software to log any direct data changes, pertaining to 1 April 2023 to 24 June 2023, used for maintenance of all accounting records by the Holding Company (except for the Maintenance and Reclamation division of the Company) have not been preserved by the Company as per the statutory requirements for record retention. |

- vii. As stated in Note 66 of the consolidated financial statements and based on our examination, the Maintenance and Reclamation division of the Holding Company, in respect of financial year commencing on 1 April 2024, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. However, the audit trail feature in the accounting software used for maintenance of books of account was not enabled throughout the year. Further, the audit trail has not been preserved the Holding Company, in so far as it relates to the aforementioned division, as per the statutory requirements for record retention.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No.: 042423
UDIN: 25042423BMNRBL9793

Place: Mumbai
Date: 06 May 2025

Annexure A

Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of **Ador Welding Limited** ('the Holding Company') and its subsidiary, 3D Future Technologies Private Limited (the Holding Company and its subsidiary together referred to as 'the Group'), as at and for the year ended **31 March 2025**, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Consolidated Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company as aforesaid.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

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



financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

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

Opinion

8. In our opinion and based on the consideration of the reports of the other auditor on internal financial controls with reference to financial statements of the subsidiary company, the Holding Company and its subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Holding Company and the subsidiary company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements in so far as it relates to the subsidiary company, which is a company covered under the Act, whose financial statements reflect total assets of Rs. 694.19 lakhs and net assets of (Rs. 1,508.48 lakhs) as at 31 March 2025, total revenues of Rs. 585.43 lakhs and net cash outflows amounting to Rs. 19.40 lakhs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary company have been audited by other auditor whose report has been furnished to us by the management of holding company and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary company, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary company is based solely on the reports of the auditor of such company. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditor.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Khushroo B. Panthaky

Partner

Membership No.: 042423

UDIN: 25042423BMNRBL9793

Place: Mumbai

Date: 06 May 2025

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2025

| Particulars | Notes | (Rs. in lakhs) | |
|--|-------|------------------------|------------------------|
| | | As at 31 March 2025 | As at 31 March 2024 |
| Assets | | | |
| (1) Non-current assets | | | |
| (a) Property, plant and equipment | 2 | 17,448 | 13,316 |
| (b) Right-of-use asset | 3 | 1,150 | 1,195 |
| (c) Capital work-in-progress | 4 | 411 | 2,537 |
| (d) Investment properties | 5 | 1,028 | 1,084 |
| (e) Intangible assets | 6 | 37 | 120 |
| (f) Intangible assets under development | 7 | - | - |
| (g) Financial assets | | | |
| (i) Investment | 8 | 809 | 335 |
| (ii) Other financial assets | 9 | 845 | 675 |
| (h) Non-current income tax assets (net) | 10 | 1,407 | 1,706 |
| (i) Deferred tax assets (net) | 11 | 974 | 943 |
| (j) Other non-current assets | 12 | 903 | 1,877 |
| Total non-current assets | | 25,012 | 23,788 |
| (2) Current assets | | | |
| (a) Inventories | 13 | 12,674 | 14,521 |
| (b) Financial assets | | | |
| (i) Investments | 14 | 2,384 | 3,580 |
| (ii) Trade receivables | 15 | 19,266 | 18,010 |
| (iii) Cash and cash equivalents | 16 | 3,028 | 404 |
| (iv) Bank balances other than cash and cash equivalent | 17 | 3,683 | 4,316 |
| (v) Loans | 18 | 175 | 180 |
| (vi) Other financial assets | 19 | 626 | 512 |
| (c) Other current assets | 20 | 2,545 | 2,751 |
| (d) Assets classified as held for sale | 21 | - | 25 |
| Total current assets | | 44,381 | 44,299 |
| Total Assets | | 69,393 | 68,087 |
| Equity and liabilities | | | |
| Equity | | | |
| (a) Equity share capital | 22 | 1,740 | 1,360 |
| (b) Other equity | | 48,969 | 45,941 |
| Total equity | | 50,709 | 47,301 |
| Liabilities | | | |
| (1) Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 23 | 84 | 108 |
| (ii) Lease liabilities | 45 | 77 | 78 |
| (iii) Other financial liabilities | 24 | 43 | 26 |
| (b) Provisions | 25 | 934 | 771 |
| (c) Other non-current liabilities | 26 | 194 | 276 |
| Total non-current liabilities | | 1,332 | 1,259 |
| (2) Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 27 | 25 | 4,199 |
| (ii) Lease liabilities | 45 | 55 | 84 |
| (iii) Trade payables | 28 | | |
| Total outstanding dues to micro and small enterprises | | 1,574 | 1,731 |
| Total outstanding dues to creditors other than micro and small enterprises | | 10,886 | 6,767 |
| (iv) Other financial liabilities | 29 | 2,607 | 4,403 |
| (b) Other current liabilities | 30 | 928 | 1,176 |
| (c) Provisions | 31 | 1,277 | 1,167 |
| Total current liabilities | | 17,352 | 19,527 |
| Total equity and liabilities | | 69,393 | 68,087 |

Summary of material accounting policy information. 1

The accompanying notes form an integral part of the consolidated financial statements.

This is the consolidated balance sheet referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
Head - HR, Admin, IA,
Legal and Company
Secretary

Surya Kant Sethia
Chief Financial Officer

A. T. Malkani
Managing Director
DIN : 01585637

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

Place : Mumbai
Date : 6 May 2025

**STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2025**

| Particulars | Notes | (Rs. in lakhs) | |
|---|---------|-----------------------------|-----------------------------|
| | | Year ended 31 March 2025 | Year ended 31 March 2024 |
| I. Income | | | |
| (a) Revenue from operations | 32 | 1,12,268 | 1,07,362 |
| (b) Other income | 33 | 1,880 | 1,940 |
| Total Income | | 1,14,148 | 1,09,302 |
| II. Expenses | | | |
| (a) Cost of raw materials and components consumed | 34 | 66,286 | 60,258 |
| (b) Purchase of stock-in-trade | 35 | 7,173 | 6,816 |
| (c) Changes in inventories of finished goods, stock-in-trade and work-in-progress | 36 | (931) | 1,780 |
| (d) Employee benefits expenses | 37 | 11,061 | 10,008 |
| (e) Finance costs | 38 | 454 | 408 |
| (f) Depreciation and amortisation expense | 2,3,5,6 | 1,822 | 1,582 |
| (g) Other expenses | 39 | 18,486 | 16,739 |
| Total Expenses | | 1,04,351 | 97,591 |
| III. Profit before exceptional items and tax (I-II) | | 9,797 | 11,711 |
| IV. Exceptional items (net) (expenses) / income | 59 | (1,139) | - |
| V. Profit before tax (III-IV) | | 8,658 | 11,711 |
| VI. Income tax expenses /(credit) | 40 | | |
| (a) Current tax | | 2,656 | 2,945 |
| (b) Deferred tax | | (3) | 64 |
| (c) Tax expense pertaining to earlier years | | - | 56 |
| Total tax expense (net) | | 2,653 | 3,065 |
| VII. Net Profit for the year (V-VI) | | 6,005 | 8,646 |
| VIII. Other comprehensive income / (loss) for the year (net of tax) | 41 | | |
| (a) Items that will not be reclassified to statement of profit and loss | | (106) | (47) |
| (b) Income tax relating to above items | | 27 | 12 |
| Total other comprehensive loss (net) | | (79) | (35) |
| IX. Total comprehensive income for the year (VII+VIII) | | 5,926 | 8,611 |
| X. Earnings per equity share | 53 | | |
| Basic Earnings Per Share (Face value of Rs. 10) | | 34.51 | 63.57 |
| Diluted Earnings Per Share (Face value of Rs. 10) | | 34.51 | 49.69 |

Summary of material accounting policy information. 1

The accompanying notes form an integral part of the consolidated financial statements.

This is the consolidated statement of profit and loss referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
Head - HR, Admin, IA,
Legal and Company
Secretary

Surya Kant Sethia
Chief Financial Officer

A. T. Malkani
Managing Director
DIN : 01585637

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

Place : Mumbai
Date : 6 May 2025

STATEMENT OF CONSOLIDATED CASH FLOW FOR THE YEAR ENDED 31 MARCH 2025

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| (A) Cash flow from operating activities | | |
| Profit before tax | 8,658 | 11,711 |
| Adjustment for: | | |
| Provision / liabilities no longer required now written back | (17) | (337) |
| Depreciation and amortisation expense | 1,822 | 1,582 |
| Bad debts written off | 113 | 87 |
| Expected Credit Loss | 427 | 189 |
| Provision for unbilled revenue | 77 | - |
| Provision for Impairment of Inventory (including exceptional item) | 373 | - |
| Inventory written off | 70 | 80 |
| Property, plant and equipment written off | 204 | 18 |
| Items considered separately: | | |
| Finance costs | 428 | 385 |
| Surplus on sale of investments | (19) | (1) |
| Interest expense on lease liability | 13 | 15 |
| (Profit)/loss on sale of property, plant & equipment | 1 | (46) |
| Fair value change of financial asset measured at FVTPL | (202) | (366) |
| Interest income | (593) | (374) |
| Rental income | (151) | (147) |
| Exchange gain on revaluation of foreign currency monetary item | (32) | (49) |
| Exceptional items (Refer note 59) | 4 | - |
| Operating profit before working capital changes | 11,176 | 12,747 |
| Adjustments for changes in working capital | | |
| Inventories | 1,406 | (684) |
| Trade receivables | (1,652) | (2,567) |
| Loans and Other receivables | 837 | (696) |
| Trade payables | 3,930 | (536) |
| Liabilities and Provisions | 372 | 943 |
| Cash generated from operating activities | 16,069 | 9,207 |
| Income tax paid | (2,358) | (3,378) |
| Net cash generated from operating activities (A) | 13,711 | 5,829 |
| (B) Cash flow from investing activities | | |
| Acquisition of property, plant and equipment (including capital work-in-progress, intangible assets under development, capital advances and creditors for capital goods) | (4,127) | (4,333) |
| Purchase of investments | (1,513) | (1,619) |
| Proceeds from sale of property, plant and equipment (including asset held for sale) | 171 | 153 |
| Proceeds from sale of investments | 2,443 | 1,505 |



| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Interest income | 458 | 329 |
| Rental received | 151 | 147 |
| Inter Corporate Deposit given | - | (250) |
| (Increase)/ decrease in fixed deposits | 680 | (292) |
| Net cash used in investing activities (B) | (1,737) | (4,360) |
| (C) Cash flow from financing activities | | |
| Finance cost | (428) | (378) |
| Finance cost paid on lease liabilities | (13) | (15) |
| Repayment of principal portion of lease liabilities | (95) | (73) |
| Repayment of vehicle loans | (21) | (12) |
| Dividend paid | (4,616) | (4,130) |
| (Repayment) of / Proceeds from borrowings | (4,177) | 2,678 |
| Net cash used in financing activities (C) | (9,350) | (1,930) |
| (D) Net increase/(decrease) in cash and cash equivalents (A+B+C) | 2,624 | (461) |
| Cash and cash equivalents at the beginning of the year | 404 | 865 |
| Cash and cash equivalents at the end of the year [Refer note 16] | 3,028 | 404 |

Notes to the Consolidated cash flow statement

- (a) The statement of cash flow has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- (b) Components of cash and cash equivalents:

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Cash on hand | 12 | 8 |
| Fixed Deposits with bank (original maturity of less than 3 months) | 2,100 | - |
| Balances with banks in current accounts | 916 | 396 |
| Total | 3,028 | 404 |

Summary of material accounting policy information.

1

The accompanying notes form an integral part of the consolidated financial statements.

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

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
Head - HR, Admin, IA,
Legal and Company
Secretary

Surya Kant Sethia
Chief Financial Officer

A. T. Malkani
Managing Director
DIN : 01585637

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

Place : Mumbai
Date : 6 May 2025

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT AND FOR THE YEAR ENDED 31 MARCH 2025**A) Equity share capital (Refer note 22)**

| Particulars | Number of shares | Amount (Rs. in lakhs) |
|--|--------------------|-----------------------|
| Issued, subscribed and paid up: | | |
| As at 31 March 2024 | 1,35,98,467 | 1,360 |
| As at 31 March 2025 | 1,74,02,815 | 1,740 |

B) Other equity

| Particulars | (Rs. in lakhs) | | | | | Total |
|--|-----------------|----------------------------|---------------------------------|------------------------|------------------|---------------|
| | General reserve | Capital redemption reserve | Capital reserve on amalgamation | Share Pending Issuance | Retained earning | |
| Balance as at 1 April 2023 | 23,422 | 223 | 460 | 380 | 19,075 | 43,560 |
| Profit for the year | - | - | - | - | 8,646 | 8,646 |
| Net other comprehensive (loss) for the year | - | - | - | - | (35) | (35) |
| Transfer from retained earnings to general reserve | 793 | - | - | - | (793) | - |
| Equity dividend including taxes thereon as above | - | - | - | - | (6,230) | (6,230) |
| Balance as at 31 March 2024 | 24,215 | 223 | 460 | 380 | 20,663 | 45,941 |
| Profit for the year | - | - | - | - | 6,005 | 6,005 |
| Net other comprehensive (loss) for the year | - | - | - | - | (79) | (79) |
| Transfer from retained earnings to general reserve | 633 | - | - | - | (633) | - |
| Share issuance to AWL share holders | - | - | - | (380) | - | (380) |
| Equity dividend including taxes thereon as above | - | - | - | - | (2,518) | (2,518) |
| Balance as at 31 March 2025 | 24,848 | 223 | 460 | - | 23,438 | 48,969 |

**Nature and purpose of the reserves****(1) General reserve**

The general reserve is a distributable reserve maintained by the Group to be utilised in accordance with the Act.

(2) Capital redemption reserve

The Capital redemption reserve has been created on/during buy back of equity shares and it is a non-distributable reserve.

(3) Capital reserve on amalgamation

The Capital reserve of INR 140 lakhs has been created on the difference between the consideration for acquisition of Ador Welding Academy Private Limited (AWAPL) and the amount of share capital and security premium of AWAPL as per Ind AS 103 (Appendix C), Business combinations of entities under common control.

The Capital reserve of INR 320 lakhs has been created on the difference between the consideration for acquisition of Ador Fontech Limited (ADFL) and the amount of share capital and security premium of ADFL as per Ind AS 103 (Appendix C), Business combinations of entities under common control. (refer note 61)

(4) Share Pending Issuance

Shares pending issuance represent equity shares to be issued as consideration for acquisition of Ador Fontech Limited (ADFL). During the current year, the group has issued 3,804,348 shares to shareholders of erstwhile ADFL. (refer note no.61)

(4) Retained earnings

The Retained earnings pertain to the accumulated earnings made by the Group over the years.

Summary of material accounting policy information. 1

The accompanying notes form an integral part of the consolidated financial statements.

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

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
Head - HR, Admin, IA,
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Surya Kant Sethia
Chief Financial Officer

A. T. Malkani
Managing Director
DIN : 01585637

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

Place : Mumbai
Date : 6 May 2025

Note 1 - Material accounting policy information to the consolidated financial statements for the year ended 31 March 2025

I. Group Corporate Information

Ador Welding Limited ('the Company') was incorporated in 1951 and is one of India's leading player in the field of Welding Products, Technologies and Services. The Company is also engaged in providing customized solutions for multi-disciplinary projects and contracts related to refineries, oil and gas, petrochemicals, fertilizers, steel plants, pharma, water and other chemical process industries. The Company is a public limited company and domiciled in India and its shares are listed on two recognised stock exchanges in India- the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange (India) Limited (NSE). The registered and corporate office of the Company is situated at Ador House, 6, K. Dubash Marg, Fort, Mumbai.

The financial statements comprise the financial statements of the Company and its subsidiary (the Company and its subsidiary referred to as "the Group"). These consolidated financial statements ("the financial statements") of the Group for the year ended 31 March 2025 were authorised for issue in accordance with the resolution of the Board of Directors on 6 May 2025.

II. Material Accounting Policy Information

Below is list of material accounting policy information applied by the Group in the preparation of its Consolidated financial statements. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

(a) Basis of Preparation

The Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 (the 'Act') read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act and guidelines issued by the Securities & Exchange Board of India (SEBI).

The Consolidated financial statements have been prepared under historical cost convention on an accrual basis, except for the certain financial assets and liabilities that are measured at fair value and defined benefit plan assets measured at fair values in accordance with the Indian Accounting Standards specified under section 133 of the Companies Act, 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 and other recognised accounting principles and policies generally accepted in India.

Fair value is the price that would be received on sale of asset or paid on transfer of liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Current and non-current classification

All assets and liabilities have been classified as current or non-current based on the Group's normal operating cycle for each of its businesses, as per the criteria set out in the Schedule III to the Act.

(b) Principles of Consolidation

The Consolidated financial statements have been prepared on the following basis:

Subsidiary are entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases. The acquisition method of accounting is used to account for business combination by the Group. The Group combines the separate financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, Contingent liability, equity, income



and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary and practicable to ensure consistency with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and Consolidated balance sheet, respectively.

(c) Critical estimates and judgements

The preparation of Consolidated financial statements in conformity with Ind AS, which requires management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of Consolidated financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Useful lives of Property plant and equipment (PPE), investment properties and Intangible assets

Property, plant and equipment represent a significant proportion of the asset base of the Group. Depreciation is provided as per the Straight Line Method over the estimated useful lives of assets. The Group depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same (except for vehicles as disclosed in note 1 (II)d) as those prescribed in Schedule II to the Act. - Refer note 1 (II)(c)(d),(e) and (f).

Valuation of deferred tax assets / liabilities

The Group reviews the carrying amount of deferred tax assets at the end of each reporting period. Significant judgment is involved in arriving at the deferred tax assets and liabilities, which is based on the Group's current operations and projections for the future. - Refer note 1 (II)(o).

Defined benefit obligation

The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rate of return on assets, future salary increases and mortality rates. Due to the long term nature of these plans such estimates are subject to significant uncertainty. The assumptions used are disclosed in Note 47.

Fair value measurements of financial instruments

When the fair value of financial assets and financial liabilities recorded in the Consolidated balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets wherever possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. - Refer note 1 (II)(h).

Other areas involving critical estimates or judgments are:

- i) Revenue from Services Division - Refer note 1 (II)(m)
- ii) Estimation of tax expenses and tax payable - Refer note 40
- iii) Probable outcomes of matters included under Contingent Liabilities - Refer note 42
- iv) Leases - Estimating the incremental borrowing rate - Refer note 1 (II)(p)

(d) Property plant and equipment

All items of Property, plant and equipment (other than freehold land) are stated at cost/deemed cost, less accumulated depreciation and accumulated impairment losses, if any. Freehold Land is carried at historical cost less any accumulated impairment losses. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs incurred during the period of construction are capitalised as part of cost of qualifying asset.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value or net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Consolidated Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets, which are carried at cost, are recognised in the Consolidated Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight-line method based on useful life as estimated by the management and aligned to Schedule II to the Companies Act, 2013 in order to reflect the actual usage of assets. Depreciation on assets acquired under finance lease is spread over the lease period or useful life, whichever is shorter.

