July 7, 2025

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400051
NSE Symbol : SHRIPISTON

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001

BSE Scrip code : 544344

Subject: Notice of the 61st Annual General Meeting (AGM) and Annual Report for FY 2024-25

Dear Sir/Madam,

This has reference to letter dated May 7, 2025, intimating that the 61st Annual General Meeting ("AGM") of Shriram Pistons & Rings Limited ('Company') will be held on Friday, August 1, 2025, through video conferencing/other audio-visual means.

In continuation to the aforesaid letter and pursuant to Regulation 34(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('SEBI Listing Regulations')** please find enclosed the following:

1) Annual Report for the Financial Year 2024-25; and
2) Notice of the 61st Annual General Meeting (AGM) of the Company (including e-voting instructions).

The PDF version of the Annual Report and AGM Notice can be accessed/ downloaded from the weblink given below:

- https://shrirampistons.com/wp-content/uploads/2025/07/SHRIRAM-PISTONS-ANNUAL-REPORT-2024-25.pdf
- https://shrirampistons.com/wp-content/uploads/2025/07/61ST-AGM-NOTICE-2025.pdf

The aforesaid documents are being mailed electronically to those Members/Shareholders whose email IDs are registered with the Company/Alankit Assignments Limited (Registrar and Transfer Agent of the Company) or the Depositories and the physical copies of the same will be provided to the Members on request.

Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter is being sent to Members whose e-mail IDs are not registered with the Company/the Registrar & Share Transfer Agent/the Depository Participant(s) providing the weblink and QR code where the Annual Report for the Financial Year 2024-25 and the Notice of the 61st Annual General Meeting can be accessed on the Company's website.

We request you to kindly take the above information on record and treat this as compliance with the SEBI Listing Regulations.

Thanking you.

Yours faithfully,

For **Shriram Pistons & Rings Limited**

PANKAJ GUPTA
Digitally signed by PANKAJ GUPTA
Date: 2025.07.07 18:34:23 +05'30'

(Pankaj Gupta)
Company Secretary and Compliance Officer
Membership No.: F4647

SHRIRAM®

SHRIRAM PISTONS & RINGS LTD.

Innovating | Expanding | Empowering

Mobility Solutions Sustainably

61ST ANNUAL REPORT

2024-25

About SPRL

India's Largest Manufacturer of Pistons, Rings & EV

Strong global presence

Automotive, Off-highway Vehicles, Farm Equipments, Genset Engines & Compressors

Strong Technological capabilities

- **1972** – Foundation of SPRL
- **1972** – Technology Partnership for Pistons (KOLBENSCHMIDT GERMANY)
- **1978** – Technology Partnership for Rings (RIKEN CORPORATION JAPAN)
- **1987** – Technology Partnership for Pistons (HONDA Group) (HONDA FOUNDRY JAPAN)
- **1990** – Technology Partnership for Engine Valves (FUJI OOZX JAPAN)
- **1993** – Engine Valves manufacturing commenced
- **1994** – ISO 9001
- **1995** – Steel Rings manufacturing commenced
- **2001** – ISO 14001
- **2004** – TPM Excellence Award (JIPM)
- **2007** – TPM Special Award (JIPM)
- **2008** – Recognized R&D Centre by DISR, Govt. of India
- **2010** – No.1 in Piston Rings (India)
- **2011** – 2nd Plant inauguration @Pathredi (Raj.)
- **2014** – Tech Centre Inauguration
- **2020** – 3rd Plant inauguration @Ghaziabad (UP)
- **2022** – Incorporation of SEL (SPR Engenious Ltd); Acquisition of SPR-emf INNOVATIONS
- **2023** – Acquisition of SPR TAKAHATA
- **2024** – Inauguration of 4th Plant at Pithampur (MP); Acquisition of SPR TGPEL
- **2025** – Acquisition of Karna Intertech Pvt. Ltd.

SHRIRAM®

CONTENTS

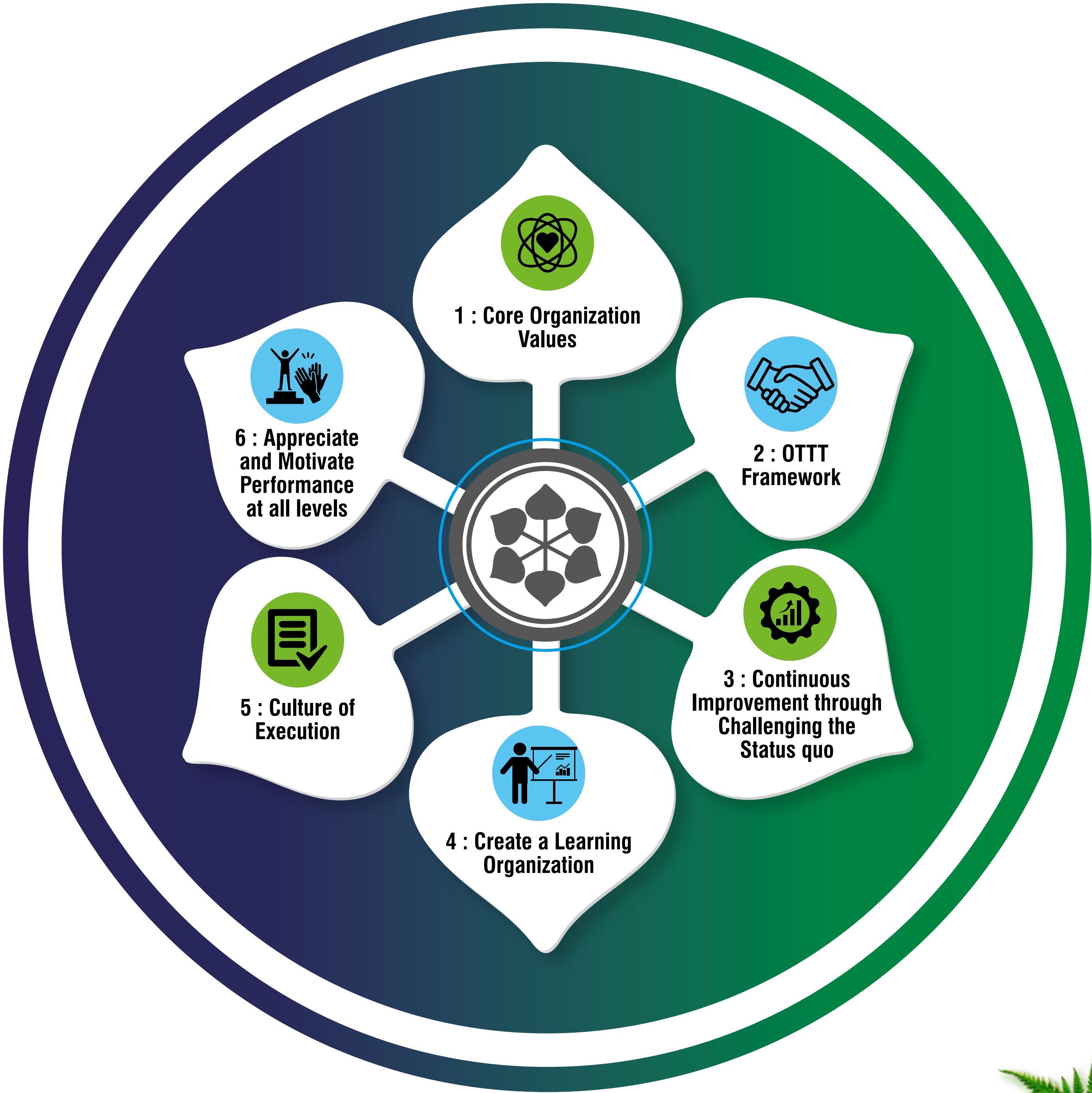
Vision & Mission

World Class Company, the preferred choice of Global Automotive Customers

Committed to all stakeholders

Environmentally sustainable

Culture at SPRL - 6P Principles



CORPORATE OVERVIEW

Board of Directors

Mr. Pradeep Dinodia	- Chairman
Mr. Hari Shanker Bhartia	- Independent Director
Ms. Ferida Chopra	- Independent Director
Ms. Tina Trikha	- Independent Director
Mr. Shinichi Unno	- Independent Director (ceased w.e.f. 7.5.2025)
Ms. Meenakshi Dass	- Director
Mr. Klaus Semke	- Director
Mr. Yasunori Maekawa	- Director
Mr. Luv Deepak Shriram	- Wholetime Director
Mr. Krishnakumar Srinivasan	- Managing Director & CEO
Mr. Shigeto Muno	- Alternate Director to Mr. Yasunori Maekawa
Mr. Alexandru Vladoi	- Alternate Director to Mr. Klaus Semke (ceased w.e.f. 31.3.2025)

Principal Executives

Mr. Luv Deepak Shriram	- Whole Time Director
Mr. Krishnakumar Srinivasan	- Managing Director & CEO
Mr. Prem Prakash Rathi	- Executive Director & CFO
Mr. Arun Kumar Shukla	- Executive Director - Projects
Mr. Sandeep Agrawal	- Executive Director & CMO
Mr. Rajnish Julka	- Executive Director - Ghaziabad Works
Mr. Sumantra Mukherjee	- Executive Director - Pathredi Works
Mr. Rajan Nanda	- Executive Director - Marketing
Ms. Poonam Bharti	- Executive Director & CHRO
Mr. Atul K. Khanapurkar	- Executive Director - Pathredi Works
Mr. Dharmendra Singh	- Dy. Executive Director - Ghaziabad Works
Mr. Ashok Sinha	- Dy. Executive Director - ISCM
Mr. Prashant Khairnar	- Dy. Executive Director & CDO
Mr. Pankaj Gupta	- Dy. Executive Director - Head Legal & Company Secretary
Mr. Pankaj Kumar Jain	- Chief Quality Control

Technical Collaborators

Kolbenschmidt Pistons Germany GmbH
Riken Corporation, Japan
Honda Foundry Co. Ltd., Japan
Fuji Oozx Inc., Japan

Bankers

HDFC Bank Ltd., IDBI Bank Ltd., Citibank N.A.,
State Bank of India, ICICI Bank Ltd., Axis Bank Ltd.,
The Hongkong and Shanghai Banking Corporation Limited,
DBS Bank India Ltd., Canara Bank

Statutory Auditors

Walker Chandiok & Co LLP,
Chartered Accountants

Registered Office

3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110001

Works

Industrial Area, Meerut Road, Ghaziabad, U.P. - 201003
Industrial Area, Pathredi, District Alwar, Rajasthan - 301707
Industrial Area, Bulandshahr Road, Ghaziabad, U.P. - 201009

Subsidiaries

SPR Engenious Limited

Registered Office
3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110001
Works
Plot Nos. 26-29, Smart Industrial Park,
Pithampur, Dist. Dhar,
Madhya Pradesh-454774

Karna InterTech Private Limited

Registered Office
3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110001
Works
Plot No. 50, M.I.E., Part A, Bahadurgarh,
Jhajjar, Haryana-124507

SPR EMF Innovations Private Limited

Registered Office & Works
2/209 to 2/212 Shasti Building,
Rajiv Gandhi Nagar Mylampatti Village,
Neelambur, Coimbatore-641062

SPR Takahata Precision India Private Limited

Registered Office & Works
SP2-41 RIICO New Industrial Complex,
Phase -III, Neemrana, Alwar
Rajasthan-301705

SPR TGPEL Precision Engineering Limited

Registered Office
3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110001
Works
A-26/A-27, Sector-68, Noida,
Uttar Pradesh- 201307

Directors' Profile

Mr. Pradeep Dinodia

Chairman (Non-Executive, Non Independent Director)

Mr. Dinodia has been on the Board of the Company since May 2003. He graduated in Economics with Honours from St. Stephens College, Delhi University and also obtained his Law Degree from Delhi University. He is a Fellow Member of the Institute of Chartered Accountants of India and Chairman and Managing Partner of the Delhi-based Chartered Accountancy firm M/s. S.R. Dinodia & Co. LLP. He is Non-Executive Independent Director of Hero FinCorp Ltd. and DCM Shriram Ltd. He is a Non-Executive and Non-Independent Director of Hero MotoCorp Ltd. He has co-authored a book "Transfer Pricing Demystified".

Mr. Luv Deepak Shriram

Whole-Time Director

Mr. Shriram has been on the Board of the Company since April, 2009 and belongs to the promoter category. He obtained a bachelor's degree in commerce from Shriram College of Commerce, University of Delhi. He is an Industrialist with extensive expertise in management and finance.

Ms. Meenakshi Dass

Non-Executive Director

Ms. Dass has been on the Board of the Company since March 2009 and belongs to the Promoter Category. She obtained a Degree in Textile Designing. She has vast experience in managing Company's affairs.

Mr. Hari Shanker Bhartia

Independent Director

Mr. Hari S Bhartia, is the Founder and Co-Chairman of Jubilant Bhartia Group. He has been on the Board of the Company since January 2009. He is a Chemical Engineering Graduate from the Indian Institute of Technology (IIT), Delhi. With over four decades of experience, Mr. Bhartia is a thought leader in his chosen areas of diverse businesses which include Pharmaceuticals, Contract Research and Development Services, Proprietary Novel Drugs, Life Science Ingredients, Agri Products, Performance Polymers, Food Service (QSR), Food, Auto, Consulting in Aerospace and Oilfield Services. At present, he is the Co-Chairman & Director of Jubilant Pharmova Limited & Jubilant FoodWorks Limited, Co-Chairman and Whole-Time Director of Jubilant Ingrevia Limited. He is currently Chairman of Board of Governors, Indian Institute of Management, Visakhapatnam and Chairman of CII-Jubilant Food & Agriculture Centre of Excellence. He was Former President of the Confederation of Indian Industry (CII). He is also a member of India-USA CEO forum and India–France CEO forum.

Directors' Profile

Ms. Ferida Avnish Chopra

Independent Director

Ms. Chopra has been on the Board of the Company since March 2019. She graduated in Law from University of Delhi and also obtained Bachelor's Degree in Arts from Delhi University. She is practicing as an Independent Legal Counsel in Supreme Court of India, High Court of Delhi, Competition Commission of India and various other Tribunals.

Mr. Krishnakumar Srinivasan

Managing Director & CEO

Mr. Krishnakumar Srinivasan is an accomplished leader with over 38 years of experience primarily in the automotive industry. He graduated with a Bachelor's degree in Mechanical Engineering, Master's in Business Administration and PG Diploma in Export Management. He has long and varied experience of managing leadership roles with companies both in India and abroad. He is known for his visionary leadership style, combining a strategic mindset with hands on approach.

Ms. Tina Trikha

Independent Director

Ms. Tina Trikha holds a bachelor's degree in economics from Massachusetts Institute of Technology and a Master's degree in Business Management from the Wharton School of Business. She has over two decades of experience working with companies in the United States, India, and South-East Asia. A published author and an executive coach, she has long and varied experience in strategy development (Growth and Innovation), financial analysis, governance, transformation management, leadership, and Executive Coaching across industries & geographies. She has considerable experience serving as an Independent Director on the Board of large and high-growth listed companies such as Hero MotoCorp, Oberoi Realty, C.E. Infosystems Limited, etc.

Mr. Shinichi Unno

Independent Director

Mr. Unno has been on the Board of the Company since May 2021. He graduated in BA in Metallurgical Engineering from Tokai University, Japan. He is Executive Officer & Plant Manager, Fuji Oozx Shizuoka, Japan. Mr. Unno has long & varied experience and considerable exposure to international operations.

Directors' Profile

Mr. Yasunori Maekawa

Non-Executive Director

Mr. Maekawa has been on the Board of the Company since April 2022 as alternate director. Mr. Maekawa is the Representative Director, President, CEO and COO of Riken Corporation, Japan. Mr. Maekawa has long & varied experience and considerable exposure to international operations.

Mr. Klaus Semke

Non-Executive Director

Mr. Semke has been on the Board of the Company since May 2023. He has obtained Metal Aircraft Builder Training and Graduated with Mechanical Engineering Studies at the Hamburg University of Applied Sciences in Hamburg, Germany. He is the Managing Director & CEO at KS Kolbenschmidt Pistons Germany GmbH. Mr. Semke has a long & varied experience and considerable exposure to international operations.

Mr. Shigeto Muno

Alternate Director to Mr. Yasunori Maekawa

Mr. Muno holds a Bachelor's degree in Business Administration from Tokyo Keizai University (1981) and an MBA from Loyola University Chicago (2000). He began his professional journey with Riken Corporation in 1994 and has since held various leadership roles. Since April 2024, he has been serving as Deputy Senior General Manager of the Sales Head Office. Mr. Muno has a long and varied experience and considerable exposure to international operations and general management.

Mr. Alexandru Vladoi

Alternate Director to Mr. Klaus Semke

Mr. Vladoi has been on the Board of the Company since November 2023 as alternate director to Mr. Klaus Semke. He has obtained Bachelors' Degree in Finance & Economics, Mathematics and Masters' Degree in International Management. Mr. Vladoi has a long & varied experience and considerable exposure to international operations and general management.

SPRL Group
Dynamic Management Team

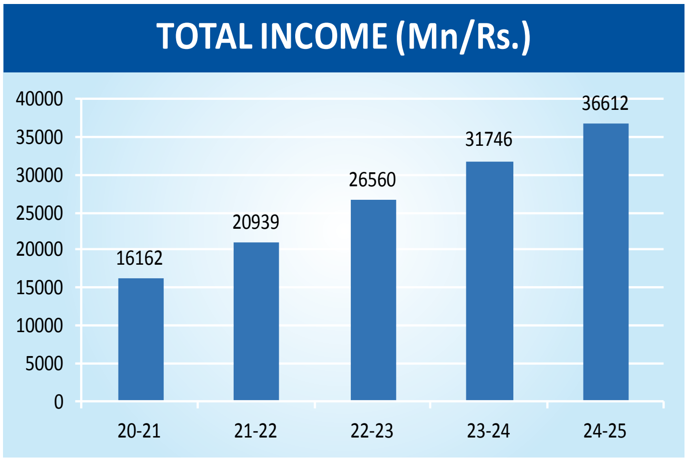
Sitting L-R:

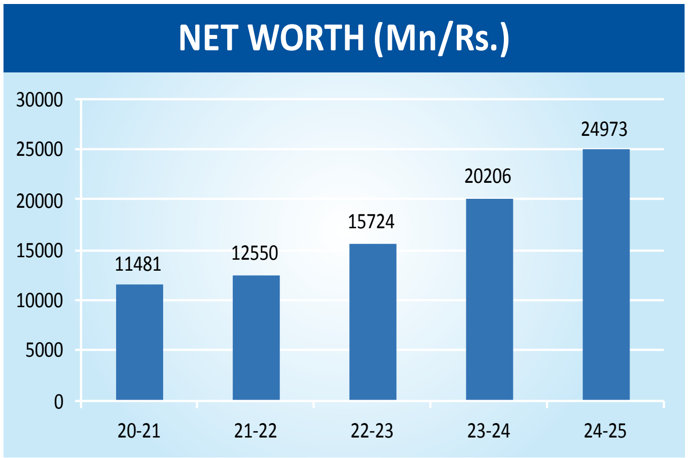
Sumantra Mukherjee, Poonam Bharti, Sandeep Agrawal, Krishnakumar Srinivasan, Rajnish Julka, Prem Prakash Rathi, Arun Shukla

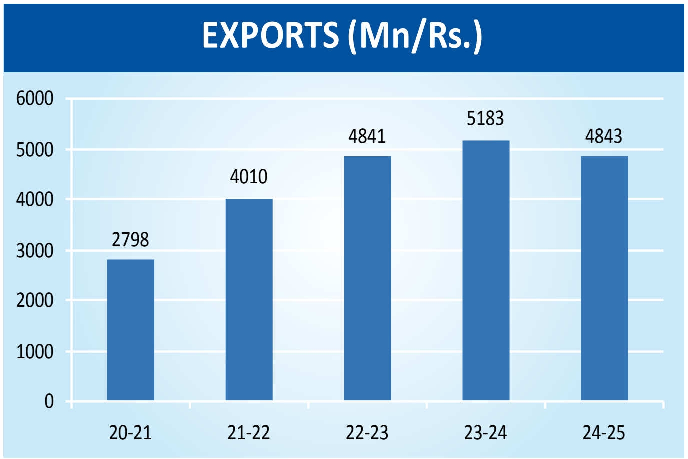
Standing L-R:

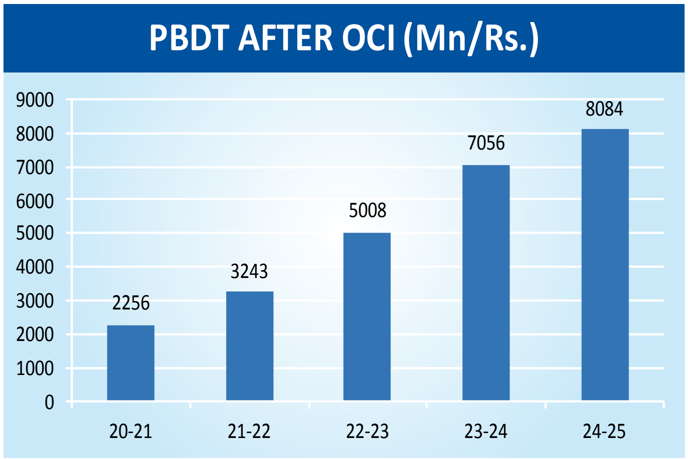
Krishna M, Deepak Dimri, Atul K. Khanapurkar, Rajan Nanda, Ashok Sinha, Pankaj Kumar Jain, Dharmendra Singh, Kalyan Ghosh, Pankaj Gupta, Prashant Khairnar, Chandan Kumar

FINANCIAL HIGHLIGHTS









WORKING RESULTS AT A GLANCE

Ratio	Unit	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2021
Current ratio	Times	2.48	2.43	2.51	2.31	2.10
Debt-Equity ratio	Times	0.19	0.23	0.19	0.11	0.11
Return on equity ratio	%	22.83	24.42	20.79	13.61	8.00
EBITDA ratio	%	23.89	23.90	19.77	16.49	14.96
Profit before tax (PBT) ratio	%	19.49	19.36	15.33	10.88	7.63
Profit after tax (net profit) ratio	%	14.74	14.42	11.46	8.08	5.65
Earning per Share (EPS)*	Rs. per share	115.02	100.47	66.71	37.13	19.84

Notes:

1. The data is based on consolidated financials.
2. *The Board pursuant to shareholder's approval in the annual general meeting held on 06 July 2023, allotted 2,20,24,912 equity shares as bonus share in the ratio of 1:1. Accordingly, EPS of earlier years has been restated.

WORKING RESULTS AT A GLANCE

PARTICULARS		UNIT	YEAR ENDING MARCH									
			2025	**2024**	**2023**	**2022**	**2021**	**2020**	**2019**	**2018**	**2017**	**2016**
Paid-up Equity Share Capital		Mn/Rs.	**440**	440	220	220	224	224	224	224	224	224
Reserves & Surplus		Mn/Rs.	**24533**	19765	15504	12330	11258	10481	10041	8909	7720	6730
Net Worth		Mn/Rs.	**24973**	20206	15724	12550	11481	10705	10265	9133	7944	6954
Gross Fixed Assets		Mn/Rs.	**28248**	24265	21449	19878	19139	18673	16907	15355	14803	14159
Total Income - Value	**- Total**	Mn/Rs.	**36612**	31746	26560	20939	16162	16266	19785	17544	14886	14054
	- Export	Mn/Rs.	**4843**	5183	4841	4010	2798	2650	3257	2994	2823	2737
Profit before depreciation and taxes (PBDT) before OCI		Mn/Rs.	**8013**	6968	4877	3223	2225	1895	3036	3012	2608	2239
Profit before depreciation and taxes (PBDT) after OCI		Mn/Rs.	**8084**	7056	5008	3243	2256	1942	3063	3036	2523	2233
Profit before taxes (PBT) before OCI		Mn/Rs.	**6817**	5891	3930	2202	1200	864	2092	2108	1709	1311
Profit after tax (PAT) before OCI		Mn/Rs.	**5156**	4387	2939	1636	888	730	1384	1389	1181	916
Equity Dividend	- Amount	Mn/Rs.	**440**	440	330	220	134	162	270	270	189	108
	- Rate	%	**100.0**	100.0	150.0	100.0	60.0	60.0	100.0	100.0	70.0	40.0

Notes:

1. The above data is based on consolidated financials..
2. Gross Fixed Assets are stated at historical cost and include prepayment land leases.
3. Equity dividend represents dividend declared / proposed for the respective financial year and includes dividend distribution tax , as applicable.
4. Reserves & Surplus includes Revaluation Reserve of Rs. 97.24 Million as on 31.03.2025.

BOARDS' REPORT

To the Esteemed Members,

The Board of Directors ("Board") of Shriram Pistons & Rings Limited ("the Company") are pleased to present the 61st Annual Report on the business and operations along with the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025.

The financial year 2024-25 has been a landmark period in the Company's history, marked by strategic expansions, technological advancements, and enhanced market leadership. The Company has successfully navigated a dynamic and evolving business landscape by leveraging its robust R&D capabilities, expanding into high-growth markets, and strengthening its core operations. The Company has significantly improved production efficiency and operational agility through prudent investments in cutting-edge manufacturing technologies, enhanced digitalization, and automation.

The Company's continued focus on sustainable business practices has led to increased adoption of renewable energy sources and innovative environmental initiatives. While continuing to enhance the Internal Combustion Engine (ICE) portfolio to cater to markets where combustion engine technologies remain relevant, the Company has also accelerated efforts to scale the Electric Vehicles ("EV") component solutions and position the Company as a future-ready EV mobility solutions provider.

Key milestones achieved during the year include successful acquisitions, a strong financial performance despite global economic volatility, geopolitical challenges, expansion into new product categories, and heightened investor confidence with the Company's listing on the BSE Ltd. (Bombay Stock Exchange). The continued focus on innovation, customer satisfaction, and operational excellence has reinforced the long-term vision for sustainable growth and value creation.

The financial year 2024-25, has been a milestone year, the Company outgrew the domestic automotive market, which grew by around 3.5%, whereas the Company achieved a growth rate of 7.0%.

This achievement was driven by a strategic emphasis on enhancing manufacturing capacity, surpassing customer expectations to secure a larger share of business, expanding into new markets, onboarding new customers, and diversifying the product portfolio.

While continuing to serve the Internal Combustion Engine (ICE) segment, the Company remains committed to investing in technology-agnostic areas beyond ICE, fostering a parallel and profitable business model aligned with evolving industry trends.

The Company successfully increased its global footprint by securing strategic partnerships and expanding manufacturing capabilities. New product launches in the electric vehicle (EV) and alternative fuel segments have positioned the Company ahead of industry trends. The Company's commitment to sustainability was further solidified through targeted investments in renewable energy, water conservation, and carbon neutrality projects.

Financial & Operational Performance and State of Company's Affairs

The Financial Year 2024-25 has been a remarkable year for the Company as the Company has delivered the highest-ever financial performance. The Company's excellent brand image as the leading manufacturer and exporter of its products in India, backed by cutting-edge technology and technological collaborations with global leaders, enabled the Company to achieve these feats.

The Company's total income increased by 8.2% from Rs. 30,351 Million in the previous year to Rs. 32,827 Million for the year and revenue from operations grew by 7.6% from Rs. 29,537 Million in the previous year to Rs. 31,795 Million for the year. Profit before Depreciation and Taxes (before Other Comprehensive Income), after all interest charges, grew by 10.0% from Rs. 6,862 Million in the previous year to Rs. 7,545 Million for the year.

The improved performance during the Financial Year 2024-25 was driven by a strategic combination of higher production volumes, expansion into new customer segments, enhanced digital integration across functions, and timely execution of operational excellence initiatives. The Company's proactive efforts in strengthening vendor relationships, optimizing working capital, accelerating automation projects, and leveraging data analytics for decision-making have collectively contributed to better efficiencies, improved cost structures, and superior customer service delivery.

The Company continues to pursue strategic initiatives under its Business Continuity and Growth Plan to maintain a competitive edge and outperform market growth. With strong financial fundamentals and operational resilience, the Company is actively exploring new growth avenues, investing in capacity expansion, product innovation, and digital transformation to strengthen its market leadership.

Financial Highlights

The summarized standalone and consolidated results of the Company are as under:

(Rs. in Million)

Particulars	Financial Year Ended			
	Standalone		Consolidated	
	31.3.2024	31.3.2025	31.3.2024	31.3.2025
Revenue from Operations	29,537	31,795	30,893	35,498
Other Income	813	1,032	853	1,114
Total Income	30,351	32,827	31,746	36,612
Profit/(Loss) before Interest, Depreciation & Tax (EBITDA)	7,114	7,793	7,273	8,357
Profit before Depreciation and Taxes (before OCI)	6,862	7,545	6,968	8,013
Depreciation	874	865	1,077	1,197
Profit Before Tax (before OCI)	5,989	6,680	5,891	6,817
Income Tax (including for earlier years)	1,521	1,702	1,505	1,661
Net Profit After Tax (before OCI)	4,468	4,978	4,387	5,156
Dividend including Dividend Distribution Tax (on a declared basis)	440	440	440	440
Amount transferred to General Reserve	4,204	4,585	3,955	4,672

Exports declined by 7.0%, from Rs. 5,182 Million to Rs. 4,840 Million, primarily due to ongoing geopolitical uncertainties impacting global trade flows. However, this period also marked a strategic pivot, as the Company focused on deepening engagements with existing customers, expanding its product portfolio, and laying the groundwork for entry into new markets and segments. These initiatives are expected to enhance the Company's long-term competitiveness and open up more robust and sustainable export opportunities in the future.

Key Business Developments

Strategic Acquisitions & Business Expansion

Acquisition of SPR TGPEL Precision Engineering Limited ("SPR TGPEL")

In pursuit of the long-term growth strategy beyond Internal Combustion Engine (ICE) powertrains, the Company acquired 100% stake in SPR TGPEL Precision Engineering Limited through its wholly owned subsidiary, SPR Engenious Limited (SEL). The acquisition is a part of the Company's long-term strategy to diversify and strengthen its product portfolio beyond internal combustion engine (ICE) powertrains.

Established in 2008, SPR TGPEL specializes in precision mould making and injection-moulded parts manufacturing, serving sectors such as automotive, electrical, consumer goods, and medical industries in both domestic and international markets. SPR TGPEL operates two state-of-the-art manufacturing facilities in Noida, Uttar Pradesh, and has demonstrated consistent year-on-year growth.

Benefits of the Acquisition:

- Enhanced Manufacturing Capabilities: Integrating SPR TGPEL's expertise in high-precision injection-moulded components enhances the Company's manufacturing capabilities, enabling the production of complex parts for various applications.
- Product Portfolio Diversification: The acquisition allows the Company to expand its offerings beyond traditional ICE components, positioning the Company to cater to emerging markets such as electric vehicles (EVs) and other industrial applications.
- Synergistic Opportunities: Combining the Company's manufacturing and engineering strengths with SPR TGPEL's technological capabilities is expected to create synergies, offering a broader range of products and services to the growing Indian automotive market.

This strategic move underscores the Company's commitment to innovation and adaptability in a rapidly evolving automotive landscape, ensuring long-term value creation for stakeholders.

Acquisition of Karna InterTech Private Limited ("Karna")

The Company acquired 100% equity stake in Karna InterTech Private Limited on April 1, 2025. Established in 1981, Karna specializes in manufacturing specialty molds and operates a well-equipped tool room in Bahadurgarh, Haryana, featuring advanced CNC machinery and CAD/CAM technology.

Benefits of the Acquisition

- Enhanced Manufacturing Capabilities: Integrating Karna's expertise in die-casting molds strengthens the Company's manufacturing capabilities, enabling the production of high-precision components essential for various applications.
- Supply Chain Optimization: This acquisition allows the Company to internalize critical aspects of its supply chain, reducing dependency on external suppliers and enhancing operational efficiency.

This strategic move aligns with the Company's commitment to innovation and adaptability, ensuring long-term value creation for stakeholders in a rapidly evolving industrial landscape.

The earlier acquisitions viz. SPR Takahata Precision India Private Limited is to strengthen the Company's diversification strategy by reinforcing its presence in precision-engineered plastic components and SPR EMF Innovations Private Limited is to expand its footprint in the fast-growing electric vehicle segment, particularly in motors & controllers.

Renewal of Technical Collaboration Agreements

The Company has executed a renewal of its Technical Collaboration Agreement with **Fuji Oozx Inc., Japan** for a further period of five (5) years effective till December 2029. The Technical Collaboration Agreement is in place since last three decades and is an ongoing collaboration to service the automotive industry with the latest technology products thereby meeting the prevalent emission norms and also provide cutting edge technology products in India which are at par with the latest technology available globally.

The Company has also executed a renewal of its Technical Collaboration Agreement with **Honda Foundry** for a further period of 7 years till September 30, 2031.

Investments, Market Expansion, and Technology Leadership

The Company remains steadfast in its commitment to strategic investments and global market expansion, positioning itself as a key player in the evolving automotive industry. The Company continues to invest ahead of the curve, identifying and capitalizing on emerging opportunities across international markets. However, macroeconomic uncertainties, geopolitical challenges, and supply chain disruptions remain critical factors impacting sales in the export market. Despite these headwinds, the Company has successfully strengthened its global footprint by leveraging its robust manufacturing capabilities, technological innovations, and customer-centric approach.

In the aftermarket segment, the Company has redefined its network strategy, ensuring an expanded range and reach of products across domestic and international markets. This has led to a deeper market penetration, enhanced customer engagement, and improved service efficiencies. By prioritizing quality excellence, backed by stringent validation processes and advanced manufacturing techniques, the Company has garnered strong appreciation from customers across OEMs, aftermarket distributors, and industrial segments.

Technology and Innovation – Driving Future Mobility

With a state-of-the-art Technology Centre, the Company has reinforced its self-sufficiency in end-to-end design, development, and testing. The Company has developed strong local engineering capabilities and leverages advanced analysis tools such as FMEA (Failure Mode and Effects Analysis) & PFMEA (Process Failure Mode and Effects Analysis) to drive innovation and ensure product reliability. The focus remains on future-ready technologies, including:

- Advanced CNG-compatible components, meeting stringent emission norms and ensuring durability in high-pressure environments;
- Hydrogen-based fuel solutions, including hydrogen internal combustion engines (H2-ICE) and hydrogen-enriched compressed natural gas (H-CNG);
- Ethanol-blended fuel solutions, aligning with the Indian government's ethanol roadmap for a cleaner, more sustainable fuel mix; and
- Electric vehicle (EV) components, strengthening the product portfolio to cater to next-generation mobility solutions.

Expanding Presence in the Electric Vehicle (EV) Ecosystem

The Company anticipates a continued rise in EV penetration, supported by ambitious government policies, incentives, and advancements in charging infrastructure. However, challenges persist in raw material sourcing, infrastructure development, and design customization to suit Indian road conditions. The Company views these challenges as opportunities to pioneer robust, India-centric EV solutions. Through ground-up product development, the Company has positioned itself as one of the few companies in this segment capable of delivering highly durable and efficient powertrain components tailored for diverse climatic and road conditions.

ICE and Alternative Fuels – Coexistence in the Future Mobility Landscape

Amidst the accelerating shift towards electric mobility, conventional Internal Combustion Engine (ICE) technologies continue to evolve with a strong emphasis on environmental sustainability. The Company is actively advancing alternative fuel technologies and hybrid solutions, reinforcing its belief that ICE and EV platforms will coexist to address the varied requirements of commercial, passenger, and industrial segments.

Key areas of focus include:

- Hybrid powertrains, which offer a transitional pathway between conventional ICE and full EV adoption by combining efficiency with flexibility;
- CNG and LNG-powered vehicles, providing cost-effective and cleaner alternatives particularly suited for commercial transportation;
- Hydrogen-powered vehicles (H2-ICE and H-CNG), contributing to long-term decarbonization goals and aligning with emerging global energy trends;
- Bio-fuel applications, supporting ethanol blending from 10% upto 100%, in line with national energy security and sustainability targets; and
- Flex-fuel technology, enabling engines to operate seamlessly across a wide spectrum of fuel blends, thereby enhancing adaptability and reducing carbon footprint.

The Company's proactive investments in these areas are aimed at future-proofing its technology roadmap. By diversifying its propulsion portfolio across conventional, hybrid, and alternative fuel platforms, the Company is well-positioned to support the industry's journey towards carbon neutrality. Through continuous innovation, strategic foresight, and responsible engineering, the Company remains committed to shaping the future of sustainable mobility while creating long-term value for all stakeholders.

Investor Engagement & Governance

The Company has consistently prioritized robust investor engagement and governance to ensure transparency, foster trust, and strengthen shareholder confidence.

During the financial year 2024-25, the Company conducted multiple earnings calls, providing a platform for investors and analysts to gain deeper insights into the financial performance, strategic initiatives, and growth trajectory. These calls allowed management to address investor queries, reinforce the commitment to sustainable value creation, and highlight operational advancements.

The Company also undertook significant steps to strengthen corporate governance, enhancing transparency, regulatory compliance, and ethical business practices. The governance framework aligns with global best practices, ensuring accountability and fairness in all decision-making processes.

Strategic Growth, Market Leadership & Operational Excellence

The Company has significantly outpaced the growth of its end markets, reflecting strong strategic execution and industry leadership. Despite macroeconomic uncertainties and inflationary headwinds, the Company successfully maintained its profitability margins. This was made possible by proactive cost optimization, prudent financial controls, and value-driven manufacturing practices, which enabled the Company to absorb inflation without compromising on quality or performance.

During the financial year 2024-25, the Company expanded its global and domestic market reach by entering new markets and securing key business wins from several global OEMs and Tier-1 customers. At the same time, focused initiatives to deepen engagement with existing domestic customers led to increased market share. The Company's differentiated product portfolio and commitment to quality have reinforced customer confidence and enabled it to become a preferred partner for high-value, strategic programs.

In line with its long-term growth strategy, the Company took decisive steps to phase out low-margin and non-strategic product lines, reallocating resources towards higher-margin, value-added offerings. This shift has helped enhance overall business profitability and sharpened the Company's competitive positioning.

To further strengthen its market leadership, the Company has actively pursued entry into newer market segments and geographies, with a focus on expanding its presence in high-growth regions and aligning with emerging industry trends. These efforts are unlocking new revenue streams and driving sustainable growth.

The Company also broadened its scope by exploring newer application areas, thereby enhancing the utility and longevity of its products - even in the context of increasing electric vehicle (EV) adoption. This foresight has enabled the Company to maintain technological relevance across mobility platforms. In parallel, robust operational efficiencies continued to be a core strength - ensuring all key performance indicators and internal benchmarks were consistently achieved or exceeded, thus reinforcing its operational excellence.

Sustainability & ESG Initiatives – A Commitment to Responsible Growth

The Company remains unwavering in its dedication to Environmental, Social, and Governance (ESG) principles, integrating sustainability into every aspect of its business strategy. The Company recognizes that long-term value creation is intrinsically linked to responsible business practices, and as such, continues to implement initiatives that drive environmental sustainability, social well-being, and governance excellence.

Environmental Stewardship – Advancing Towards a Greener Future

The Company is committed to minimizing its environmental footprint by adopting cleaner production methods, increasing the use of renewable energy, and enhancing energy efficiency across operations. Key environmental initiatives undertaken during the financial year include:

- Expansion of Renewable Energy Usage: The Company has significantly enhanced its reliance on solar energy, thereby reducing dependence on conventional power sources. It has made substantial investments in captive solar projects and has also installed rooftop solar panels across multiple facilities to further advance its renewable energy footprint.
- Reduction in Scope 2 Emissions: By optimizing energy consumption, improving efficiency in manufacturing processes, and investing in renewable energy, the Company has significantly reduced its reliance on grid electricity. This shift has contributed to a substantial reduction in Scope 2 emissions, aligning with global sustainability targets.
- Water Conservation & Waste Management: The Company continues to implement water recycling initiatives, aiming to reduce its dependency on freshwater sources and has installed advanced effluent treatment plants (ETPs) and sewage treatment plants (STPs), ensuring zero liquid discharge (ZLD). Waste management efforts have been strengthened through increased use of recycled materials and the adoption of sustainable packaging solutions.
- Green Supply Chain Practices: The Company is working towards a sustainable supply chain, collaborating with vendors to implement eco-friendly sourcing and logistics practices. Through sustainable procurement policy the Company encourage suppliers to adopt environmentally responsible manufacturing.

Social Responsibility – Strengthening Communities through CSR

As a socially responsible corporate entity, the Company continues to drive positive change in communities through structured Corporate Social Responsibility (CSR) initiatives. The Company's CSR programs focus on:

- Education & Skill Development: The Company has expanded its skill development programs to empower youth with industry-relevant training and continues to support vocational training centers, providing employment opportunities to underprivileged communities.
- Healthcare & Wellness: Programs have been strengthened through medical camps, and partnerships with healthcare institutions. Alongside Mental health awareness programs, external counseling services, and stress management initiatives have been implemented to foster a healthier work environment.
- Women Empowerment & Inclusion: The Company remains deeply committed to empowering women and promoting inclusive growth in the communities it serves. As part of this commitment, the Company has partnered with the Entrepreneurship Development Institute of India (EDII), Ahmedabad, to support the formation of self-entrepreneur groups by training women and enabling them to become financially independent and self-reliant. The Company essential life skills that foster self-worth and create sustainable livelihood opportunities for women and also prioritizes safety and digital empowerment by organizing self-defence training and computer literacy programs, equipping women with the confidence and skills needed to shape their own future.
- Community Development Initiatives: The Company continues to invest in local infrastructure development, including sanitation and clean drinking water facilities in surrounding communities.

- Cultural Development Initiatives: The Company supports cultural enrichment through initiatives that preserve and promote local heritage, arts, and traditions. Efforts include organizing cultural events, supporting local artisans, and facilitating employee participation in regional festivals to strengthen community ties and promote cultural awareness.

Governance Excellence – Transparency, Compliance & Ethical Leadership

The Company's corporate governance framework is built on transparency, integrity, and accountability. The Company continues to implement best-in-class governance practices, ensuring compliance with regulatory requirements and stakeholder expectations.

- Robust Governance Structure: The Board of Directors is actively engaged in strategic decision-making, reinforcing corporate governance and ethical leadership. The Committees have been established to identify and mitigate financial, operational, and environmental risks proactively.
- Enhanced Compliance & Reporting: The Company has adopted SEBI-mandated Business Responsibility and Sustainability Reporting (BRSR), demonstrating its commitment to ESG disclosures and sustainability progress tracking. Comprehensive ESG metrics are regularly reported to ensure transparency and accountability.
- Data Security & Cybersecurity Measures: The Company has enhanced its data security infrastructure, ensuring robust cybersecurity frameworks and compliance with global data protection regulations.

Awards & Accolades

The Company continues to perform strongly across all dimensions of its operations, consistently earning recognition from leading industry bodies and OEMs. During the year the Company has received multiple prestigious awards in areas such as manufacturing excellence, ESG performance, safety, quality, and innovation. Notably, Pathredi and Ghaziabad plants were honored with Platinum and Gold Awards across categories like manufacturing, exports, and new product design & development. The Company has also been recognized for its supplier performance by major customers such as Mahindra & Mahindra, Cummins, Maruti Suzuki, and Honda. Our commitment to quality and continuous improvement has been acknowledged through accolades from CII, ACMA, QCFI, and INSSAN. These recognitions reflect the dedication of our teams and reinforce our position as a trusted, high-performing partner in the automotive industry.

Share Capital

Changes in Share Capital

During the year under review, there was no change in the authorized, issued, subscribed or paid up share capital of the Company.

Issue of equity shares with differential rights or sweat equity shares

During the year, the Company has not issued any equity shares with differential rights/sweat equity shares under Companies (Share Capital and Debentures) Rules, 2014.

Dividend

Declaration and Payment of Dividend

The Board in its meeting held on May 7, 2025, has recommended that equity shareholders be paid a dividend @ Rs. 10.00 per share of face value of Rs. 10/- each fully paid-up, for the financial year 2024-25, inclusive of Rs. 5.00 per share already paid as interim dividend.

Record Date

The final dividend of Rs. 5.00 per share, if approved by the Members at the ensuing Annual General Meeting ('AGM') will be paid to those Members whose name appears in the register of Members (including Beneficial Owners) of the Company as at the end of Friday, July 25, 2025 (Record Date). The equity dividend would absorb Rs. 440 Million against Rs. 440 Million last year and an amount of Rs. 4,585 Million be transferred to General Reserve Account.

The Board has recommended the dividend based on the parameters laid down in the Dividend Distribution Policy and the dividend will be paid out of the profits of the FY 2024-25.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

Dividend Distribution Policy

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 **("SEBI Listing Regulations, 2015")** the Board of Directors of the Company had formulated and adopted the

Dividend Distribution Policy ("DD Policy"). The same is available on the Company's website at https://shrirampistons.com/wp-content/uploads/2024/06/Dividend-Distribution-Policy.pdf

The Board while making decisions for recommendations of the dividend takes guidance from the DD Policy and maintains a consistent approach to dividend pay-out plans.

Change in the Nature of Business

During the year under review, there has been no change in the nature of the Company's business.

Material Changes and Commitment

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2024-25 and the date of this Report.

Credit Rating

The details pertaining to credit ratings obtained by the Company during the financial year are provided in the Corporate Governance Report, which forms part of this Annual Report and the same have been placed at the website of the Company at https://shrirampistons.com/investors-guide-2/ under "Credit Ratings" tab.

Name Change of Subsidiaries

During the year under review, the Board of TGPEL Precision Engineering Limited in it's meeting held in February 2025 approved changing the name of the company to incorporate the word "SPR" as a prefix in it's name. After approval by the shareholders and the Registrar of Companies (ROC), the names stand changed to "SPR TGPEL Precision Engineering Limited" effective from April 3, 2025.

Listing of Equity Shares on the BSE Ltd. (Bombay Stock Exchange)

During the year, the Company listed its equity shares on the BSE Ltd. (Bombay Stock Exchange), a significant milestone that enhances the Company's market visibility and investor confidence. This listing provides the Company with broader access to institutional and retail investors, thereby improving liquidity and increasing shareholder value. The move also strengthens corporate governance standards, ensuring greater transparency and compliance with regulatory frameworks. With the Company's presence on both NSE and BSE, the Company aims to attract a wider investor base, fostering long-term growth and stability.

Highlights of performance of Subsidiaries, Associates and Joint Venture Companies

Subsidiary Companies and their Annual Accounts

As on date of this report the Company has 5 subsidiaries including 3 step down subsidiaries and regularly monitors the performance of these companies. The annual accounts of subsidiary companies are available on the website of the Company viz. https://shrirampistons.com/investors-guide/ and shall also be kept open for inspection at the registered office of the Company. The Company shall also make available the annual accounts of these companies to any member of the Company who may be interested in obtaining the same. The consolidated financial statements presented by the Company include the financial results of its subsidiary companies. In compliance with the provision of Section 129(3) of the Companies Act, 2013, ("Act"), a separate statement containing the salient features of financial statements of the subsidiary Company is in the prescribed Form AOC-1.

The Company's subsidiaries played a pivotal role in driving the overall revenue growth and performance of the Company and reported a consolidated total income of Rs. 36,612 Million in the current year as compared to Rs. 31,746 Million in the previous year, registering an increase of 15.3%. Its consolidated net profit after tax (before OCI) is Rs. 5,156 Million as compared to Rs. 4,387 Million in the previous year, registering an increase of 18.0%.

i. SPR Engenious Limited ("SEL") – wholly owned subsidiary

SEL was incorporated as a wholly owned subsidiary (WOS) of the Company to diversify its product portfolio in the area related to the automotive segment. SEL commenced manufacturing operations in March 2024 at its manufacturing facility situated at Pithampur, Indore, Madhya Pradesh.

During the year under review, SEL has increased its Authorised Capital from Rs. 3,550 Million to Rs. 6,050 Million and issued 250 Million equity shares of Rs. 10/- each amounting to Rs. 2,500 Million to its Holding Company, Shriram Pistons & Rings Limited, on rights issue basis, from time to time. The issued, paid-up and subscribed equity share capital of SEL is Rs. 6,000 Million as of the date of this report. SEL has reported revenue from operations of Rs. 176.83 Million and a net loss (before other comprehensive income) of Rs. 56.55 Million.

SEL is a 'material' subsidiary of the Company under Regulation 16(1)(c) and 24(1) of SEBI Listing Regulations, 2015.

ii. SPR EMF Innovations Private Limited ("SPR EMFI") – step down subsidiary

SPR EMFI has evolved into a top provider of EV powertrain solutions, fueled by innovation, localization, and strategic partnerships. SPR EMFI has created an advanced R&D facility for in-house motor and controller design, prototyping, and testing, which has greatly decreased reliance on outside technology. Partnerships with global EV technology leaders like Greatland Electric and Lingbo have accelerated SPR EMFI's product development and commercial readiness. Furthermore, SPR EMFI has initiated local production of both hub motors and controllers in India, in line with the 'Make in India' initiatives.

SPR EMFI has enhanced its manufacturing capabilities with specialised assembly lines and is in the process of commissioning a state-of-the-art motor test bench to maintain quality and performance under real-world conditions. Positioned strategically as a system supplier offering integrated motor-controller packages, SPR EMFI is amplifying its collaboration with key OEMs. With a new manufacturing facility being commissioned in Coimbatore and a defined technology roadmap, SPR EMFI is setting new standards in India's electric mobility landscape. It is among the few first companies to secure ICAT certification for its PM E-Drive, an affirmation of its technological leadership and commitment to regulatory excellence.

The Company through its wholly owned subsidiary SEL has a stake of 66.42%, in SPR EMFI. Accordingly, SPR EMFI continued to be a subsidiary of SEL and a step-down subsidiary of the Company.

During the year under review, SPR EMFI has reported revenue from opeations of Rs. 204.20 Million and a net loss (before other comprehensive income) of Rs. 36.98 Million. The issued, paid-up and subscribed equity share capital is Rs. 175.17 Million as on the date of this report.

iii. SPR Takahata Precision India Private Limited ("SPR Takahata") - step down subsidiary

SPR Takahata stands as a premier manufacturer of high-precision injection-moulded components, backed by strong technical collaboration with Takahata Japan. With a core focus on sectors such as automotive, office automation, optical devices, residential facilities, and medical equipment, SPR Takahata offers an extensive product portfolio including hose systems, throttle units, ECU and brake units, airbags, steering systems, door locks, headlamp actuators, accelerator pedals, and EV battery systems. Operating from its advanced manufacturing facility in Neemrana, Rajasthan, SPR Takahata ensures end-to-end in-house capabilities encompassing mould development, design, manufacturing, trial runs, maintenance, and quality control. Trusted by leading automotive OEMs, SPR Takahata upholds the highest standards of quality and innovation.

The Company, through its wholly owned subsidiary SEL has a stake of 62% in SPR Takahata. Accordingly, SPR Takahata became a subsidiary of SEL and a step-down subsidiary of the Company.