Estimated useful lives of assets are as follows:

| Assets Category | Useful Life (in Years) | Basis of Determination of useful life |
|---|------------------------|--|
| Buildings | 30-60 years | Assessed to be in line with schedule II to the Act |
| Ownership Premises | 30-60 years | Assessed to be inline with schedule II to the Act |
| Plant and equipments (including computer) | 8 to15 years | Assessed to be in line with schedule II to the Act |
| Electrical installation | 10 years | Assessed to be in line with schedule II to the Act |
| Furniture and fixtures | 8 to10 years | Assessed to be in line with schedule II to the Act |
| Office equipment | 5 years | Assessed to be in line with schedule II to the Act |
| Vehicles | 4 to10 years | Management Estimate ^ |

^ As per management estimate and based on vehicle policy, motor cars purchased after 1-4-2019 are depreciated over 4 years.

Assets not yet ready for intended use are recognised as capital work-in-progress.

(e) Non-current assets classified as held for sale:

Assets that are available for immediate sale and where the sale is highly probable of being completed within one year from the date of classification are considered and classified as assets held for sale. Assets classified as held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of asset held for sale has been estimated using observable inputs such as price quotations. Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

(f) Intangible Assets (including intangibles assets under development)

Initial recognition and measurement

Intangible assets relating to product development are recorded at actual cost incurred on the development of products and are capitalised once the products receive approval from relevant authorities and the same are carried at cost less accumulated amortisation.

Subsequent measurement (amortisation and useful lives)

Intangible assets are amortised on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected



useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Software and implementation costs including users license fees of the Enterprise Resource Planning (ERP) system and other application software costs are amortised over a period of three years. The amortisation expense on intangible assets with finite life is recognised in the statement of profit and loss under the head Depreciation and amortization expense.

Derecognition

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Consolidated Statement of Profit and Loss.

(g) Investment properties

Initial recognition and measurement

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the entity, is classified as Investment Property. Investment properties is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed, when incurred. When part of an Investment properties is replaced, the carrying amount of the replaced part is derecognised.

Depreciation is provided on a pro-rata basis on the straight-line method, based on useful life as estimated by the management and aligned to Schedule II to the Companies Act, 2013 in order to reflect the actual usage of assets.

Derecognition

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment property only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

Estimated useful lives of assets are as follows:

| Assets Category | Useful Life (in Years) | Basis of Determination of useful life |
|------------------------|-------------------------------|--|
| Buildings | 30-60 years | Assessed to be in line with schedule II to the Act |
| Ownership Premises | 30-60 years | Assessed to be inline with schedule II to the Act |

(h) Impairment of non-financial assets

The carrying amount of the non-financial assets are reviewed at each Consolidated Balance Sheet date if there is any indication of impairment based on internal /external factors. An impairment loss is recognised, whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its fair value less disposal cost and its value in use. Impairment loss is recognised in the statement of profit and loss.

After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation, if there were no impairment.

(i) Investments and financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (ii) those measured at amortised cost.

The classification depends on the entity's business model for managing the Consolidated financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model, in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The group reclassifies debt investments when and only when its business model for managing those assets changes.

Initial recognition and measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Measurement of debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

There are three measurement categories into which the Group classifies its debt instruments:

- (i) **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss, when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- (ii) **Fair value through other comprehensive income (FVTOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in Consolidated statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Consolidated



statement of profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- (iii) **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in Consolidated statement of profit and loss and presented net in the Consolidated statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach, permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition of financial assets

A financial asset is derecognised only when:

- (i) The Group has transferred the rights to receive cash flows from the financial asset or,
- (ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

(j) Cash and cash equivalents

Cash and cash equivalents for the purpose of the Consolidated cash flow statement comprise of the cash on hand and at bank and current investments with an original maturity of three months or less. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(k) Borrowings and other financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial is recognised as an asset / liability based on the underlying reason for the difference. Subsequently all financial liabilities are measured at amortised cost using the effective interest rate method.

(l) Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined using the 'average cost' method. The cost of finished goods and work in progress comprises raw material, packing materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(m) Revenue recognition

Revenue from contracts with customers is recognised when the entity satisfies a performance obligation by transferring a promised good or service to customer at an amount that reflects the consideration to which the group expects to be entitled in exchange for those goods or services. Amounts disclosed as revenue are net of returns, trade allowances, rebates and discounts, value added taxes, goods and service tax and applicable taxes, which are collected on behalf of the government or on behalf of third parties.

i) Sale of Products and Maintenance & Reclamation (M & R) Business

Revenue from sale of products and maintenance of reclamation business is recognised at point in time when the control of the asset is transferred to the customer, generally on delivery.

ii) Services business

Services contracts generally take more than one year for execution. A contract's transaction price is allocated to each distinct performance obligation within that contract and recognized as revenue when, or as, the performance obligation is satisfied. The majority of Group's contracts have a single performance obligation as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contracts and is, therefore, not distinct. For contracts with distinct performance obligations, Group allocate the contract's transaction price to each performance obligation using the best estimate of the standalone selling price (i.e. fair value based on market approach) of each distinct goods or service in the contract. Generally, most of the revenue in project engineering segments is recognized over time, because control of the asset is transferred as and when the asset is created or enhanced to customers.

The Group monitors estimates of total contract revenue and costs on a regular basis throughout the contract period. The cumulative impact of any change in estimates of the contract value or cost is reflected in the period in which the changes become known. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss.

iii) Contract Assets

Contract assets represent revenue recognized in excess of revenue billed. These amounts are billed after milestones specified in the agreement are achieved. Contract assets are disclosed under Other Current Assets in the Consolidated Balance sheet.

iv) Benefit on account of entitlement to Import duty

Duty drawback or merchant export from India (MEIS) scheme are accounted in the year of export as export incentives. From, 1 January 2021 onwards, Merchant Export from India (MEIS) Scheme has been abolished by Central Government, and introduced Remission of Duties and Taxes on Export Products (RoDTEP) scheme, under which exporters receive the refunds on the embedded taxes and duties previously non-recoverable. Tax credit as per RoDTEP scheme is accounted on receipt basis.

(n) Other income

Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(o) Employee Benefits

Provident fund: Contribution towards provident fund for employees is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as "Defined Contribution Schemes", as the Group does not carry any further obligations, apart from the contributions made on a monthly basis.

Gratuity fund: The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial gains / losses arising on the measurement of defined benefit obligation are credited / charged to other comprehensive income.



Superannuation fund: Contribution towards superannuation fund for certain employees is made to Ador Welding Employees Superannuation Fund Trust administered by the Group. The benefit is classified as a “Defined Contribution Schemes” as the Group does not carry any further obligation, apart from the contribution made on a monthly basis.

Compensated absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Group’s liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognised in the statement of profit and loss in the year in which they arise.

Termination benefits: Termination benefits in the nature of voluntary retirement benefits are recognised in the Consolidated statement of profit and loss, as and when incurred.

(p) Income taxes

Income tax expense comprises current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Consolidated Statement of profit and loss, except when they relate to item that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.

(i) Current income tax

The current income tax includes income tax payable by the Group, computed in accordance with the tax laws applicable in the jurisdiction in which the Group operates. Advance tax and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

(ii) Deferred income tax

Deferred income tax is recognised using Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of recognition.

Deferred tax assets are recognised to the extent that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow or part of deferred income tax assets to be utilised. At each reporting date, the Group re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(q) Leases

The Group's lease asset classes primarily consist of leases for leasehold land, ownership premises and computers. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straightline basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Consolidated Balance Sheet and lease payments have been classified as financing cash flows.

As a Lessor:

Lease income from operating leases where the Group is a lessor is recognised in other income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(r) Foreign currency transactions

The functional and presentation currency of the Group is Indian rupee.

Transactions in foreign currency are recorded at exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Consolidated Balance sheet date and exchange gain or loss arising on settlement and restatement are recognised in the Consolidated Statement of Profit and Loss.



Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

(s) Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Consolidated Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Group.

Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

(t) Earnings per share

Basic earning per share is computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is computed by dividing net profit after tax (excluding other comprehensive income) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earning per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

(u) Provision for warranty

Warranty costs are provided based on a technical estimate of the costs required to be incurred for repairs, replacement, material cost, servicing on the basis of the past experience of the Group. It is expected that this expenditure will be incurred over the contractual warranty period.

(v) Research & Development

Revenue expenditure on research & development (including overheads) are charged out as expense in the year in which they are incurred. Expenditure of a capital nature on research & development is debited to respective fixed assets and depreciation is provided on such assets, as are depreciable.

(w) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

During the year ended March 31, 2025, MCA has notified Ind As 117- Insurance Contracts and amendments to Ind As 116 - Leases relating to Sale and Leaseback transactions, applicable from 1 April 2024. The Group has assessed that there is no significant impact on its Consolidated Financial Statement.

Note 2 - Property, plant and equipment

| Description | Freehold land | Buildings [Refer notes (a)] | Factory Building | Ownership premises | Plant and equipment (including computers) | Electrical installations and fixtures | Furniture and fixtures | Office equipment | Vehicles | Research and development assets: | | | | Total |
|---|---------------|-----------------------------|------------------|--------------------|---|---------------------------------------|------------------------|------------------|--------------|----------------------------------|------------|---|------------------------|-----------------|
| | | | | | | | | | | Freehold land | Buildings | Plant and equipment (including computers) | Furniture and fixtures | Air conditioner |
| Gross carrying value | | | | | | | | | | | | | | |
| As at 01 April 2023 | 1,080 | 7,270 | 1,111 | 882 | 16,976 | 1,435 | 1,174 | 435 | 1,329 | 34 | 127 | 822 | 4 | 8 |
| Additions | - | 139 | - | - | 867 | 124 | 39 | 23 | 283 | - | 46 | 63 | - | - |
| Adjustments | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Deductions | - | 55 | 1 | - | 235 | 26 | 40 | 21 | 169 | - | - | 6 | - | - |
| Transfer to Investment Property [Refer note (b) as below] | 2 | 77 | - | - | - | - | - | - | - | - | - | - | - | 79 |
| As at 31 March 2024 | 1,078 | 7,277 | 1,110 | 882 | 17,608 | 1,533 | 1,173 | 437 | 1,443 | 34 | 173 | 879 | 4 | 8 |
| Additions | 351 | 2,161 | - | - | 2,256 | 246 | 565 | 133 | 265 | - | - | 43 | - | - |
| Adjustments | - | - | - | - | (4) | - | - | - | - | - | - | - | - | - |
| Deductions | - | 186 | - | - | 467 | 50 | 117 | 34 | 324 | - | - | 73 | 4 | - |
| As at 31 March 2025 | 1,429 | 9,252 | 1,110 | 882 | 19,393 | 1,729 | 1,621 | 536 | 1,384 | 34 | 173 | 849 | 0 | 8 |
| Accumulated depreciation | | | | | | | | | | | | | | |
| As at 01 April 2023 | - | 2,674 | 736 | 313 | 12,441 | 1,077 | 700 | 330 | 518 | - | 97 | 590 | 3 | 6 |
| Depreciation charge | - | 255 | 16 | 15 | 676 | 54 | 74 | 36 | 185 | - | 1 | 28 | - | - |
| Deductions | - | 52 | 1 | - | 216 | 22 | 35 | 20 | 133 | - | - | 6 | - | - |
| Transfer to Investment Property [Refer note (b) as below] | - | 17 | - | - | - | - | - | - | - | - | - | - | - | 17 |
| As at 31 March 2024 | - | 2,860 | 751 | 328 | 12,901 | 1,109 | 739 | 346 | 570 | - | 98 | 612 | 3 | 6 |
| Depreciation charge | - | 299 | 16 | 14 | 820 | 72 | 105 | 39 | 193 | - | 3 | 31 | 0 | - |
| Deductions | - | 74 | - | 0 | 422 | 46 | 96 | 31 | 223 | - | - | 68 | 3 | - |
| As at 31 March 2025 | - | 3,085 | 767 | 342 | 13,299 | 1,135 | 748 | 354 | 540 | - | 101 | 575 | 0 | 6 |
| Net carrying value | | | | | | | | | | | | | | |
| As at 31 March 2024 | 1,078 | 4,417 | 359 | 554 | 4,707 | 424 | 434 | 91 | 873 | 34 | 75 | 267 | 1 | 2 |
| As at 31 March 2025 | 1,429 | 6,167 | 343 | 540 | 6,094 | 594 | 873 | 182 | 844 | 34 | 72 | 274 | 0 | 2 |

Notes:-

- (a) Includes:
- (i) Rs. 0.01 lakh (31 March 2024: Rs. 0.01 lakh) being the aggregate value of shares in Co-operative housing societies.
 - (ii) Rs. 4 lakhs (31 March 2024: Rs. 4 lakhs) for tenements in an association of apartment owners.
- (b) During the previous year:
- (i) Freehold land having gross carrying amount of Rs. 2 lakhs has been transferred to "Investment Property" as the Company has stopped business activities from the office and leased out the premises.
 - (ii) Buildings having gross carrying amount of Rs. 77 lakhs and accumulated depreciation of Rs. 17 lakh has been transferred to "Investment Property" as the group has stopped business activities from the office and leased out the premises.
 - (c) The Group has pledged certain assets against borrowing limits (refer note 27 for details).
 - (d) The vehicles are hypothecated against the vehicle loans. Refer note 23 for further details.
 - (e) The title deeds of all immovable properties (other than properties where the Group Company is the lessee and lease arrangements are duly exercised in favour of the lessee) are held in the name of the Group Company.

**Note 3 - Right-of-use asset [Refer note no. 45]**

| Description | Leasehold Land | Ownership premises | Computers | (Rs. in lakhs) |
|---------------------------------|----------------|--------------------|------------|----------------|
| | | | | Total |
| Gross carrying value | | | | |
| As at 01 April 2023 | 866 | 136 | 77 | 1,079 |
| Additions | 230 | 10 | 73 | 313 |
| Deductions | - | (19) | - | (19) |
| As at 31 March 2024 | 1,096 | 127 | 150 | 1,373 |
| Additions | - | - | 64 | 64 |
| Adjustments | - | 12 | - | 12 |
| Deductions | - | (19) | - | (19) |
| As at 31 March 2025 | 1,096 | 120 | 214 | 1,430 |
| Accumulated amortisation | | | | |
| As at 01 April 2023 | 27 | 41 | 35 | 103 |
| Amortisation charge | 17 | 45 | 32 | 94 |
| Deductions | - | (19) | - | (19) |
| As at 31 March 2024 | 44 | 67 | 67 | 178 |
| Amortisation charge | 17 | 49 | 42 | 108 |
| Adjustments | - | 12 | - | 12 |
| Deductions | - | (18) | - | (18) |
| As at 31 March 2025 | 61 | 110 | 109 | 280 |
| Net carrying value | | | | |
| As at 31 March 2024 | 1,052 | 60 | 83 | 1,195 |
| As at 31 March 2025 | 1,035 | 10 | 105 | 1,150 |

Notes:-

- (a) The Group incurred Rs. 460 lakhs in the year ended 31 March 2025 (31 March 2024: Rs. 429 lakhs) towards expenses relating to short-term leases and leases of low value assets. The total cash outflow for leases is Rs. 568 lakhs for the year ended 31 March 2025 (31 March 2024: Rs. 517 lakhs), including cash outflow of short-term leases and leases of low value assets. Interest on lease liabilities is Rs. 13 lakhs for the year 31 March 2025 (31 March 2024: Rs. 15 lakhs). [Refer note 39 and note 45]

Note 4 - Capital work-in-progress (CWIP)

| Particulars | (Rs. in lakhs) | |
|------------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Opening balance | 2,537 | 151 |
| Add : Addition during the year | 2,491 | 2,793 |
| Less : Capitalised during the year | (4,617) | (407) |
| Total | 411 | 2,537 |

a) CWIP ageing schedule

| Particulars | Amount in CWIP for a period of 31 March 2025 | | | | (Rs. in lakhs) |
|-----------------------------------|--|------------|-----------|------------------|----------------|
| | Less than 1 year | 1-2 years | 2-3 years | above 3 years | Total |
| | | | | | |
| Projects in progress | 151 | 228 | 32 | - | 411 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 151 | 228 | 32 | - | 411 |

| Particulars | Amount in CWIP for a period of 31 March 2024 | | | | (Rs. in lakhs) |
|-----------------------------------|--|-----------|-----------|------------------|----------------|
| | Less than 1 year | 1-2 years | 2-3 years | above 3 years | Total |
| | | | | | |
| Projects in progress | 2,499 | 38 | - | - | 2,537 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 2,499 | 38 | - | - | 2,537 |

Note: There are no projects in PPE, which are overdue or has exceeded its cost compared to its original plan as at March 31, 2025 and March 31, 2024.

**Note 5 - Investment properties**

| | (Rs. in lakhs) | | | |
|--|----------------|--------------|--------------------|--------------|
| Description | Freehold land | Buildings | Ownership premises | Total |
| Gross carrying value (at deemed cost) | | | | |
| As at 01 April 2023 | 13 | 1,516 | 96 | 1,625 |
| Additions | - | 19 | - | 19 |
| Deductions | - | - | - | - |
| Transfer from PPE | 2 | 77 | - | 79 |
| As at 31 March 2024 | 15 | 1,612 | 96 | 1,723 |
| Additions | - | - | - | - |
| Adjustments | - | 1 | - | 1 |
| Deductions | - | 18 | - | 18 |
| As at 31 March 2025 | 15 | 1,595 | 96 | 1,706 |
| Accumulated depreciation | | | | |
| As at 01 April 2023 | - | 546 | 34 | 580 |
| Depreciation charge | - | 40 | 2 | 42 |
| Deductions | - | - | - | - |
| Transfer from PPE | - | 17 | - | 17 |
| As at 31 March 2024 | - | 603 | 36 | 639 |
| Depreciation charge | - | 42 | 2 | 44 |
| Adjustments | - | - | - | - |
| Deductions | - | 5 | - | 5 |
| As at 31 March 2025 | - | 640 | 38 | 677 |
| Net carrying value | | | | |
| As at 31 March 2024 | 15 | 1,009 | 60 | 1,084 |
| As at 31 March 2025 | 15 | 955 | 58 | 1,028 |

Notes:**(a) Fair Value of Investment properties***

| Description | Freehold land | Buildings | Ownership premises | (Rs. in lakhs) |
|----------------------------|---------------|--------------|--------------------|----------------|
| | | | | Total |
| As at 31 March 2024 | 9,299 | 1,484 | 3,047 | 13,830 |
| As at 31 March 2025 | 9,504 | 1,533 | 3,285 | 14,322 |

***Estimation of fair value**

During the year, valuations of the Investment properties is performed by a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The fair value measurement is based on comparable sales approach. The fair value measurement is categorised in level 3 of fair value hierarchy.

The fair valuation is based on current prices in the active market of similar properties. The main inputs used for valuation are quantum, area, location, demand, quality of construction, age of building and trend of fair market etc.

(b) Information regarding income and expenditure of Investment property :

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Rental income derived from investment properties | 176 | 148 |
| Direct operating expenses (including repairs and maintenance) for properties generating rental income | (22) | (22) |
| Profit arising from investment properties before depreciation | 154 | 126 |
| Less: Depreciation | (44) | (42) |
| Profit arising from investment properties | 110 | 84 |

(c) The Group has no restrictions on the reliability of its investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancements.

(d) The Company has pledged certain properties against borrowing limits (refer note 54 for details).

(e) The title deeds of all investment properties are held in the name of the Company.

Note 6 - Intangible assets

| Description | (Rs. in lakhs) | | | |
|---------------------------------|-------------------|-------------------|-----------|------------|
| | Computer Software | E learning Module | Website | Total |
| Gross carrying value | | | | |
| As at 1 April 2023 | 914 | 11 | 14 | 939 |
| Additions | 74 | - | - | 74 |
| Deductions | 61 | - | - | 61 |
| As at 31 March 2024 | 927 | 11 | 14 | 952 |
| Additions | - | - | - | - |
| Deductions | 58 | - | - | 58 |
| As at 31 March 2025 | 869 | 11 | 14 | 894 |
| Accumulated amortisation | | | | |
| As at 1 April 2023 | 775 | 10 | 2 | 787 |
| Amortisation charge | 101 | 1 | 4 | 106 |
| Deductions | 61 | - | - | 61 |
| As at 31 March 2024 | 815 | 11 | 6 | 832 |
| Amortisation charge | 75 | - | 4 | 79 |
| Deductions | 54 | - | - | 54 |
| As at 31 March 2025 | 836 | 11 | 10 | 857 |
| Net carrying value | | | | |
| As at 31 March 2024 | 112 | - | 8 | 120 |
| As at 31 March 2025 | 33 | - | 4 | 37 |

**Note 7 - Intangible assets under development (IAUD)**

| Particulars | (Rs. in lakhs) | |
|------------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Opening balance | - | 41 |
| Add : Addition during the year | - | 26 |
| Less : Capitalised during the year | - | (67) |
| Total | - | - |

| Particulars | Amount in IAUD as on 31 March 2025 | | | | Total |
|-----------------------------------|------------------------------------|-----------|-----------|------------------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | above 3 years | |
| Projects in progress | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |
| Total | - | - | - | - | - |

| Particulars | Amount in IAUD as on 31 March 2024 | | | | Total |
|-----------------------------------|------------------------------------|-----------|-----------|------------------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | above 3 years | |
| Projects in progress | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |
| Total | - | - | - | - | - |

Note: There are no projects in IAUD, which are overdue or has exceeded its cost compared to its original plan as at March 31, 2025 and March 31, 2024.

Note 8 - Investment (Non-current)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Investment in equity instruments | | |
| Investment in unquoted equity shares valued at deemed cost, fully paid up | | |
| 2,345 (31 March 2025: 2,345) equity shares of Rs. 10 each of Centre For Technology Assisted Reconstructive Surgery Private Limited | 50 | 50 |
| Less: Provision for diminution in the value of investment | (50) | (35) |
| Total (A) | - | 15 |
| Investment in debt instruments | | |
| Investment in quoted debentures valued at cost, fully paid up | | |
| HDFC Bank Limited (March 31, 2025 - 40 units (March 31, 2024 - Nil units)) having Face value of Rs. 10 Lakhs each | 391 | - |
| Aditya Birla Finance Limited (March 31, 2025 - 15,000 units (March 31, 2024 - 15,000 units)) having Face value of Rs. 0.01 Lakhs each | 151 | 151 |
| 6.83% GOI Loan (March 31, 2025 - 1,20,000 units (March 31, 2024 - Nil units)) having Face value of Rs. 100 each | 118 | - |
| Piramal Enterprises Limited (March 31, 2025 - 100 units (March 31, 2024 - Nil unit) having Face value of Rs. 1 Lakhs each | 100 | - |
| MAS Financial Services (March 31, 2025 - 50 units (March 31, 2024 - Nil unit) having Face value of Rs. 1 Lakhs each | 49 | - |
| Incred Financial Services Limited (March 31, 2025 - Nil unit (March 31, 2024 - 16 units)) having Face value of Rs. 10 Lakhs each | - | 169 |
| Total (B) | 809 | 320 |
| Total (A + B) | 809 | 335 |
| Aggregate amount of quoted investments | 809 | 320 |
| Market value of quoted investments (including interest accrued) | 839 | 348 |
| Aggregate amount of unquoted investments | 50 | 50 |
| Aggregate amount of impairment in value of investments | 50 | 35 |

Note 9 - Other financial assets (Non-current)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Security deposit | 353 | 210 |
| Fixed deposits held as lien by bank against bank guarantees (Refer note no. 42) | 492 | 465 |
| Total | 845 | 675 |

**Note 10 - Non-current income tax assets (net)**

| Particulars | (Rs. in lakhs) | |
|---------------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Advance income tax (net of provision) | 1,407 | 1,706 |
| Total | 1,407 | 1,706 |

Notes:

(a) The following table provides the details of income tax assets and liabilities:

| Particulars | (Rs. in lakhs) | |
|------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Income tax assets | 14,556 | 12,711 |
| Income tax liabilities | 13,149 | 11,005 |
| Net balances | 1,407 | 1,706 |

Note 11 - Deferred tax assets (net)

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Deferred tax assets on account of: | | |
| Employee benefits | 410 | 361 |
| Allowance for credit impairment | 1,036 | 912 |
| Unused tax losses as per Income Tax Act, 1961 | 303 | 650 |
| Section 43B Disallowance | 11 | - |
| Provision for warranties | - | 12 |
| Section 35DD (Allowance for merger related expenses) | 142 | 4 |
| Provision for diminution in value of investment in and intercorporate deposit given to wholly owned subsidiary | 94 | - |
| Ind AS 116 | 8 | 5 |
| | 2,004 | 1,944 |
| Deferred tax liabilities on account of: | | |
| Timing difference between book depreciation and depreciation as per Income Tax Act, 1961 | 900 | 902 |
| Financial asset measured at FVTPL | 130 | 99 |
| | 1,030 | 1,001 |
| Net deferred tax assets | 974 | 943 |

Note 12 - Other non-current assets

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Capital advances considered good [Refer notes (a) below] | 414 | 458 |
| Capital advances credit impaired [Refer notes (a) below] | 27 | 27 |
| Less : Loss allowance | (27) | (27) |
| Sub-Total | 414 | 458 |
| Balances with government authorities considered good | 464 | 1,362 |
| Balances with government authorities credit impaired | 1,021 | 1,021 |
| Less : Loss allowance | (1,021) | (1,021) |
| Sub-Total | 464 | 1,362 |
| Prepaid expenses | 25 | 57 |
| Total | 903 | 1,877 |

Break-up:

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Other assets considered good - Secured | - | - |
| Other assets considered good - Unsecured | 903 | 1,877 |
| Other assets credit impaired | 1,048 | 1,048 |
| Other assets which have significant increase in credit risk | - | - |
| Loss allowance | (1,048) | (1,048) |
| Total | 903 | 1,877 |

(a) Capital advances include:

| Particulars | (Rs. in lakhs) | |
|---------------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Land at Silvassa | 27 | 27 |
| Less : Provision for capital advances | (27) | (27) |
| Building | 105 | 363 |
| Plant & Machinery | 309 | 92 |
| Furniture And Fixtures | - | 3 |
| Total | 414 | 458 |

**Note 13 - Inventories****(Valued at lower of cost or net realisable value)**

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Raw materials, components and packing material | 5,241 | 7,846 |
| Work-in-progress | 1,388 | 1,507 |
| Finished goods *# | 3,448 | 3,245 |
| Stock-in-trade | 1,264 | 817 |
| Stores, spares, parts, scrap etc. | 470 | 643 |
| Right to receive inventory | 863 | 463 |
| Total | 12,674 | 14,521 |

Inventory write downs/provision for impairment are accounted, considering the nature of inventory, ageing, and net realisable value. Write-downs/Provision for impairment of inventories to net realisable value amounted to Rs. 443 lakhs (31 March 2024: 80 lakhs). These write down/provision for impairment were recognised as an expense during the year and included in the 'Changes in inventories of finished goods, work-in-progress, and stock-in-trade' in the Consolidated Statement of Profit and Loss.

* Certain imported inventory amounting to Rs. 336 lakhs, which has been detained by the Bureau of Indian Standards (BIS). The Holding Company had filed an application with the Bureau of Indian Standards (BIS) Authorities, for compounding of an alleged Offence under Section 33 of BIS Act, 2016 on 05 May 2023. The Holding Company received an order dated 15 June 2023 allowing the Compounding application, subject to payment of compounding amount of INR 3,643 lakhs, under the BIS Act 2016 and BIS Rules, 2018. As the Compounding amount was unfair, arbitrary and unreasonable, the Holding Company filed a Writ Petition in the Hon'ble Bombay High Court, since the filing of the appeal with DG was not an efficacious remedy, challenging the said compounding order, and got a stay. As the proceedings have not yet started, the pleadings are yet to begin, hence no provision has been made towards compounding amount in the books, as of 31 March 2025, since the final / exact /appropriate amount of compounding is yet to be determined.

Refer note 27 for details on Inventory pledged as security against borrowings of the Holding Company.

Note 14 - Investments (Current)

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Financial assets classified and measured at fair value through profit or loss | | |
| (A) Investment in mutual funds (Quoted) | | |
| Axis Strategic Bond Fund - Growth - Direct Plan | 192 | 176 |
| (31 March 2025: 641,195.42 units, 31 March 2024: 641,195.42 units) | | |
| Birla Sunlife Low Duration Fund - Growth - Direct plan | - | 69 |
| (31 March 2025: Nil units, 31 March 2024: 10,544.60 units) | | |
| HDFC Credit Risk Debt Fund - Growth - Direct plan | 190 | 175 |
| (31 March 2025: 749,799.09 units, 31 March 2024: 749,799.09 units) | | |
| HDFC Short Term Debt fund - Growth - Direct plan | 157 | 144 |
| (31 March 2025: 486,028.23 units, 31 March 2024: 486,028.23 units) | | |
| ICICI Prudential Medium Term Bond fund - Growth - Direct plan | 192 | 176 |
| (31 March 2025: 399,964.54 units, 31 March 2024: 399,964.54 units) | | |
| ICICI Prudential Short Term Fund - Growth - Direct plan | 160 | 147 |
| (31 March 2025: 249,850.95 units, 31 March 2024: 249,850.69 units) | | |
| Kotak Bluechip Fund - Growth - Direct plan | 259 | 190 |
| (31 March 2025: 42,587.01 units, 31 March 2024: 34,117.28 units) | | |
| Kotak Medium Term fund - Growth - Direct plan | 121 | 110 |
| (31 March 2025: 491,699.74 units, 31 March 2024: 491,699.74 units) | | |
| Mirae Asset Focused Fund - Growth - Direct Plan | 128 | 118 |
| (31 March 2025: 506,294.33 units, 31 March 2024: 506,294.33 units) | | |
| Mirae Asset Large Cap Fund - Growth - Direct plan | 143 | 130 |
| (31 March 2025: 121,533.18 units, 31 March 2024: 121,533.18 units) | | |
| SBI Focused Equity Fund - Growth - Direct plan | 146 | 130 |
| (31 March 2025: 40,104.67 units, 31 March 2024: 40,104.67 units) | | |
| UTI Flexicap fund - growth - direct plan | - | 152 |
| (31 March 2025: Nil units, 31 March 2024: 52,881.32 units) | | |
| Aditya Birla sunlife floating rate fund - growth - direct plan | 14 | 13 |
| (31 March 2025: 4,048.08 units; 31 March 2024: 4,048.08 units) | | |
| Aditya Birla sunlife arbitrage fund - growth - direct plan | 7 | 7 |
| (31 March 2025: 25,184.98 units; 31 March 2024: 25,184.98 units) | | |
| Aditya Birla sunlife arbitrage fund - growth - regular plan | 50 | 47 |
| (31 March 2025: 191,405.59 units; 31 March 2024: 191,405.59 units) | | |
| SBI Magnum low duration fund - growth plan | 21 | 19 |
| (31 March 2025: 602.52 units; 31 March 2024: 602.52 units) | | |
| Bandhan Banking & PSU Debt Fund - Regular Plan - Growth | 9 | 8 |
| (31 March 2025: 35,493.51 units; 31 March 2024: 35,493.51 units) | | |
| Aditya Birla sunlife equity hybrid 95 fund - growth - direct plan | 20 | 18 |
| (31 March 2025: 1,245.13 units; 31 March 2024: 1,245.13 units) | | |



| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| HDFC Corporate bond fund - growth - regular plan (31 March 2025: 43,871.77 units; 31 March 2024: 43,871.77 units) | 14 | 13 |
| Parag Parikh Flexi Cap Fund - Direct Plan (31 March 2025: 304,766.92 units; 31 March 2024: 178,083.37 units) | 261 | 133 |
| HDFC Liquid Fund Direct Growth (31 March 2025: Nil units; 31 March 2024: 15,568.44 units) | - | 739 |
| HDFC Overnight Fund - Growth - Direct Plan (31 March 2025: 804.77 units; 31 March 2024: 3,005.98 units) | 30 | 107 |
| HDFC Corporate bond fund - growth - direct plan (31 March 2025: 7,760.21 units; 31 March 2024: 7,760.21 units) | 3 | 2 |
| ICICI - Ultr Short Term Fund - Growth (31 March 2025: Nil units; 31 March 2024: 12,81,326.67 units) | - | 324 |
| ICICI Floating Interest Fund - Growth - Regular Plan (31 March 2025: 57,156.93 units; 31 March 2024: 57,156.93 units) | 237 | 220 |
| ICICI Liquid Fund - Growth - Direct Plan (31 March 2025: Nil units; 31 March 2024: 51,248.06 units) | - | 183 |
| Investment in mutual funds (A) | 2,354 | 3,550 |
| (B) Investment in bonds (Unquoted) | | |
| 9.60% Tourism Finance Corporation Limited Bonds_2028 (31 March 2025: 2 units; 31 March 2024: 2 units) having Face value of Rs. 10 Lakhs each | 20 | 20 |
| 9.65% Tourism Finance Corporation Limited Bonds_2033 (31 March 2025: 1 unit; 31 March 2024: 1 unit) having Face value of Rs. 10 Lakhs each | 10 | 10 |
| Investment in bonds (B) | 30 | 30 |
| Total (A+B) | 2,384 | 3,580 |
| Aggregate amount of investments and their market value | | |
| Quoted | 2,354 | 3,550 |
| Unquoted | 30 | 30 |

Note 15 - Trade receivables

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Trade receivables | 20,804 | 19,146 |
| Receivables from related parties (Refer note 48) | 63 | 40 |
| Trade receivables which have significant increase in credit risk | - | - |
| Trade receivables - credit impaired | 1,426 | 1,426 |
| Less : Allowance for credit impairment and expected credit losses | (3,027) | (2,602) |
| Total | 19,266 | 18,010 |

Break-up:

| Particulars | As at 31 March 2025 | (Rs. in lakhs) As at 31 March 2024 |
|---|------------------------|--|
| | | |
| Secured, considered good [Refer note (a) below] | 3,200 | 3,200 |
| Unsecured, considered good [Refer note (b) below] | 17,667 | 15,986 |
| Unsecured, credit impaired | 1,426 | 1,426 |
| Less : Allowance for credit impairment and expected credit losses | (3,027) | (2,602) |
| Total | 19,266 | 18,010 |

Break up of Allowance for credit impairment and expected credit losses

| Particulars | As at 31 March 2025 | (Rs. in lakhs) As at 31 March 2024 |
|---|------------------------|--|
| | | |
| Unsecured, considered good [Refer note (b) below] | 1,601 | 1,176 |
| Unsecured, credit impaired | 1,426 | 1,426 |
| Total | 3,027 | 2,602 |

Trade Receivable ageing schedule as at 31 March 2025

| | (Rs. in lakhs) | | | | | | |
|--|--|--------------------|------------------|------------|------------|-------------------|---------------|
| Particulars | Outstanding for following periods from due date of payment | | | | | | 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 | 8,209 | 9,500 | 387 | 436 | 128 | 1,008 | 19,668 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | 2 | 7 | 9 |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | - | 1,190 | 1,190 |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | 1,426 | 1,426 |
| Total | 8,209 | 9,500 | 387 | 436 | 130 | 3,631 | 22,293 |
| Less: Allowance for credit impairment and expected credit losses | | | | | | | 3,027 |
| Total | | | | | | | 19,266 |



Trade Receivable ageing schedule as at 31 March 2024

| Particulars | (Rs. in lakhs) | | | | | | Total |
|--|--|--------------------|------------------|-----------|-----------|-------------------|--------|
| | Outstanding for following periods from due date of payment | | | | | | |
| | Not due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 6,679 | 9,292 | 550 | 302 | 929 | 238 | 17,990 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | 1 | 5 | 6 |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | 1,061 | 129 | 1,190 |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | 1,297 | 129 | 1,426 |
| Total | 6,679 | 9,292 | 550 | 302 | 3,288 | 501 | 20,612 |
| Less: Allowance for credit impairment and expected credit losses | | | | | | | 2,602 |
| Total | | | | | | | 18,010 |

Notes:

- (a) Secured by letter of credit
- (b) Refer notes 51(A) for information on credit risk and details regarding past dues receivables and, movement in allowance for credit impairment.
- (c) No amount is due by directors or other officers of the Holding Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member except as disclosed in note no. 48.
- (d) Refer note 27, for details on trade receivables pledged as security against the borrowings of the Holding Company.

Note 16 - Cash and cash equivalents

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Balances with banks in current accounts | 916 | 396 |
| Fixed Deposits with bank (original maturity of less than 3 months) | 2,100 | - |
| Cash on hand | 12 | 8 |
| Total | 3,028 | 404 |

Note: There are no repatriation restrictions with regard to cash and cash equivalent as at 31 March 2025 and 31 March 2024.

Note 17 - Bank balances other than cash and cash equivalents

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| In unpaid dividend accounts [Refer note (a) & (b) below] | 263 | 189 |
| Fixed deposit with banks | 3,420 | 4,127 |
| Total | 3,683 | 4,316 |

Note:

- (a) There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31 March 2025 and 31 March 2024.
- (b) There are restrictions in the balances in Unpaid Dividend accounts.