During the year under review, SPR Takahata has reported revenue from operations of 2951.58 Million and a net profit (before other comprehensive income) of Rs. 359.54 Million. The issued, paid-up and subscribed equity share capital is Rs. 1835 Million as on the date of this report.

iv. SPR TGPEL Precision Engineering Limited ("SPR TGPEL") - step down subsidiary

The Company, through its wholly owned subsidiary SEL, on 24.12.2024, acquired a 100% stake in SPR TGPEL. Accordingly, SPR TGPEL became a wholly-owned subsidiary of SEL and a step-down subsidiary of the Company.

During the year, SPR TGPEL has reported revenue from operations of 1292.53 Million and a net profit of Rs. 161.59 Million. The issued, paid-up and subscribed equity share capital is Rs. 395.81 Million as on date of this report.

v. Karna InterTech Private Limited ("Karna")

The Company on April 1, 2025 acquired 100% stake in Karna. Accordingly, Karna became a wholly-owned subsidiary of the Company. The issued, paid-up and subscribed equity share capital is Rs. 1.50 Million as on date of this report.

During the year under review, no Company ceased to be a subsidiary of the Company. The Company does not have any joint ventures or associate companies.

Consolidated Financial Statement

The consolidated financial statements of the Company and its subsidiaries for FY 2024-25 have been prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and as stipulated under Regulation 33 of SEBI Listing Regulations, 2015 as well as in accordance with the Indian Accounting Standards (Ind AS-110) on consolidated financial statements notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statements together with the Independent Auditor's Report thereon form part of this Annual Report.

Pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of the subsidiary companies is attached to the financial statements in Form AOC-1 as **Annexure -VIII**.

The Audit Committee of the Company and Board of Directors reviews the financial statements of subsidiary companies. Further, pursuant to the provisions of Section 136 of the Act, the Company will make available the said financial statement of the subsidiary companies upon a request by any Member of the Company or its subsidiary companies. These financial statements of the Company and the subsidiary companies will also be kept open for inspection by Members. The Members can send an e-mail to compliance.officer@shrirampistons.com upto the date of the AGM and the same would also be available on the Company's website https://shrirampistons.com/investors-guide-2/ under "Annual Report of Subsidiary Company" tab.

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

The Policy for determining material subsidiaries is available on the Company's Website at https://shrirampistons.com/investors-guide-2/ under **"Policies"** tab.

Number of Meetings of the Board

During the financial year under review, six (6) meetings of the Board of Directors were held, details of which have been provided in the Corporate Governance Report which forms part of this Annual Report as **Annexure-I**. The intervening gap between two meetings did not exceed 120 days, as prescribed under the Companies Act, 2013 and SEBI Listing Regulations, 2015. The Company has complied with Secretarial Standards on the meeting of Board of Directors

Committees of the Board

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope: -

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholder's Relationship Committee
- Risk Management Committee

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

Audit Committee

As of 31.3.2025, members of the Audit Committee of the Company are Ms. Tina Trikha (Chairperson), Mr. Pradeep Dinodia and Ms. Ferida Chopra.

Mr. Inderdeep Singh, Non-Executive Independent Director of the Company ceased to be the Director of the Company w.e.f. close of business hours of 28.7.2024 due to the completion of his tenure. Consequently, he also ceased to be Chairman of the Audit Committee. Ms. Tina Trikha was appointed as Non-Executive Independent Director w.e.f. 13.5.2024 and became Chairperson of the Audit Committee w.e.f. 29.7.2024.

During the year, the Board has accepted all recommendations made by the Audit Committee.

Whistle Blower Policy

The Company has a Whistle Blower Policy for Directors Employees, and Stakeholders to report any kind of misuse of the Company's properties, mismanagement, or wrongful conduct prevailing/executed in the Company. As per the policy, all Whistle Blowers are granted access to the Chairman of the Audit Committee in appropriate cases. A designated team conducts impartial investigations into reported issues, upholding the highest standards of ethics and confidentiality.

Nomination and Remuneration Policy

The Nomination and Remuneration Committee (NRC) of the Board has formulated a Nomination and Remuneration Policy for the remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP), and other employees of the Company.

The Nomination and Remuneration Policy covers the criteria for the appointment of Directors (including Independent Directors), KMPs and SMPs. The Policy also covers the criteria for remuneration.

There was no change in the Policy during the year.

The level and composition of remuneration shall be reasonable and sufficient to attract, retain, and motivate Directors, KMPs, SMPs, and employees at all levels. It shall be determined taking into account the factors such as Company's performance and the remuneration structure as generally applicable in the industry.

The Directors affirm that remuneration paid to all Directors, KMPs, SMPs and all other employees is as per the remuneration policy of the Company.

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

i The policy outlines a transparent process for the appointment and removal of Directors, Key Managerial Personnel (KMP), and Senior Management Personnel (SMP), based on integrity, expertise, experience, and performance, while promoting Board diversity and compliance with statutory requirements.

ii The Nomination & Remuneration Committee (NRC) is responsible for recommending appointments, removals, and remuneration structures, ensuring alignment with the company's strategic goals and regulatory frameworks.

iii Remuneration across all levels - Board, KMPs, SMPs, and employees is designed to be fair, competitive, and aligned with industry standards. It balances fixed pay with performance-linked incentives to attract, retain, and motivate talent.

iv The policy strictly adheres to the Companies Act, 2013 and other applicable laws, especially for the appointment and remuneration of Independent and Executive Directors.

The Nomination and Remuneration Policy of the Company is available on the Company's website at https://shrirampistons.com/investors-guide-2/ under "Policies" tab

As of 31.3.2025, the number of permanent employees on the rolls of the Company is 3,857.

Performance Evaluation of the Board, Its Committees, and Individual Directors

According to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its performance, evaluation of the working of its Committees and the Directors individually. The manner in which the evaluation has been carried out has been explained in Report on Corporate Governance, **Annexure-I** to this Report.

Related Party Transactions

The Company's contracts/arrangements/transactions with related parties are in the ordinary course of business and on an arm's length basis. Thus, provisions of Section 188(1) of the Companies Act, 2013 are not applicable. During the year, the Company has not entered into any contract/arrangement/transaction with related parties that could be construed to be "material" in accordance with the "Policy for determining material Related Party Transactions" approved by the Board. Thus, there are no transactions required to be reported in Form AOC-2. Details of all transactions with related parties are given in Note No. 36 of Notes forming part of Financial Statements.

The Company has complied with the Accounting Standards, Companies Act, 2013 and SEBI Listing Regulations, 2015, on Related Party Transactions.

Corporate Governance Report

Pursuant to Regulation 34 of the SEBI Listing Regulations, 2015, the Report on Corporate Governance along with the certificate from a Practicing Company Secretary certifying compliance with conditions of Corporate Governance, is annexed to this Report as **Annexure - I.**

Management Discussion and Analysis

The Management Discussion and Analysis, as required in terms of Regulation 34(2)(e) of the SEBI Listing Regulations, 2015, forms an integral part of this Annual Report and is annexed as **Annexure - II.**

Conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo

The information on conservation of energy, technology absorption & foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read along with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed as **Annexure - III.**

Particulars of Employees and Remuneration

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 as **Annexure-IV**.

Auditors

Statutory Auditors and Auditors Report

Shareholders' in their meeting held on 6.7.2023 approved the appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants (Firm's Registration No. 001076N/N500013) as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 59th Annual General Meeting (AGM) till the conclusion of 64th AGM to be held in 2028.

The Auditors' Report for FY 2024-25 is unmodified that is it does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed Mr. Chetan Gupta, Practicing Company Secretary, (M. No. FCS 6496 and CP No. 7077), Managing Partner of M/s APAC & Associates LLP (Registration No. AAF-7948), having its Regd. Office at 604-605, PP City Centre, Road No. 44, Pitampura, New Delhi - 110 034 to conduct the Secretarial Audit of the Company for the year ended March 31, 2025. The Report of the Secretarial Audit is annexed as **Annexure – VI.** The said Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Further in compliance with the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amended Regulation 24A of the SEBI Listing Regulations, the Board has based on the recommendation of Audit Committee approved appointment of M/s APAC & Associates LLP (Registration No. AAF-7948), a peer reviewed firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a period of five years, i.e., the Financial Year 2025-26 to 2029-30, subject to approval of the Shareholders of the Company at the ensuing AGM.

Secretarial Audit Report of Material Unlisted Subsidiary

As per regulation 24A(1) of SEBI Listing Regulations, 2015, the Company is required to annex the secretarial audit report of its material unlisted subsidiary to its Annual Report. SPR Engenious Ltd. (SEL) has been identified as Material Unlisted Subsidiaries of the Company and accordingly, the Company is annexing the Secretarial Audit Reports of SEL as **Annexures VII.**

Maintenance of Cost Records and Cost Audit

As per Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant.

The Company is maintaining the Cost Records as required under Section 148(1) of the Act. The Cost Audit Report of the Company for the year ended March 31, 2024, duly audited by M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi, was submitted to the Ministry of Corporate Affairs, Government of India on 16.8.2024, within the due date of filing the said report.

On the recommendation of the Audit Committee, M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi (Firm Registration No. 00239), has been appointed as Cost Auditors for the FY 2025-26. The remuneration payable to the Cost Auditor is subject to ratification of their remuneration by the Members at this AGM.

Internal Financial Controls and their Adequacy

The Company has robust Internal Financial Control ("IFC") systems in line with the requirements of the Companies Act 2013. This system enhances transparency and accountability in the organisation's process of designing and implementing internal controls. The Company has a clearly defined Governance, Risk & Compliance framework, Policies, Standard Operating Processes (SOPs), and Financial & Operating Delegation of Authority (DoA). Global ERP platform facilitated mapping with role-based authority to business & functional teams.

The IFC process helps the Company to operate in an orderly and effective manner by ensuring adherence to rules, asset protection, fraud prevention, error detection, etc. Accurate and comprehensive accounting records are timely prepared for trustworthy financial information. This system safeguards the interest of all stakeholders and optimise resource utilization.

The Company had appointed Ernst & Young and RSM Astute as its Internal Auditors for FY 2024-25, in addition to its in-house team. The Internal Control System is commensurate with the size, scale and complexity of the Company's operations. The Internal Auditors report to the Chairman of the Audit Committee.

The Internal Audit teams monitor and evaluate the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures, and policies at all locations of the Company. Based on their reports, the corrective actions in respective areas are taken to strengthen the controls and significant audit observations and corrective actions thereon are presented to the Audit Committee.

Annual Return

Pursuant to Section 134(3)(a), the Annual Return for FY 2024-25 is uploaded on the website of the Company and the same is available on https://shrirampistons.com/investors-guide-2/ under "Annual Return" tab.

Reports Forming Part of Boards' Report

The following reports which form an integral part of the board's report are enclosed: -

1. Report on Corporate Governance *(Annexure I)*
2. Report on Management Discussion and Analysis *(Annexure II)*
3. Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo *(Annexure III)*
4. Data of Employees *(Annexure IV)*
5. Report on CSR Activities undertaken *(Annexure V)*
6. Secretarial Audit Report (MR-3) *(Annexure VI)*
7. Secretarial Audit Report of Material Unlisted Subsidiary (SEL) *(Annexure VII)*
8. Salient Features of Subsidiary Companies *(Annexure VIII)*

Business Responsibility and Sustainability Report ("BRSR")

In terms of Regulation 34 of SEBI Listing Regulations, 2015, the Business Responsibility & Sustainability Report, for the financial year ended March 31, 2025, describing the initiatives taken by the Company from an environmental, social and governance perspective, forms part of this Annual Report.

Being proactive, the Company released its 3rd Business Responsibility and Sustainability Report (BRSR) under the nine principles of 'National Guidelines on Responsible Business Conduct' (NGRBC) and SEBI Guidelines, which outlines its sustainability performance. This is backed by the solid foundation of the integral values. The Company undertakes multiple initiatives to minimize its environmental footprint and give back to society.

Sustainability is not just a corporate responsibility but also an opportunity to create long-term value for stakeholders. The Company is committed to promoting sustainable development and making a positive contribution to society. Care for the environment is one of the core focus areas, as the Company is persistent to contribute in shaping a better future, which is safe, inclusive, and sustainable.

Furthermore, the Company has designed business strategies that incorporate social well-being in everything it does. The Company is committed to reducing greenhouse gas emissions, promoting the use of renewable energy sources, implementing energy-efficient practices, exploring innovative technologies to reduce energy consumption, and committed to becoming Carbon Neutral.

The Company has achieved significant progress across key environmental, social, and governance (ESG) priorities. We have increased our renewable energy mix by 68%, reduced Scope 1 & 2 GHG emission intensity by 11%, and sourced 17% of input materials sustainably. Furthermore, we've reduced water withdrawal in stressed regions by 1,005 kL. Through investments in state-of-the-art Effluent and Sewage Treatment Plants (ETPs/STPs), most of our manufacturing units now achieve near-zero liquid discharge, with several already attaining certified Zero Liquid Discharge (ZLD) status – demonstrating our commitment to operational excellence and environmental stewardship.

The Company is also committed to manufacturing products that ultimately help in reducing the carbon footprint like manufacturing products specifically for CNG, ethanol blending and Hydrogen fuel applications for its customers.

Disclosures on the Company's Website

The Company is committed to good corporate governance practices and corporate social responsibility. In line with the Company's principles/commitment, the following policies/programs/reports are in place and are available on the Company's website under the link "Investors' Guide" at https://shrirampistons.com/investors-guide-2/.

- Corporate Social Responsibility (CSR) Policy
- Vigil Mechanism/ Whistle Blower Policy
- Policy on Related Party Transactions
- Nomination and Remuneration Policy
- Familiarization Programmes for Independent Directors
- Policy for Distribution of Dividend
- Policy for determination of materiality of events or information

- Policy for determining Material Subsidiaries
- Annual Return of the Company FY 2024-25
- Environment Protection Policy
- Environment Social and Governance Policy
- Equal Opportunity for Work and Pay Policy
- Equal Opportunity Policy
- Human Rights Policy
- Sustainable Procurement Policy
- Sustainable Supply Chain Policy
- Archival Policy for disclosures of Events/Information to Stock Exchange
- Policy on Preservation of Documents
- Code of Practices & Procedures for Fair Disclosure of UPSI
- Code of Conduct for Regulating, Monitoring and Reporting of Trades by Directors, Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external agencies, including audit of internal controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024-25.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that: -

1. in the preparation of the annual accounts, the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and requirements of the Companies Act have been followed and there are no material departures from the same;
2. appropriate accounting policies have been selected and applied consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of March 31, 2025 and the profit of the Company for the said period;
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis;
5. internal financial controls are followed by the Company and such internal financial controls are adequate and operating effectively;
6. proper and adequate systems have been devised to ensure compliance with provisions of all applicable laws and such systems are adequate and operating effectively.

Other Disclosures:

1. There were no instances of any fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.
2. No orders were passed by the Regulator(s), Court(s) or Tribunal(s) that could impact the going concern status and the Company's operations in the future.
3. There are no disqualifications, reservations, adverse remarks or disclaimers in the Statutory Auditors' and Secretarial Auditors' Report.
4. No Director of the Company is receiving commission from the Subsidiaries of the Company.
5. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

6. Particulars of Loans, Guarantees or Investments: As per Section 186, the details of loans, guarantees and investments made during FY 2024-25 are given below:-

(Rs. in Million)

Name of Companies	Nature of Transaction	Loans	Investment
SPR Engenious Limited (SEL)	Equity Infusion	-	2,500

7. The Company has complied with applicable Secretarial Standards on Board Meetings and General Meetings.

8. During the year under review, there being no transactions/event/ occasion with respect to following items and no disclosure or reporting is required in respect of the same :

   i) Issue of equity shares with differential rights as to dividend, voting or otherwise;

   ii) Issue of debentures, bonds or any other convertible or non-convertible securities;

   iii) Issue of warrants;

   iv) Failure to implement any corporate action;

   v) Buy-back of shares under Section 67(3) of the Act;

   vi) Details of revision of the financial statement or the Report;

   vii) Amounts received from the director or relative of the director.

   viii) Deviation or variation in connection with certain terms of a public issue, rights issue, preferential issue, etc.

   ix) Company's securities were not suspended for trading during the year.

   x) Issue of Shares (including Sweat Equity Shares) to employees of the Company under any Scheme

9. No application has been made or proceeding is pending against the Company under the Insolvency and Bankruptcy Code (IBC), 2016.

10. During the FY 2024-25, an interest-free advance for purchase of residential accommodation to Mr. Krishnakumar Srinivasan, MD & CEO, repayable in five equal yearly instalments in terms of the scheme of interest free advance upto Rs. 150 million approved in the shareholders' meeting dated 24 July 2024, in accordance with the provisions of Section 185 and other applicable provisions of Companies Act, 2013.

11. Disclosure w.r.t. difference between the amounts of the valuation executed at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with reasons thereof, is not applicable.

12. As per the provisions of the Act and in compliance with Regulation 25(10) of the SEBI Listing Regulations, 2015, the Company has taken a Directors and Officers Liability Insurance (D&O Insurance) on behalf of all Directors including Independent Directors, Officers, Managers and Employees of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty concerning the Company.

Fixed Deposits

The Company has neither renewed nor accepted any fixed deposits during the year. Furhter, no fixed deposits remain unclaimed or unpaid at the end of the year.

Throughout the year, there were no defaults in the repayment of deposits or interest. The fixed deposits previously accepted by the Company continue to comply with the provisions of Chapter V of the Companies Act, 2013.

Investor Education and Protection Fund

The amount lying in unpaid dividend accounts for the last seven years is Rs. 1.21 Million. The unclaimed final dividend amount of FY 2017-18 is due to be transferred to the Investor Education and Protection Fund on 14.8.2025. The amount transferred to the Investor Education and Protection Fund during the year is Rs. 0.10 Million.

Disclosures with respect to shares lying in IEPF Account:

S. No.	Particulars	No. of Shareholders	No. of Shares
1	The aggregate number of Shareholders and the outstanding shares in the IEPF Authority account lying at the beginning of the year	20	34,940
2	Number of Shareholders who approached the Company for the transfer of shares from the IEPF Authority account during the year	NIL	NIL
3	Number of Shareholders to whom shares were transferred from the IEPF Authority account during the year	NIL	NIL
4	Number of Shareholders whose shares were transferred to the IEPF Authority account during the year	16	1,579
5	The aggregate number of Shareholders and the outstanding shares in the IEPF Authority account lying at the end of the year	36	36,519
Note: The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.			

Disclosures w.r.t. Shares lying in suspense account:

During the financial year 2023-24, the Company issued 2,20,24,912 number of bonus shares in the ratio of 1:1 to the shareholders of the Company in compliance with the provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

For shareholders whose shares were held in physical form, their shares were transferred to a Suspense Account in compliance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, 3,853 equity shares are currently in the Suspense Demat Account of the Company.

Details of CSR Activities Undertaken by the Company

Against the requirement of Rs. 81.07 Million during the year, the Company has spent Rs. 72.21 Million on various CSR activities and an amount of Rs. 8.86 Million has been transferred to Unspent CSR Account 2024-25 which would be incurred in the following years, as per the provisions of the Companies Act, 2013. The Board has considered the Impact Assessment Reports at its meeting held on May 7, 2025. Details of initiatives taken by the Company during the year in CSR activities, composition of the CSR Committee along with the Executive Summary for Impact Assessment Reports are provided in the Report on CSR Activities undertaken by the Company in 2024-25, **Annexure-V** to this Report.

Risk Management Framework

The Board of the Company has constituted a Risk Management Committee to frame, implement, monitor, review the Risk Management plan and to ensure its effectiveness. As of 31.3.2025, the Members of the Committee are Mr. Pradeep Dinodia (Chairman), Ms. Tina Trikha, Ms. Meenakshi Dass, Mr. Luv Deepak Shriram and Mr. Krishnakumar Srinivasan.

Mr. Inderdeep Singh, Non-Executive Independent Director ceased to be the Director of the Company w.e.f close of business hours of 23.7.2024 due to the completion of his tenure. Consequently, he also ceased to be the Member of the Risk Management Committee. Ms. Tina Trikha was appointed as Non-executive Independent Director w.e.f 13.5.2024 and became Memebr of the Risk Management Committee w.e.f 29.7.2024.

In view of the change in industry dynamics and evolving complexity, the Company developed and implemented a Risk Management Policy including the identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

Through the Enterprise Risk Management Program, the Company addresses its short-term, medium-term and long-terms risks. Risk Management Committee reviews the risk(s) along with mitigation measures from time to time.

Disclosure under sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act)

The Company has zero tolerance for sexual harassment at the workplace and has adopted a Policy on Prevention, Prohibition and Redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. The Internal Complaints Committee (ICC) is in place for all works and offices of the Company to redress complaints received regarding sexual harassment. No complaint was received/ pending under the above POSH Act during the year.

In order to ensure uniform understanding and wider coverage, awareness sessions are being organized for employees across the organization.

Secretarial Standards

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India, and that such systems are adequate and operating effectively.

Changes in Directors/ KMPs during the year and Appointment/ Re-Appointment of Directors In the ensuing AGM

The changes are as under:

i) Mr. Luv Deepak Shriram (DIN: 00051065) was re-appointed as a Whole-time Director of the Company for a period of five (5) years, effective from 5.5.2024 to 4.5.2029, as approved by the members by means of Postal Ballot on 8.5.2024.

ii) Ms. Tina Trikha (DIN: 02778940) was appointed as Non-Executive Independent Director of the Company for five (5) years, w.e.f. 13.5.2024 up to 12.5.2029.

iii) Mr. Yasunori Maekawa (DIN: 06952173) was appointed as a Non-Executive, Non-Independent Director of the Company with effect from 13.5.2024.

iv) Mr. Shigeto Muno (DIN: 10666395) has been appointed as Alternate Director to Mr. Yasunori Maekawa w.e.f. 12.6.2024.

v) Ms. Meenakshi Dass (DIN: 00524865), who retired by rotation, was re-appointed as Non-Executive Director in the AGM held on 24.7.2024.

vi) Mr. Pradeep Dinodia (DIN: 00027995), who retired by rotation, was re-appointed as Non-Executive Director in the AGM held on 24.7.2024.

vii) Mr. Inderdeep Singh (DIN: 00173538) ceased to be the Non-Executive Independent Director of the Company w.e.f. close of business hours of 28.7.2024 due to completion of his tenure.

viii) Mr. Shinichi Unno (DIN: 09189521) was re-appointed as Non-Executive Independent Director for a second term of five (5) consecutive years commencing from 29.7.2024 to 28.7.2029. However, he resigned from the directorship of the Company w.e.f. 7.5.2025.

ix) Mr. Krishnakumar Srinivasan (DIN: 00692717) was re-appointed as the Managing Director & CEO of the Company for a period of five (5) years w.e.f. 11.2.2025 to 10.2.2030as approved by the Members in 60th AGM held on 24.7.2024.

x) Mr. Alexandru Vladoi (DIN: 10381503), Alternate Director to Mr. Klaus Semke (Non-Executive Director), resigned w.e.f. close of business hours of 31.03.2025.

xi) Mr. Hari Shanker Bhartia (DIN: 00010499) was re-appointed as Non-Executive Independent Director for a second term of five (5) consecutive years commencing from 31.3.2025 to 30.3.2030.

xii) The Board in its meeting held on 7.5.2025 appointed Mr. Akihiro Ozaki as NED (Independent) due to casual vacancy caused by resignation of Mr. Shinichi Unno, subject to allotment of DIN by Ministry of Corporate Affairs.

Directors liable to retire by rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013, and Rules framed thereunder (including any amendment thereof), Mr. Klaus Semke (DIN: 10133032), Non-Executive Director and Ms. Meenakshi Dass (DIN: 00524865), Non-Executive Director, of the Company shall retire by rotation at the ensuing AGM and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment for members' approval.

A brief resume and other details of Directors seeking appointment/re-appointment are given in the Notice of the 61st Annual General Meeting of the Company.

The Board appreciated the services rendered and significant contribution to the Company of the Directors, who have ceased to be Directors during the year.

Familiarization Program for Independent Directors

The Company ensures that its Directors are well-informed and equipped to effectively contribute to strategic decision-making by providing regular orientation and comprehensive business overviews. This is facilitated through detailed presentations by various business and functional heads during Board and Committee meetings, as well as interactive programs designed to enhance their understanding of the Company's operations. These sessions cover key aspects such as organizational culture, core values, business model, domestic and global market dynamics, and the roles and responsibilities of Independent Directors.

In addition to these engagements, they are regularly updated on the Company's new projects, research and development initiatives, regulatory changes, and strategic direction, ensuring they remain well-versed with industry developments and company-specific advancements. To further support their familiarization, the Independent Directors are provided with relevant documents, reports, and internal policies that offer deeper insights into the Company's governance framework, operational procedures, and best practices.

The details of the familiarization program(s) are comprehensively documented in the Corporate Governance Report, which forms an integral part of this Annual Report and is also available on the Company's website at https://shrirampistons.com/investors-guide-2/.

Declarations from Independent Directors

In terms of Section 149 of the Act and the SEBI Listing Regulations, 2015, Mr. Hari Shanker Bhartia, Ms. Ferida Avnish Chopra, Mr. Shinichi Unno and Ms. Tina Trikha are the Independent Directors of the Company as on the date of this Report.

All the Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015. In terms of Regulation 25(8) of the SEBI Listing 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 judgment and without any external influence. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs (IICA), in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the Management. Some of the Independent Directors are exempted from clearing the online proficiency test being conducted by the IICA and the remaining Independent Directors have cleared their online proficiency test well within the prescribed timelines.

Directors and Key Managerial Personnel

During the financial year under review, there were below changes in the Key Managerial Personnel of the Company:

- Mr. Luv Deepak Shriram (DIN: 00051065) was re-appointed as a Whole-time Director of the Company for a period of five (5) years, effective from 5.5.2024 to 4.5.2029, as approved by the members by means of Postal Ballot on 8.5.2024.
- Mr. Krishnakumar Srinivasan (DIN: 00692717) was re-appointed as the MD & CEO of the Company for a period of 5 year w.e.f. 11.2.2025 to 10.2.2030 as approved by the Members in 60th AGM held on 24.7.2024.