Note 18 - Loans (Current)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Loans to employees (Unsecured, considered good) | 175 | 180 |
| Total | 175 | 180 |

Note 19 - Other financial assets (Current)

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Security deposits | 353 | 327 |
| Interest accrued but not due on fixed deposits | 195 | 173 |
| Other receivables | 78 | 12 |
| Total | 626 | 512 |

Note 20 - Other current assets

| Particulars | (Rs. in lakhs) | |
|-----------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Contract assets | 77 | 114 |
| Less: Contract allowance | (77) | - |
| Sub-total | - | 114 |
| Advance to suppliers | 1,230 | 1,045 |
| Prepaid expenses | 322 | 239 |
| Export incentive receivable | 25 | 18 |
| Input tax credit receivable | 960 | 1,293 |
| Other receivables | 1 | 4 |
| Others | 7 | 38 |
| Total | 2,545 | 2,751 |

**Note 21 - Asset classified as held for sale**

| Particulars | (Rs. in lakhs) | |
|--------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Leasehold land | - | 18 |
| Ownership premises | - | 7 |
| Total | - | 25 |

Note: Asset classified as held for sale (Ind AS 105)

- (a) During the Current year, the Group has sold property situated at Kochi (Ownership premises), for a consideration of Rs. 70 lakhs which was duly approved by Board, which was reported under 'Assets classified as held for sale'

Item wise net carrying value as at 31 March 2025 of the Asset classified as held for sale is as follows:

| Particulars | (Rs. in lakhs) | | | |
|--------------------|----------------------|------------|--------------------------|--------------------|
| | Gross carrying value | Impairment | Accumulated depreciation | Net carrying value |
| Leasehold land | - | - | - | - |
| Ownership Premises | - | - | - | - |
| Total | - | - | - | - |

Item wise net carrying value as at 31 March 2024 of the Asset classified as held for sale is as follows:

| Particulars | (Rs. in lakhs) | | | |
|--------------------|----------------------|------------|--------------------------|--------------------|
| | Gross carrying value | Impairment | Accumulated depreciation | Net carrying value |
| Leasehold land | 18 | - | - | 18 |
| Ownership Premises | 12 | - | 5 | 7 |
| Total | 30 | - | 5 | 25 |

Note 22 - Equity share capital

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Authorised shares | | |
| 43,000,000 (31 March 2024: 33,000,000) equity shares of Rs. 10 each | 4,300 | 3,300 |
| Issued, subscribed and fully paid-up shares | | |
| 17,402,815 (31 March 2024: 13,598,467) equity shares of Rs. 10 each fully paid up | 1,740 | 1,360 |
| Total | 1,740 | 1,360 |

Note 22 a- Reconciliation of number of equity shares outstanding at the beginning and at the end of the year:

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|--|---------------------|----------------|---------------------|----------------|
| | No. of shares | (Rs. in lakhs) | No. of shares | (Rs. in lakhs) |
| Equity shares | | | | |
| Shares outstanding at the beginning of the year | 13,598,467 | 1,360 | 13,598,467 | 1,360 |
| Add: Shares issued during the year | 3,804,348 | 380 | - | - |
| Shares outstanding at the end of the year | 17,402,815 | 1,740 | 13,598,467 | 1,360 |

Note 22 b- Rights, preferences and restrictions

The Group has only one class of shares referred to as equity shares having at par (face) value of Rs. 10 per share. Each and every shareholder is eligible for one vote per share held.

In the event of liquidation of the Group, the equity shareholders will be entitled to receive the remaining assets of the Group, after distribution of all the preferential amounts, in proportion to their shareholding.

Note 22 c- Shares held by ultimate holding Company

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|--|---------------------|--------------|---------------------|--------------|
| | No. of shares held | % of holding | No. of shares held | % of holding |
| Equity shares of Rs. 10 each | | | | |
| J. B. Advani & Company Private Limited | 7,871,370 | 45.23% | 6,800,531 | 50.01% |

Note 22 d- Details of shares held by shareholders holding more than 5% of aggregate shares in the Company

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|--|---------------------|---------------|---------------------|---------------|
| | No. of shares held | % of holding | No. of shares held | % of holding |
| Equity shares of Rs. 10 each | | | | |
| J. B. Advani & Company Private Limited | 7,871,370 | 45.23% | 6,800,531 | 50.01% |
| Total | 7,871,370 | 45.23% | 6,800,531 | 50.01% |

**Note 22 e - Details of shares held by promoter and promoter group in the Group**

| Name of Promoter | As at 31 March 2025 | | | | | As at 31 March 2024 | | | | |
|------------------------------------|---|--|---|----------------------------|-----------------------------------|---|---|---|----------------------------|-----------------------------------|
| | No. of shares held at the beginning of the year | Change in the no. of shares during the year (Purchase/(Sold))* | No. of shares held at the end of the year | Percentage of total shares | Percentage change during the year | No. of shares held at the beginning of the year | Change in the no. of shares during the year (Purchase/(Sold)) | No. of shares held at the end of the year | Percentage of total shares | Percentage change during the year |
| J B Advani And Company Pvt Limited | 68,00,531 | 10,70,839 | 78,71,370 | 45.23% | (4.78%) | 68,00,531 | - | 68,00,531 | 50.01% | 0.00% |
| Atuna B. Advani | 2,95,480 | 97,934 | 3,93,414 | 2.26% | 0.09% | 2,95,480 | - | 2,95,480 | 2.17% | 0.00% |
| Aditya T. Malkani | 1,23,198 | 1,88,825 | 3,12,023 | 1.79% | 0.89% | 1,23,198 | - | 1,23,198 | 0.91% | 0.00% |
| (Late) A. T. Mirchandani | 64,430 | 16,028 | 80,458 | 0.46% | (0.01%) | 64,430 | - | 64,430 | 0.47% | 0.00% |
| N. Malkani Nagpal | 1,99,952 | 87,423 | 2,87,375 | 1.65% | 0.18% | 1,99,952 | - | 1,99,952 | 1.47% | 0.00% |
| Michelle Gulu Malkani | 79,200 | 9,097 | 88,297 | 0.51% | (0.08%) | 79,200 | - | 79,200 | 0.58% | 0.00% |
| Rajbir Tarachand Malkani | 67,417 | 63,025 | 1,30,442 | 0.75% | 0.25% | 67,417 | - | 67,417 | 0.50% | 0.00% |
| Priyadarshini Lambert | 49,050 | (15,000) | 34,050 | 0.20% | (0.17%) | 49,050 | - | 49,050 | 0.36% | 0.00% |
| Vimla A. Lalvani | 19,490 | 12,292 | 31,782 | 0.18% | 0.04% | 19,490 | - | 19,490 | 0.14% | 0.00% |
| Ravin A. Mirchandani | 8,002 | 1,294 | 9,296 | 0.05% | (0.01%) | 8,002 | - | 8,002 | 0.06% | 0.00% |
| Deep A. Lalvani | 4,419 | 8,715 | 13,134 | 0.08% | 0.04% | 4,419 | - | 4,419 | 0.03% | 0.00% |
| Reshma A. Lalvani | 6,180 | 10,542 | 16,722 | 0.10% | 0.05% | 6,180 | - | 6,180 | 0.05% | 0.00% |
| Shirin Aditya Malkani | 19,463 | 20,493 | 39,956 | 0.23% | 0.09% | 19,463 | - | 19,463 | 0.14% | 0.00% |
| Tanya Hallina Advani | - | 1,195 | 1,195 | 0.01% | 0.01% | - | - | - | 0.00% | 0.00% |
| Tania Mirchandani | - | 16,304 | 16,304 | 0.09% | 0.09% | - | - | - | 0.00% | 0.00% |
| Pravna K Mathur | 1,350 | 18,782 | 20,132 | 0.12% | 0.11% | 1,350 | - | 1,350 | 0.01% | 0.00% |
| Total | 77,38,162 | 16,07,788 | 93,45,950 | 53.70% | | 77,38,162 | - | 77,38,162 | 56.90% | |

*It includes 1,511,062 number of shares issued pursuant to the scheme of amalgamation of Ador Fontech Limited with Ador Welding Limited, wherever applicable. (Refer note 61)

Note 22 f - The Group has not issued any bonus shares or shares for consideration other than cash nor has there been any buyback of shares during five years immediately preceding 31 March 2025 except the shares issued to the shareholders of erstwhile Ador Fontech Limited pursuant to the scheme of amalgamation. (Refer note 61)

Note 23 - Borrowing (Non-current)

| Particulars | (Rs. in lakhs) | |
|-----------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Secured Term Loan from Bank | | |
| Vehicle Loan* | 84 | 108 |
| Total | 84 | 108 |

* The Group has availed vehicle loans at floating rate of interest based on RBI Repo rate plus Credit risk premium. The above loans are hypothecated against the vehicles having a gross block of Rs. 216 lakhs (March 31, 2024 : 215 lakhs) and written-down value of Rs. 96 lakh as at March 31, 2025 (March 31, 2024 : 133 lakhs)

Note 24 - Other financial liabilities (Non-current)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Rent deposit | 25 | 9 |
| Rent deposit from related parties [Refer note 48] | 18 | 17 |
| Total | 43 | 26 |

Note 25 - Provisions (Non-current)

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Provision for employee benefits | | |
| Gratuity [Refer note 47(II)] | 934 | 771 |
| Total | 934 | 771 |

Note 26 - Other non-current liabilities

| Particulars | (Rs. in lakhs) | |
|----------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Advance income | 194 | 276 |
| Total | 194 | 276 |

Note 27 - Borrowings (Current)

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Secured Borrowings | | |
| From banks | | |
| Working capital loan repayable on demand [Refer note (i) below and Note 54] | - | 4,000 |
| Current maturities of Long term borrowing - Vehicle Loan | 25 | 22 |
| Cash credit facility availed from bank | - | 177 |
| Total | 25 | 4,199 |

**Notes:****(i) Nature of Security and terms of repayment for short term secured borrowings of Group:**

Working capital loan from a bank, balance outstanding amount as at 31 March 2025 is Nil (31 March 2024: Rs 4,000 Lakhs) is secured first pari passu charge by way of hypothecation of Holding Company's entire stocks and book debts, both present and future, exclusive charge on the entire plant and machinery and other movable fixed assets of the Group and on the land and building of the Group located at survey no. 59/11/1, 59/11/2, 59/11/3, 59/12 and 59/13 situated at village Masat, Silvassa, Dadra and Nagar Haveli and 147 2B 3 Village Akurdi, Pune, Maharashtra.

(ii) Guarantees given by banks to third parties amounting to Rs. 3,458 lakhs (31 March 2024: Rs. 1,744 lakhs) on behalf of the Group are secured against securities mentioned in (i) above. (Refer note 42).

Note 28 - Trade payables

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Dues to micro and small enterprises [Refer note (a) below] | 1,294 | 1,484 |
| Amounts due to micro and small enterprises - related parties (refer note 48 (III)) | 280 | 247 |
| Others | 9,725 | 6,160 |
| Sub-total | 11,299 | 7,891 |
| Accrued expenses | 1,161 | 607 |
| Total | 12,460 | 8,498 |

Trade Payable ageing schedule as at 31 March 2025

| | (Rs. in lakhs) | | | | |
|------------------------|--|-----------|-----------|----------------------|---------------|
| Particulars | Outstanding for following periods from date of invoice | | | | Total |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed - MSME | 1,562 | 11 | - | 1 | 1,574 |
| Undisputed - Others | 8,492 | 38 | 12 | 1,183 | 9,725 |
| Disputed dues - MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |
| | 10,054 | 49 | 12 | 1,184 | 11,299 |
| Accrued expenses | | | | | 1,161 |
| Total | 10,054 | 49 | 12 | 1,184 | 12,460 |

Trade Payable ageing schedule as at 31 March 2024

| | (Rs. in lakhs) | | | | |
|------------------------|--|-----------|-----------|-------------------|-------|
| Particulars | Outstanding for following periods from date of invoice | | | | Total |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed - MSME | 1,731 | - | - | - | 1,731 |
| Undisputed - Others | 4,871 | 67 | - | 1,197 | 6,135 |
| Disputed dues - MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | 10 | 15 | 25 |
| | 6,602 | 67 | 10 | 1,212 | 7,891 |
| Accrued expenses | | | | | 607 |
| Total | 6,602 | 67 | 10 | 1,212 | 8,498 |

Notes :

- (a) The Group has amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act). The disclosure pursuant to the said Act is as under:

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Principal amount due remaining unpaid to supplier as at the end of accounting year | 1,574 | 1,731 |
| Interest due remaining unpaid to supplier as at the end of accounting year | 6 | 2 |
| Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| Amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid) | - | - |
| Amount of interest accrued and remaining unpaid at the end of the accounting year | 6 | 2 |
| Amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under section 23 | - | - |

This information has been given in respect of such vendors to the extent they could be identified as Micro and Small enterprises on the basis of information available with the Group.

Note 29 - Other financial liabilities (Current)

| Particulars | (Rs. in lakhs) | |
|--|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Deposits: | | |
| (a) Rent deposit | 6 | 2 |
| (b) From distributors | 418 | 418 |
| (c) From others | 53 | 64 |
| Employee benefits payable | 1,025 | 915 |
| Unclaimed dividend | 263 | 189 |
| Creditors for capital goods | 64 | 345 |
| Dividend Payable | - | 2,100 |
| Other payables | | |
| (a) to related parties (Refer note 48) | 108 | 110 |
| (b) to others * | 670 | 260 |
| Total | 2,607 | 4,403 |

**Note 30 - Other current liabilities**

| Particulars | As at 31 March 2025 | (Rs. in lakhs) As at 31 March 2024 |
|--|------------------------|--|
| | | |
| Advances received from distributors on behalf of customers | 12 | 12 |
| Advances received from customers | 218 | 228 |
| Statutory dues | 619 | 906 |
| Advance income | 79 | 30 |
| Total | 928 | 1,176 |

Note 31 - Provisions (Current)

| Particulars | As at 31 March 2025 | (Rs. in lakhs) As at 31 March 2024 |
|---|------------------------|--|
| | | |
| Provision for employee benefits | | |
| Gratuity [Refer note 47(II)] | 229 | 136 |
| Provision for Compensated absences [Refer note 47(III)] | 468 | 528 |
| Other provisions [Refer note (a), (b) and (c) below] | | |
| Provision for warranties [Refer note (a) and (b) below] | 318 | 217 |
| Provision for sales return [Refer note (a) below] | 262 | 286 |
| Total | 1,277 | 1,167 |

Notes:**(a) Movement in provision:**

| Particulars | Provision for warranties | (Rs. in lakhs) Provision for sales return |
|---|-----------------------------|---|
| | | |
| As at 1 April 2023 | 314 | 246 |
| Additional provision recognised | 197 | 286 |
| Amount used (charged against provisions) during the year | (294) | (246) |
| As at 31 March 2024 | 217 | 286 |
| Additional provision recognised | 318 | 262 |
| Amount used (charged against provisions) during the year | (217) | (286) |
| As at 31 March 2025 | 318 | 262 |

(b) Provision of Rs. 318 lakhs (31 March 2024: Rs. 197 lakhs) has been recognised for expected warranty claims on welding equipment and goods traded during the current financial year. It is expected that all these expenditures will be incurred in next financial year.

(c) Provision of Rs 262 lakhs (31 March 2024: 286 lakhs) has been recognised for expected sales return. This provision is expected to be utilised in next financial year

Note 32 - Revenue from operations

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|---|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Sale of goods (Refer notes (a) below and Refer note 48) | | |
| Domestic | 93,688 | 91,875 |
| Export | 15,335 | 12,154 |
| Sale of services | 2,764 | 2,756 |
| Other operating revenue: | | |
| Sale of scraps and others | 481 | 577 |
| Total | 112,268 | 107,362 |

Notes:

(a) Refer note 57 for information on Revenue from contracts with customers under Ind AS 115.

Note 33 - Other income

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| <u>Interest income on financial asset measured at amortised cost:</u> | | |
| (i) Fixed deposits with banks | 308 | 188 |
| (ii) Interest on loan to related parties/ wholly owned subsidiary | - | 65 |
| (iii) Overdue amount from customers | 113 | 71 |
| (iv) Interest on Income Tax refund | 80 | - |
| (v) Others | 92 | 50 |
| Realised gain on financial assets measured at fair value through profit or loss (FVTPL) | 19 | 1 |
| Lease rental income (Refer notes 46) | 151 | 146 |
| Duty drawback and export incentive | 308 | 229 |
| Profit on sale of property, plant and equipment (net) | - | 46 |
| Foreign currency fluctuation gain (net) | 434 | 355 |
| Provisions/ liabilities no longer required now written back | 29 | 337 |
| Fair value change of financial asset measured at FVTPL | 202 | 366 |
| Insurance claims received | 25 | 20 |
| Miscellaneous income | 119 | 66 |
| Total | 1,880 | 1,940 |

Note 34 - Cost of raw materials and components consumed

| | | (Rs. in lakhs) |
|---------------------|-----------------------------|-----------------------------|
| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Opening stock | 7,846 | 5,574 |
| Add: Purchases | 63,681 | 62,530 |
| Less: Closing stock | (5,241) | (7,846) |
| Total | 66,286 | 60,258 |

**Note 35 - Purchase of stock-in-trade**

| Particulars | (Rs. in lakhs) | |
|---------------------|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Welding products | 4,477 | 6,203 |
| Welding accessories | 2,694 | 613 |
| Others | 2 | - |
| Total | 7,173 | 6,816 |

Note 36 - Changes in inventories of finished goods, stock-in-trade and work-in-progress

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| At the beginning of the Year | | |
| Finished goods (including Right to receive inventory) | 3,708 | 4,790 |
| Stock-in-trade | 817 | 1,499 |
| Work-in-progress | 1,507 | 1,523 |
| | 6,032 | 7,812 |
| At the end of the Year | | |
| Finished goods (including Right to receive inventory) | 4,311 | 3,708 |
| Stock-in-trade | 1,264 | 817 |
| Work-in-progress | 1,388 | 1,507 |
| | 6,963 | 6,032 |
| Total | (931) | 1,780 |

Note 37 - Employee benefits expenses

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Salaries, wages and bonus | 9,275 | 8,361 |
| Contribution to provident and other funds [Refer note 47(I)] | 574 | 584 |
| Contribution to gratuity [Refer note 47(II)] | 266 | 197 |
| Staff welfare expenses | 946 | 866 |
| Total | 11,061 | 10,008 |

Note 38 - Finance costs

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Interest expense on borrowings | 215 | 314 |
| Interest on supplies | 213 | 76 |
| Interest on lease liabilities [Refer note 45] | 13 | 15 |
| Interest on others | 13 | 3 |
| Total | 454 | 408 |

Note 39 - Other expenses

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Manufacturing and other expenses [Refer note 39(a)] | 7,351 | 7,105 |
| Electricity expenses | 22 | 24 |
| Rent [Refer note 45] | 460 | 429 |
| Freight | 3,538 | 2,939 |
| Legal and professional fees | 1,140 | 893 |
| Insurance | 136 | 139 |
| Repairs and maintenance - others | 195 | 213 |
| Travelling, conveyance and vehicle expenses | 1,289 | 1,263 |
| Telephone, postage and telegram | 249 | 224 |
| Rates and taxes | 175 | 225 |
| Advertisement and sales promotion expenses | 425 | 658 |
| Commission | 386 | 226 |
| Bad debts written off (net) | 116 | 87 |
| Expected credit loss | 423 | 182 |
| Provision for doubtful deposits, advances and unbilled revenue | 77 | 8 |
| Donations | 1 | 1 |
| Loss on sale of property, plant and equipment (net) | 1 | - |
| Property, plant and equipment written off | 204 | 18 |
| Printing and stationery | 118 | 158 |
| Auditors remuneration [Refer note 39(b)] | 58 | 58 |
| Corporate social responsibility [Refer note 60] | 179 | 154 |
| Selling and distribution incentive | 250 | 247 |
| Housekeeping and security charges | 380 | 305 |
| Bank charges | 165 | 146 |
| Foreign currency fluctuation loss | 6 | 4 |
| Miscellaneous expenses | 1,142 | 1,033 |
| Total | 18,486 | 16,739 |

Note 39(a)- Manufacturing and other expenses

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Consumption of stores, spare parts and scraps | 1,317 | 1,336 |
| Power and fuel | 1,847 | 1,711 |
| Repairs to machinery | 218 | 235 |
| Repairs to building | 139 | 160 |
| Payment to contract labours | 1,476 | 1,385 |
| Job work charges | 1,546 | 1,748 |
| Other manufacturing expenses | 808 | 530 |
| Total | 7,351 | 7,105 |

**Note 39(b)- Auditors' remuneration (excluding taxes)**

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Statutory audit fees (including limited review fees) | 50 | 48 |
| Tax audit fees | 5 | 5 |
| Certification and other matters | 1 | 4 |
| Reimbursement of out of pocket expenses | 2 | 1 |
| Total | 58 | 58 |

Note 40 - Income Tax expenses / (credit)

| Particulars | (Rs. in lakhs) | |
|------------------------------------|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Current tax | | |
| Current tax for the year | 2,656 | 2,945 |
| Tax pertaining to earlier years | - | 56 |
| Sub-Total (A) | 2,656 | 3,001 |
| Deferred tax | | |
| Change in deferred tax assets | (32) | (50) |
| Change in deferred tax liabilities | 29 | 114 |
| Sub-Total (B) | (3) | 64 |
| Total (A+B) | 2,653 | 3,065 |

Notes :

(a) The reconciliation of estimated income tax expense at tax rate to income tax expense reported in Consolidated Statement of profit and loss is as follows for 31 March 2025 and 31 March 2024:

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Profit before tax as per books | 8,658 | 11,711 |
| Applicable income tax rate | 25.17% | 25.17% |
| Estimated income tax expenses | 2,179 | 2,948 |
| Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income: | | |
| Non-deductible expenses | 493 | 61 |
| Tax on income at different tax rates | (19) | - |
| Tax pertaining to earlier years | - | 56 |
| Reported income tax expenses | 2,653 | 3,065 |

(b) Deferred tax related to the following:

| Particulars | As at 31 March 2025 | Recognised through profit and loss and OCI | As at 31 March 2024 | (Rs. in lakhs) | |
|--|---------------------------|--|---------------------------|---|--------------------------|
| | | | | Recognised through profit and loss and OCI | As at 1 April 2023 |
| Deferred tax assets on account of: | | | | | |
| Employee benefits | 410 | 49 | 361 | 78 | 282 |
| Allowance for credit impairment | 1,036 | 124 | 912 | (50) | 962 |
| Unused tax losses as per Income Tax Act, 1961 | 303 | (347) | 650 | 70 | 580 |
| Section 43B Disallowance | 11 | 11 | - | - | - |
| Provision for warranties | - | (12) | 12 | (46) | 58 |
| Section 35DD (Allowance for Merger related expenses) | 142 | 138 | 4 | 4 | - |
| Provision for diminution in value of investment in and intercorporate deposit given to wholly owned subsidiary | 94 | 94 | - | - | - |
| Ind AS 116 | 8 | 3 | 5 | 5 | - |
| Total deferred tax assets | 2,004 | 60 | 1,944 | 62 | 1,882 |
| Deferred tax liabilities on account of: | | | | | |
| Timing difference between book depreciation and depreciation as per Income Tax Act, 1961 | 900 | (2) | 902 | 22 | 880 |
| Financial asset measured at FVTPL | 130 | 31 | 99 | 92 | 7 |
| Total deferred tax liabilities | 1,030 | 29 | 1,001 | 114 | 887 |
| Deferred tax assets/(liabilities) (net) | 974 | 31 | 943 | (52) | 995 |

Note 41 - Other comprehensive income

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|--|
| | | Year ended 31 March 2024 | |
| Items that will not be reclassified to profit or loss | | | |
| Actuarial loss on defined benefit obligations | (106) | (47) | |
| Income tax effect on above | 27 | 12 | |
| Total | (79) | (35) | |

**Note 42 - Contingent Liabilities not provided for :**

| Particulars | (Rs. in lakhs) | |
|---|-------------------------|-------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| A. Claims against the Group not acknowledged as debt: | | |
| - Disputed sales tax as the matters are in appeal (advance paid 31 March 2025: Rs 82 lakhs; 31 March 2024: Rs 85 lakhs) | 771 | 734 |
| - Disputed excise duties as the matters are in appeal (advance paid 31 March 2025: Rs 901 lakhs; 31 March 2024:Rs 901 Lakhs) | 936 | 936 |
| - Disputed income tax as the matters are in appeal (advance paid 31 March 2025: Rs 13 lakhs; 31 March 2024: Rs. 13 lakhs) | 1,576 | 678 |
| - Custom Duty refund (advance paid 31 March 2025: Rs 46 lakhs; 31 March 2024: Rs. 46 lakhs) | 54 | 46 |
| B. Guarantees : | | |
| - Bank guarantees Bank guarantees of Rs. 2,808 lakhs (31 March 2024: Rs. 1,617 lakhs) have been issued to various customers as performance gurantee, Rs. 200 lakhs (31 March 2024: Rs. 321 lakhs) issued for securing supplies of materials and services and Rs. 792 lakhs (31 March 2024: Rs. 250 lakhs) to various agencies including government as security. The Group does not anticipate any liability on these guarantees. | 3,800 | 2,188 |
| C. Other money for which the Group is contingently liable : | | |
| - Other matters | 421 | 435 |
| - Provident fund Based on the Honorable Supreme Court judgment dated 28 February 2019, relating to components of salary structure that needs to be taken into account while computing the contribution to provident fund under the Employee Provident Fund Act. Past provident fund liability is not determinable at present in view of uncertainty on the applicability of the judgment to the Group with respect to timing and the components of its compensation structure. In absence of further clarification, the Group has been advised to await further developments in this matter to reasonably assess the implications on its financial statements, if any. | Amount not determinable | Amount not determinable |
| - Inventory Certain imported inventory amounting to Rs. 336 lakhs, which has been detained by the Bureau of Indian Standards (BIS). As, according to BIS, the said imported inventory doesn't meet the standards as specified in the notification issued by BIS. The Group had filed an application with the BIS Authorities, for compounding of an alleged Offence under Section 33 of BIS Act, 2016 on 05 May 2023. The Group received an order dated 15 June 2023 allowing the Compounding application, subject to payment of compounding amount of Rs. 3,643 lakhs, under the BIS Act 2016 and BIS Rules, 2018. As the Compounding amount was unfair, arbitrary and unreasonable, the Group filed a Writ Petition in the Hon'ble Bombay High Court, since the filing of the appeal with DG was not an efficacious remedy, challenging the said compounding order, and got a stay. As the proceedings have not yet started, the pleadings are yet to begin, hence no provision has been made towards compounding amount in the books, as of 31 March 2025, since the final / exact /appropriate amount of compounding is yet to be determined." | 3,643 | 3,643 |

Future cash outflows in respect of above matters are determinable only on receipt of judgments/decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognised in the financial statements.

Note 43 - Estimated amount of contracts remaining to be executed

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) Year ended 31 March 2024 |
|--|-----------------------------|---|
| | | |
| On Capital account and not provided for (net of advances and CWIP) | 90 | 1,297 |

Note 44 - Borrowings secured against current assets :

Disclosure of current assets secured and filed with the banker against borrowings availed

| Quarter Ended | Name of Bank | Particulars of securities provided | (Rs. in lakhs) | | | | | |
|------------------|----------------|--|-------------------------------|---------------------|--|-------------------------------|---------------------|---|
| | | | FY 2024-2025 | | | FY 2023-2024 | | |
| | | | As per books of account | Reported to Bank | Amount of difference (Refer note (a) below) | As per books of account | Reported to Bank | Amount of difference (Refer note (a) below) |
| June | Various Banks* | Working capital ** | 19,820 | 20,354 | (534) | 21,680 | 21,761 | (81) |
| September | Various Banks* | Working capital ** | 21,586 | 21,586 | - | 22,694 | 22,757 | (63) |
| December | Various Banks* | Working capital ** | 19,510 | 19,510 | - | 22,792 | 22,734 | 58 |
| March | Various Banks* | Working capital ** | 19,515 | 19,591 | (77) | 24,082 | 24,344 | (262) |

*HDFC Bank, ICICI Bank, IDFC Bank and Kotak Mahindra Bank

** Trade Receivables + Inventories + contract asset - Trade Payables

Note: (a) M&R Division (erstwhile Ador Fontech Limited) considered certain additional items as part of working capital which were reclassified in financial statements as per merged entity's disclosures requirements.

**Note 45- Leases: Ind AS 116**

The Group's lease asset primarily consist of leasehold land, Ownership premises and Computers used in its operations. The Group has recognized right-of-use assets and lease liabilities amounting to Rs. 64 lakhs (31 March 2024: Rs. 313 lakhs) and Rs. 64 lakhs (31 March 2024: Rs. 82 lakhs) respectively. During the year ended March 31, 2025, the Group has recognized interest expense on lease amounting to Rs. 13 lakhs (31 March 2024: Rs. 15 lakhs) and depreciation on right-of-use assets amounting to Rs.108 lakhs (31 March 2024: Rs. 94 lakhs).

The weighted average incremental borrowing rate applied to lease liabilities is 8.10% p.a. (31 March 2024: 9.5% p.a).

Right-of-use assets:

Additional information on the right-of-use assets by class of assets are as follows:

| Particulars | Gross carrying value | Accumulated depreciation [Refer note (a) below] | (Rs. in lakhs) |
|----------------------------|----------------------|---|--------------------|
| | | | Net carrying value |
| As at 31 March 2025 | | | |
| Leasehold Land | 1,096 | 61 | 1,035 |
| Ownership premises | 120 | 110 | 10 |
| Computers | 214 | 109 | 105 |
| Total | 1,430 | 280 | 1,150 |
| As at 31 March 2024 | | | |
| Leasehold Land | 1,096 | 44 | 1,052 |
| Ownership premises | 127 | 67 | 60 |
| Computers | 150 | 67 | 83 |
| Total | 1,373 | 178 | 1,195 |

The following is the movement in Right-of-use assets for the year ended:

| Particulars | As at 31 March 2025 | (Rs. in lakhs) |
|---|---------------------|---------------------|
| | | As at 31 March 2024 |
| Balance at the beginning of the year | 1,373 | 1,079 |
| Addition during the year [Refer note (b) below] | 64 | 313 |
| Adjustments during the year | 11 | - |
| Deductions during the year | (19) | (19) |
| Gross carrying value | 1,430 | 1,373 |
| Less: Accumulated depreciation [Refer note (a) below] | (280) | (178) |
| Net carrying value | 1,150 | 1,195 |

Lease liabilities:

Lease liabilities are presented in the balance sheet are as follows:

| Particulars | (Rs. in lakhs) | |
|-------------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Non-current lease liabilities | 77 | 78 |
| Current lease liabilities | 55 | 84 |
| Total | 132 | 162 |

The following is the movement in lease liabilities for the year ended:

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Balance at the beginning of the year | 162 | 152 |
| Additions during the year [Refer note (b) below] | 64 | 82 |
| Deductions during the year | - | - |
| Finance cost accrued during the year [Refer note (c) below] | 13 | 15 |
| Revaluation of lease liability | 1 | 1 |
| Payment of lease liabilities | (108) | (88) |
| Total | 132 | 162 |

Notes:

- The aggregate depreciation expense on Right-of-use assets is included under "Depreciation and amortization expense" in the Consolidated statement of Profit and Loss.
- During the current year 2024-25 in Right-of-use assets and lease liabilities, there is addition of Rs 64 lakhs towards computers.
- The accrued finance cost on lease liabilities is included under "Finance cost" in the Consolidated statement of Profit and Loss.

Cash flow from leases

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Cash payments for the principal and interest portion of lease liability within financing activities | 108 | 88 |
| Short-term lease payments are not included in the measurement of lease liability from operating activities | 460 | 429 |
| Total | 568 | 517 |

The Group has opted not to recognise a lease liability for short term leases (leases of expected term of 12 months or less). The Group has taken short term leases with a lease term of 12 months or less and the aggregate amount of operating lease rent debited to Consolidated statement of profit and loss during the year is Rs. 460 lakhs (31 March 2024: Rs 429 lakhs). [Refer note 39]



The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities is as follows:

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | Minimum lease payments | |
| | As at 31 March 2025 | As at 31 March 2024 |
| Amount due within one year | 62 | 91 |
| Amount due from one to five years | 85 | 81 |
| Amount due from five years and above | - | - |
| Undiscounted lease liabilities | 147 | 172 |
| Financing component | (15) | (10) |
| Closing balance of lease liabilities | 132 | 162 |

Note 46- Lease rental income

The investment properties are leased to tenants under operating leases. Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. The aggregate amount of rent credited to Consolidated statement of profit and loss account during the year is Rs. 151 lakhs (31 March 2024: Rs. 146 lakhs). [Refer note 33]

| Particulars | (Rs. in lakhs) | |
|---------------------------------------|-----------------------------|------------------------|
| | Minimum lease Rental Income | |
| | As at 31 March 2025 | As at 31 March 2024 |
| Amount due within one year | 158 | 133 |
| Amount due from one year to two years | 125 | 130 |
| Amount due from two to three years | 77 | 88 |
| Amount due from three to four years | 15 | 57 |
| Amount due from four to five years | 6 | 15 |
| Amount due from five years and above | 40 | 53 |
| Total | 421 | 476 |

Note 47 - Employee benefits

As per Indian Accounting Standard-19 'Employee Benefits', the disclosure of Employee benefits as defined in the Standard are given below:

Brief description of the plans:

The Group has various schemes for employee benefits such as provident fund, superannuation and gratuity. In case of funded schemes, the funds are administered through trustees/ appropriate authorities. The Group's defined contribution plans are superannuation, employees state insurance and provident fund as the Group has no further obligation beyond making the contributions. The Group's defined benefit plans consists of gratuity only. The employees of the Group are entitled to compensated absences as per the Group's policy.

I. Defined Contribution Plan:

- (i) Superannuation fund
- (ii) Provident fund
- (iii) Employees State Insurance fund

During the year, the Group has recognised the following amounts in the Consolidated Statement of profit and loss*:

| | (Rs. in lakhs) | |
|---|-------------------------------------|-------------------------------------|
| Contribution to Defined contribution plan, recognized as expense for the year is as under: | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Employer's Contribution to Superannuation | 102 | 149 |
| Employer's Contribution to Provident Fund | 468 | 426 |
| Employer's Contribution to Employees State Insurance Fund | 4 | 9 |
| Total | 574 | 584 |

* included in Note 37- 'Employee benefits expenses'

II. Defined Benefit Plan :**Contribution to Gratuity fund (funded scheme):**

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:-

| | (Rs. in lakhs) | |
|---|-------------------------------------|-------------------------------------|
| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| (i) Actuarial assumptions | | |
| Discount rate (per annum) | 6.80% | 7.20% |
| Salary escalation rate (per annum) | 8.50% | 8.20% |
| Attrition rate | | |
| 21 years to 44 years (per annum) | 16.00% | 16.00% |
| 45 years and above (per annum) | 8.00% | 3.00% |
| The estimates of future salary increases, considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors, such as, supply and demand factors in the employment market. | | |



| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| (ii) Assets information: | | |
| The plan assets for the funded gratuity plan is administered by Life Insurance Corporation of India ('LIC') as per the investment pattern stipulated for pension and Group Schemes fund by Insurance Regulatory and Development Authority (IRDA) Regulations. | | |
| (iii) Changes in the present value of defined benefit obligation | | |
| Present value of obligation at the beginning of the year | 1,551 | 1,304 |
| Current service cost | 152 | 148 |
| Past service cost | 58 | - |
| Interest on defined benefit obligation | 90 | 85 |
| Remeasurements during the period due to: | | |
| Actuarial loss/(gain) arising from change in financial assumptions | 60 | 41 |
| Actuarial loss/(gain) arising from change in demographic assumptions | (13) | 3 |
| Actuarial loss/(gain) arising on account of experience changes | 62 | 11 |
| Liabilities assumed/(settled) | - | 21 |
| Benefits paid | (211) | (62) |
| Present Value of obligation at the end of the year | 1,749 | 1,551 |
| (iv) Changes in the Fair value of Plan Assets | | |
| Fair value of plan assets at beginning of the year | 644 | 597 |
| Interest on plan assets | 35 | 35 |
| Remeasurements during the period due to: | | |
| Actual return on plan assets less interest on plan assets | 3 | 8 |
| Contributions by employer | 115 | 66 |
| Benefits paid | (211) | (62) |
| Fair Value of Plan Assets at the end of the year | 586 | 644 |
| (v) Assets and liabilities recognised in the Consolidated balance sheet | | |
| Present value of the defined benefit obligation at the end of the year | 1,749 | 1,551 |
| Less: Fair value of plan assets at the end of the year | (586) | (644) |
| Net liability recognised | 1,163 | 907 |
| Recognised under provisions [Refer note 25 and note 31] | | |
| Non current provisions | 934 | 771 |
| Current provisions | 229 | 136 |
| (vi) Expenses recognised in the Consolidated Statement of Profit and Loss | | |
| Current Service Cost | 152 | 148 |
| Interest on net defined benefit liability | 56 | 49 |
| Past service cost | 58 | - |
| Net gratuity cost recognised in current year | 266 | 197 |
| Included in note 37 'Employee benefits expenses' | | |

| Particulars | (Rs. in lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| (vii) Expenses recognised in other comprehensive income | | |
| Remeasurements during the period due to: | | |
| Actuarial (gain) / loss arising from change in financial assumptions | 60 | 41 |
| Actuarial loss/(gain) arising from change in demographic assumptions | (13) | 3 |
| Actuarial loss/(gain) arising on account of experience changes | 62 | 11 |
| Actuarial loss/(gain) arising on account of Actual return on plan assets less interest on plan assets | (3) | (8) |
| Net cost recognised in other comprehensive income | 106 | 47 |

The average duration of the defined benefit obligation is 6.03 years as at 31 March, 2025 (31 March, 2024 - 7 years). Contribution expected for next one year is Rs. 22,229,922 (31 March, 2024 - Rs. 22,291,440).

viii) Sensitivity Analysis:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

| Particulars | 31 March 2025 | | 31 March 2024 | |
|-------------------------------------|----------------|------------------------|---------------|------------------------|
| | Discount Rate | Salary escalation rate | Discount Rate | Salary escalation rate |
| Impact of increase in 50 bps on DBO | (2.93%) | 3.03% | (3.39%) | 3.54% |
| Impact of decrease in 50 bps on DBO | 3.10% | (2.90%) | 3.60% | (3.37%) |

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

**(ix) Maturity Pattern:**

| Maturity Profile | (Rs. in lakhs) | |
|---|-----------------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Expected benefits for year 1 | 427 | 460 |
| Expected benefits for year 2 | 266 | 128 |
| Expected benefits for year 3 | 147 | 148 |
| Expected benefits for year 4 | 248 | 109 |
| Expected benefits for year 5 | 160 | 207 |
| Expected benefits for year 6 | 127 | 122 |
| Expected benefits for year 7 | 146 | 94 |
| Expected benefits for year 8 | 110 | 110 |
| Expected benefits for year 9 | 105 | 96 |
| Expected benefits for year 10 and above | 848 | 1,023 |

Note:

1. The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

III. Compensated absences

- (i) An amount of Rs. 47 lakhs (31 March 2024: Rs 159 lakhs) has been recognised as an expense in the Consolidated statement of profit and loss account and included in "Salaries, wages and bonus" under Note 37 "Employee benefits expenses".
- (ii) Balance sheet reconciliation

| Particulars | (Rs. in lakhs) | |
|--------------------------------------|--------------------------------------|-----------------------------|
| | Short term current provisions | |
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Liability as per actuarial valuation | 468 | 528 |

The liabilities are split between different categories of plan participants as follows:

| Defined Benefit obligations and employer contributions (Active members) | Gratuity | Compensated Absences |
|--|-----------------|-----------------------------|
| As at 31 March 2025 | 884 | 884 |
| As at 31 March 2024 | 853 | 853 |

Risk Exposure - Asset Volatility

The plan is of a final salary defined benefit in nature which is sponsored by the Group and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Group that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

Note 48 - Related Party Disclosure:

As per Ind AS 24 "Related party Disclosures", disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

(I) List of related parties and relationship:

| Relationship | Name of the Persons / Company |
|---------------------------------------|--|
| (i) Holding Company: | J. B. Advani & Company Private Limited |
| (ii) Fellow subsidiaries: | Ador Powertron Limited (Subsidiary of J. B. Advani & Company Private Limited) |
| | Ador Multiproducts Limited (Subsidiary of J.B. Advani & Company Private Limited) |
| (iii) Other related parties: | 1908 E-Ventures Private Limited (Step down subsidiary of J. B. Advani & Company Private Limited) |
| | Mack Valves India Private Limited (Common director) |
| | Ador Digatron Private Limited |
| (iv) Key Management Personnel: | Mrs. N. Malkani Nagpal - Executive Chairman |
| | Mr. A. T. Malkani - Managing Director (Executive) |
| | Dr. D. A. Lalvani - Director (Non-executive) |
| | Mr. R. A. Mirchandani - Director (Non-executive) |
| | Ms. T. H. Advani - Director (Non-executive) |
| | Mrs. Nita Dempo Mirchandani - Director (Independent & Non-executive) |
| | Mr. P. K. Gupta - Director (Till 27-07-2024) (Independent & Non-executive) |
| | Mr. R. N. Sapru - Director (Till 27-07-2024) (Independent & Non-executive) |
| | Mr. K. Digvijay Singh - Director (Till 27-07-2024) (Independent & Non-executive) |
| | Mr. G. M. Lalwani - Director (Till 09-11-2024) (Independent & Non-executive) |
| | Mr. N. S. Marshall - Director (Independent & Non-executive) |
| | Mr. J. H. Punjabi (From 28-07-2024) (Independent & Non-executive) |
| | Mr. Mihir Jayaram (From 09-11-2024) (Independent & Non-executive) |
| | Mr. Santosh Iyer (From 28-07-2024) (Independent & Non-executive) |
| | Mr. V. M. Bhide - Head - HR, Admin, IA, Legal and Company Secretary |
| | Mr. Suryakant Sethia - Chief Financial Officer |
| | Mr. Manoj Jain - Director (Till 03-01-2025) (Non executive) (wholly owned subsidiary) |
| | Mr. Ashwini Dhaval Gada, Company Secretary (wholly owned subsidiary) |

**(II) Transactions during the year:**

| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Sale of Fixed assets | | |
| - Key management personnel | | |
| Mr. D. A. Lalvani - Director (Non-executive) | 5 | - |
| Ms. Aruna B. Advani (Relative of KMP) | 6 | - |
| | 11 | - |
| Purchases of Fixed assets | | |
| Ador Powertron Limited | - | 2 |
| | - | 2 |
| Sale of goods | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 224 | 234 |
| - Fellow subsidiaries | | |
| Ador Powertron Limited* | - | 1 |
| | 224 | 235 |
| Purchase of goods and services received | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 2,858 | 2,534 |
| - Fellow subsidiaries | | |
| Ador Powertron Limited | 2 | 3 |
| Ador Multiproducts Limited | - | 3 |
| | 2,860 | 2,540 |
| Interest on loans - Income | | |
| Ador Powertron Limited | - | 65 |
| | - | 65 |
| Rent received | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 36 | 32 |
| - Fellow subsidiaries | | |
| Ador Powertron Limited* | 1 | - |
| | 37 | 32 |
| Recovery of expenses (received) | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 11 | 12 |
| - Fellow subsidiaries | | |
| Ador Powertron Limited* | - | - |
| | 11 | 12 |

| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Reimbursement of expenses (paid) | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 12 | 11 |
| Mr. A. T. Malkani - Managing Director (Executive) | 3 | - |
| | 15 | 11 |
| Consultancy fee paid | | |
| - Fellow subsidiaries | | |
| Ador Multiproducts Limited | - | - |
| | - | - |
| Advertisement Expense paid | | |
| Relative of KMP | | |
| Mrs. Shirin Malkani (Spouse of Mr. A. T. Malkani) | - | 3 |
| | - | 3 |
| Remuneration paid | | |
| Short Term Benefit paid | | |
| - Key Management Personnel | | |
| Mrs. N. Malkani Nagpal - Executive Chairman | 191 | 185 |
| Mr. A. T. Malkani - Managing Director (Executive) | 194 | 178 |
| Ms. T. H. Advani - Director (Non-executive) | - | 91 |
| Mr. Vinayak M. Bhide - Head - HR, Admin, IA, Legal and Company Secretary | 61 | 56 |
| Mr. Suryakant Sethia - Chief Financial Officer | 70 | 62 |
| Ms. Ashwini Dhaval Gada - Company Secretary (wholly owned subsidiary) | 4 | 4 |
| Post employment benefit | | |
| - Key Management Personnel | | |
| Mrs. N. Malkani Nagpal - Executive Chairman | 49 | 38 |
| Mr. A. T. Malkani - Managing Director (Executive) | 43 | 34 |
| Mr. Vinayak M. Bhide - Head - HR, Admin, IA, Legal and Company Secretary | 14 | 12 |
| Mr. Suryakant Sethia - Chief Financial Officer | 6 | 4 |
| | 632 | 664 |
| Sitting fees | | |
| - Key Management Personnel | | |
| Mrs. Nita Dempo Mirchandani - Director (Independent & Non-executive) | 2 | 1 |
| Mr. P. K. Gupta - Director (Independent & Non-executive)* | - | 1 |
| Mr. R. N. Sapru - Director (Independent & Non-executive)* | - | 1 |
| Mr. K. Digvijay Singh - Director (Independent & Non-executive)* | - | 1 |
| Mr. G. M. Lalwani - Director (Independent & Non-executive) | 1 | 1 |



| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Mr. J. H. Punjabi (Independent & Non-executive) | 2 | - |
| Mr. Mihir Jayaram (Independent & Non-executive)* | - | - |
| Mr. Santosh Iyer (Independent & Non-executive) | 1 | - |
| Ms. N. Malkani Nagpal (Executive Chairman)* | - | - |
| Mr. N. S. Marshall - Director (Independent & Non-executive) | 2 | 1 |
| | 8 | 6 |
| Rent Deposit Received | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited* | - | 2 |
| | - | 2 |
| Loan Given | | |
| Ador Powertron Limited | - | 800 |
| | - | 800 |
| Loan Received Back | | |
| Ador Powertron Limited | - | 800 |
| | - | 800 |
| Dividend paid | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 1,811 | 1,650 |
| | 1,811 | 1,650 |
| Commission | | |
| - Key Management Personnel | | |
| Mr. R. A. Mirchandani - Director (Non-executive) | 13 | 10 |
| Mrs. T. H. Advani - Director (Non-executive) | 13 | 10 |
| Mr. P. K. Gupta - Director (Independent & Non-executive) | 4 | 10 |
| Mr. R. N. Sapru - Director (Independent & Non-executive) | 4 | 10 |
| Mr. K. Digvijay Singh - Director (Independent & Non-executive) | 4 | 10 |
| Mr. G. M. Lalwani - Director (Independent & Non-executive) | 8 | 10 |
| Mrs. Nita Dempo Mirchandani - Director (Independent & Non-executive) | 13 | 10 |
| Mr. D. A. Lalvani - Director (Non-executive) | 13 | 10 |
| Mr. A. T. Malkani - Managing Director (Executive) | 13 | 10 |
| Ms. N. Malkani Nagpal (Executive Chairman) | 13 | 10 |
| Mr. J. H. Punjabi (From 28-07-2024) (Independent & Non-executive) | 9 | - |
| Mr. Santosh Iyer (From 28-07-2024) (Independent & Non-executive) | 9 | - |
| Mr. Mihir Jayaram (From 9-11-2024) (Independent & Non-executive) | 5 | - |
| Mr. N. S. Marshall - Director (Independent & Non-executive) | 13 | 10 |
| Total** | 134 | 110 |

**The total commission payable is INR 130 lakhs, however on account of rounding off at each director level total appearing is INR 134 lakhs.

(III) Amount outstanding at the year end:

| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Trade receivables | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 58 | 40 |
| | 58 | 40 |
| Rent deposit payable | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 17 | 17 |
| - Fellow Subsidiary | | |
| Ador Powertron Limited* | - | - |
| | 17 | 17 |
| Trade payables | | |
| - Holding Company | | |
| J. B. Advani & Company Private Limited | 280 | 247 |
| - Fellow Subsidiary | | |
| Ador Powertron Limited* | - | - |
| | 280 | 247 |
| Other payable (Commission payable) | | |
| - Key Management Personnel | | |
| Mr. R. A. Mirchandani - Director (Non-executive) | 13 | 10 |
| Ms. T. H. Advani - Director (Non-executive) | 13 | 10 |
| Mr. P. K. Gupta - Director (Independent & Non-executive) | 4 | 10 |
| Mr. R. N. Sapru - Director (Independent & Non-executive) | 4 | 10 |
| Mr. K. Digvijay Singh - Director (Independent & Non-executive) | 4 | 10 |
| Mr. G. M. Lalwani - Director (Independent & Non-executive) | 8 | 10 |
| Mrs. Nita Dempo Mirchandani - Director (Independent & Non-executive) | 13 | 10 |
| Dr. D. A. Lalvani - Director (Non-executive) | 13 | 10 |
| Mr. A. T. Malkani - Managing Director (Executive) | 13 | 10 |
| Ms. N. Malkani Nagpal (Executive Chairman) | 13 | 10 |
| Mr. J. H. Punjabi (From 28-07-2024) (Independent & Non-executive) | 9 | - |
| Mr. Santosh Iyer (From 28-07-2024) (Independent & Non-executive) | 9 | - |
| Mr. Mihir Jayaram (From 09-11-2024) (Independent & Non-executive) | 5 | - |
| Mr. N. S. Marshall - Director (Independent & Non-executive) | 13 | 10 |
| | 134 | 110 |

* Amounts below Rs 0.50 lakh have been rounded off.

**Notes:**

1. All the above transactions with related parties are net of Goods and Service Tax.
2. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The settlement for these balances occurs through payment. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

PART B - Details of Key Managerial Personnel (KMP) of Ador Fontech Limited , who are no longer KMP/Related Parties of Ador Welding Limited i.e., Merged Entity:

| Description of the nature of transactions | (Rs. in lakhs) | |
|--|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Remuneration Paid | | |
| Mr. H P Ledwani - Managing Director & CEO | 660 | 235 |
| Ms. Geetha D - Company Secretary & CFO | 89 | 56 |
| Rent paid | | |
| Mrs. Sunila H. Ledwani (Relative of Mr. H P Ledwani) | 14 | 27 |
| Sale of assets | | |
| Rohit Ledwani | 10 | - |
| Sitting fees | | |
| Rafique Abdul Malik* | - | - |

* Amounts below Rs 0.50 lakh have been rounded off.

Note 49 - Segment reporting

The Group's chief operating decision maker (CODM) examines the Group's performance and has identified three reportable segments of its business:

- Products
- Services
- Maintenance & Reclamation (M&R)

The above operating segments have been identified considering:

- The internal financial reporting systems
- The nature of the products/ proces
- The organisation structure as well as differential risks and returns of these segments.

Types of products and services in each business segment:

| Business Segment | |
|------------------------------|--|
| a) Product | Electrodes, wires, Equipment, spares, cutting products, alloys and agency items related to products. |
| b) Services | Services division is a multi-disciplined SBU that provides services like design, manufacture, erection & commissioning, mechanical, electrical and instrumentation of process packages, process equipment and flare system & components from Chinchwad plant. |
| c) Maintenance & Reclamation | The Maintenance and Reclamation Division focuses on delivering value-added solutions in reclamation, fusion, surfacing, spraying, and environmental applications. This division also provides a comprehensive range of integrated solutions aimed at the 'life enhancement of industrial components. |

Revenue and expenses have been accounted on the basis of their relationship to the operating activities of the segment. Expenses, which related to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Income" and "Unallocable Expenses" respectively. Assets and Liabilities, which related to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Assets / Liabilities". Inter-segment transfers are accounted for at competitive market prices charged to unaffiliated customers for similar goods.

A) Business segment

| Particulars | (Rs. in lakhs) | | |
|--|--------------------------|----------------|----------------|
| | Year ended 31 March 2025 | | |
| | External | Inter Segment | Total |
| Year ended 31 March 2024 | | | |
| | External | Inter Segment | Total |
| 1. Segment revenue | | | |
| Products | 89,959 | (368) | 89,591 |
| Services | 8,392 | - | 8,392 |
| M&R division | 15,319 | (1,619) | 13,700 |
| Total revenue | 113,670 | (1,987) | 111,683 |
| 2. Segment result | | | |
| (a) Segment result before exceptional items | | | |
| Products | | | 11,556 |
| Services | | | (1,630) |
| M&R division | | | 2,494 |
| Unallocable expenses net of unallocable income | | | (2,402) |
| | | | 10,018 |
| (b) Exceptional items (net) profit / (loss) | | | |
| Products | | | - |
| Services | | | - |
| M&R division | | | (479) |
| Unallocable expenses net of unallocable income | | | (660) |
| | | | (1,139) |
| (c) Segment result after exceptional items | | | |
| Products | | | 11,556 |
| Services | | | (1,630) |
| M&R division | | | 2,015 |
| Unallocable expenses net of unallocable income | | | (3,062) |
| Total Segment result | | | 8,879 |
| Interest and finance charges (unallocable) | | | (221) |
| Profit / (Loss) before tax | | | 8,658 |
| Tax (expenses) / credit | | | (2,653) |
| Net profit /(loss) after tax | | | 6,005 |



(Rs. in lakhs)

| Particulars | Year ended 31 March 2025 | | | Year ended 31 March 2024 | | |
|--|--------------------------|---------------|-------|--------------------------|---------------|-------|
| | External | Inter Segment | Total | External | Inter Segment | Total |
| 3. Capital expenditure | | | | | | |
| Products | | | 4,854 | | | 1,134 |
| Services | | | 21 | | | 288 |
| M&R division | | | 141 | | | 164 |
| Unallocated | | | 1,004 | | | 91 |
| Total capital expenditure | | | 6,020 | | | 1,677 |
| 4. Depreciation and amortisation | | | | | | |
| Products | | | 1,248 | | | 1,033 |
| Services | | | 92 | | | 100 |
| M&R division | | | 189 | | | 201 |
| Unallocated | | | 293 | | | 248 |
| Total depreciation and amortisation | | | 1,822 | | | 1,582 |

(Rs. in lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|------------------------|------------------------|
| | | |
| Other information | | |
| Segment assets | | |
| Products | 37,893 | 38,880 |
| Services | 7,651 | 6,838 |
| M&R division | 14,701 | 18,042 |
| Assets classified as held for sale (unallocable) | - | 25 |
| Unallocable corporate assets | 9,148 | 4,347 |
| Less: Inter segment assets | - | (45) |
| Total assets | 69,393 | 68,087 |
| Segment liabilities | | |
| Products | 12,645 | 8,339 |
| Services | 2,481 | 2,409 |
| M&R division | 2,018 | 4,459 |
| Unallocable corporate liabilities | 1,540 | 5,624 |
| Less: Inter segment assets | - | (45) |
| Total liabilities | 18,684 | 20,786 |
| Capital employed | | |
| Products | 25,248 | 30,541 |
| Services | 5,170 | 4,429 |
| M&R division | 12,683 | 13,583 |
| Unallocable corporate assets net of unallocable corporate liabilities | 7,608 | (1,252) |
| Total capital employed | 50,709 | 47,301 |

B) Geographical segment

Revenue from external customers:

| | | (Rs. in lakhs) |
|---------------|-----------------------------|-----------------------------|
| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Within India | 96,933 | 95,208 |
| Outside India | 15,335 | 12,154 |
| Total | 112,268 | 107,362 |

Domestic Segment includes sales and services rendered to customers in India.

Overseas Segment includes sales and services rendered to customers located outside in India.

Non-current assets:

The following are the details of the carrying amount of non current assets, which do not include deferred tax assets, income tax assets, financial assets and investments, of the geographical area in which the assets are located:

| | | (Rs. in lakhs) |
|---------------|------------------------|------------------------|
| Particulars | As at 31 March 2025 | As at 31 March 2024 |
| Within India | 20,945 | 20,059 |
| Outside India | 33 | 70 |
| Total | 20,978 | 20,129 |

C) Other disclosures

1. The Group is currently focused on three business segments : Products, Services and M&R Division. The Group's organisational structure and governance processes are designed to support effective management of multiple businesses while retaining focus on each one of them.
2. The Segment revenue, results, assets and liabilities include the respective amounts identifiable to each of the segment and amounts allocated on a reasonable basis.
3. The geographical information considered for disclosure are :
 - (i) Sales within India
 - (ii) Sales outside India
4. No single external customer represents 10% or more of the Group's revenue from operations for the year ended 31 March 2025 and 31 March 2024.



Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

II. Valuation techniques used to determine fair value

The fair values for Security deposits, loan to employees and deposits are based on discounted cash flows using a discount rate determined considering the borrowing rate charged by the bank on the loan facility availed.

III. Financial assets and liabilities measured at fair value (Fair value hierarchy- recurring fair value measurement):

| Particulars | Investment in Mutual funds | Investment in Bonds | Investment in Equity Shares | (Rs. in lakhs) |
|----------------------------|----------------------------|---------------------|-----------------------------|----------------|
| | | | | Total |
| As at 31 March 2025 | | | | |
| Level 1 | 2,354 | 30 | - | 2,384 |
| As at 31 March 2024 | | | | |
| Level 1 | 3,550 | 30 | - | 3,580 |

IV. Fair value of financial assets and liabilities measured at amortised cost for which fair values are disclosed

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|---------------------------------------|---------------------|-----------------|---------------------|-----------------|
| | Fair Value | Carrying amount | Fair Value | Carrying amount |
| Financial assets - Non-current | | | | |
| Investments | 839 | 809 | 348 | 320 |
| Loans | - | - | - | - |
| Other financial assets | 845 | 845 | 675 | 675 |
| Financial Assets - Current | | | | |
| Trade receivables | 19,266 | 19,266 | 18,010 | 18,010 |
| Cash and cash equivalents | 3,028 | 3,028 | 404 | 404 |
| Other bank balances | 3,683 | 3,683 | 4,316 | 4,316 |
| Loans | 175 | 175 | 180 | 180 |
| Other current financial assets | 626 | 626 | 512 | 512 |



| Particulars | As at 31 March 2025 | | (Rs. in lakhs) As at 31 March 2024 | |
|---|---------------------|-----------------|---------------------------------------|-----------------|
| | Fair Value | Carrying amount | Fair Value | Carrying amount |
| Financial liabilities - Non-current | | | | |
| Borrowings | 84 | 84 | 108 | 108 |
| Lease liabilities | 77 | 77 | 78 | 78 |
| Other non-current financial liabilities | 43 | 43 | 26 | 26 |
| <u>Financial Liabilities - Current</u> | | | | |
| Borrowings | 25 | 25 | 4,199 | 4,199 |
| Lease liabilities | 55 | 55 | 84 | 84 |
| Trade payables | 12,460 | 12,460 | 8,498 | 8,498 |
| Other financial liabilities | 2,607 | 2,607 | 4,403 | 4,403 |

During the years mentioned above, there have been no transfers amongst the levels of hierarchy.