Accordingly, pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel (KMP) of the Company as on March 31, 2025 are Mr. Krishnakumar Srinivasan, Managing Director & CEO, Mr. Luv Deepak Shriram, Whole-time Director, Mr. Prem Prakash Rathi, Chief Financial Officer (CFO) and Mr. Pankaj Gupta, Company Secretary (CS) of the Company.

Acknowledgement

The Board of Directors extends its sincere appreciation to all employees for their unwavering dedication and invaluable contributions to the Company's success. Their commitment, hard work, and resilience have been instrumental in driving the Company's performance and achieving key milestones.

The Board also expresses its gratitude to the esteemed collaborators, shareholders, employee unions, customers, dealers, suppliers, bankers, and government authorities for their continued trust and partnership. Their steadfast support and confidence in the Company's management have played a crucial role in the sustained growth and strategic advancements.

For and on behalf of the Board of Directors

(Pradeep Dinodia)
Chairman
DIN: 00027995

New Delhi
May 7, 2025

ANNEXURE - I TO BOARDS' REPORT

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is the framework that fosters transparency, ethical conduct and stakeholders' confidence within the Company. Effective corporate governance enhances the Company's value and ensures the well-being of all stakeholders, including shareholders, employees, customers, suppliers, the environment and the community as a whole. It serves as the bedrock for enterprise success and sustainable growth.

The Company's Corporate Governance philosophy is deeply rooted in principles of integrity, ethical behavior across all levels, robust disclosure practices to ensure transparency, operational accountability, the pursuit of long-term shareholder value while safeguarding the interests of all stakeholders, and commitment to environmental sustainability. The Company believes that ethical behavior is non-negotiable at every level in the organization. Transparency is ingrained in the Company's operations, with a commitment to open and honest communication with all stakeholders. Strong leadership and effective corporate governance practices have been the Company's hallmark of SHRIRAM culture and ethos.

The Company follows the philosophy of building sustainable businesses, rooted in the community, and demonstrates care for the environment. The Company has inherited a strong legacy of fair and transparent ethical governance, as embodied in the Company's Code of Conduct.

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

A Report on compliance with the Corporate Governance provisions as prescribed under the SEBI Listing Regulations, 2015, is given herein below. This report is to be read with the Board's Report and all its Annexures for more clarity on the Corporate Governance practices of the Company.

II. BOARD OF DIRECTORS

The Board of Directors ('Board') is at the core of the Company's corporate governance practice & oversees, and ensures that the Management serves & protects the long-term interest of all stakeholders. The Company believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

Size and Composition of the Board

i) The Company is managed and controlled through a professional Board, comprising of an optimum combination of Executive, Non-Executive and Independent Directors. The composition of the Board conforms with the Regulation 17 of the SEBI Listing Regulations, 2015 read with Section 149 and 152 of the Companies Act, 2013 ("Act"). As of March 31, 2025, the Board comprised of 10 (ten) Directors, 2 (two) of whom are Executive Directors, 8 (eight) are Non-Executive Directors, of which 4 (four) are Non-Executive Independent Directors including 2 (two) Women Independent Director. Besides this, there are 2 (two) Alternate Directors on the Board and both are Non-Executive Non-Independent Directors. The Board periodically evaluates the need for change in its composition and size. Detailed profile of our Directors is available on our website at https://shrirampistons.com/board-of-directors/.

ii) None of the Director on the Board: -

- held directorships (including any alternate directorships) in more than 20 (twenty) companies. Further, none of the Directors is a Director in more than 10 (ten) public companies (as specified in Section 165 of the Act);
- serves as Director in more than 7 (seven) listed entities (as specified in Regulation 17A of the SEBI Listing Regulations, 2015);
- serves as an Independent Director in more than 7 (seven) listed entities; (as specified in Regulation 17A of the SEBI Listing Regulations, 2015).
- none of the Whole Time Director/Managing Director of the Company serves as an Independent Director in any listed entity (as specified in Regulation 17A of the SEBI Listing Regulations, 2015); and
- is a Member of more than 10 (ten) Committees or acts as Chairperson of more than 5 (five) Committees [considering only Audit and Stakeholders' Relationship Committee as specified in Regulation 26(1)(b) of the SEBI Listing Regulations, 2015], across all listed entities in which he/she is a Director.

Necessary disclosures regarding committee positions in other public limited companies as of March 31, 2025, have been made by the Directors.

iii) Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of SEBI Listing Regulations, 2015, read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, 2015, all the Independent Directors have declared that they meet the criteria of Independence as provided in Regulation 16(1)(b) of SEBI Listing Regulations, 2015 and have also 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 judgment and without any external influence. The maximum tenure of the Independent Directors complies with the SEBI Listing Regulations, 2015, Act read with Rules framed thereunder, and clarifications/circulars issued by the Ministry of Corporate Affairs in this regard from time to time. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

iv) Mr. Luv Deepak Shriram (Whole-time Director) is brother of Ms. Meenakshi Dass (Non-Executive Director), hence, are related to each other and belong to the promoter category. None of the other Directors of the Company are in any way related to each other.

v) Mr. Pradeep Dinodia, Chairperson of the Company is a Non-Executive Non-Independent Director and is not related to Mr. Krishnakumar Srinivasan, Managing Director & CEO of the Company as per the definition of the term "relative" defined under the Companies Act, 2013.

vi) Six (6) Board Meetings were held during the financial year ended March 31, 2025 and gap between the two meetings did not exceed one hundred twenty (120) days as stipulated under Regulation 17(2) of SEBI Listing Regulations, 2015, Secretarial Standards and the Act. These meetings were held on 13.5.2024, 24.7.2024, 5.9.2024, 28.10.2024, 3.2.2025 and 25.3.2025. The necessary quorum was present at all the meetings and in case of any exigency/urgency, resolution(s) were passed by circulation. Further, video-conferencing facilities were also provided to facilitate Directors travelling/residing abroad or at other locations to participate in the meetings.

vii) The names and categories of the Directors on the Board, Director's Identification Number, their attendance at Board Meetings held during the year and at the last Annual General Meeting ("AGM"), name of other listed entities in which he/she is a director (including category of Directorship) and the number of Directorships and Committee Chairmanships/Memberships held by them in other Public Companies as of March 31, 2025 are given herein below. Other Directorships do not include directorships of Private Limited Companies, Foreign Companies, and Companies registered under Section 8 of the Act. For the purpose of determination of the limit of the Board Committees, Chairmanship/ Membership of the Audit and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations, 2015.

Name of Director, Designation & DIN	Category	No. of Board meetings attended during the FY 2024-25	Whether attended last AGM held on July 24, 2024	No. of Directorships in other Public companies[9]		No. of Committee positions held in other public companies[9]		Directorships in other Listed entity (Category of Directorship)
				Chair-person	Member (incl. Chairman-ship)	Chair-person	Member (incl. Chairman-ship)	
Mr. Pradeep Dinodia (Chairman) (DIN: 00027995)	Non–Executive Director	6	Yes	-	3	3	5	i) Hero MotoCorp Limited (Non-Executive Non-Independent Director) ii) DCM Shriram Limited (Non-executive Non-Independent Director)

Name of Director, Designation & DIN	Category	No. of Board meetings attended during the FY 2024-25	Whether attended last AGM held on July 24, 2024	No. of Directorships in other Public companies[9]		No. of Committee positions held in other public companies[9]		Directorships in other Listed entity (Category of Directorship)
				Chair-person	Member (incl. Chairman-ship)	Chair-person	Member (incl. Chairman-ship)	
Mr. Hari Shanker Bhartia (DIN: 00010499)	Non–Executive Independent Director	1	No	3	4	-	1	i) Jubilant Pharmova Limited (Non-Executive Director & Co-Chairman) ii) Jubilant Ingrevia Limited (Co-Chairman & Wholetime Director) iii) Global Health Limited (Independent Director) iv) Jubilant Food Works Limited (Co-Chairman & Non-Executive Director)
Ms. Ferida Avnish Chopra (DIN: 08415847)	Non–Executive Independent Director	6	Yes	-	3	-	3	-
Mr. Inderdeep Singh[1] (DIN: 00173538)	Non–Executive Independent Director	2	Yes	-	-	-	-	-
Ms. Tina Trikha [2] (DIN: 02778940)	Non–Executive Independent Director	6	Yes	-	3	1	2	i) Hero MotoCorp Limited (Non-Executive Independent Director) ii) Oberoi Realty Limited (Non-Executive Independent Director) iii) C.E. Info Systems Limited (Non-Executive Independent Director)
Mr. Shinichi Unno [3] (DIN: 09189521)	Non–Executive Independent Director	5	Yes	-	-	-	-	-
Ms. Meenakshi Dass (DIN: 00524865)	Non–Executive Director (Promoter)	5	No	-	2	-	-	-
Mr. Klaus Semke (DIN: 10133032)	Non–Executive Director	5	Yes	-	-	-	-	-
Mr. Luv Deepak Shriram [4] (Whole Time Director) (DIN: 00051065)	Executive Director (Promoter)	6	Yes	-	1	-	-	-
Mr. Krishnakumar Srinivasan [5] (Managing Director & CEO) (DIN: 00692717)	Executive Director	6	Yes	4	4	-	3	-

Name of Director, Designation & DIN	Category	No. of Board meetings attended during the FY 2024-25	Whether attended last AGM held on July 24, 2024	No. of Directorships in other Public companies[9]		No. of Committee positions held in other public companies[9]		Directorships in other Listed entity (Category of Directorship)
				Chair-person	Member (incl. Chairman-ship)	Chair-person	Member (incl. Chairman-ship)	
Mr. Alexandru Vladoi [6] (Alternate Director to Mr. Klaus Semke) (DIN: 10381503)	Non–Executive Director	-	NA	-	-	-	-	-
Mr. Yasunori Maekawa [7] (DIN: 06952173)	Non–Executive Director	4	Yes	-	-	-	-	-
Mr. Shigeto Muno [8] (Alternate Director to Mr. Yasunori Maekawa) (DIN: 10666395)	Non–Executive Director	2	Yes	-	-	-	-	-

Notes:

(1) Consequent to the completion of his tenure, Mr. Inderdeep Singh ceased to be Non-Executive Director (NED) (Independent) w.e.f. close of business hours of 28.7.2024.

(2) Ms. Tina Trikha was appointed as Non-Executive Director (NED) (Independent) w.e.f. 13.5.2024 as approved by the Members in 60th AGM held on 24.7.2024.

(3) Mr. Shinichi Unno, NED (Independent) resigned w.e.f. close of business hours of 7.5.2025. The Board in its meeting held on 7.5.2025 appointed Mr. Akihiro Ozaki as NED (Independent) due to casual vacancy caused by resignation of Mr. Shinichi Unno, subject to allotment of DIN by Ministry of Corporate Affairs.

(4) Mr. Luv Deepak Shriram was re-appointed for a further period of 5 years w.e.f. 5.5.2024, as approved by the Members by means of postal ballot on 8.5.2024.

(5) Mr. Krishnakumar Srinivasan's current term as MD & CEO expired on 10.2.2025 and was re-appointed for a further period of 5 years w.e.f. 11.2.2025 as approved by the Members in 60th AGM held on 24.7.2024.

(6) Mr. Alexandru Vladoi, Alternate Director to Mr. Klaus Semke, resigned w.e.f. close of business hours of 31.3.2025.

(7) Mr. Yasunori Maekawa was appointed as NED w.e.f. 13.5.2024 as approved by the Members in 60th AGM held on 24.7.2024.

(8) Mr. Shigeto Muno was appointed as Alternate Director to Mr. Yasunori Maekawa w.e.f 12.6.2024.

(9) Includes Directorships and Committee positions in deemed public company (ies).

viii) During the financial year 2024-25, information as specified in Part A of Schedule II of the SEBI Listing Regulations, 2015, has been placed before the Board for its consideration.

ix) The Board periodically reviews compliance reports pertaining to all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations, 2015, and suggest rectification, if any.

x) The Board has satisfied itself that plans are in place for orderly succession for appointment to the Board of Directors and Senior Management.

xi) Details of the number of equity shares of the Company held by the Directors (Executive and Non-Executive) as of March 31, 2025 are given below:

a) Executive Directors

Name of the Director	Designation	No. of Shares held	Percentage
Mr. Luv Deepak Shriram	Whole-time Director	60,07,362 Equity Shares held jointly as 1st holder	13.64
		60,07,362 Equity Shares held jointly as 2nd holder *(in the capacity of Trustee –shares belong to Deepak Shriram Family Benefit Trust)*	Refer to para (b) below
		4 Equity Shares held jointly with *Mr. Kush D Shriram as trustees of NAK Benefit Trust*	-
		10,900 Equity shares held in his own name	0.02

b) Non-Executive Directors

Name of the Director	Designation	No. of Shares held	Percentage
Ms. Meenakshi Dass	Non-Executive Director	60,07,362 Equity Shares held jointly as 1st holder	13.64
		60,07,362 Equity Shares held jointly as 2nd holder *(in the capacity of Trustee–shares belong to Deepak Shriram Family Benefit Trust)*	Refer to para (a) above
		16,69,440 Equity shares held in her own name	3.79

Notes:

(i) Apart from receiving directors' sitting fees, dividend declared by the Company on the shares held, if any, and profit based commission, none of the Non- Executive or Independent Directors has any other material pecuniary relationship or transaction with the Company.

(ii) The Executive Directors and/or Non-Executive Directors of the Company do not hold any convertible securities/ instruments of the Company.

xii) Core Skills / Expertise / Competencies available with the Board:

The Company operates primarily in the Automotive Components segment. The Board has identified certain skills/expertise/competencies fundamental for the effective functioning of the Company and the Board of Directors of the Company is diversified and possesses all relevant skills. The Company believes that the collective effectiveness of the Board is a pre-requisite for the overall performance and progress of the Company. The Directors on the Board of the Company are professionals with extensive experience and expertise in their respective functional areas. The table given below shows the varied skills, expertise and competencies possessed by Directors.

S. No.	Skills	Name(s) of Directors who possesses such skills
(i)	Technical knowledge of the Industry in which the Company operates	- Mr. Pradeep Dinodia - Mr. Klaus Semke - Mr. Yasunori Maekawa - Mr. Shinichi Unno - Mr. Luv Deepak Shriram - Mr. Krishnakumar Srinivasan

S. No.	Skills	Name(s) of Directors who possesses such skills
(ii)	Knowledge of finance, law, management, sales, marketing, administration, research, corporate governance, global business, emerging market experience, regulatory and risk oversight	- Mr. Pradeep Dinodia - Mr. Hari Shanker Bhartia - Ms. Ferida Chopra - Ms. Meenakshi Dass - Mr. Klaus Semke - Mr. Inderdeep Singh - Ms. Tina Trikha - Mr. Yasunori Maekawa - Mr. Shinichi Unno - Mr. Luv Deepak Shriram - Mr. Krishnakumar Srinivasan - Mr. Alexandru Vladoi - Mr. Shigeto Muno
Notes:	*- On completion of his tenure, Mr. Inderdeep Singh ceased to be NED (Independent) w.e.f. close of business hours of 28.7.2024.* *- Ms. Tina Trikha was appointed as NED (Independent) w.e.f. 13.5.2024.* *- Mr. Yasunori Maekawa was appointed as NED w.e.f. 13.5.2024.* *- Mr. Shigeto Muno was appointed as Alternate Director to Mr. Yasunori Maekawa w.e.f. 12.6.2024.* *- Mr. Alexandru Vladoi, Alternate Director to Mr. Klaus Semke, resigned w.e.f. close of business hours of 31.3.2025.* *- Mr. Shinichi Unno, NED (Independent) resigned w.e.f. close of business hours of 7.5.2025.*	

xiii) Selection and Appointment of new directors

The Nomination and Remuneration Committee (NRC) evaluates potential Directors based on their expertise, independence and ability to enrich the Company's strategic & policy discussions. It prioritizes individuals with notable accomplishments in their respective domains who can effectively contribute to the Company's business goals. Moreover, it evaluates their existing directorships & committee memberships to ensure their availability and undivided attention.

The NRC oversees the screening and selection process of potential candidates. Upon evaluation, the NRC presents its recommendations to the Board. Subsequently, the Board reviews and approves the appointment of Directors, subject to shareholders' approval.

xiv) Familiarization Program for Independent Directors

The Independent Directors of the Company are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. As required under Regulation 46 of the SEBI Listing Regulations, 2015, the terms and conditions of appointment of Independent Directors including their role, responsibility and duties are disclosed on the Company's website at https://shrirampistons.com/pdf/T-C-appointment-Id.pdf

Periodic presentations are made by the Senior Management, Statutory and Internal Auditors at the Board/ Committee Meetings on business and performance updates of the Company and its subsidiaries, the global business environment, business risks and their mitigation strategy, the impact of regulatory changes on strategy etc. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent Directors.

The details of the familiarization programme of the Independent Directors are available on the Company's website at https://shrirampistons.com/investors-guide-2/.

xv) Confirmation that the Independent Directors fulfills the condition and are Independent of the Management

In the opinion of the Board, all the Independent Directors appointed on the Board have fulfilled all the necessary conditions and criteria as enumerated under Regulation 16(1)(b) of the SEBI Listing Regulations, 2015, and have provided their declaration/disclosures in relation to their Independence as required under Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, 2015. All the Independent Directors are independent of the management and are not related to any members of the Board. The Company has taken Directors and Officers Insurance ('D and O' Insurance) for all its Independent Directors, as mandated under Regulation 25(10) of the SEBI Listing Regulations, 2015.

xvi) Detailed reasons for the resignation of an Independent Director before the expiry of his/her tenure along with confirmation that there are no material reasons other than those provided

During the year under review, none of the Independent Directors of the Company had resigned from the Board of the Company before the expiry of their respective tenure(s).

However, Mr. Shinichi Unno (DIN: 09189521) has tendered his resignation as an Independent Director of the Company w.e.f. close of business hours of 7.5.2025 due to personal reasons. He also confirmed that there were no other material reasons other than those provided in his resignation letter.

III. COMMITTEES OF THE BOARD

The Board has constituted Six (6) Committees, each entrusted with specific responsibilities and delegated authority to ensure focused attention on key areas and timely decision-making. Each Committee operates under a formal charter approved by the Board, which clearly defines its scope, roles, and responsibilities. Members of the Committees are appointed by the Board as deemed necessary, and the Company Secretary acts as the Secretary to all such Committees.

All recommendations and submissions made by the Committees during the financial year 2024–25, wherever required, were placed before the Board and were duly approved. The Committees meet at regular intervals, or as mandated under applicable laws, to discharge their functions effectively.

Brief terms of reference, composition, meetings, attendance, and other relevant details of these Committees are as under:

A. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI Listing Regulations, 2015 read with Section 177 of the Act. The broad terms of reference of the Audit Committee are:

a) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient, and credible;

b) Recommending to the Board the appointment/ re-appointment, remuneration, and terms of appointment of auditors of the Company;

c) Approval of payments to the statutory auditors for any other services rendered by them;

d) Reviewing with the Management, the annual financial statements and auditor's report thereon, before submission to the Board for approval with particular reference to:

   (i) Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause(c) of sub-section (3) of Section 134 of the Act;

   (ii) Changes, if any, in accounting policies and practices and reasons for the same;

   (iii) Major accounting entries involving estimates based on the exercise of judgement by management;

   (iv) Significant adjustments made in the financial statements arising out of audit findings;

   (v) Compliance with listing and other legal requirements relating to financial statements;

   (vi) Disclosure of any related party transactions;

   (vii) Modified opinion(s) in the draft audit report.

e) Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;

f) Reviewing with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public, rights issue, Preferential Issue or Qualified Institution Placement and making appropriate recommendations to the Board to take up steps in this matter;

g) Review and monitor the auditor's independence and performance and effectiveness of the audit process;

h) Approval of any subsequent modification of transactions of the Company with related parties;

i) Scrutiny of inter-corporate loans and investments;

j) Valuation of undertakings or assets of the Company wherever it is necessary;

k) Evaluation of internal financial controls and risk management systems;

l) Reviewing with the Management, the performance of statutory and internal auditors and the adequacy of the internal control systems;

m) Discussion with internal auditors any significant findings and follow up thereon;

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

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

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

q) Reviewing the functioning of the whistle blower mechanism;

r) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc., of the candidate;

s) Reviewing the utilization of loans, advances, investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary whichever is lower including existing loans/ advances / investments;

t) Consider and comment on the rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc.

u) The Audit Committee also mandatorily reviews the following information:

   (i) management discussion and analysis of financial condition and results of operations;

   (ii) management letters / letters of internal control weaknesses issued by the statutory auditors;

   (iii) internal audit reports relating to internal control weaknesses;

   (iv) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;

   (v) to review statement of deviation(s), if any, in terms of SEBI Listing Regulations, 2015; and

   (vi) to review the compliance with the provisions of SEBI (PIT) Regulations and verify that the system for internal control is adequate and operating effectively.

Upon invitation, the CFO, internal auditors and statutory auditors of the Company attend meetings of the Audit Committee. The Company Secretary acts as the Secretary of the Audit Committee.

During FY 2024-25, five (5) meetings of the Audit Committee were held i.e. on 13.5.2024, 24.7.2024, 28.10.2024, 3.2.2025, and 25.3.2025 in due compliance with the provisions of the Act and the SEBI Listing

Regulations, 2015 and the gap between two meetings did not exceed one hundred and twenty (120) days. A necessary quorum was present at all the meetings.

The composition of the Audit Committee and the number of meetings attended by the members during the year are given below:

Name of Committee Member	Category	Meetings Attended
Mr. Inderdeep Singh*, Chairperson	Non- Executive Independent Director	2
Ms. Tina Trikha**, Chairperson	Non- Executive Independent Director	3
Ms. Ferida Chopra, Member	Non- Executive Independent Director	5
Mr. Pradeep Dinodia, Member	Non-Executive Non-Independent Director	5
*Note: *On completion of his tenure, Mr. Inderdeep Singh ceased to be NED (Independent) w.e.f. close of business hours of 28.7.2024 and consequently ceased to be the chairperson of the Audit Committee.* ***Ms. Tina Trikha was appointed as NED (Independent) w.e.f. 13.5.2024 and became a chairperson of the Audit Committee w.e.f. 29.7.2024.*		

Mr. Krishnakumar Srinivasan, MD & CEO, is a permanent invitee to all the Audit Committee meetings.

Mr. Pankaj Gupta, Company Secretary acts as the Secretary of the Audit Committee. The previous AGM of the Company was held on 24.7.2024 and was attended by Mr. Inderdeep Singh, the then Chairperson of Audit Committee.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) of the Company is constituted in consonance with the provisions of Regulation 19 of SEBI Listing Regulations, 2015, and Section 178 of the Act read with Rules framed thereunder.

The broad terms of reference of NRC includes the following:

a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommending to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

b) formulation of criteria for evaluation of the performance of Independent Directors and the Board;

c) to devise a policy on Board diversity;

d) to identify 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 their appointment and removal;

e) For every appointment of an independent director, the 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. To Identify suitable candidates, the Committee may:

   (i) use the services of external agencies, if required;

   (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

   (iii) consider the time commitments of the candidates.

f) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

g) recommend to the board, all remuneration, in whatever form, payable to senior management.

During the year under review, one (1) meeting of the NRC were held i.e. on 13.5.2024 in due compliance with the provisions of the Act and SEBI Listing Regulations, 2015. A necessary quorum was present at the aforesaid meeting.

The composition of the NRC and the number of meetings attended by the members during the year are as given below:

Name of Committee Member	Category	Meetings Attended
Ms. Ferida Chopra, Chairperson	Non- Executive Independent Director	1
Ms. Tina Trikha**, Member	Non- Executive Independent Director	NA
Mr. Inderdeep Singh*, Member	Non- Executive Independent Director	1
Mr. Pradeep Dinodia, Member	Non-Executive Non- Independent Director	1
*Note: *On completion of his tenure, Mr. Inderdeep Singh ceased to be NED (Independent) w.e.f. close of business hours of 28.7.2024 and consequently ceased to be the Member of NRC.* *** Ms. Tina Trikha was appointed as NED (Independent) w.e.f. 13.5.2024 and was appointed as Member of the NRC w.e.f. 29.7.2024.*		

Mr. Krishnakumar Srinivasan, MD & CEO, is a permanent invitee to all the Nomination and Remuneration Committee meetings.

Mr. Pankaj Gupta, Company Secretary acts as the Secretary of the NRC. The previous AGM of the Company was held on 24.7.2024 and was attended by Ms. Ferida Chopra, Chairperson of NRC.

Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations, 2015 and in accordance with the parameters suggested by the Nomination and Remuneration Committee, the Board of Directors carried out an annual evaluation for the FY 2024-25, of its own performance, its Committees and Individual Directors. The assessment was carried out internally through structured questionnaires designed to facilitate a comprehensive and objective review.

Performance Evaluation Criteria for Independent Directors

According to the provisions of Sections 134 and 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, 2015, the Nomination and Remuneration Committee has devised a performance evaluation criteria for Independent Directors and the Director being assessed on the following basis: -

- Professional qualifications, expertise and experience in specific areas of business
- Ethical Standards of Integrity and Probity
- Implementation of best corporate governance practices in the Company
- Attendance and participation in the meetings
- Raising concerns to the Board
- Safeguarding confidential information
- Rendering independent, unbiased opinions and resolution of issues
- Responsiveness to economic, business, and regulatory developments
- Initiative in terms of new ideas and planning for the Company
- Safeguarding the interest of whistle-blowers under vigil mechanism
- Timely inputs on the minutes of the meetings of the Board and Committees, if any.