The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current borrowing rate. Further, the management has assessed that fair value of financial instruments approximates their carrying amounts largely due to the short term maturities of these instruments.

Note 51- Financial risk management

The Group is exposed primarily to credit quality, fluctuations in foreign currency exchange rates and liquidity management which may adversely impact the fair value of its financial assets and liabilities. The Group has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the management is to assess the unpredictability of the financial environment and to mitigate potential adverse effect on the financial performance of the Group. The Group's principal financial assets include loans, investments, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds investments in mutual funds and bonds.

A) Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and credit worthiness of the customer on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The financial instruments that are subject to concentration of credit risk principally consist of trade receivables, loans, cash and bank balances and bank deposits.

To manage credit risk, the Group follows a policy of advance payment or credit period upto 30 to 120 days to customers based on their credit profile. In case of foreign receivables, majority of the sales are made either against advance payments or by way of letter of credit. The credit limit policy is established considering the current economic trends of the industry in which the Group is operating. Also, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision for credit impairment is recognised accordingly.

Bank balances are held with only high rated banks and majority of other security deposits are placed majority with government agencies.

a. Trade receivables

Customer credit risk is managed in accordance with the Group's established policies, procedures, and controls.

An impairment analysis is conducted at each reporting date using a provision matrix based on the transaction date to measure expected credit losses. This calculation incorporates probability-weighted outcomes and considers reasonable and supportable information available at the reporting date, including historical data, current conditions, and forecasts of future economic circumstances. The maximum exposure to credit risk at the reporting date corresponds to the carrying value of each class of financial assets. The Company assesses the concentration of credit risk related to trade receivables as low, given that its customer base is diversified across multiple industries and geographics, with customers operating in largely independent markets.

b. Other Financial assets

The Group periodically monitors the recoverability and credit risks of its other financial assets. The Group evaluates lifetime expected credit losses for all the financial assets for which credit risk has not increased significantly.

The Group has considered financial condition, current economic trends, forward looking macroeconomic information, analysis of historical bad or doubtful receivables and ageing of receivables related to cash and cash equivalents, bank balances, bank and margin deposits, security deposits and other financial assets. In most of the cases, risk is considered low since the counterparties are reputed organisations with no history of default to the group and no unfavourable forward looking macroeconomic factors. Wherever applicable, expected credit loss allowance is recorded.

The table below provides details regarding past dues receivables as at each reporting date:

| | (Rs. in lakhs) | | | | | |
|---|----------------|--------------|------------|-----------|-------------------|---------------|
| | Not due | 0-12 months | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31 March 2025 | | | | | | |
| Gross Carrying amount of - trade receivables (Un-disputed) | 8,209 | 9,887 | 436 | 130 | 1,015 | 19,677 |
| Expected credit loss - trade receivables (Un-disputed) | 12 | 180 | 286 | 121 | 1,002 | 1,601 |
| Expected credit loss - trade receivables (%) | 0% | 2% | 66% | 93% | 99% | 8% |
| Gross Carrying amount of - trade receivables (Disputed) | - | - | - | - | 2,616 | 2,616 |
| Expected credit loss - trade receivables | - | - | - | - | 1,426 | 1,426 |
| Expected credit loss - trade receivables (%) | 100% | 100% | 100% | 100% | 55% | 55% |
| Carrying amount of trade receivables (net of impairment) | 8,197 | 9,707 | 150 | 9 | 1,223 | 19,266 |



| | (Rs. in lakhs) | | | | | |
|--|----------------|-------------|-----------|-----------|-------------------|--------|
| | Not due | 0-12 months | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31 March 2024 | | | | | | |
| Gross Carrying amount of - trade receivables (Un-disputed) | 6,679 | 9,842 | 302 | 930 | 243 | 17,996 |
| Expected credit loss - trade receivables (Un-disputed) | - | 77 | 55 | 803 | 241 | 1,176 |
| Expected credit loss - trade receivables (%) | 0% | 1% | 18% | 86% | 99% | 7% |
| Gross Carrying amount of - trade receivables (Disputed) | - | - | - | 2,358 | 258 | 2,616 |
| Expected credit loss - trade receivables | - | - | - | 1,297 | 129 | 1,426 |
| Expected credit loss - trade receivables (%) | 100% | 100% | 100% | 182% | 50% | 55% |
| Carrying amount of trade receivables (net of impairment) | 6,679 | 9,765 | 247 | 1,188 | 131 | 18,010 |

The table below provides details regarding past dues receivables as at each reporting date:

| | (Rs. in lakhs) | | | | | |
|---|----------------|-------------|-----------|-----------|-------------------|-------|
| | Not due | 0-12 months | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31 March 2025 | | | | | | |
| Gross Carrying amount of - contract asset | - | - | - | - | 77 | 77 |
| Expected credit loss - contract asset | - | - | - | - | 77 | 77 |
| Expected credit loss - contract asset (%) | - | - | - | - | 100% | 100% |
| Carrying amount of trade receivables (net of impairment) | - | - | - | - | - | - |
| As at 31 March 2024 | | | | | | |
| Gross Carrying amount of - contract asset | - | - | - | - | 114 | 114 |
| Expected credit loss - contract asset | - | - | - | - | - | - |
| Expected credit loss - contract asset (%) | - | - | - | - | 0% | 0% |
| Carrying amount of contract asset (net of impairment) | - | - | - | - | 114 | 114 |

Reconciliation of loss allowance provision

| Reconciliation of loss allowance | Loss allowance | |
|---|-------------------|-----------------|
| | Trade Receivables | Contract Assets |
| Loss allowance on 1 April 2023 | 2,764 | - |
| Loss allowance used during the year | (162) | - |
| Loss allowance on 31 March 2024 | 2,602 | - |
| Loss allowance recognised during the year | 425 | 77 |
| Loss allowance on 31 March 2025 | 3,027 | 77 |

B) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement. The liquidity risk principally arises from obligations on account of following financial liabilities viz. borrowings, trade payables and other financial liabilities.

The Group's corporate finance department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

The maturity profile of the Group's financial liabilities based on contractual undiscounted payment at each reporting date is :

| (Rs. in lakhs) | | | | | |
|--|------------------|-------------|-------------|-------------------|---------------|
| As at 31 March 2025 | | | | | |
| Particulars | Less than 1 year | 1 - 2 years | 2 - 5 years | More than 5 years | Total |
| Financial Liabilities - Non-current | | | | | |
| Borrowings | - | 27 | 57 | - | 84 |
| Lease liabilities | - | 41 | 43 | - | 84 |
| Other non-current financial liabilities | - | - | 49 | - | 49 |
| Financial Liabilities - Current | | | | | |
| Borrowings | 25 | - | - | - | 25 |
| Lease liabilities | 62 | - | - | - | 62 |
| Trade payables | 12,460 | - | - | - | 12,460 |
| Other current financial liabilities | 2,607 | - | - | - | 2,607 |
| Total | 15,154 | 68 | 149 | - | 15,371 |



| | | | | | (Rs. in lakhs) |
|--|------------------|-------------|-------------|-------------------|----------------|
| As at 31 March 2024 | | | | | |
| Particulars | Less than 1 year | 1 - 2 years | 2 - 5 years | More than 5 years | Total |
| Financial Liabilities - Non-current | | | | | |
| Borrowings | - | 25 | 82 | - | 107 |
| Lease liabilities | - | 46 | 35 | - | 81 |
| Other non-current financial liabilities | - | 1 | 26 | - | 27 |
| Financial Liabilities - Current | | | | | |
| Borrowings | 4,199 | - | - | - | 4,199 |
| Lease liabilities | 91 | - | - | - | 91 |
| Trade payables | 8,498 | - | - | - | 8,498 |
| Other current financial liabilities | 4,403 | - | - | - | 4,403 |
| Total | 17,191 | 72 | 143 | - | 17,406 |

C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and price risk. The Group's exposure to market risk is primarily on account of foreign currency risk and price risk.

(i) Foreign currency risk

The Group is exposed to foreign exchange risk on their receivables, payables and bank balances which are held in USD, AED, KWD and EUR. The fluctuation in the exchange rate of INR relative to USD, AED, KWD and EUR may have a material impact on the Group's assets and liabilities.

In respect of the foreign currency transactions, the Group believes some of the exposures which is kept open will be offsetted by the corresponding receivables and payables (in the nature of natural hedge). For the remaining unhedged net outstanding amount, the Group believes it will not have material impact on its financial performance/position.

The Group's exposure to unhedged foreign currency risk at the end of reporting period are as under:

| | | | | | | (Rs. in lakhs) |
|--|---------------------|-----------|--------------|-----------|----------|----------------|
| Particulars | As at 31 March 2025 | | | | | Total |
| | USD | AED | KWD | EUR | CNY | |
| Financial assets | | | | | | |
| Trade receivables | 3,978 | - | 1,198 | - | - | 5,176 |
| Bank balances | 43 | 10 | - | - | - | 53 |
| Total exposure to foreign currency risk (assets) | 4,021 | 10 | 1,198 | - | - | 5,229 |
| Financial liabilities | | | | | | |
| Trade payables | 385 | - | 1,198 | 50 | - | 1,633 |
| Lease liabilities | - | 9 | - | - | - | 9 |
| Total exposure to foreign currency risk (liabilities) | 385 | 9 | 1,198 | 50 | - | 1,642 |

| Particulars | (Rs. in lakhs) | | | | |
|--|---------------------|-----|-------|-----|-----|
| | As at 31 March 2024 | | | | |
| | USD | AED | KWD | EUR | CNY |
| Financial assets | | | | | |
| Trade receivables | 3,746 | - | 1,198 | - | - |
| Bank balances | 68 | 18 | - | - | - |
| Total exposure to foreign currency risk (assets) | 3,814 | 18 | 1,198 | - | - |
| Financial liabilities | | | | | |
| Trade payables | 603 | - | 1,198 | 48 | 90 |
| Lease liabilities | - | 52 | - | - | - |
| Total exposure to foreign currency risk (liabilities) | 603 | 52 | 1,198 | 48 | 90 |

Sensitivity Analysis

The following table demonstrates the sensitivity in USD, EUR, AED and KWD with all other variables held constant. The below impact on the Group's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

| Currencies | (Rs. in lakhs) | | | |
|------------------|-----------------------------|--------------------------|-----------------------------|--------------------------|
| | 31 March 2025 | | 31 March 2024 | |
| | Effect on Profit before tax | Effect on Pre-tax equity | Effect on Profit before tax | Effect on Pre-tax equity |
| 5 % appreciation | 179 | 179 | 152 | (152) |
| 5 % depreciation | (179) | (179) | (152) | 152 |

(ii) Price Risk

The Group is exposed to price risk from its investment in mutual fund and bonds classified in the balance sheet at fair value through profit or loss.

To manage its price risk arising from the investment, the Group has invested in the mutual funds and bonds after considering the risk and return profile of the said investments i.e. the debt profile of the investments indicates that the amount has been invested in creditworthy instruments and equity investment is made after considering the past performance record of the mutual fund.

Sensitivity Analysis

| Particulars | (Rs. in lakhs) | | | |
|---|-----------------------------|--------------------------|-----------------------------|--------------------------|
| | 31 March 2025 | | 31 March 2024 | |
| | Effect on Profit before tax | Effect on Pre-tax equity | Effect on Profit before tax | Effect on Pre-tax equity |
| Impact on profit before tax for 5% increase in NAV/ Price | 119 | 119 | 179 | 179 |
| Impact on profit before tax for 5% decrease in NAV/ Price | (119) | (119) | (179) | (179) |

**Note 52 - Capital Management**

The Group's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns to shareholders and benefits to other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders.

The Group monitors its capital by using gearing ratio, which is net debt divided by total equity. Net debt includes interest bearing loans, lease liabilities, interest payable net off cash and cash equivalents. Total equity comprises of Equity share capital, General reserve, Capital redemption reserve, capital reserve on amalgamation and Retained earnings.

A. The capital composition is as follows:

| Particulars | As at 31 March 2025 | (Rs. in lakhs) As at 31 March 2024 |
|---------------------------------|------------------------|--|
| | | |
| (a) Net debt [Refer note (58)]* | - | 4,078 |
| (b) Equity | 50,709 | 47,301 |
| (c) Gearing ratio (a/b) | - | 0.09 |

* Net debt of the Group is Nil as on March 31, 2025 (refer note 58)

B. Dividends

| Particulars | As at 31 March 2025 | (Rs. in lakhs) As at 31 March 2024 |
|--|------------------------|--|
| | | |
| (a) Proposed dividend | | |
| Final Dividend declared - Rs. 20 per share for each fully paid up share for 31 March 2025 (31 March 2024 - refer note (a) below) | 3,481 | 4,616 |

Note:

(a) Prior to the merger of erstwhile Ador Fontech Limited (ADFL) with Ador Welding Limited (AWL)(Holding Company) both entities declared and paid following interim dividends to their respective shareholders for the year ended 31 March 2024 :

(i) AWL declared an interim dividend of Rs. 18.50 per share for each fully paid up share.

(ii) ADFL declared an interim dividend of Rs. 6.00 per share for each fully paid up share.

These interim dividends were declared and paid prior to the effective date of the merger and were recognized in the separate financial statements of AWL and ADFL.

Note 53 - Earnings per share

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|---|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Net Profit after tax for the year (Rs. in lakhs) | 6,005 | 8,646 |
| Net profit attributable to equity shareholders (Rs. in lakhs) | 6,005 | 8,646 |
| Nominal value per equity share (Rs.) | | |
| Weighted Average Number of equity shares for calculating basic earning per share | 1,74,02,815 | 1,35,98,467 |
| Basic Earnings Per Share (Rs.) | 34.51 | 63.57 |
| Weighted Average Number of equity shares for calculating basic earning per share | 1,74,02,815 | 1,35,98,467 |
| Add: Weighted average number of potential equity shares on account of shares issuance | - | 38,04,348 |
| Weighted Average Number of equity shares for calculating diluted earning per share | 1,74,02,815 | 1,74,02,815 |
| Diluted Earnings Per Share (Rs.) | 34.51 | 49.69 |
| Face Value per Share (Rs.) | 10 | 10 |

Note 54 - Assets Pledged as security:

The carrying amounts of Assets of holding company pledged as security for current borrowings are:

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|--|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Current Assets | | |
| Financial Assets | | |
| Investments | 2,384 | 3,580 |
| Trade Receivables | 19,235 | 17,909 |
| Cash and cash equivalents | 3,011 | 368 |
| Other bank balances | 3,677 | 4,300 |
| Loans | 495 | 1,595 |
| Other financial assets | 626 | 508 |
| Non Financial Assets | | |
| Inventories | 12,632 | 14,465 |
| Other current assets | 2,346 | 2,583 |
| Total Current Assets Pledged as security | 44,406 | 45,308 |
| Non Current Assets | | |
| Plant and Machinery | 3,378 | 4,510 |
| Land and building at Silvassa plant | 2,487 | 1,386 |
| Land and building at Chinchwad plant | 1,898 | 1,725 |
| Other moveable fixed assets | 443 | 1,312 |
| Total Non-Current Assets Pledged as security | 8,206 | 8,933 |
| Total Assets Pledged as security | 52,612 | 54,241 |



Note 55 - Revenue expenditure incurred during the year on research and development amounts to Rs. 888 lakhs (31 March 2024: Rs. 660 lakhs) (including depreciation Rs. 34 lakhs (31 March 2024: Rs. 30 lakhs) and capital expenditure thereof amounts to Rs. 43 lakhs (31 March 2024: Rs. 109 lakhs).

Note 56

- (i) No funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Group to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) No funds have been received by the Group from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Group 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.

Note 57- Revenue from contracts with customers: Ind AS 115

The Group is engaged in providing welding Products Technologies and Services, maintenance & reclamation related products and services and customized solutions for multi-disciplinary projects and contracts related to refineries, oil and gas, petrochemicals, fertilizers, steel plants, pharma, water and other chemical process industries. Trade receivables are non-interest bearing and generally on terms of 30 to 120 days.

The Group determines revenue recognition through the following steps:

1. Identification of the contract, or contracts, with a customer.
2. Identification of the performance obligations in the contract.
3. Determination of the transaction price.
4. Allocation of the transaction price to the performance obligations in the contract.
5. Recognition of revenue when, or as, we satisfy a performance obligation.

a) Disaggregated revenue information

The Company has three reportable segments of its business :

- (i) Products Division
- (ii) Services Division
- (iii) Maintenance & Reclamation Division

The Group's revenue disaggregated by pattern of revenue recognition for the year ended 31 March 2025 and 31 March 2024 are as follows:

| | | (Rs. in lakhs) | |
|--------|--|-----------------------------|-----------------------------|
| Sr. No | Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| 1 | Goods and services transferred at a point in time | | |
| | (i) Products | 90,166 | 85,528 |
| | (ii) Maintenance and Reclamation | 13,700 | 18,344 |
| 2 | Goods and services transferred over time | | |
| | (iii) Services | 8,401 | 3,490 |
| | Total | 112,268 | 107,362 |

b) (i) Contract balances information

| Particulars | Trade receivables | Contract Assets (Refer note (ii) below) | (Rs. in lakhs) |
|------------------------------------|-------------------|--|---|
| | | | Contract Liabilities (Refer note (ii) below) |
| Balance as at 1 April 2023 | 15,590 | 114 | 750 |
| Net Increase/(decrease) | 2,420 | - | (92) |
| Balance as at 1 April 2024 | 18,010 | 114 | 658 |
| Net Increase/(decrease) | 1,256 | (114) | (10) |
| Balance as at 31 March 2025 | 19,266 | - | 648 |

(ii) Significant changes in the contract assets and the contract liabilities balances during the year are as follows:

1. The significant changes in contract Assets includes contracts for which invoicing/provision has been done/created during the year for an amount of Rs. 114 lakhs (31 March 2024: Rs. Nil lakhs).
2. The significant changes in contract liabilities includes customer and distributors advance during the year decreased by Rs. 10 lakhs (31 March 2024 decreased by Rs. 92 lakhs).