Performance Evaluation of the Board and Committees thereof

The performance of the Board was evaluated by the Board Members after considering inputs from all the Directors primarily on:

- Composition and quality of the Board, including size, diversity, and the collective skill set of its members;
- Periodic review of the Company's management and internal control system for appropriateness and relevance;

- Board process and procedure with emphasis on the frequency of meetings, attendance thereof and flow of information;
- Quality and constructiveness of Board discussions and deliberations
- Oversight of the Financial Reporting process including Internal Controls, statutory compliance and Audit Functions; and
- Engagement in Corporate Governance, assurance of compliance with applicable laws, regulations, and adequacy of financial and operational controls.

The Board evaluated the performance of the Committees on the following parameters:

- Appropriateness of size and composition;
- Clarity of mandate and well-defined agenda;
- Periodic review and updating of the Committee Charter in line with regulatory changes;
- Conduct of meetings ensured transparent, unbiased, and constructive discussions;
- Sufficient deliberation before taking key decisions or approving significant transactions;
- Regular reporting to the Board on key developments, recommendations, and action plans; and
- Availability of appropriate support or resources to the Committees.

Performance Evaluation of Individual Directors

The performance evaluation of the Individual Directors were carried out by the Board and other Individual Directors, considering aspects such as:

- Display of effective leadership qualities and skill;
- Implementation of observations/ recommendations of Board Members;
- Effective and timely resolution of grievances of Board Members;
- Ability to bring convergence in case of divergent views and conflict of interest situation tabled at Board meetings;
- Sufficient knowledge of Company strategy and objective;
- Understand their role as Director, as distinct from management;
- Adequate and productive use of knowledge and experience of the Independent Directors for the functioning of Board;
- Efforts for professional development to enable better fulfilment of their responsibilities;
- Ask questions/ critique proposals with confidence; and
- Open and effective participation in Board discussions.

Evaluation Outcome

The overall outcome of the Board's performance evaluation highlighted that the Board effectively upholds the highest standards of corporate governance, with transparency embedded in its operations. Board members actively contribute to monitoring performance, ensuring compliance, and guiding strategic direction. The Board plays a pivotal role in shaping the Company's future course. The Audit Committee regularly engages with auditors independently. The Board/Committee meetings are well-structured, with timely communication of agendas and accurate documentation. The Board Committees support effective governance, and their suggestions are positively implemented by management.

Independent Directors bring diverse expertise and regularly review governance, compliance, and succession planning. Non-Independent Directors contribute significantly with deep sector knowledge and are open to feedback.

The Chairman is a visionary leader, widely respected in the industry, which demonstrates inclusive leadership, promotes consensus, and has implemented a well-accepted succession plan, upholding the highest standards of governance

Nomination and Remuneration Policy:

The Nomination and Remuneration Policy ("Policy") is formulated by the NRC and approved by the Board of Directors of the Company. The Policy of the Company has been uploaded on the website of the Company under the web link https://shrirampistons.com/investors-guide-2/

The Policy of the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The guiding principle of the Policy is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management.

NRC determines and recommends to the Board for approval, individual remuneration packages for Executive Directors, KMPs & Senior Management of the Company based on the scope of their duties, the role & nature of responsibilities, the level of skill, knowledge & experience of an individual, their performance, business performance and practices in comparable companies, having due regard to financial & commercial health of the Company as well as prevailing laws and regulations/other guidelines.

Remuneration may comprise of fixed component only or a combination of both fixed and variable component including commission by way of a percentage of the Net profit of the Company as calculated under Section 198 of the Act. Fixed component may include salary, allowances, perquisites and other statutory/non-statutory benefits. The NRC may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets, or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the NRC, based on performance against pre-determined financial and non-financial metrics.

Remuneration to Non-Executive Directors

According to the approval granted by the Members of the Company at the 60th AGM held on 24th July, 2024, the Non-Executive Directors were paid commission upto a maximum of 1% of annual profits of the Company (profit before depreciation, donation and taxes) for the FY 2024-25, as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof. Further, based on the aforementioned members' approval, out of the said limit of 1% commission, Mr. Pradeep Dinodia, Chairman (Non-Executive Director) of the Company was paid a commission @ 0.60% for the FY 2024-25.

Besides the above, the Non- Executive Directors are also entitled to get sitting fees for attending the Board Meeting and Committee Meetings. Sitting fees to the Non-Executive Directors for attending each Board & Committee Meeting was Rs. 1,00,000/-. The Company also reimburses the out-of-pocket expenses incurred by Directors for attending the meetings.

Non-Executive Directors do not have any other pecuniary relationship with the Company except as stated above.

The fee and commission paid/provided to the Non-Executive Directors for the year ended March 31, 2025 are as follows:

Directors	Sitting Fees for Board and Committee meetings paid during the year (Rs. in Million)	Commission (Rs. in Million)
Mr. Pradeep Dinodia (Chairman)	1.70	45.32
Mr. Hari Shanker Bhartia	0.10	1.00
Ms. Ferida Avnish Chopra	1.30	5.00
Ms. Meenakshi Dass	0.90	4.40
Mr. Shinichi Unno	0.50	3.70
Mr. Inderdeep Singh(1)	0.70	1.00
Mr. Klaus Semke	0.50	3.70
Ms. Tina Trikha(2)	1.10	5.00
Mr. Yasunori Maekawa(3)	0.40	3.00

Directors	Sitting Fees for Board and Committee meetings paid during the year (Rs. in Million)	Commission (Rs. in Million)
Mr. Shigeto Muno[(4)] (Alternate Director to Mr. Yasunori Maekawa)	0.20	1.50
Mr. Alexandru Vladoi [(5)] (Alternate Director to Mr. Klaus Semke)	Nil	Nil

Notes:

(1) Consequent to completion of his tenure, Mr. Inderdeep Singh ceased to be NED (Independent) w.e.f. close of business hours of 28.7.2024.

(2) Ms. Tina Trikha was appointed as NED (Independent) w.e.f. 13.5.2024.

(3) Mr. Yasunori Maekawa was appointed as NED of the Company w.e.f. 13.5.2024.

(4) Mr. Shigeto Muno was appointed as Alternate Director to Mr. Yasunori Maekawa w.e.f. 12.6.2024.

(5) Mr. Alexandru Vladoi, Alternate Director to Mr. Klaus Semke, resigned w.e.f. close of business hours of 31.3.2025.

Remuneration to Executive Directors:

The Company pays remuneration by way of salary, benefits, perquisites, and allowances (fixed component) and commission (variable component) on annual profits (before depreciation, donation, and taxes) of the Company as calculated under Section 198 of the Act.

The remuneration to the Managing Director & CEO and Whole-time Director for the year ended March 31, 2025 is as follows: -

Rs. in Million

Particulars	Mr. Krishnakumar Srinivasan (Managing Director & CEO)	Mr. Luv Deepak Shriram (Whole-time Director)
Salary	11.40	7.41
Commission	75.51	64.18
Company's Contribution to Funds#	2.67	0.0015
Perquisites and Allowances	16.43*	3.79
Total	**106.01**	**75.38**
Date of Original appointment	11.2.2020	1.4.2009**
Date of Appointment/Re-appointment	11.2.2025	5.5.2024
Tenure up to	10.2.2030	4.5.2029

Notes:

i. Notice period is six months, on either side.

ii. In the event of termination of appointment, compensation will be paid in accordance with the provisions of the Companies Act, 2013.

iii. Performance criteria for determining commission are annual profits of the Company before depreciation, donation and taxes.

iv. The Company does not have a scheme of stock options

v #Aggregate of the Company's contribution to the Provident Fund, Superannuation Fund & Gratuity Fund.

vi. Revision within the salary scale shall be approved by NRC.

*vii. *During the FY 2024-25, the Company has provided an interest-free advance amounting to Rs. 150 Million to Mr. Krishnakumar Srinivasan, MD & CEO, repayable in five equal yearly instalments and perquisite value of the same has been included in "Perquisites and allowances".*

*viii. **Mr. Luv Deepak Shriram was initially appointed as NED w.e.f. 1.4.2009 and later appointed as Whole-time Director of the Company w.e.f. 5.5.2014.*

Senior Management Personnel during FY 2024-25

The Nomination and Remuneration Policy of the Company defines Senior Management Personnel (SMP) of the Company. The list of Senior Management Personnel as on March 31, 2025 is hosted on the Company's website at https://shrirampistons.com/management-team/. Below is the list of Senior Management Personnel of the Company as on March 31, 2025:

S.No.	Name	Designation
(i)	Mr. Krishnakumar Srinivasan	Managing Director & CEO
(ii)	Mr. Prem Prakash Rathi	Executive Director & CFO
(iii)	Mr. Arun Kumar Shukla	Executive Director - Projects
(iv)	Mr. Sandeep Agrawal	Executive Director & CMO
(v)	Mr. Rajnish Julka	Executive Director - Ghaziabad Works
(vi)	Mr. Sumantra Mukherjee	Executive Director - Pathredi Works
(vii)	Mr. Rajan Nanda	Executive Director - Marketing
(viii)	Ms. Poonam Bharti	Executive Director & CHRO
(ix)	Mr. Atul K. Khanapurkar	Executive Director - Pathredi Works
(x)	Mr. Dharmendra Singh	Dy. Executive Director - Ghaziabad Works
(xi)	Mr. Ashok Sinha	Dy. Executive Director - ISCM
(xii)	Mr. Prashant Khairnar	Dy. Executive Director & CDO
(xiii)	Mr. Pankaj Gupta	Dy. Executive Director - Head Legal & Company Secretary
(xiv)	Mr. Pankaj Kumar Jain	Chief Quality Control

Change in SMP during FY 2024-25:

- *Mr. Sumantra Mukherjee, Executive Director - Pathredi was appointed as Senior Management Personnel on May 24, 2024.*
- *Mr. Devendra Mishra, Executive Director - Pathredi, superannuated from the Company on September 2, 2024.*
- *Mr. Sandeep Kalia, Executive Director - Ghaziabad, superannuated from the Company on September 2, 2024.*

C. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee (SRC) is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations, 2015 read with Section 178 of the Act and Rules framed thereunder (including any amendments thereof).

The broad terms of reference of the SRC are : -

a) Resolving the grievances of the security holders of the Company including complaints related to the transfer/ transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

b) Review of measures taken for the effective exercise of voting rights by shareholders.

c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

d) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

During the year, one (1) meeting of SRC was held on 3.2.2025 and necessary quorum was present at the said meeting.

The composition of the SRC and number of meeting (s) attended by the members during the year are given below:

Names of Committee Members	Category	Meetings Attended
Ms. Ferida Chopra, Chairperson	Non- Executive Independent Director	1
Mr. Pradeep Dinodia, Member	Non-Executive Non- Independent Director	1
Mr. Krishnakumar Srinivasan, Member	Managing Director & CEO (Executive Director)	1

Mr. Pankaj Gupta, Company Secretary acts as the Secretary of the SRC. The previous AGM of the Company was held on 24.7.2024 and was attended by Ms. Ferida Chopra, Chairperson of SRC.

The Company addresses all complaints, suggestions and grievances expeditiously and replies are sent/ issues resolved usually within 15 days unless there is a dispute or other legal constraint.

(i) Name, Designation, Address & E-mail of Compliance Officer:

Mr. Pankaj Gupta, Company Secretary & Compliance Officer

Shriram Pistons & Rings Limited
Registered Office: 3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi -110 001
E-mail : pankaj.gupta@shrirampistons.com
compliance.officer@shrirampistons.com
Ph.: +91 11 2331 5941

(ii) Detail of shareholder's complaints received and redressed:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

D. Risk Management Committee

The Company has constituted a Risk Management Committee ('RMC') in concurrence with the provisions of Regulation 21 of the SEBI Listing Regulations, 2015, for framing, implementing and monitoring the risk management policy of the Company. The RMC assists the Board in fulfilling its oversight responsibility with respect to Enterprise Risk Management ('ERM').

The terms of the reference of RMC are wide and are in line with the regulatory requirements of the SEBI Listing Regulations, 2015 and *inter alia* include:

(i) Formulation of a detailed risk management policy which shall include:

a) Framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by RMC;

b) Measures for risk mitigation including systems and processes for internal control of identified risks; and

c) Business continuity plan.

(ii) Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(iii) Monitoring and overseeing the implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(iv) Periodically reviewing the risk management policy (at least once in two years) including by considering the changing industry dynamics and evolving complexity;

(v) Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken; and

(vi) Reviewing the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

During the year, two (2) meetings of RMC were held on 20.6.2024 and 20.12.2024 and the intervening gap between the two consecutive meetings did not exceed two hundred and ten (210) days. Necessary quorum was present at the meeting.

The composition of the RMC and details of its Members are given below:

Names of Committee Members	Category	Meetings Attended
Mr. Pradeep Dinodia, Chairperson	Non-Executive, Non- Independent Director	2
Mr. Inderdeep Singh*, Member	Non- Executive Independent Director	1
Mr. Krishnakumar Srinivasan, Member	Managing Director & CEO	2
Mr. Luv Deepak Shriram , Member	Whole-time Director	1
Ms. Meenakshi Dass, Member	Non-Executive Non- Independent Director	2
Ms. Tina Trikha**, Member	Non- Executive Independent Director	1
*Note: *Consequent to completion of his tenure, Mr. Inderdeep Singh ceased to be NED (Independent) w.e.f. close of business hours of 28.7.2024 and the Member of RMC. ** Ms. Tina Trikha was appointed as NED (Independent) w.e.f. 13.5.2024 and was appointed as Member of the RMC w.e.f. 29.7.2024.*		

E. Corporate Social Responsibility (CSR) Committee

Corporate Social Responsibility Committee is constituted in concurrence with the provisions of Section 135 of the Companies Act, 2013 and rules framed thereunder.

Terms of reference of the CSR Committee include:

(i) to formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subject specified in Schedule VII of the Companies Act, 2013;

(ii) to recommend the amount of expenditure to be incurred on CSR activities;

(iii) to monitor CSR Policy of the Company from time to time;

(iv) discharge such duties and functions as indicated in Section 135 of the Companies Act, 2013 and Rules made thereunder from time to time and such other functions as may be delegated to the Committee by the Board from time to time.

The CSR Policy of the Company has been uploaded on the Company's website under the web link https://shrirampistons.com/investors-guide-2/ and the areas and amount of expenditure incurred by the Company on CSR projects or programs during the financial year 2024-25 has been updated and is available on the website of the Company. During the year, two (2) meetings of the CSR Committee were held on 13.5.2024 and 28.10.2024. Necessary quorum was present at all the CSR Committee meetings. The Composition of the CSR Committee and details of the meetings attended by its members are given below: -

Names of Committee Members	Category	Meetings Attended
Mr. Pradeep Dinodia, Chairperson	Non-Executive Non- Independent Director	2
Mr. Inderdeep Singh*, Member	Non- Executive Independent Director	1
Ms. Meenakshi Dass, Member	Non-Executive Non- Independent Director	2
Mr. Krishnakumar Srinivasan, Member	Managing Director & CEO	2
Mr. Luv Deepak Shriram, Member	Whole-time Director	2
Ms. Tina Trikha**, Member	Non- Executive Independent Director	1
*Note: *Consequent to completion of his tenure, Mr. Inderdeep Singh ceased to be NED (Independent) w.e.f. close of business hours of 28.7.2024 and the Member of CSR Committee. ** Ms. Tina Trikha was appointed as NED (Independent) w.e.f. 13.5.2024 and was appointed as a Member of the CSR Committee w.e.f. 29.7.2024.*		

Mr. Pankaj Gupta, Company Secretary acts as the Secretary of the CSR Committee.

F. Board Committee for Loans

The Board Committee for Loans is constituted and the terms of reference of the Committee, inter alia includes the following:

(i) to borrow sum or sums of money from time to time, for the business of the Company, from any Indian or Foreign Bank(s), Financial Institution(s), and /or any other Indian or foreign lending institutions or persons, firms, bodies corporate, or any other person on such terms and conditions and with or without security as it may in its discretion think fit;

(ii) to do all the necessary acts, deeds things as may be required for the purpose to avail borrowing facilities and to create security on the assets of the Company w.r.t. such facilities;

(iii) to authorize various officials of the Company to open, operate, and close bank accounts of the Company either electronically (E-net/net banking) and/or by way of manual/physical submission of documents w.r.t. borrowing facilities.

During the year, five (5) meetings of the Board Committee for Loans were held on 13.5.2024, 20.11.2024, 14.1.2025, 22.1.2025 and 4.3.2025. Necessary quorum was present at all the aforesaid meetings. The Composition of the Board Committee for Loans and details of the meetings attended by its members are given below : -

Names of Committee Members	Category	Meetings Attended
Mr. Krishnakumar Srinivasan, Chairperson	Managing Director & CEO	5
Ms. Meenakshi Dass, Member	Non-Executive Non-Independent Director	5
Mr. Luv Deepak Shriram , Member	Whole-time Director	5

Mr. Pankaj Gupta, Company Secretary acts as the Secretary of the Board Committee for Loans.

G. Independent Directors' Meeting

In accordance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, a meeting of the Independent Directors of the Company was held on March 12, 2025, without the attendance of Non-Independent Directors and members of the management. The IDs, inter alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Executive and Non-Executive Directors.

IV. GENERAL BODY MEETINGS

A. Details of General Meetings

a) Annual General Meeting (AGM)

Date and venue of the last three Annual General Meetings:

Details of Meeting (Financial year)	Date of Meeting	Time of Meeting	Venue of Meeting
58th Annual General Meeting (2021-22)	June 29, 2022	4.00 P.M.	AGMs were held through Video Conferencing (VC) /Other Audio Visual Means (OAVM). The deemed venue of the meetings were Registered Office of the Company i.e. 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001
59th Annual General Meeting (2022-23)	July 6, 2023		
60th Annual General Meeting (2023-24)	July 24, 2024		

b) Extraordinary General Meeting (EGM)

No extraordinary general meeting of the members of the Company was held during the FY 2024-25.

c) Special Resolution in the previous three Annual General Meeting

At the AGM held on July 24, 2024, five (5) Special Resolutions were passed as follows:

(i) Re-appointment of Mr. Shinichi Unno (DIN: 09189521) as Non-Executive Independent Director for a second term of 5 (five) consecutive years commencing from 29.7.2024 to 28.7.2029 (both days inclusive)

(ii) Re-appointment of Mr. Hari Shanker Bhartia (DIN: 00010499) as Non-Executive Independent Director for a second term of 5 (five) consecutive years commencing from 31.3.2025 to 30.3.2030 (both days inclusive

(iii) Appointment of Ms. Tina Trikha (DIN: 02778940) as Non-Executive Independent Director of the Company for a period of 5 (five) years effective from 13.5.2024 to 12.5.2029 (both days inclusive)

(iv) Re-appointment of Mr. Krishnakumar Srinivasan (DIN: 00692717) as the Managing Director & Chief Executive Officer ("MD & CEO") of the Company and Scheme of Advance to MD & CEO

(v) Approval of the payment of 0.60% of the profit commission to the Chairman for the Financial Year 2024-25.

At the AGM held on July 6, 2023, two (2) Special Resolutions were passed as follows:

(i) Approval for authorisation for the creation of security on the properties of the Company in favour of the lender under section 180(1)(a) of the Companies Act, 2013;

(ii) Approval for authorisation for payment of profit commission of 0.60% to the Chairman for the financial year 2023-24.

At the AGM held on June 29, 2022, four (4) Special Resolutions were passed as follows:

(i) Approval for authorisation for payment of profit commission of 0.60% to the Chairman for the financial year 2022-23;

(ii) Approval for implementation of 'SPR Employees' Stock Option Plan 2022 ('ESOP 2022') and for grant of options to the eligible employees of the Company;

(iii) Approval for setting up of an ESOP Trust and acquisition of equity shares from the secondary market by the Trust for the implementation of ESOP 2022;

(iv) Approval for extending financial assistance/ provisioning of money by the Company to the ESOP Trust to fund the acquisition of the equity shares of the Company, in terms of ESOP 2022.

B. Postal Ballot

The Board of Directors in its meeting held on 28.3.2024, had approved the notice of postal ballot through which the Company had sought the approval of the members by way of Special Resolution for Re-appointment of Ms. Ferida Avnish Chopra (DIN: 08415847) as Non-Executive Independent Director for a second term of 5 (five) consecutive years commencing from 30.3.2024 to 29.3.2029 (both days inclusive).

The aforesaid resolution was duly passed and the results of which was announced on 9.5.2024.

CS Vineet K Chaudhary (M.No. FCS 5327 and CP No. 4548), Managing Partner of M/s VKC & Associates, Company Secretaries, and in his absence, CS Mohit K. Dixit (M.No. FCS 12361 and CP No. 17827), Partner of M/s VKC & Associates, Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. Details of the voting pattern are provided below:

Resolution passed through postal ballot	Votes in favour of the resolution			Votes against the resolution			Invalid votes	
	Number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of members voted	Number of valid votes cast (Shares)	Percentage of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
Re-appointment of Ms. Ferida Avnish Chopra (DIN: 08415847) as Non-Executive Independent Director for a second term of 5 (five) consecutive years commencing from 30.3.2024 to 29.3.2029 (both days inclusive)	163	3,42,33,251	99.9447	9	18,942	0.0553	-	-

Procedure for postal ballot: The postal ballot was carried out as per the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Rules framed thereunder and the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 9/2023 dated September 25, 2023, and subsequent circulars issued in this regard, by the Ministry of Corporate Affairs.

Details of special resolution proposed to be conducted through postal ballot: None of the business proposed to be transacted at the ensuing AGM requires passing of the special resolution through postal ballot.

V. MEANS OF COMMUNICATION

The Company recognizes the importance of two-way communication with Shareholders and of giving a balanced reporting of results and progress. Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance. Towards this end, major steps taken are as under:

Financial Results: The quarterly, half-yearly and yearly financial results of the Company are generally published in two newspapers i.e. 'Financial Express' (English) & 'Jansatta' (Hindi), and are also submitted the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) within the statutory time period from the conclusion of the Board Meeting(s) at which these were considered and approved.

Other Information: The Company discloses to the stock exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the SEBI Listing Regulations, 2015, including material information having a bearing on the performance/ operations of the Company and other price sensitive information. All information is being filed electronically on the online portal of NSE's Electronic Application Processing System (NEAPS) and BSE's Listing Centre.

Website: The Company's website https://shrirampistons.com/investors-guide-2/ contains a separate section "Investor's Guide" where information for shareholders is available. The Quarterly/Annual Financial Results, annual reports, investors/ analysts presentations, investor forms, stock exchange information, shareholding pattern, corporate governance, corporate benefits, polices, investors' contact details, updated credit ratings, etc., are posted on the website in addition to the information stipulated under Regulation 46 of the SEBI Listing Regulations, 2015.

Analysts/Institutional Investors Presentations: During the year under review, eight (8) earnings call or meeting/interaction with analysts/institutional investors occurred. All official news/press releases and presentations made to analysts/institutional investors, as submitted by the Company to the stock exchanges i.e. NSE and BSE, are readily accessible on the Company's website at https://shrirampistons.com/investors-guide-2/ under "Investor Relations" tab. Additionally, audio recordings and transcripts of post-earnings/quarterly calls (wherever applicable) are diligently submitted to NSE and BSE and promptly uploaded on the Company's website in compliance with SEBI Listing Regulations, 2015.

VI. GENERAL SHAREHOLDER INFORMATION

(i)	**Annual General Meeting for FY 2024-25** Date & Day Time Mode & Venue	 **August 1, 2025 (Friday)** 4:00 P.M.(IST) AGM will be convened through Video Conferencing/ Other Audio Visual Means (OAVM) at the Company's Registered Office i.e 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001 (Deemed Venue)
(ii)	**Financial Year**	1st April to 31st March
(iii)	**Year Ending**	March 31, 2025
(iv)	**Financial Calendar (tentative) for Results of:** Quarter ending June, 2025 Quarter ending September, 2025 Quarter ending December, 2025 Quarter ending March, 2026	 First week of August, 2025 Last week of October, 2025 Last week of January, 2026 Second week of May, 2026
(v)	**Book Closure date**	26.7.2025 to 1.8.2025 (both days inclusive)
(vi)	**Dividend Payment date**	Final Dividend shall be paid on or before 30.8.2025 (if declared at the 61st AGM to be held on 1.8.2025)
(vii)	**Name and Address of Stock Exchange at which Company's securities are Listed**	1. **National Stock Exchange of India Limited (NSE)** Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 2. **BSE Limited (BSE),** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001
(viii)	**Listing fee**	The Company has paid listing fees to NSE and BSE and there is no outstanding payment as on date
(ix)	**Stock Code** National Stock Exchange of India Limited (NSE) BSE Limited (BSE)	 SHRIPISTON 344544
(x)	**ISIN of the Company's shares in Demat form**	INE526E01018 (with NSDL and CDSL)

(xi) The Company's shares were not suspended from trading during the financial year under review.

(xii) Registrar and Share Transfer Agents

Name and address: Alankit Assignments Limited
Alankit House, 205-208, Anarkali Complex,
Jhandewalan Extension, New Delhi – 110 055,
Ph. No. 011-42541234
E-mail : info@alankit.com
Website: https://www.alankit.com/

(xiii) Place for Acceptance of documents

Documents will be accepted at:

Alankit Assignments Limited (Company's RTA)
Alankit House, 205-208, Anarkali Complex,
Jhandewalan Extension, New Delhi – 110 055,
Ph. : 011-42541234

Shriram Pistons & Rings Limited
Registered Office: 3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110 001
Ph.: 011-23315941
E-mail:compliance.officer@shrirampistons.com

(xiv) Share Transfer System

Trading in equity shares of the Company through the recognized stock exchange(s) is permitted only in dematerialised form. Request for transmission/dematerialisation of shares in physical form is normally processed within 12 to 15 days from the date of receipt if the documents are complete in all respect.