(iii) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price as on 31 March 2025 and 31 March 2024 as follows:

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|---|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Revenue as per contracted price | 112,530 | 107,648 |
| Adjustments: | | |
| Sales return | (262) | (286) |
| Revenue from contract with customers | 112,268 | 107,362 |

c) Performance obligations

The following aggregated amounts of transaction prices relate to the performance obligations from existing contracts that are unsatisfied or partially unsatisfied as on 31 March 2025 and 31 March 2024 as follows:

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|-----------------------------------|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| Revenue expected to be recognised | 6,717 | 12,317 |

**Note 58- Net debt reconciliation**

| Particulars | (Rs. in lakhs) | |
|---|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Cash and cash equivalents | 3,028 | 404 |
| Borrowings | (109) | (4,307) |
| Lease liability | (132) | (162) |
| Interest Payable | - | (13) |
| Net (debt) / cash and cash equivalents | 2,787 | (4,078) |

| Particulars | (Rs. in lakhs) | | | | |
|---|---------------------------------|--------------|--------------------|---------------------|--------------|
| | Cash and cash equivalents | Borrowings | Lease liability | Interest Payable | Total |
| Net (debt) / cash and cash equivalents as at 1 April 2023 | 865 | (1,585) | (152) | (6) | (878) |
| Cash flows | (461) | - | - | - | (461) |
| Repayment of borrowing | - | - | - | - | - |
| Proceeds from borrowing | - | (2,666) | - | - | (2,666) |
| Non cash movement : Acquisitions/ disposals/revaluation | - | (56) | (83) | - | (139) |
| Leases | - | - | 73 | - | 73 |
| Finance costs recognised | - | - | (15) | (393) | (408) |
| Finance costs paid | - | - | 15 | 386 | 401 |
| Net (debt) / cash and cash equivalents as at 31 March 2024 | 404 | (4,307) | (162) | (13) | (4,078) |
| Cash flows | 2,624 | - | - | - | 2,624 |
| Repayment of borrowing | - | - | - | - | - |
| Proceeds from borrowing | - | 4,198 | - | - | 4,198 |
| Non cash movement : Acquisitions/ disposals/revaluation | - | - | (65) | - | (65) |
| Leases | - | - | 95 | - | 95 |
| Finance costs recognised | - | - | (13) | (441) | (454) |
| Finance costs paid | - | - | 13 | 454 | 467 |
| Net (debt) / cash and cash equivalents as at 31 March 2025 | 3,028 | (109) | (132) | - | 2,787 |

Note 59- Exceptional items :

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) Year ended 31 March 2024 |
|--|-----------------------------|---|
| 1. Merger expenses The Holding Company has recognised INR 706 lakhs towards legal and professional fees, along with applicable stamp duty required for the transfer of immovable assets from the transferor company (erstwhile Ador Fontech Limited) to the transferee company (Ador Welding Limited), pursuant to the merger. | (706) | - |
| 2. Employee benefit expenses The Holding company had paid INR 379 Lakhs towards rewards & recognition, considering long service tenure & contribution to few employees of M&R Division (erstwhile Ador Fontech Limited). | (379) | - |
| 3. Obsolete inventory related provision The Holding company has recognised a provision of INR 100 lakhs, for the diminution in value of inventories, which had become obsolete or unusable due to market conditions and their physical state. | (100) | - |
| 4. Profit on sale of flat The Holding company has sold its Flat situated at Kochi and the profit on sale has been recognised as an exceptional item. | 46 | - |
| Total | (1,139) | - |

Note 60- Corporate Social Responsibility :

The Group has formed a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013. The Group was required to spend Rs. 179.42 lakhs as per Section 135(5). However, the Group has spent Rs. 181.26 lakhs on the activities mentioned in Schedule VII to the Companies Act, 2013. The Group had spent Rs. 1.84 lakh excess in the current financial year (FY 2024-25) and hence eligible for set off, against next financial year obligation.

Details of CSR spent during the financial year 2024-25:

Where the Group covered under section 135 of the companies act, the following shall be disclosed with regard to CSR activities:

| Particulars | Year ended 31 March 2025 | (Rs. in lakhs) |
|--|-----------------------------|-----------------------------|
| | | Year ended 31 March 2024 |
| (i) Amount required to be spent by the Group during the year | 179 | 153 |
| (ii) Amount of expenditure incurred | 181 | 154 |
| (iii) Shortfall at the end of the year | - | - |
| (iv) Total of previous years shortfall | - | - |
| (v) Reason for shortfall | NA | NA |



(vi) Nature of amount spent during financial year 2024-25 is detailed below:-

| CSR project or activity identified | Sector in which project is covered | Projects or programs | (Rs. in lakhs) Amount spent: direct or through implementing agency |
|--|--|--|---|
| Promoting Education | Promoting education for poor & needy | Additional salary to the school teachers at Advani Oerlikon Higher Secondary School, Birgaon, Raipur | 7 |
| Promoting Education | Promoting education for poor & needy | "Refurbishment of Girls Washroom at Advani Oerlikon Higher Secondary School, Birgaon, Raipur | 9 |
| Livelihood enhancement project | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Providing pressure cookers to Aaganwadi Workers at Silvassa | 4 |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial help for medical treatment of Master Yogiraj A. Borde, hospitalised in Tata Memorial Hospital for cancer treatment | - |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support for chemotherapy of Ms. Arshi Fatima suffering from Cancer | 1 |
| Education, Women Empowerment, Skill Development & Healthcare | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Education, Women Empowerment, Skill Development & Healthcare Activities | 85 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Providing educational toys kit to Anganwadi Children at Silvassa | 3 |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial Support to a girl suffering from Blood Cancer | - |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support to underprivileged children, especially those facing critical health challenges | - |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support to baby ARUSH SATISH TAYADE who was suffering from Blood cancer | 1 |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial Assistance for Open Heart surgery of a child suffering from Congenital Heart Defect | - |
| Promoting Education | Promoting education for poor & needy | Sponsoring annual educational expenses of 10 underprivileged girl students | 2 |

| CSR project or activity identified | Sector in which project is covered | Projects or programs | (Rs. in lakhs) Amount spent: direct or through implementing agency |
|--|--|--|---|
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | Financial Assistance for Heart Surgery of a 4 month old child | - |
| Promoting Education | Promoting education for poor & needy | Civil work of toilet block at Advani Oerlikon Higher Secondary School, Birgaon, Raipur including architecture fees | 25 |
| Promoting Education | Promoting education for poor & needy | Financial support for education of students learning in school based at Shahpur | 1 |
| Promoting Education | Promoting education for poor & needy | Financial support to education of children with disabilities, who came from economically challenged background | 1 |
| Empowering women | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Financial support to provide sewing machines for underprivileged women | 2 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support for conducting Blood Donation camps | 1 |
| Animal Welfare | Ensuring Environmental Sustainability | Financial assistance for medicine, food & ambulance for animals | 1 |
| Promoting Education | Promoting education for poor & needy | Financial assistance for building skill center for Adults with Autism and other Developmental Disabilities | 1 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial assistance for purchasing dialysis machine | 3 |
| Promoting Education | Promoting education for poor & needy | Financial support to Rashtriya Drushtihin Shikshan and Punarwasan Sanstha Nagpur | 3 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support for conducting medical camp for economically challenged people in Kolhapur & nearby districts | 1 |
| Promoting Education | Promoting education for poor & needy | Purchasing of desk & fans for government school situated at Peenya, Bengaluru | 3 |
| Education, Women Empowerment, Skill Development & Healthcare | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Education, Women Empowerment, Skill Development & Healthcare Activities | 14 |



| CSR project or activity identified | Sector in which project is covered | Projects or programs | (Rs. in lakhs) Amount spent: direct or through implementing agency |
|---|--|---|---|
| Eradicating hunger, poverty and malnutrition | Poverty, health, and sanitation | Distribution of food grains | 4 |
| Eradicating hunger, poverty and malnutrition | Poverty, health, and sanitation | Sponsored mid day meal to Yogeshwarananda school | 2 |
| Eradicating hunger, poverty and malnutrition* | Poverty, health, and sanitation | Meal distribution for hunger at Shree Jagannath Temple trust, Bengaluru | - |
| Eradicating hunger, poverty and malnutrition | Poverty, health, and sanitation | food grains distribution through Domluru Samskriti Foundation | 2 |
| Livelihood enhancement projects* | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Wheel chair distribution | - |
| Livelihood enhancement projects | Contribution to relief funds for socio economic development, relief and welfare of the socially backward class/ unprivileged | Multisport wheel chairs 4 nos. to Mitra trust | 1 |
| Promoting Education | Promoting education for poor & needy | Financial support for education of blind students | 1 |
| Promoting Education* | Promoting education for poor & needy | Financial support for digital learning of the students | - |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Financial support for setting up of blood bank | 1 |
| Promoting Healthcare including preventive Healthcare | Promotion of healthcare, including sanitation and preventive healthcare. | Medical treatment of cancer patient in The Jimmy S Bilimoria Foundation, Mumbai | 2 |
| Promoting Healthcare including preventive Healthcare* | Promotion of healthcare, including sanitation and preventive healthcare. | distribution of hand gloves to Bruhat Bengaluru Mahanagar Palika workers | - |
| Eradicating hunger, poverty and malnutrition* | Poverty, health, and sanitation | Financial assistance for Breakfast to government school student | - |
| Total | | | 181 |

* Amount below Rs. 0.50 lakhs have been rounded off.

Note :

Amount spent during the year on:

| Particulars | (Rs. In lakhs) | |
|---|----------------|------------|
| | 2024-25 | 2023-24 |
| i) Construction / Acquisition of any assets | - | - |
| ii) Purpose other than (i) above | 181 | 154 |
| Total | 181 | 154 |

(vii) Details of related party transactions:

During the current year, Group has not entered into any related party transaction with respect to CSR expenditure.

(viii) During the year, the Group has not required to make any provision with respect to a liability incurred by entering into a contractual obligation.

Note 61-

The Holding Company had filed Draft Composite Scheme of Arrangement on 20th June 2022 with BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 ("SEBI Circular"). The Scheme inter alia include amalgamation of Ador Fontech Limited (ADFL) (into the business of Maintenance & Reclamation) with Ador Welding Limited (AWL). Further, the meetings of the equity shareholders of AWL and ADFL, as directed by NCLT, were held on 10 August 2023 and 30 October, 2023 respectively and the Shareholders of both the Companies approved the Scheme of Amalgamation by requisite majority.

The Scheme for merger of ADFL with the Holding Company was approved by the National Company Law Tribunal (NCLT), Mumbai Bench under Section 230 to Section 232 of Chapter XV of the Companies Act, 2013 on 20 August 2024 (received on 3 September 2024), the Scheme has become effective on September 25, 2024 (date of filing with Registrar of Companies) from appointed date i.e., 1 April 2022. The merger has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations' and comparatives have been restated for merger as detailed in Tables 1, 2 and 3 below.

In accordance with the Scheme, the shares issued by ADFL to its shareholders has been cancelled in the current financial year and 3,804,348 equity shares were allotted to the existing shareholders in the current financial year (based on record date fixed by Board of Directors). As per the swap ratio of 46:5 i.e. for every 46 equity shares of ADFL, 5 equity shares of AWL were issued.

The difference, between the book value of the assets of ADFL and the aggregate of: (a) the book value of liabilities of ADFL vested in the Holding Company pursuant to the Scheme; and (b) the book value of the reserves of ADFL vested in the Holding Company pursuant to the Scheme, recorded as capital reserve. Upon the Scheme becoming effective and with effect from the appointed date, the authorized share capital of ADFL shall stand transferred to and be merged/amalgamated with the authorised share capital of the Holding Company. Consequently, authorised share capital of the Company enhanced to Rs. 4,300 lakhs (divided into 4,30,00,000 equity shares of Rs. 10 each).

**Note 62- Interest in other entities:**

The following details pertain to the components of the group:

| Name of entities | % of effective holding as at | | Net Assets, i.e. total assets minus total liabilities | | Share in profit / (loss) | | Share in other comprehensive income / (loss) | | Share in total comprehensive income / (loss) | |
|---|------------------------------|-----------|---|---------------|--------------------------|--------------|--|-------------|--|--------------|
| | 31-Mar-25 | 31-Mar-24 | % of consolidated net assets | Amount | % of consolidated Profit | Amount | % of consolidated OCI | Amount | % of consolidated OCI | Amount |
| Parent: | | | | | | | | | | |
| Ador Welding Limited | | | | | | | | | | |
| 31 March 2025 | | | 102% | 51,570 | 72% | 4,346 | 104% | (82) | 72% | 4,264 |
| 31 March 2024 | | | 105% | 49,821 | 103% | 8,935 | 100% | (35) | 103% | 8,900 |
| Subsidiary: | | | | | | | | | | |
| 3D Future Technologies Private Limited | | | | | | | | | | |
| 31 March 2025 | 100% | | (3%) | (1,508) | (12%) | (713) | (3%) | 3 | (12%) | (711) |
| 31 March 2024 | | 100% | (2%) | (798) | (3%) | (287) | 0% | - | (3%) | (287) |
| Intercompany Elimination and Consolidation Adjustments | | | | | | | | | | |
| 31 March 2025 | | | 1% | 647 | 40% | 2,372 | 0% | - | 40% | 2,372 |
| 31 March 2024 | | | (4%) | (1,722) | 0% | (2) | 0% | - | 0% | (2) |
| Total | | | | | | | | | | |
| 31 March 2025 | | | 100% | 50,709 | 100% | 6,005 | 100% | (79) | 100% | 5,926 |
| 31 March 2024 | | | 100% | 47,301 | 100% | 8,646 | 100% | (35) | 100% | 8,611 |

Note 63 - During the current year and previous year, the Group has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Note 64 - The Board has recommended a final dividend for the financial year 2024-25 @ Rs 20 per share, i.e. 200% of the face value of Rs.10 each.

Note 65 - The Group evaluated subsequent events from the balance sheet date to 06 May 2025, the date at which the financial statement were available to be issued and determined that there are no such item to report.

Note 66 - The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

- a) Other than Maintenance & Reclamation Division: In previous year, the Group as part of its internal review pursuant to MCA notification on audit trail commenced reviewing audit trail and its related requirements. The Group was assured by its accounting software provider that its accounting software is compliant with MCA notification on audit trail, which was further substantiated by related documentation shared by the accounting software provider. However, to ensure compliance, the Group commenced its internal review in previous year and identified that audit trail (edit logs) were getting purged after 30 days. Accordingly, the Group immediately took corrective action with effect from June 2023 and related audit trail (edit logs) were retained after 24 June 2023.
- b) Maintenance & Reclamation Division (M&R): The accounting software used by a M&R division of the Group (erstwhile fellow subsidiary of the Group merged pursuant to a Scheme of Amalgamation effective 01 April 2022), for maintaining its books of accounts during the year ended 31 March 2025, has a feature of recording audit trail (edit log) facility, but the audit trail feature was not enabled throughout the year. The management as part of internal alignment and consolidating its operations in one accounting software, has migrated operations of entire division to accounting software used by other divisions from April 1, 2025.

Note 67

- i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- iii) The Group does 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).
- iv) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules, 2017.
- v) The Group is not declared wilful defaulter by any bank or financial institution or other lender during the year.
- vi) The Group does not have any loan or advance in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:
 - (a) repayable on demand; or
 - (b) without specifying the any terms or period of repayment.



Note 68 - Amounts below Rs 0.50 lakh have been rounded off.

Note 69 - The figures for the previous year have been regrouped / rearranged wherever necessary to conform to the current year's classification. Any such regrouping / reclassification is not material to the consolidated financial results.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013

Khushroo B. Panthaky

Partner

Membership No. 042423

Place : Mumbai

Date : 6 May 2025

Vinayak M. Bhide

**Head - HR, Admin, IA,
Legal and Company
Secretary**

Surya Kant Sethia

Chief Financial Officer

A. T. Malkani

Managing Director

DIN : 01585637

N. Malkani Nagpal

Executive Chairman

DIN : 00031985

Place : Mumbai

Date : 6 May 2025

For and on behalf of the Board of Directors

Form AOC-1

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

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

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1. | Name of the subsidiary | 3D Future Technologies Private Limited |
| 2. | The date, since when subsidiary was acquired | 25 th September, 2024* |
| 3. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Same as Holding Company |
| 4. | Reporting currency and Exchange rate as on the last date of the relevant Financial year, in the case of foreign subsidiaries | Not Applicable |
| 5. | Share capital | Rs. 15,00,00,000/- (Authorised) Rs. 11,28,05,280/- (Paid-up) |
| 6. | Reserves & surplus | Rs. (26,36,54,000/-) |
| 7. | Total assets | Rs. 6,94,19,409/- |
| 8. | Total Liabilities | Rs. 22,02,67,687/- |
| 9. | Investments | Nil |
| 10. | Turnover | Rs. 5,85,43,000/- |
| 11. | Profit before taxation | Rs. (3,65,89,000/-) |
| 12. | Provision for taxation | Rs. 3,47,29,000/- |
| 13. | Profit after taxation | Rs. (7,13,17,000/-) |
| 14. | Proposed Dividend | Nil |
| 15. | Extend of shareholding (in %) | 100% |

* 3D Future Technologies Pvt. Ltd. (3DFT) became a wholly-owned subsidiary of Ador Welding Limited pursuant to the Scheme of Amalgamation of erstwhile Ador Fontech Limited and Ador Welding Limited, since 3DFT was subsidiary of erstwhile Ador Fontech Limited

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

- Names of subsidiaries which are yet to commence operations- **Nil**
- Names of subsidiaries which have been liquidated or sold during the year- **Nil**

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:
Not Applicable

For and on behalf of the Board of Directors

N. Malkani Nagpal
Executive Chairman
DIN : 00031985

A. T. Malkani
Managing Director
DIN : 01585637

Place : Mumbai
Date : 6 May 2025

Vinayak M. Bhide
**Head - HR, Admin, IA, Legal
and Company Secretary**

Surya Kant Sethia
Chief Financial Officer

WELDING TRAINING DIVISION OF ADOR

FY 2024–25 has been a year of significant progress for Ador Welding Training Division. We successfully trained 864 participants across critical sectors such as Mining, Automotive, Earth Moving Equipment, Manufacturing, Oil & Gas, Shipbuilding, Railways, Boiler & Power, Aerospace, Infrastructure, etc.

Ador Welding Training Division (AWTD) continued collaboration with Hindalco School of Excellence to upgrade advanced welding skills of its employees. We also expanded our global association by joining hands with Royal IHC, inspiring Indian youth to explore global welding opportunities and encouraging other MNCs to come forward to fulfil their requirements of skilled welders with the support of ADOR.



**AWTD trainers & Hindalco team
in “on-site” workshop**



**IIW National Skill Competition
introductory session at Pune campus**

We continued to focus on skill excellence through national platforms by hosting the National Skill Competition for the Best of the Best Welders and the National Best Welder Competition for Women during the year, in association with the Indian Institute of Welding (IIW), Pune branch.

Furthermore, our division has been accredited as an Approved Training Body by the International Institute of Welding (through ANB – Indian Institute of Welding), with the first batch of 12 candidates enrolled in the International Welder Program. Our seminars conducted at ITIs encouraged students to consider welding as a vibrant and globally relevant career path. The division supported Industrial Training Institutes (ITIs) with free, industry-demand based welding training, enhancing student placement opportunities.

Looking ahead, Ador Welding Training Division remains committed to building future-ready welders, deepening industry partnerships, and promoting Indian welding talent at the global platform. With international recognition, expanded reach, and a clear vision, we are set to lead the next phase of welding excellence both nationally and internationally.



ADOR WELDING LIMITED

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