The Securities and Exchange Board of India (SEBI) with effect from 1st April 2019, has barred the physical transfer of shares of listed companies and mandated transfers only in demat mode.

Further, in terms of Regulation 40(1) of SEBI Listing Regulations, 2015, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. Pursuant to the SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialization request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to the Suspense Escrow Demat account on submission of necessary documentation.

(xv) Distribution of Shareholding

(a) Class-wise Distribution of Equity Shares as of March 31, 2025

Class of Shares	Distribution of Shareholding	Number of shareholders	Percentage of shareholding
Equity Shares	**Upto 500**	42,200	96.33
	501-1000	728	1.66
	1001-2000	337	0.77
	2001-3000	130	0.30
	3001-4000	73	0.17
	4001-5000	59	0.13
	5001-10000	150	0.34
	10001 and above	131	0.30
	Total	**43,808**	**100.00**

(b) Shareholding Pattern as of March 31, 2025

S. No	Particulars	Number of shares	Percentage
1.	Promoter and Promoter Group	1,92,73,106	43.75
2.	Insurance Companies	26,88,411	6.10
3.	Mutual Funds	14,79,322	3.36
4.	Alternate Investment Funds	16,25,277	3.69
5.	Foreign Portfolio Investor (Category I & II)	23,37,609	5.30
6.	Foreign Bodies Corporate	93,84,114	21.30
7.	Indian Body Corporate	11,64,493	2.64
8.	Individuals	52,22,879	11.86

S. No	Particulars	Number of shares	Percentage
9.	**Any other:**		
	Non Residents	2,91,662	0.66
	Clearing Members	1,79,359	0.41
	HUF	2,07,336	0.47
	IEPF	36,519	0.08
	Employees	452	0.00
	Trust	13,917	0.03
	LLP	1,45,368	0.33
	Total	**4,40,49,824**	**100.00**

(xvi) Dematerialization of shares and liquidity

Trading in the Equity Shares of the Company is permitted only in dematerialized form by all categories of Investors. The electronic holding of the shares by members comprises 99.99% (previous year – 89.34%) of the paid-up equity share capital of the Company as of March 31, 2025, held through National Securities Depository Ltd. (93.72% holding) and Central Depository Services (India) Ltd. (6.28% holding). ISIN allotted to the Company's equity shares is INE526E01018.

(xvii) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion dates and likely impact on equity.

As of 31.3.2025, the Company has no outstanding GDR/ADR or warrants or any other convertible instruments.

(xviii) Corporate Identification Number: L29112DL1963PLC004084

(xix) Plant Location: The Company's plants are located at: -

(a) A-4 & A-5, Industrial Area, Meerut Road, Ghaziabad, Uttar Pradesh - 201003, India

(b) B-7, Site I, Industrial Area, Bulandshahr Road, Ghaziabad, Uttar Pradesh – 201009, India

(c) SP-1/892 & 893, RIICO Industrial Area, Pathredi, District Alwar, Rajasthan – 301707, India

(d) Assembly units are located at Gurugram, Pune, Hosur, Karsanpura and Sahibabad, India

(xx) Investors' correspondence may be addressed to:

Company Secretary
Shriram Pistons & Rings Limited
3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg, New Delhi – 110 001
Ph.: 011-23315941
E-mail:compliance.officer@shrirampistons.com

Registrar & Share Transfer Agents
Alankit Assignments Limited (Company's RTA)
Alankit House, 205-208, Anarkali Complex,
Jhandewalan Extension, New Delhi – 110 055,
Ph.: 011-42541234
E-mail: info@alankit.com

(xxi) Credit ratings obtained by the Company:

During the financial year 2024-25, the Company has obtained credit ratings from India Ratings and Research (Ind-Ra) (a Fitch Group Company) for its credit facilities, the details of which are as follows:

Instrument Type	Maturity Date	Size of Issue (Million)	Rating/ Outlook	Rating Action
Long-Term Issuer Rating	-	-	IND AA/Positive	Affirmed; Outlook revised to Positive from Stable
Fund-based working capital limit	-	INR 500	IND AA/Positive	Assigned
Fund-based working capital limit	-	INR 1,500	IND AA/Positive	Affirmed; Outlook revised to Positive from Stable
Non-fund-based working capital limit	-	INR 2,000	IND A1+	Affirmed; Outlook revised to Positive from Stable
Fixed deposit*	1-2 years	INR 405	WD	Withdrawn
Term loan	30 September 2028	INR1,100.8 (reduced from INR 1,500)	IND AA/Positive	Affirmed; Outlook revised to Positive from Stable
** Fixed deposit of INR 405 million has been fully repaid.*				

The above ratings have been assigned/ affirmed/ re-affirmed by the Ind-Ra for the financial year ended March 31, 2025. The same is also available on the Company's website at https://shrirampistons.com/investors-guide-2/.

(xxii) Disclosures with respect to demat suspense account/ unclaimed suspense account

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, 2015, details of equity shares in the suspense account are as follows:

Particulars	Number of shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2024	62	3853
Shareholders who approached the Company for the transfer of shares from suspense account during the year	Nil	Nil
Shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2025	62	3853

The voting rights on the shares outstanding in the suspense account as of March 31, 2025, shall remain frozen till the rightful owner of such shares claims the shares.

(xxiii) Online Dispute Resolution Portal (SMART ODR)

SEBI vide its Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023) have issued a Circular for online resolution of disputes in the Indian securities market.

With the said Circular, the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories by expanding their scope and establishing a common Online Dispute Resolution Portal (ODR Portal) which harnesses online conciliation and online arbitration for the resolution of disputes arising in the Indian securities market.

The said Circular, inter alia, details about the following key aspects:

(i) Investors, listed companies, specified intermediaries, and regulated entities have been covered under the ambit of ODR Portal;

(ii) Introduction of a common ODR Portal;

(iii) Process for initiation of the dispute resolution process on ODR Portal;

(iv) Procedure for conciliation and arbitration, its form of proceedings and fees & charges thereto; and

(v) Roles and responsibilities of Market Infrastructure Institutions like Stock Exchanges and Depositories and Market Participants like listed entity and RTA.

The aforesaid Circular issued by SEBI in this regard can be accessed on the Company's website at https://shrirampistons.com/investors-guide-2/ under **"Online Dispute Resolution (ODR) Portal"** tab. Further, the shareholders can access the ODR Portal at https://smartodr.in/login.

VII. DISCLOSURES

(i) Related Party Transactions

All contracts/arrangements/transactions entered into by the Company with related parties during the financial year 2024-25, were in the ordinary course of business and on an arm's length basis. The related party transactions undertaken by the Company complied with the provisions set out in the Act, read with the rules issued thereunder and Regulation 23 of the SEBI Listing Regulations, 2015.

During the financial year 2024-25, the Audit Committee has approved related party transactions along with granting omnibus approval valid for a period not exceeding one year in line with the policy of the Company on materiality of Related Party Transactions and dealing with related party transactions and the applicable provisions of the Act, read with the Rules issued thereunder and the SEBI Listing Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force).

The Audit Committee reviews on a quarterly basis the details of related party transactions entered into by the Company pursuant to the omnibus approval given. The Company had not entered into any materially significant related party transaction and none of the related party transactions entered into have any potential conflict with the interest of the Company. The Policy on the materiality of Related Party Transactions and on dealing with such

Related Party Transactions as approved by the Board of Directors has been uploaded on the Company's website at https://shrirampistons.com/. As per the SEBI Listing Regulations, 2015, the Company has also submitted the disclosures of Related Party transactions to the Stock Exchanges in the prescribed format and also published it on the website of the Company.

(ii) No penalties or strictures were imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets, during the last three years.

(iii) The Company has established the Vigil Mechanism/Whistle Blower Policy of the Company in line with Section 177(9) & (10) of the Act and in accordance with Regulation 22 of SEBI Listing Regulations, 2015 and other applicable SEBI Regulations, enabling employees to report insider trading violations as well as reporting of instances of leak of Unpublished Price Sensitive Information and has established the necessary vigil mechanism for directors and employees to report their genuine concerns. No personnel have been denied access to the audit committee. This mechanism provides for adequate safeguards against the victimization of director(s) /employee (s) or any other person, who avail the said mechanism and also provides for direct access to the Chairman of the audit committee in exceptional cases. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company. The employees can directly contact the Chairman of the Audit Committee on the email address as mentioned in the 'Vigil Mechanism/Whistle Blower Policy' uploaded on the Company's website at https://shrirampistons.com/ During the financial year 2024-25, the Company has not received any instances of genuine concerns from Directors or employees.

(iv) The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations, 2015.

(v) The Company has complied with all the mandatory requirements as applicable to it along with compliance with the requirements of Part C (sub paras 2 to 10) of Schedule V of the SEBI Listing Regulations, 2015.

(vi) Details of Compliance with Mandatory Requirements & adoption of the non-mandatory requirement/Discretionary Requirements as specified in Part E of Schedule II:

(a) Mandatory Requirements – All requirements have been complied with.

(b) Non-mandatory requirements:

- The Board of Directors of the Company, in their meeting held on 24.7.2024 had approved a revision in payment towards shared usage for office at residence for Chairman w.e.f. 1.7.2024.
- The Internal Auditors of the Company i.e. Ernst & Young, RSM Astute, and the In-House Internal Audit Team have direct access to the Audit Committee and present its internal audit report to the Audit Committee.
- During the year under review, there is no audit qualification on the Company's financial statement. The Company continues to adopt best practices to ensure the regime of financial statements with unmodified audit opinion.

(vii) The Senior Management of the Company has made disclosures to the Board of Directors confirming that no material, financial and commercial transactions, have been entered into by them with the Company, where they have personal interest, which could have potential conflict of interest with the Company at large.

(viii) The Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standard (AS)/ Indian Accounting Standard (IND AS) laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

(ix) The Company has a Risk Management Committee for the risk assessment and to decide on minimization procedures. These procedures are periodically reviewed by the Risk Management Committee to ensure that executive management controls risk through means of a properly defined framework.

(x) **Disclosure on Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

The disclosure pertaining to exposure and Commodity risk is not applicable to the Company as no Commodity that is being dealt with is material.

To mitigate the risk of adverse or volatile exchange rates, the Company takes all possible steps to mitigate it by hedging of foreign exchange.

(xi) During the year, the Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of the SEBI Listing Regulations, 2015.

(xii) A certificate has been received by the Company from APAC & Associates LLP, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority(ies). (Annexed herewith as Annexure-A part of the report)

(xiii) There have been no instances in the Company, where the Board has not accepted any recommendation of any committee of the Board which is mandatorily required, during the financial year 2024-25.

(xiv) Walker Chandiok & Co, LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013) has been appointed as the Statutory Auditors of the Company. The details of fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor are part of, is given below:

S.No.	Name of the Entity	Relationship with Shriram Pistons & Rings Ltd.	Details of services	Amount (Rs. in Million)
1	Shriram Pistons & Rings Limited	-	Audit Fees	2.10
			Out of Pocket Expenses	0.50
			Limited Review/ Certifications	3.80
2	SPR Engenious Limited	Subsidiary (Wholly owned)	Audit Fees	0.23
			Out of Pocket Expenses	0.02
			Limited Review/ Certifications	0.23
3	SPR EMF Innovations Private Limited	Subsidiary (Step-down)	Audit Fees	0.35
			Out of Pocket Expenses	0.06
			Limited Review/ Certifications	0.30
4	SPR Takahata Precision India Private Limited	Subsidiary (Step-down)	Audit Fees	0.50
			Out of Pocket Expenses	0.14
			Limited Review/ Certifications	0.95
5	SPR TGPEL Precision Engineering Limited	Subsidiary (Step-down)	Audit Fees	1.40
			Out of Pocket Expenses	-
			Limited Re-view/ Certifications	-

(xv) The Company has zero tolerance for sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed there under. An Internal Complaints Committee (ICC) has been set up under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary trainees) are covered under this policy.

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

a) Number of complaints filed during the financial year: Nil

b) Number of complaints disposed of during the financial year: Nil

c) Number of complaints pending as on end of the financial year: Nil

(xvi) Subsidiary Companies: Regulation 24 of the SEBI Listing Regulations, 2015

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

Based on the financial statements for the FY 2024-25, SPR Engenious Limited (SEL) has been classified as the "material subsidiary" in terms of Regulation 16(1)(c) and Regulation 24(1) of SEBI Listing Regulations, 2015, as on date of this report. Accordingly, Ms. Ferida Avnish Chopra (DIN: 08415847), Independent Director of the Company has been appointed as Independent Director on the Board of SEL w.e.f. May 7, 2025.

Policy for determining Material Subsidiaries and Policy on Related Party Transactions are available on the Company's website www.shrirampistons.com under the link "Investors Guide"

(xvii) Details of Material Subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of statutory auditors of such subsidiaries.

Name of Subsidiary	Date and Place of incorporation	Name of Statutory Auditors	Date of Appointment
SPR Engenious Limited	26.9.2022 New Delhi, India	Walker Chandiok & Co, LLP	4.7.2023

(xviii) Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested:

During the year under review, the Company had made Loans, Advances, Guarantees or Investments to companies in which directors are interested, details of which are as follows:

(Amount in Rs. in Million)

Name of Company	Nature of Transaction	Loans	Investment
SPR Engenious Limited (SEL)	Equity Infusion	-	2500

(xix) No agreements of the nature as stated in Clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations, 2015, have been entered into.

VIII. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct ("Code") for all board members and senior management personnel of the Company. The said Code incorporated the duties of directors including independent directors as laid down in the Act and is available on the website of the Company under the link https://shrirampistons.com/investors-guide-2/.

All board members and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended on 31.3.2025. The Annual Report of the Company contains a Declaration by the Managing Director in terms of SEBI Listing Regulations, 2015, based on the affirmations received from the board members and senior management personnel.

IX. INSIDER TRADING

The Company has in place a Code of Conduct for the Prevention of Insider Trading (Code of Conduct to Regulate Monitor and Report Trading by Designated Persons) and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations).

Web link for Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is https://shrirampistons.com/investors-guide-2/

The Code of Conduct for Prevention of Insider Trading lays down guidelines advising the management, staff and other connected persons, and procedures to be followed and disclosures to be made by them while dealing with the shares of the Company and cautioning them of the consequences of violations.

Pursuant to the amendments made by SEBI in the said Regulations, the Company has also adopted a Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information (UPSI) through its policy. The policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/ suspected leak of UPSI.

X. RECONCILIATION OF SHARE CAPITAL AUDIT

A Company Secretary in practice carries an audit for Reconciliation of Share Capital of the Company to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL)(collectively referred to as 'Depositories') and the total issued and listed equity share capital. The audit report confirms that the total issued and paid-up capital is in agreement with the total number of shares in physical form and dematerialized form held with NSDL and CDSL. The said Audit Report was disseminated to the stock exchanges on quarterly basis well within the stipulated time limit as prescribed in this regard.

XI. SUBMISSION OF QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

The Company has submitted a quarterly compliance report on corporate governance, duly signed by the Company Secretary and Compliance Officer of the Company, to the stock exchanges i.e. NSE and BSE wherein the shares of the Company are listed and was also placed before the Board of Directors of the Company.

XII. CEO AND CFO CERTIFICATION

As required under Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations, 2015, the Managing Director & CEO, and Chief Financial Officer of the Company have given appropriate certifications for the financial year 2024-25 and the same was placed before the Board of Directors of the Company in its meeting held on 7.5.2025.

XIII. TRANSFER OF UNCLAIMED DIVIDEND/SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to IEPF.

Further, all the shares in respect of which the dividend has remained unclaimed for seven consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company sends reminders to the shareholders to claim their dividends in order to avoid the transfer of dividends/shares to the IEPF Authority. The details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website https://shrirampistons.com/investors-guide-2/.

The details of unclaimed dividends and shares transferred to IEPF during FY 2024-25 are as follows:

Financial Year	Amount of unclaimed dividend transferred	No. of shares transferred
2016-17 (Final Dividend)	76,588	Nil
2017-18 (Interim Dividend)	23,992	1,579

Process for claiming shares & dividend from IEPF

The claimants are advised to first approach the Company for an entitlement letter along with all the required documents before filing of claim application with the IEPF Authority.

Accordingly, once the Company has received and verified all the requisite documents, it will then issue an entitlement letter duly signed by the Nodal Officer of the Company along with all the required details to file web form IEPF-5 within a period of 30 days. The claimants shall thereafter file web form IEPF-5 with the IEPF Authority along with an entitlement letter and other supporting documents.

The claimants shall then submit the self-attested copy of form IEPF-5, its acknowledgement, and duly executed Indemnity Bond in an envelope marked as **"Claim for refund from IEPF Authority"** at the registered office address of the Company in the name of the "Nodal Officer of the Company", to enable the Company to file the e-verification report of the claim within the prescribed timeline of 30 days.

The said process reduces the instance of claim applications being rejected by the Company/IEPF Authority on account of incomplete and/or non-receipt of required documents.

Details of Nodal Officer:

The details of the Nodal Officer appointed by the Company under the provisions of the act and IEPF Rules, 2016 are given below and the same is disseminated on the website of the Company https://shrirampistons.com/investors-guide-2/.

Name of the Company Secretary designated as Nodal Officer	Mr. Pankaj Gupta
Phone No.	+91 11-2331 5941
Email ID	pankaj.gupta@shrirampistons.com
Address	Registered Office: 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001

XIV. AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Auditor's Certificate on compliance of conditions of Corporate Governance is enclosed herewith as Annexure-B and forms part of this report.

For and on behalf of the Board of Directors

(Pradeep Dinodia)
Chairman
DIN: 00027995

New Delhi
May 07, 2025

DECLARATION ON COMPLIANCE OF CODE OF CONDUCT

In compliance of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have laid down a Code of Conduct to be observed and implemented by all Directors and Senior Management Personnel of the Company in their official day-to-day activities.

In compliance of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Directors and Senior Management Personnel of the Company have affirmed to the Company that they have complied and implemented the Company's Code of Conduct in discharging their official day-to-day activities for the F.Y.E. March 31, 2025.

New Delhi
May 07, 2025

(Krishnakumar Srinivasan)
Managing Director & CEO
DIN: 00692717

Annexure-A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members
Shriram Pistons & Rings Ltd.
3rd Floor, Himalaya House,
23 Kasturba Gandhi Marg, New Delhi-110001

We have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of Shriram Pistons & Rings Limited having CIN L29112DL1963PLC004084 and having Registered Office at 3rd Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi – 110001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name	DIN	Date of Appointment in Company	Date of Cessation
1	Mr. Krishnakumar Srinivasan	00692717	11/02/2020	-
2	Mr. Pradeep Dinodia	00027995	16/05/2003	-
3	Ms. Ferida Avnish Chopra	08415847	30/03/2019	-
4	Ms. Tina Trikha	02778940	13/05/2024	-
5	Mr. Hari Shanker Bhartia	00010499	27/01/2009	-
6	Mr. Shinichi Unno	09189521	31/05/2021	07/05/2025
7	Ms. Meenakshi Dass	00524865	28/03/2009	-
8	Mr. Luv Deepak Shriram	00051065	01/04/2009	-
9	Mr. Yasunori Maekawa	06952173	13/05/2024	-
10	Mr. Shigeto Muno (Alternate Director to Mr. Yasunori Maekawa)	10666395	12/06/2024	-
11	Mr. Klaus Semke	10133032	01/05/2023	-
12	Mr. Alexandru Vladoi (Alternate Director to Mr. Klaus Semke)	10381503	06/11/2023	31/03/2025

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the 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 APAC & Associates LLP
Company Secretaries,
ICSI Unique Code.: P2011DE025300
Peer Review Cert. No.: 3688/2023 valid till 30.06.2028

Chetan Gupta
Managing Partner
Membership No.: F6496
COP No.: 7077
UDIN: F006496G000292751

Place: New Delhi
Date: May 07, 2025

Annexure-B

CERTIFICATE ON CORPORATE GOVERNANCE COMPLIANCES

To
The Members
Shriram Pistons & Rings Ltd.
(CIN: L29112DL1963PLC004084)
3rd Floor, Himalaya House,
23 Kasturba Gandhi Marg, New Delhi-110001

We have examined the compliance of conditions of corporate governance by Shriram Pistons & Rings Ltd. ("the Company") as stipulated under Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the financial year ended March 31, 2025.

Management's Responsibility:

The compliance of the conditions of corporate governance is the responsibility of the Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

Auditors' Responsibility:

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations for the year ended on March 31, 2025.

We further state that such compliance 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.

Restriction on Use:

The certificate is addressed and provided to the Members of the Company solely for the purpose to enable the Company to comply with the requirements of the SEBI Listing Regulations and it should not be used by any other person or for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For APAC & Associates LLP
Company Secretaries,
ICSI Unique Code.: P2011DE025300
Peer Review Cert. No.: 3688/2023 valid till 30.06.2028

Chetan Gupta
Managing Partner
Membership No.: F6496
COP No.: 7077
UDIN: F006496G000292751

Place: New Delhi
Date: May 07, 2025

ANNEXURE - II TO BOARDS' REPORT

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

1. **INDUSTRY STRUCTURE AND DEVELOPMENT**

The expansion of the domestic automobile market is closely tied to t¬he broader economic growth and the resulting rise in income levels among the population.

During the fiscal year 2024-25, production in various vehicle segments experienced growth as detailed below: -

Vehicle Segment	Production Change (in %)
Passenger Vehicles	3
Medium & Heavy Commercial Vehicles	(2)
Light Commercial Vehicles	1
Two wheelers	10
Small Commercial Vehicles	(7)
Tractors	6

However, in the case of Medium & Heavy Commercial Vehicles and Small Commercial Vehicles, there was a contraction in demand.

The Company's export revenue was at Rs. 4,840 Million, compared to Rs. 5,182 million in the previous year. This is due to the ongoing geopolitical issues, including Russia-Ukraine and Israel-Hamas tensions, high interest rates, and foreign exchange issues.

2. **OPPORTUNITIES**

The Indian automobile sector presents a significant opportunity for growth, driven by a burgeoning middle class, increasing urbanization, and enhanced connectivity across the country. With a young demographic profile and a rising disposable income, India's appetite for vehicles is expanding, offering a vast market for both domestic and international automakers. The government's push towards electric vehicles (EVs) and sustainable transportation, coupled with incentives for manufacturing and infrastructure development, further bolsters the sector's prospects. Additionally, advancements in technology and the growing acceptance of shared mobility are creating new avenues for innovation and investment.

The Indian automobile industry is also witnessing a transformative shift towards digitization and automation, opening up a plethora of opportunities for companies to innovate and cater to a tech-savvy consumer base. Stakeholders who are agile and responsive to these changes, and who can effectively leverage India's strengths, such as its skilled workforce, robust supply chain, and large domestic market, will be well-positioned to capitalize on the opportunities that lie ahead.

The integration of digital technologies in vehicles, such as connected car features, advanced driver-assistance systems (ADAS), and in-car infotainment, is becoming increasingly prevalent. This digital evolution is not only enhancing the driving experience but also paving the way for the development of smart mobility solutions. As a result, companies that invest in research and development (R&D) and embrace these technological trends are likely to gain a competitive edge in the market.

The Indian government's initiatives, such as the Automotive Mission Plan and the National Electric Mobility Mission Plan, aim to promote sustainable growth in the automotive sector and envisage India as a global manufacturing powerhouse. These initiatives are designed to attract foreign direct investment (FDI) and encourage collaborations between Indian and international players. The focus on building a comprehensive EV ecosystem, including battery manufacturing and charging infrastructure, presents additional opportunities for growth and collaboration.

The aftermarket segment in India is another area with potential, as the vehicle population ages and the demand for maintenance, repairs, and customization grows.

Despite headwinds such as high fuel costs, increasing interest rates, and geopolitical tensions, the resilience of the Indian automotive industry is noteworthy. The medium to long-term outlook remains promising, with the growth of the automotive components industry anticipated to reflect the upward trend in vehicle production and the aftermarket sector.

The persistent demand for both personal and public transportation is underpinned by favourable factors, including expected normal monsoon patterns and increased financial accessibility, especially in rural regions. These elements are projected to stimulate further demand.

The Company is proactively engaging with leading Original Equipment Manufacturers (OEMs) to enhance its market share through innovative technology solutions. It is also refining its distribution network in the aftermarket and boasts a comprehensive market presence across various segments, including Commercial Vehicles, Cars/SUVs, Two & Three wheelers, Tractors, Off-highway vehicles, and Industrial Engines, catering to both OEMs and the Aftermarket. To augment operational agility, the Company is adapting its capacities to be interchangeable across different product segments.

In a strategic move to diversify and mitigate risk, the Company is exploring opportunities in non-automotive sectors such as compressors, marine engines, and snowmobile applications. Additionally, the Company is focused on increasing the sales of its recently acquired entities, SPR EMF Innovations Private Limited, SPR Takahata Precision India Private Limited and SPR TGPEL Precision Engineering Ltd.

On the international front, in the long-term, exports are expected to rise as India cements its position as a key auto exporter. The ‘China plus one’ strategy is likely to sustain this growth momentum. The Company is not only supplying to top-tier global OEMs with support from its Technology Partners but has also established a robust distribution network for aftermarket sales in various countries. Nevertheless, the Company remains vigilant of global economic fluctuations and geopolitical unrest, which pose considerable challenges to its export market performance.

The Company is navigating a landscape filled with both opportunities and challenges. By leveraging its strategic partnerships, diversifying its portfolio, and capitalizing on India’s growing role in the global automotive market, the Company is well-positioned to harness the potential for growth in the coming fiscal year and beyond.

3. THREATS

The fiscal year 2024-25 proved to be a strenuous period for the Indian economy, which faced an array of economic challenges that led to a deceleration in GDP growth compared to the previous year. The confluence of rising interest rates and persistent inflation created a challenging environment for businesses and consumers alike, reshaping market dynamics and tempering economic activity. As the Company looks toward FY 2025-26, it is acutely aware of the ongoing economic volatility and its capacity to disrupt operations. Exchange rate fluctuations, stemming from global economic instability and intense market competition, pose a significant threat to the Company’s financial health. In response, the Company is fortifying its financial strategies, employing hedging techniques, broadening its currency portfolio, and enhancing fiscal management to buffer against the unpredictability of forex markets.

Adapting to the changing consumer landscape, the Company is recalibrating its operational focus. This recalibration is centered on a persistent commitment to achieving quality excellence, with an emphasis on zero defects, bolstered product traceability for heightened accountability, and a push towards digitization to optimize operational efficiency. The integration of advanced automation technologies is expected to elevate productivity, while comprehensive cost-reduction initiatives are being rigorously applied to safeguard the Company’s competitive edge and financial margins.

The government’s advocacy for electric vehicles (EVs) through various incentives marks a positive stride for the industry; however, the Company is cognizant of the hurdles impeding the widespread adoption of EVs. Challenges such as the scarcity of charging infrastructure, constrained domestic production of batteries and motors, the premium cost structures of EVs, and ongoing safety concerns could potentially hinder the pace of e-mobility adoption, particularly within the Passenger and Commercial Vehicle segments that are integral to the Company’s business model.

In preparation for the industry’s transition towards e-mobility, the Company is actively tracking market trends and forging strategic alliances with international partners to secure a technological and supply chain advantage. These partnerships are designed to bolster the Company’s preparedness for the burgeoning EV market and to address the evolving needs of the automotive sector.

With a forward-looking perspective, the Company has made deliberate investments in the e-mobility domain, seeking out synergistic partnerships with product and technology firms that resonate with its strategic vision. These investments are carefully planned to contribute to the Company's long-term resilience and expansion, striking a balance between immediate market demands and the anticipation of future industry shifts.

As the Company advances, it remains dedicated to fostering innovation, championing sustainability, and pursuing strategic growth. By remaining responsive to market indicators, adapting to consumer trends, and making judicious investments in emergent technologies, the Company is well-equipped to tackle the economic complexities and emerge as a stronger entity in FY 2025-26 and in the years to follow. The Company's proactive and adaptable approach is a demonstration to its commitment to not just weather the economic storms but to emerge from them with new strengths and opportunities for growth.

4. SEGMENT-WISE/ PRODUCT-WISE PERFORMANCE

The Company deals principally in only one segment i.e. automotive components. Therefore, segment-wise performance is not applicable.

5. OUTLOOK

The fiscal year 2024-25 presents a complex outlook for the automobile sector, with its trajectory influenced by a confluence of factors including geopolitical developments, persistent inflation, and evolving consumer preferences. Despite these headwinds, the long-term prospects for automobile production remain robust, buoyed by the growing demand for personal mobility, rapid urbanization, enhancements in road infrastructure, favourable agricultural conditions, and concerted efforts towards rural development.

The Company's strategic blueprint is anchored in several key pillars designed to navigate these challenges and capitalize on emerging opportunities:

Market Expansion: The Company is poised to consolidate its presence in the domestic market, broadening its product offerings and venturing into non-automotive segments to capture new business opportunities. Efforts are underway to augment the distribution network, ensuring wider reach and accessibility. Geographical diversification is also a priority, with a focus on penetrating emerging markets where the appetite for automotive components is escalating. In the Aftermarket, the Company is dedicated to expanding its product range and achieving deeper market penetration.

Innovation and Technology: A firm commitment to innovation and technological advancement underpins the Company's strategy. The Company takes pride in manufacturing products that are at the forefront of technological advancement, ensuring that every aspect, from design to production, reflects the Company's commitment to innovation. Emphasis is placed on developing products that align with the industry's pivot towards electric vehicles and alternative greener fuels such as CNG, LNG, H-CNG, other flex fuels, and hydrogen.

Each product is crafted using state-of-the-art components and materials, which also enhance performance and durability. These technologically advanced features not only elevate the quality of the Company's offerings but also contribute to sustainability by significantly reducing the carbon footprint associated with the lifecycle of the products.

The Company's access to cutting-edge technology is complemented by four long-standing technology collaborations with prominent global leaders in the automotive components. These include collaboration with Kolbenschmidt Group for pistons, Honda Foundry for pistons specific to Honda requirements globally, Riken Corporation for rings production and with Fuji Oozx for engine valves.

By maintaining a pulse on technological trends, the Company is poised to address the dynamic needs of customers and secure a competitive advantage. Investments in state-of-the-art manufacturing technologies and processes are pivotal, enabling the delivery of sophisticated solutions that resonate with the market's direction.

By integrating cutting-edge technologies into its products, the Company is not only meeting the demands of modern consumers but also playing its part in fostering a more sustainable future.

Solidifying relationships: The Company's enduring relationships with global OEMs are a testament to its success. These strategic alliances have not only fortified the Company's domestic standing but have also paved the way for international expansion. The Company's reputation for delivering quality, reliability, and innovation continues to be a linchpin in fostering these partnerships, establishing the Company as a preferred supplier for leading OEMs worldwide.

Operational Excellence: The pursuit of operational excellence is relentless, with a focus on refining manufacturing processes, curtailing costs, and elevating efficiency. Through operational streamlining, the Company aims to bolster its market competitiveness and enhance profitability.

Customer-Centric Approach: The Company is doubling down on its efforts to understand and meet the evolving needs of consumers. By leveraging data analytics and customer feedback, the Company is tailoring its products and services to deliver enhanced value and a superior customer experience. This customer-centric approach is critical in fostering brand loyalty and driving repeat business in a market where consumer preferences are rapidly changing.

Global Supply Chain Resilience: In an era marked by supply chain disruptions, the Company is working to build a more resilient and responsive supply chain network. This involves diversifying sourcing strategies, investing in supply chain technologies, and building stronger relationships with key suppliers. By enhancing supply chain agility, the Company can better manage risks associated with global trade uncertainties and maintain uninterrupted production.

Digital Transformation: The Company is accelerating its digital transformation journey, implementing tools and platforms that facilitate better decision-making and operational efficiency. From digital design and simulation in product development to automation in manufacturing and AI in quality control, the Company is harnessing the power of digital technologies to stay ahead of the curve.

Workforce Development: Recognizing that its workforce is a key driver of success, the Company is investing in talent development programs to enhance skills and foster a culture of continuous learning. Initiatives such as leadership training, technical upskilling, and cross-functional team collaborations are designed to empower employees and prepare them for the challenges of tomorrow.

Regulatory Compliance and Advocacy: As regulations become more complex, the Company is not only ensuring compliance but also actively participating in industry dialogues to shape policy outcomes. By engaging with regulators and industry bodies, the Company aims to advocate for policies that support innovation and sustainable growth in the automotive sector.

Financial Stability and Growth: The Company is maintaining a strong focus on financial health, optimizing capital allocation, and pursuing strategic investments that promise long-term returns. Prudent financial management, coupled with a clear vision for growth, positions the Company to capitalize on market opportunities and navigate economic cycles with resilience.

Community Engagement and CSR: Beyond its business operations, the Company is deeply committed to corporate social responsibility (CSR) and community engagement. Initiatives aimed at education, healthcare, environmental conservation, cultural and community development are integral to the Company's ethos, reflecting its dedication to making a positive impact on society.

Sustainable Development: The Company's commitment to sustainable development is steady, with sustainability principles integrated throughout its value chain. Significant strides have been made in the Company's ESG initiatives, with three plants achieving zero liquid discharge status and the implementation of advanced ETP and STP systems. The Company has also made commendable progress in reducing Scope I & II emissions by over 20% in a span of 3 years, increasing the mix of renewable energy sources such as solar and wind power by 20%, and enhancing the utilization of recycled materials by 30%.

With its strategic pillars firmly established, the Company is ready to navigate the complexities of the automotive components industry. Its focus on expanding the market, embracing innovation, maintaining strong relationships with OEMs, striving for operational excellence, and committing to sustainability sets the stage for continued growth and success. Looking ahead, the Company is confident that its well-rounded approach and flexible strategies will lead to a prosperous and environmentally responsible future in the automotive sector. By adding new strategic elements to its framework, the Company is not only addressing the challenges of the industry but is also becoming a leader in excellence, innovation, and corporate responsibility. This approach, which balances short-term business goals with long-term planning, positions the Company to succeed in the competitive automotive landscape.

6. RISK & CONCERNS

Risk is an inherent aspect of business, and the Company is no stranger to the challenges posed by a dynamic and competitive environment. The industry landscape is marked by relentless innovation and fluctuating resource availability, which can create disparities among market participants. The volatility in raw material costs, exacerbated by inflation, presents additional hurdles. However, the Company has demonstrated resilience through strategic raw material procurement and cost management, effectively managing the rise in manufacturing expenses.

The automotive industry, in particular, is grappling with the rising costs of essential materials such as steel, aluminium, copper, and precious metals. Fuel prices are climbing, and regulatory demands are intensifying. The sector must also adapt to rapid technological advancements, evolving consumer preferences, and the diminishing barriers to global trade, all of which could potentially constrain growth and squeeze profit margins.

External economic forces, including higher vehicle and fuel prices, increasing interest rates, and global economic uncertainties, are suppressing consumer demand. Yet, there is a silver lining: government initiatives promoting semiconductor production are poised to invigorate the industry.

In response to these multifaceted challenges, the Company's management has taken decisive action, implementing strategies to strengthen liquidity and profitability. These strategies encompass productivity improvements, reduction of rejections, digitization of operations, and a suite of cost-efficiency measures.

Despite the current headwinds, the medium to long-term prospects for the automotive sector are encouraging, fuelled by a growing preference for personal transportation. The Company has crafted a comprehensive risk mitigation strategy, ensuring a diversified presence in various market segments, including OEMs and the Aftermarket, as well as in both domestic and international markets.

With the support of its technology partners, the Company is well-positioned to satisfy the market's appetite for innovative products and to broaden its range of models and variants. The Company's ongoing investments in state-of-the-art technology and manufacturing infrastructure are anticipated to deliver substantial returns in the future.

While the Company recognizes that these risk factors could influence its profitability, it remains confident in its ability to navigate these challenges without jeopardizing its long-term viability. The Company's proactive and adaptive approach, combined with its diversified operations and technological prowess, provides a solid foundation for enduring success in the face of potential risks.

7. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has established a comprehensive internal control framework designed to authorize, document, and accurately report transactions, as well as to protect assets from unauthorized access or disposition. These control measures are critical for ensuring the reliability of financial data and information, as well as for upholding accountability for the Company's assets.

The Audit Committee, an integral part of the Board, actively engages in reviewing significant audit observations and the subsequent remedial measures. It also oversees the progress of management's responses to internal audit findings. The Internal Audit function, working in tandem with external auditors, has been instrumental in fortifying the Company's processes to boost efficiency and productivity. This includes the adoption of state-of-the-art analytical tools within the audit field to deepen the scope, extend coverage, and enhance precision.

The Company's internal financial controls over financial reporting are robust and effective, offering reasonable assurance across all financial and operational activities, as well as adherence to legal mandates. Comprehensive business planning, investment analysis, annual reviews, and regular financial and operational planning are embedded practices. Monthly performance tracking is a routine procedure for all operational and service departments.

The integration of Enterprise Resource Planning (ERP), supplier relationship management, and customer relationship management systems facilitates seamless communication across various locations, dealers, and vendors, optimizing the exchange of information. The Company leverages data analytics and advanced IT resources to broaden and refine the internal audit function's scope and efficacy.

In response to the growing cybersecurity concerns in today's digital landscape, the Company is proactively implementing robust systems and protocols to safeguard its assets and data. The Company is committed to ensuring the highest level of security by conducting thorough risk assessments and deploying advanced technologies to detect and mitigate potential threats. The team is continuously monitoring the Company's systems and networks, while also providing ongoing training and awareness programs to all the employees.

Additionally, the Company has implemented systematic procedures to periodically evaluate a spectrum of risks, assess their probability and potential impact, and devise proactive strategies to mitigate the effects of these risks.

8. FINANCIAL/ OPERATIONAL PERFORMANCE

The Company's consolidated revenue from operations during the year ended March 31, 2025, was Rs. 35,498 Million, which increased by 15% from Rs. 30,893 Million for the year ended March 31, 2024. Consequently, the consolidated total income during the year ended March 31, 2025 also grew by 15% over the previous year, to Rs. 36,612 Million, from Rs. 31,746 Million in fiscal year 2024-25. The Company has achieved growth and delivered a strong overall performance, despite a turbulent year for the industry both domestically and internationally, thereby outgrowing the end markets.

Consolidated net profit after tax (before OCI) of the Company during the year ended March 31, 2025, was Rs. 5,156 Million as against Rs. 4,387 Million during the year ended March 31, 2024, which was a year-on-year growth of 18%.

Consolidated earnings per share in fiscal year 2024-25 was at Rs. 115.02 per share, as compared to Rs. 100.47 per share in the fiscal year 2023-24, marking a year-on-year growth of 14%.

On a standalone basis, the Company recorded revenue from operations of Rs. 31,795 Million in fiscal year 2024-25, as compared to Rs. 29,537 Million in fiscal year 2023-24. Total income during the year ended March 31, 2025, stood at Rs. 32,827 Million, growing by 8% from Rs. 30,351 Million for the year ended March 31, 2024.

Standalone net profit after tax (before OCI) for the year ended March 31, 2025 grew by 11% to Rs. 4,978 Million as compared to Rs. 4,468 Million for the year ended March 31, 2024.

Standalone earnings per share in fiscal year 2024-25 was at Rs. 113.01 per share, as compared to Rs. 101.42 per share (post bonus issue of 1:1) in the fiscal year 2023-24, marking a year-on-year growth of 11%.

Thus, the Company concluded the fiscal year 2024-25 with a robust performance across all metrics. This performance is a testament to the leading market position and strategic approach adopted by the Company to navigate market complexities, enabling the Company to continuously outgrow the industry.

9. HUMAN RESOURCES/ INDUSTRIAL RELATIONS

The Company firmly believes that its human resources are the bedrock of its success. Embracing a value-driven culture, the Company has consistently invested in its people, fostering a sense of community and belonging. Management acknowledges the critical role of its workforce and is committed to their development through a spectrum of training initiatives and welfare programs. The aim is to cultivate an environment that encourages continual innovation and progress, where employees are recognized and rewarded for their contributions towards the Company's goals. Efforts are continually made to reinforce the management framework, promoting both stability and advancement within the organization.

The collective achievements of the Company are attributed to the teamwork and collaborative spirit of its employees. The Company is dedicated to maintaining a nurturing learning atmosphere that supports employees from the moment they are hired through to their retention. Core values such as dignity, respect, fairness, and transparency are at the heart of the Company's ethos, alongside providing equal growth opportunities for all staff members. Internal mobility is actively promoted, allowing employees to pursue a variety of career paths and aiding in the cultivation of a strong talent reservoir.

The Company has successfully completed several strategic acquisitions over the last few years, enhancing the Company's capabilities and expanding market presence. The Company has made significant strides in integrating the teams from the group companies, fostering collaboration and synergy across all levels. This has been done by rolling out common culture across the group Companies. With a clear vision set forth by the management, all teams are aligned on a unified path, working cohesively towards common goals. This collaborative spirit among the group companies is driving the Company towards greater success, as the Company leverages the collective strengths to achieve outstanding results in the future.

The Company is committed to the principles of equal opportunity employment, with policies that encompass all aspects of diversity, including but not limited to gender, marital status, religion, caste, color, age, ancestry, language, socio-economic background, physical appearance, disability, and any other categories safeguarded by law. Recognizing the skills, contributions, potential, and intrinsic worth of its human capital, the Company maintains the highest regard for the dignity, basic freedoms, and human rights of its employees, contractors, and the communities where it operates. As a conscientious corporate entity, the Company adheres to all relevant legal requirements and upholds human rights standards.

As of March 31, 2025, the Company is proud to have a dedicated team of 3,857 permanent employees.

10. CHANGES IN KEY FINANCIAL RATIOS ARE AS UNDER:

S. No.	Ratios	Unit	2023-24	2024-25	Variance (%)
i	Debtors Turnover	Times	6.94	6.56	(5.51)
ii	Inventory Turnover	Times	6.04	5.76	(4.55)
iii	Interest Coverage Ratio	Times	25.15	28.21	12.16
iv	Current Ratio	Times	2.32	2.46	6.26
v	Debt Equity Ratio	Times	0.17	0.15	(15.50)
vi	Operating Profit Margin	%	18.66	18.87	1.10
vii	Net Profit Margin	%	15.36	15.89	3.46

Return on Net worth of the Company during Financial Year 2024-25 was 20.89% as compared to 23.25 % last year.

CAUTIONARY STATEMENT

This document, part of the Management Discussion and Analysis Report, contains forward-looking statements. These statements, which may include projections, expectations, and assessments of market conditions and regulatory frameworks, are developed under the framework of applicable securities laws and are grounded in the data currently accessible to the Company. Such forward-looking statements are speculative by nature and are subject to inherent uncertainties and reliance on assumptions made by the Company.

The Company urges readers to exercise caution with respect to these forward-looking statements. It is possible that actual outcomes, future results, and events may deviate significantly from what is projected or anticipated due to a variety of influential factors. Key elements that could impact the Company's performance include, but are not limited to, economic trends influencing supply and demand dynamics, pricing in both local and international markets, legislative changes, modifications in tax regulations, and other unforeseen variables.

This cautionary statement serves to remind readers that the forward-looking statements should not be seen as guarantees of future performance and that they are subject to risks, uncertainties, and assumptions that are detailed in the Management's Discussion and Analysis section of the Boards' Report for the fiscal year 2024-25. This section provides a comprehensive context and should be consulted to fully understand the qualifications and risk factors associated with the forward-looking statements made herein.

ANNEXURE - III TO BOARDS' REPORT

REPORT ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Pursuant to Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

The Company has embedded sustainability at the core of its operational philosophy, striving to minimize environmental impact through focused, data-driven initiatives aimed at reducing emissions and optimizing energy consumption. With a strategic vision aligned with global best practices and regulatory requirements, the Company has adopted multiple measures that contribute significantly to cost savings, operational efficiency, and long-term sustainability. These initiatives reflect the Company's proactive stance in future-proofing its operations while reinforcing its environmental stewardship.

1. **Key Energy conservation initiatives/ measures taken during the year:**

   a) **Upgradation to better efficient motors for enhanced energy efficiency:** One of the Company's most impactful initiatives has been the replacement of traditional induction motors with energy-efficient motors across all shop floor fans, exhaust fans, office fans, and axial fans. This transition has significantly reduced the carbon footprint of HVAC and air circulation systems within the facilities.

   b) **Transition to LED Lighting:** The Company has systematically replaced all conventional lighting with Light Emitting Diode (LED) fixtures across offices and manufacturing shop floors. LEDs consume less electricity, generate less heat, and last significantly longer compared to traditional bulbs, making them an ideal solution for energy conservation.

   c) **Adoption of EC Fans in Air Washers:** In another innovative energy-saving step, blowers in air washers were replaced with Electronically Commutated (EC) fans. These fans offer variable speed control and higher efficiency, leading to a 20% reduction in energy usage in ventilation systems, ensuring improved airflow and better reliability of equipment.

   d) **Shift to Renewable Energy: Rooftop and Group Captive Solar:** The Company has made a significant leap toward clean energy adoption through group captive solar power projects of 34 MW capacity plus installation of rooftop solar panels at it's manufacturing plants. Currently 20% of our energy requirement is catered by Renewable Energy & our Target is to reach 50% by 2030. By incorporating renewable energy into energy mix, the company has reduced dependence on fossil fuels, cut down greenhouse gas (GHG) emissions, and enhanced energy security.

   e) **Energy Efficiency Programs:** Beyond these individual projects, the Company has implemented comprehensive energy efficiency programs. Regular energy audits are conducted to identify and eliminate inefficiencies across operations. These audits support the optimization of production systems, insulation improvements, and the use of advanced lighting and automation technologies, ensuring year-over-year improvement in energy utilization.

   f) **Process Optimization:** The company continuously explores process optimization through automation and real-time data analytics, helping reduce energy wastage and emissions during production.

   g) **Waste heat recovery systems**: These have been adopted to capture residual heat from manufacturing operations and repurpose it for internal use, thereby enhancing total system efficiency.

   Through a blend of technology upgrades, renewable energy adoption, process innovation, and employee engagement, the Company has made measurable progress in reducing emissions and energy consumption. The Company's commitment to sustainable growth and operational excellence positions it as a responsible industry leader in environmental management and climate action.

   The Company has always been conscious of the need to conserve energy in its Manufacturing Plants, which leads to optimised consumption of non-renewable fossil fuels, energy productivity, climate change mitigation and reduction in operational costs. The Company is working to increase the amount of renewable energy generated in-house and procured from off-site sources.

2. **Steps taken by the Company to utilize alternate sources of energy:**

   The Company has proactively implemented various initiatives to utilize alternate sources of energy and reduce its environmental impact. Over the past three years, the company has increased its renewable energy (RE) share from 0% to 20%. Key investments include a 34 MW Group Captive Solar Project and a 2 MW rooftop solar Capex project.

Additionally, the Company is actively exploring opportunities in wind power to further diversify its renewable energy portfolio. The company has also upgraded its furnace operations by replacing High-Speed Diesel (HSD) with Piped Natural Gas (PNG), a cleaner fuel. The Company aims to achieve 50% RE usage by 2030. With a clear roadmap ahead, the organisation aims to achieve carbon neutrality by 2045 supporting a sustainable future.

3. **Impact of the above measures:**

The comprehensive energy conservation measures undertaken by the Company have yielded substantial environmental and operational benefits, reinforcing the Company's commitment to sustainability, resource efficiency, and climate action.

a) **Enhanced Energy Efficiency & Reduced Operational Costs**: The upgrade to high-efficiency motors and EC fans, along with the transition to LED lighting, has significantly lowered electricity consumption across plants and offices. These technologies not only consume less power but also demand minimal maintenance, thereby reducing operational costs and improving lifecycle efficiency of equipment.

b) **Reduction in Carbon Emissions & Fossil Fuel Dependency:** With 20% of its total energy requirement currently met through renewable sources, including rooftop and group captive solar projects, the Company has made meaningful progress in cutting down its dependence on fossil fuels. This shift has contributed directly to a reduction in Scope 2 GHG emissions and supports India's broader renewable energy transition. The Company is on track to increase this share to 50% by 2030.

c) **Improved System Efficiency through Process Optimization:** Energy audits and waste heat recovery systems have improved system-level efficiencies by identifying bottlenecks and repurposing residual heat within operations. These steps not only enhance energy productivity but also reduce ambient thermal discharge, leading to better working conditions and reduced environmental impact.

d) **Continuous Monitoring & Culture of Energy Consciousness:** Ongoing energy efficiency programs, supported by automation, real-time data analytics, and employee engagement, have cultivated a culture of energy consciousness across the organization. Measurable year-over-year improvements have been observed in specific energy consumption per unit of production.

e) **Contribution to Climate Change Mitigation:** By optimizing energy usage and integrating clean energy, the Company has made visible contributions toward climate change mitigation. These initiatives help the Company align with national and global sustainability frameworks, including the Sustainable Development Goals (SDGs) and India's NDCs (Nationally Determined Contributions).

4. **Capital Investment on energy conservation equipment:** Rs. 132.61 Million

B. TECHNOLOGY ABSORPTION

In FY 2024-25, the Company continued with its commitment to sustainability and green technologies. The Company is amongst country's most innovative component manufacturers with its R&D facilities getting consistently upgraded to cater to different fuel applications like CNG, LNG, H-CNG, Hydrogen as a fuel and also developing Electrical Powertrain solutions.

1. **Efforts, in brief, made towards technology absorption: -**

i) Implementation of In-House Facility for Piston Grain Refinement process (used in High power density diesel Engines).

ii) Development of HHP (High Horse Power) pistons - Successful development of large Diameter Piston for large bore stationary engines.

iii) Development of alternate material Pistons for heavy duty truck application (>400 HP).

iv) Implementation of new Piston alloys for High Performance Gasoline Engines.

v) Development of alternate fuel storage, transfer and testing facility to test alternate fuel Engines.

vi) High featured Piston assembly for Defense applications – Tanks & Armoured vehicles.

vii) Introduction of environment friendly coating of Piston Grooves for 2 wheeler / 4 wheeler applications.

viii) Development of special Pistons for Turbo GDi Engines.

ix) Design & development of Piston assembly for 100% H2 ICE Engines.

x) Capability development for real time temperature mapping of Engine components (Cylinder Head, Cylinder Block).

xi) Development of Top Ring with combination coatings for alternate fuel application.

xii) Development of advanced Ring coatings for high speed gasoline engines.

xiii) Development of a special seat coating for Engine valve in combination with a high nickel base alloy (Ni 40%).

xiv) Indigenous development of new austenitic raw material and Nickel enriched ESR Standard Grade Steel alloy.

xv) Development of non-destructive technology (eddy current tester) for surface crack detection on engine valves and (ultrasonic flow detection) for seat stellite de-bonding detection in engine valves.

xvi) Implementation of Advanced analysis setup – SEM (Scanning Electron Microscope with Energy Dispersive Spectroscopy) to attain material, Coating & Welding characterisation, Elemental analysis (Dilution analysis of Stellite welding), Failure analysis

xvii) Advanced surface topology analysis - area roughness analysis by 3D Surface Analyzer.

2. Benefits derived as a result of the above effort

i) Enhanced the contribution of new products into the business to sustain market share and improve turnover.

ii) Increased participation in sectors which are likely to remain predominantly with ICE such as - Large bore engines, Defense & GPE (General Purpose Engines).

iii) Readiness of improved Piston assembly & Engine valves used with flex fuels (E100)

iv) Enhanced product capability for high capacity motorcycles (500~1200cc).

v) Explore business opportunities with new export and domestic customers.

3. Imported technology:

Technological support is received from Technical Collaborators viz. Kolbenschmidt Pistons Germany GmbH, Germany; Honda Foundry, Japan; Riken Corporation, Japan and Fuji Oozx, Japan under subsisting Technical Collaboration Agreements for the manufacture of Pistons, Piston Rings and Engine Valves.

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

S. No.	Details of technology imported	Year of import	Whether technology has been fully absorbed	Reason for non-absorption of technology, if any
Pistons:				
i	Piston Simulation Technology Up-gradation	2022-23	Partially	Under Implementation
Rings:				
i	Closed Gap in 0.03 tolerance limit	2022-23	Yes	-
ii	2nd Ring under PVD coating	2022-23	Yes	-
Iii	Top Ring with minute gap edge chamfer	2022-23	Yes	-
iv	Advanced Ring Coating for high speed gasoline engine	2023-24	Yes	-
Engine Valves:				
i	Introduced special alloy for exhaust valve for high durability in power GEN application	2021-22	Yes	-
ii	Thermo-coupled valves for live temperature measurement	2021-22	Yes	-
iii	Introduced stellite powder for CNG application	2022-23	Yes	-

4. Expenditure on R & D:

Capital/Intangible	:	Rs. 46.06 Million
Recurring	:	Rs. 243.59 Million
Total	**:**	**Rs. 289.65 Million**

Total R&D expenditure as a percentage of total income: 0.82%

C. FOREIGN EXCHANGE EARNINGS & OUTGO

1. Exports:

i) Exports continue to remain the focus area for the Company. The Company made exports worth Rs. 4,840 Million in the year as compared to Rs. 5,182 Million in the previous year.

ii) Several initiatives have been taken for the long-term growth of the Company's export to global OEMs and in the Aftermarket, in close coordination with it's Collaborators.

iii) The Company is targeting to achieve double-digit growth in export levels from the previous year. This will however be determined by the global headwinds and geopolitical challenges.

2. Foreign Exchange earned	-	Rs. 4,903 Million
Foreign Exchange utilized/outgo	-	Rs. 3,438 Million

ANNEXURE - IV TO BOARD'S REPORT

DATA OF EMPLOYEES

[UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

1. **Particulars of Employees:**

Name	Designation	Remuneration (Rs.)	Qualifications	Experience (Years)	Commencement of Employment	Age (Years)	%age of Equity Shares held	Last Employment Held
Mr. Luv Deepak Shriram*	Whole Time Director	7,53,87,259	B.Com	32	May 2014	53	27.30$	Managing Director, Shriram Veritech Solutions Pvt. Ltd.
Mr. Krishnakumar Srinivasan*	Managing Director & CEO	10,60,11,498	B.E. (Mech.), MBA, Diploma in Exports	38	February 2020	59	-	President and Director, Europe and Strategic Business, Bharat Forge Ltd.
Mr. Prem Prakash Rathi	Executive Director & CFO	2,57,46,157	FCA, B.Com (Hons.)	26	January 2021	51	-	Chief Financial Officer- Raymond Ltd. (Garmenting Division)
Mr. Arun Kumar Shukla	Executive Director - Projects	2,60,64,756	B.Tech (Mechanical)	38	August 2009	60	-	Vice President - Operations, Uniparts India Ltd.
Mr. Sandeep Agrawal	Executive Director & CMO	3,06,37,535	B.Sc (Mechanical Engineering), Post Graduate Diploma in Project Management	38	April 2021	59	-	Head Network Management and CEO, Gulf Ashley Ltd. with Ashok Leyland
Mr. Rajnish Julka	Executive Director - Ghaziabad Works	2,41,24,516	B.Sc. Engg. (Mech), MEP-IIM Ahemdabad, 6 Sigma Black Belt	36	April 2024	57	-	Plant Head, IFB Pune
Mr. Sumantra Mukherjee#	Executive Director - Pathredi Works	2,02,16,598	B.E. (Prod.), Senior Mgmt Program IIM Kolkata, 6 Sigma Black Belt	35	May 2024	56	-	Director - Operation, CNH Industrial
Mr. Rajan Nanda	Executive Director - Marketing	2,55,63,184	B.E. Mechanical, MBA Finance & Operations	34	June 2015	56	-	Head Key Account Management (Automotive)- Schaeffler India
Ms. Poonam Bharti	Executive Director & CHRO	2,92,17,439	B.Sc., Masters in HR & IR	30	March 2018	54	-	Global HR Head, Ranbaxy/ Sun Pharma
Mr. Atul K Khanapurkar	Executive Director - Pathredi Works	2,57,79,475	B.E. (Electronics)	39	March 2019	61	-	Sr. General Manager, Bosch Ltd.

Name	Designation	Remuneration (Rs.)	Qualifications	Experience (Years)	Commencement of Employment	Age (Years)	%age of Equity Shares held	Last Employment Held
Mr. Dharmendra Singh	Dy. Executive Director - Ghaziabad Works	1,63,65,614	B.Sc. Engg. (Mechanical)	38	August 1989	59	-	-
Mr. Ashok Sinha	Dy. Executive Director - ISCM	1,66,56,484	B.Sc. Engg. (Mechanical), PGDBM, MBA	28	April 2022	50	-	SCM Director - Cummins Engine
Mr. Prashant Khairnar	Dy. Executive Director & CDO	1,78,65,164	B. E. Mechanical	29	December 2020	50	-	"Advance Technology Director- Asia, Lear Corporation Pune."
Mr. Pankaj Gupta	Dy. Executive Director - Head Legal & Company Secretary	1,74,03,332	Bachelor of Law and Legislature (LL.B), Company Secretary, B.Com. (Hons.)	26	August 2021	52	-	Head Legal & Company Secretary, Goodyear India Ltd.
Mr. Sandeep Kalia#	Executive Director	1,32,65,236	B.E. Advance Diploma in Management, Diploma in Finance Management	41	July 2015	63	-	Member of Board of Directors- Mushashi Auto Parts India Pvt. Ltd.
Mr. Devendra Mishra#	Executive Director	1,84,85,687	B.E., PGPM	37	July 2011	60	-	VP- Manufacturing, National Engineering Industries

Notes:

(i) Years of experience including experience before joining the Company.

(ii) All employees are in regular employment.

(iii) Remuneration includes payment of salaries, allowances, expenses on perquisites & contribution to provident fund, gratuity fund, superannuation fund and other benefits on payment basis.

(iv) *Employees on Contract.

(v) #Employees for part of the year.

(vi) $ Mr. Luv Deepak Shriram (First named shareholder) and Ms. Meenakshi Dass (Second named shareholder) jointly hold 13.64% shares of the Company on behalf of Deepak Shriram Family Benefit Trust.
Ms. Meenakshi Dass (First named shareholder) and Mr. Luv Deepak Shriram (Second named shareholder) jointly hold 13.64% shares of the Company on behalf of Deepak Shriram Family Benefit Trust.
Mr. Luv Deepak Shriram (First named shareholder) and Mr. Kush D. Shriram (Second named shareholder) jointly hold 0.00001% shares of the Company on behalf of NAK Benefit Trust.
Mr. Luv Deepak Shriram also holds 0.02% shares of the Company in his name.
Mr. Luv Deepak Shriram is a relative of Ms. Meenakshi Dass, who is a Non-Executive Director of the Company.

(vii) There was no employee who was in receipt of remuneration which, in the aggregate, is in excess of that drawn by the Managing Director or Whole Time Director and holds by himself or along with his/her spouse and dependent children, not less than 2% equity shares of the Company.

2. **Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Name of the Director	Ratio of remuneration to median remuneration of employees (Times)
Mr. Pradeep Dinodia	80.99
Mr. Hari Shanker Bhartia	1.89
Ms. Ferida Avnish Chopra	10.85
Ms. Meenakshi Dass	9.13
Mr. Yasunori Maekawa	5.86
Mr. Krishnakumar Srinivasan	182.59
Mr. Luv Deepak Shriram	129.84
Mr. Inderdeep Singh*	2.93
Mr. Klaus Semke	7.23
Ms. Tina Trikha	10.51
Mr. Shinichi Unno	7.23
Mr. Shigeto Muno* (Alternate Director to Mr. Yasunori Maekawa)	2.93
Mr. Alexandru Vladoi (Alternate Director to Mr. Klaus Semke)	-
**were Directors for part of the year in 2024-25, therefore figures are not comparable.*	

3. **Percentage increase in remuneration of Directors, CFO, CEO and CS:**

Name of the Director / CFO / CEO / CS	% age increase in remuneration
Mr. Pradeep Dinodia	8.78
Mr. Hari S. Bhartia	-16.03
Ms. Ferida Avnish Chopra	14.55
Ms. Meenakshi Dass	6.00
Mr. Shigeto Muno*	100.00
Mr. Klaus Semke	-8.70
Mr. Inderdeep Singh*	-69.64
Mr. Luv D. Shriram	8.44
Mr. Krishnakumar Srinivasan	19.60
Ms. Tina Trikha	100.00
Mr. Shinichi Unno	220.61
Mr. Yasunori Maekawa (alternate director to Shri Masaki Yamaguchi)	180.99
Mr. Alexandru Vladoi (Alternate Director to Shri Klaus Semke)	-
Mr. Prem Prakash Rathi	8.96
Mr. Pankaj Gupta	91.60
** were Directors for part of the year in 2024-25, therefore figures are not comparable.*	

4. **Percentage increase in the median remuneration of employees in the financial year:** 8.28%

5. **The number of permanent employees on the rolls of Company:**

   As of 31.3.2025, the number of permanent employees on the rolls of the Company is 3857.

6. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year 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 average Percentile Increase in the Salaries of Employees is 9.42%. The average Percentile Increase in Managerial Remuneration is 8.65% due to increased profitability. The remuneration of employees and Managerial Personnel is decided based on individual performance, the Company's overall performance, inflation, prevailing industry trends and benchmarks.

7. **Affirmation that the remuneration is as per the remuneration policy of the Company:**
   The remuneration is as per the Remuneration Policy of the Company.

ANNEXURE-V TO BOARDS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

The Corporate Social Responsibility (CSR) Policy of the Company reflects its unwavering commitment to creating a meaningful and lasting impact on society and the environment. Rooted in the principles of trust, fairness, and care, the policy guides the Company to operate responsibly and ethically, while prioritizing initiatives that enhance the quality of life, particularly in the communities surrounding its business operations. The overarching goal is to create long-term, sustainable value for all stakeholders by integrating responsible practices into the core of business operations.

During the financial year ended March 31, 2025, the Company fulfilled its CSR obligations through well-structured projects and programmes across diverse focus areas including Healthcare, Education, Environmental Sustainability, Sanitation, Access to Safe Drinking Water, Skill Development and Livelihood Enhancement, Heritage and Cultural Preservation, Women Empowerment, and Promotion of Diversity and Inclusion. The Company places special emphasis on initiatives that benefit vulnerable and marginalized sections of society, ensuring equitable development and social upliftment.

By actively engaging in these critical areas, the Company demonstrates its role as a responsible corporate citizen. The CSR Policy reaffirms the belief that sustainable business success is best achieved when economic growth is aligned with social progress and environmental stewardship. Through its CSR initiatives, the Company continues to make a positive difference in the communities where it operates.

2. Composition of CSR Committee:

S. No.	Name of 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
i)	Mr. Pradeep Dinodia	Chairman (Non-Executive Director)	2	2
ii)	Mr. Inderdeep Singh*	Independent Director	2	1
iii)	Ms. Tina Trikha**	Independent Director	2	1
iv)	Ms. Meenakshi Dass	Non-Executive Director	2	2
v)	Mr. Luv Deepak Shriram	Whole-Time Director	2	2
vi)	Mr. Krishnakumar Srinivasan	Managing Director & CEO	2	2

***Note:** *Consequent to completion of the tenure of Mr. Inderdeep Singh, he ceased to be Independent Director w.e.f. close of business hours of 28.7.2024 and the Member of CSR Committee.*

*** Ms. Tina Trikha was appointed as Independent Director w.e.f. 13.5.2024 and was appointed as a Member of the CSR Committee w.e.f. 29.7.2024.*

3. Web-link where the Composition of the CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: https://shrirampistons.com/investors-guide-2/

4. 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: Not applicable to the Company; however, the Company has voluntarily undertaken an independent impact assessment of its CSR projects through CII - Centre of Excellence for Sustainable Development. The executive summary of the assessment is enclosed as Appendix A to this annexure.

5. **i) Average Net Profit of the Company as per Section 135(5) of the Act:** Rs. 4053.28 Million

ii) Two percent of the average net profit of the Company as per section 135(5) of the Act: Rs. 81.07 Million

iii) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

iv) Amount required to be set off or the financial year, if any: Nil

v) Total CSR obligation for the financial year (b+c+d): Rs. 81.07 Million

6. **i) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** Rs. 67.68 Million

ii) Amount spent on Administrative Overheads: Rs. 3.81 Million

iii) Amount spent on Impact Assessment, if applicable: Rs. 0.72 Million

iv) Total amount spent for the Financial Year [(i)+(ii)+(iii)]: Rs. 72.21 Million

v) CSR amount spent or unspent for the Financial Year:

(Amount Rs. in Million)

Total Amount Spent for the Financial Year	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
72.21	8.86	29.4.2025	-	-	-

vi) Excess amount for set off, if any:

S. No.	Particular	Amount (Rs. in Million)
i)	Two percent of average net profit of the Company as per sub section (5) of section 135	81.07
ii)	Total amount spent for the Financial Year 2024-25	72.21
iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

7. a) Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

(Amount Rs. in Million)

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years.	Deficiency, if any
					Name of the Fund	Amount	Date of transfer		
i)	2020-22	9.08	0.49	0.49	-	-	-	-	-
ii)	2021-23	2.09	1.47	0.72	-	-	-	0.75	-
iii)	2022-24	8.63	8.63	6.85	-	-	-	1.78	-
	Total	**21.43**	**10.59**	**8.06**	**-**	**-**	**-**	**2.53**	**-**

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Years

○ Yes ● No

If Yes, enter the number of Capital assets created/ acquired: Not applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year.

S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code 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
Not Applicable						

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5): The Implementation of CSR projects is in progress and the balance unspent amount belongs to ongoing projects of the Company and shall be utilized within the time limit as prescribed under Section 135 of the Act read with relevant rules thereunder including any modification(s) thereof from time to time.

May 07, 2025
New Delhi

(Pradeep Dinodia)
Chairman of CSR Committee

(Krishnakumar Srinivasan)
Managing Director & CEO

Appendix-A

Executive Summary of the Impact Assessment Study

The Company has voluntarily undertaken an independent impact assessment of its CSR projects through CII – Centre of Excellence for Sustainable Development (CII-CESD), New Delhi. The assessment covered six intervention areas across elderly care, healthcare, livelihood, and education.

The study evaluated the Social Return on Investment ("SRoI") for each project, revealing the following monetary value created for every rupee spent:

S. No.	PROJECT	MONETARY VALUE (INR) (for every Re. ONE spent)
1)	Old Age Home	Rs 2.80
2)	Mobile Medical Unit	Rs. 2.40
3)	Karate Classes	Rs. 1.80
4)	Girls Karate Classes	Rs. 1.80
5)	Medical Dispensary-1	Rs. 3.10
6)	Medical Dispensary-2	Rs. 4.60
7)	Silai Training School	Rs. 3.90
8)	PM Shri Tijara Govt Girls School	Rs. 4.80
OVERALL SRoI RATIO (for SPRL CSR activities)		**Rs. 3.41**

The overall SRoI for SPRL's CSR interventions stood at 1 : 3.41, indicating that every rupee invested generated a social value of Rs. 3.41. This underlines the significant impact and effectiveness of SPRL's CSR initiatives in creating meaningful community outcomes.

SHRIRAM®

SPRL's Journey in

CSR

Progress that revolves around giving back to the society

Healthcare | Education | Environment | Sanitation/ Drinking Water | Other Areas

CSR ACTIVITIES
HEALTHCARE

Third Floor Ward

Physiotherapy

NSS Prosthetic Hospital

Staying true to their philosophy of "fulfilling commitments and changing lives," Shriram Pistons & Rings Ltd. (SPRL) has taken a meaningful step in healthcare through its CSR efforts.

The upcoming NSS Prosthetic Hospital — later this year located at Udaipur — brings together SPRL employees, healthcare workers, and community leaders in a shared mission of compassion.

The hospital will offer advanced prosthetic and orthotic care to underprivileged individuals with limb disabilities, aiming to restore their mobility, confidence, and dignity.

With this initiative, SPRL reinforces that its CSR is more than a promise—it's a mission driven by heart and purpose. The strengthened NSS in turn continues to ensure quality, accessible healthcare for all free of cost.

Efforts like these reflect SPRL's vision of "impacting lives beyond business", building a foundation for lasting change and empowered communities.

Delhi Dispensary

With a vision of care for every life, SPRL's dispensary in Delhi provides timely consultations and essential medicines to those in need. It also provides various blood tests at concessional rates. Focused on the underprivileged, these services ensure that no one is denied treatment due to financial constraints.

Vinayak Charitable Hospital Ghaziabad

Open 24x7, Vinayak Charitable Hospital stands as a beacon of hope. Equipped with emergency services, a pharmacy, and a pathology lab, the hospital ensures timely and quality treatment for all who walk through its doors.

Prosthetic Camps

SPRL organizes assessment camps for individuals with limb loss, providing custom-made prosthetics and physiotherapy support. These efforts help recipients walk without crutches. Each limb is more than a tool — it's a step toward restored dignity and independence.

Medical Camp

Regular health camps conducted by SPRL offer:

- Free consultation & Free medicines
- Eye check-ups
- ECG screenings
- Blood pressure and sugar level testing
- Blood donation camps, helping build a vital reserve for emergency situations

These camps serve as critical lifelines for early detection and preventive care.

Eye Testing

ECG Checkup

Blood Donation Camp

BP & Blood Sugar Testing

Purposeful Giving

From distributing smart sticks to the visually impaired to ensuring menstrual hygiene through sanitary pad drives, SPRL responds to everyday challenges with empathy and practical action—addressing needs that are often overlooked but deeply impactful.

Smart Stick distributed to the visually impaired

Sanitary Pad Distribution

CSR ACTIVITIES **EDUCATION**

Mini Science Centre : Nurturing curiosity from a young age, SPRL has established a Mini Science Centre where students engage in hands-on experiments—bringing science to life and learning beyond the textbook.

Workshop Classes : Through immersive, Gurukul-style training, SPRL supports ITI students with practical skills that bridge the gap between education and employability—paving the way for a stronger, skilled workforce.

CSR ACTIVITIES **ENVIRONMENT**

Green Initiatives : From preparing land for forestation to ongoing tree plantation drives, SPRL is committed to restoring balance in nature—reducing carbon footprint, pollution, increasing green cover, and protecting the biodiversity.

Solar Energy Installations : By installing solar panels, SPRL makes a long-term investment in energy conservation—lowering electricity use while promoting cleaner, sustainable living.


Preparing Land for Forest Plantation


Forest Plantation Activity in Pithampur


Dense Miyawaki Forest Tree Plantation at NDRF Campus by SPRL, Supported by Catch Foundation


Solar Panels Installed

CSR ACTIVITIES **SANITATION/DRINKING WATER**


Toilet Built in School

Water Cooler installed

With a commitment to provide safe drinking water for all, SPRL installs water coolers with RO/filter & builds toilets in schools /offices — promoting hygiene, dignity, and a healthier environment.

CSR ACTIVITIES **OTHER AREAS**

Women entrepreneurs making their products by hand

CSR ACTIVITIES **WOMEN EMPOWERMENT**

Silai School Bhiwadi

SPRL's commitment to make women self-reliant has led to a tie-up with EDII, Ahmedabad, for turning 50 women in Ghaziabad District into self-entrepreneur groups.

Silai Schools : SPRL's sewing centres empower women with a life skill that leads to financial independence and self-worth.

Self-Defence & Computer Classes : With safety and digital literacy at the forefront, SPRL offers self-defence training and computer courses—helping women step confidently into a self-reliant future.

Self Defense Classes Ghaziabad

GNK Silai School Support

Beneficiries of Computer Course - GNK College Ghaziabad

Women Selection Project Shashakt

COMMUNITY WELFARE ACTIVITIES

श्रीराम पिस्टन्स ने क्षय रोगियों के लिए किया दवाईयों का निशुल्क वितरण

कंपनी समाजसेवी में निभा रही हैं अग्रणी भूमिका

दिव्यांगों के लिए कृत्रिम अंग प्रत्यारोपण शिविर आयोजित

तिजारा और टपूकड़ा के सरकारी अस्पतालों को मिली अत्याधुनिक सीबीसी मशीनें

स्मार्ट क्लास का हस्तांतरण

भिवाड़ी, (मनोज गुप्ता): श्रीराम पिस्टन्स एंड रिंग्स लिमिटेड की ओर से दो स्कूलों में स्मार्ट क्लास का ...रण। कंपनी के कार्यकारी निदेशक सुमेना मुखर्जी ...

कृत्रिम अंग प्रत्यारोपण एवं स्मार्ट मैजिक स्टिक वितरण कार्यक्रम आयोजित

तिजारा व टपूकड़ा के सामुदायिक अस्पतालों को मिली अत्याधुनिक सीबीसी मशीनें

वीडियो कांफ्रेंसिंग के माध्यम से जुड़े अधिकारी

श्रीराम पिस्टन एंड रिंग्स लिमिटेड पथरेड़ी की तरफ से श्रीमान जिला कलेक्टर महोदय एवं डॉक्टर अरविंद गेट मुख्य चिकित्सा एवं स्वास्थ्य अधिकारी खैरथल तिजारा को विधानसभा क्षेत्र तिजारा की सामुदायिक स्वास्थ्य केंद्र तिजारा एवं टपूकड़ा के लिए दो 9 पार्ट सीबीसी मशीन सौंपी गई।

अब छात्राएं भी विज्ञान प्रयोगशाला में सीखेंगी विज्ञान का सही ज्ञानः संजय कुमा...

श्रीराम पिस्टन्स ने सात लाख रुपये की लागत से कॉलेज में कराया गया विज्ञान प्रयोगशाला का नि...

दिव्यांगों के लिए कृत्रिम अंग प्रत्यारोपण शिविर एवं नेत्रहीन व्यक्तियों के लिए स्मार्ट मैजिक स्टिक वितरण कार्यक्रम आयोजित

हाइजीन जागरूकता कार्यक्रम

भिवाड़ी, (मनोज गुप्ता): श्रीराम पिस्टन्स रू पथरेड़ी की ओर से सीनियर सेकेंड्री स्कूल फकरुद्दीनका में गां... की महिलाओं के लिए व्यक्तिगत हाइजीन जागरूक... एवं सेनेट्री पैड का वितरण कार्यक्रम का आयोजन हुआ... कंपनी के वरिष्ठ प्रबंधक दिलवर सिंह वर्धन ने बता... कि हमें स्वस्थ रहने के लिए व्यक्तिगत रूप से भी स... सफाई रखनी चाहिए।

श्रीराम पिस्टन्स कम्पनी ने किया निशुल्क ब्लाइंड स्टिक वितरण

समाज से विकलांगता को समाप्त करने के लिए प्रयास करती रहेगी कंपनी

ANNEXURE - VI TO BOARDS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

(For the Financial Year Ended on 31st March, 2025)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Shriram Pistons & Rings Limited
3rd Floor, Himalaya House,
23 Kasturba Gandhi Marg, New Delhi-110001

We were appointed by the Board of Directors of **Shriram Pistons & Rings Limited** (hereinafter called "the Company") at the Board Meeting held on May 13, 2024 to conduct the Secretarial Audit for the Financial year 2024-25.

A. Management's Responsibility on Secretarial Compliances

The Company's Management is responsible for the preparation and maintenance of the secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

B. Auditor's Responsibility

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

C. Opinion

1) We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

2) Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and we hereby report that in our opinion, the Company has during the audit period covering the Financial period ended on the 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

   I. The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;

   II. The Secretarial Standard with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;

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

   IV. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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

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

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

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

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

      d) The Securities and Exchange Board of India (Depository participant) Regulations, 2018, as amended;

e) The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018; **Not applicable.**

f) The Securities and Exchange Board of India (Share based Employee benefits and Sweat Equity) Regulations, 2021 in relation to Employee Stock Option Scheme; **Not applicable.**

g) The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **Not applicable.**

h) 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;

i) The Securities and Exchange Board of India (Delisting of Equity Shares) regulations, 2021; **Not applicable.**

j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable.**

3) We have also examined compliance with the applicable clauses of the Secretarial Standards issued by Institute of Company Secretaries of India.

We further report that during the period under review:

The Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

I further report on the basis of management representation, recording in the Minutes of Board Meetings and documents provided, I am of the view that the Company has ensured compliance with other laws generally applicable to it as mentioned below:

1. The Water (Prevention and Control of Pollution) Act, 1974)
2. The Air (Prevention and Control of Pollution) Act, 1981;
3. The Environment (Protection) Act, 1986;
4. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
5. Factories Act, 1948;
6. Payment of Wages Act. 1936;
7. Minimum Wages Act, 1948:
8. Employees State Insurance Act, 1948;
9. Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

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

For APAC & Associates LLP
Company Secretaries,
ICSI Unique Code.: P2011DE025300
Peer Review Cert. No.: 3688/2023 valid till 30.06.2028

Chetan Gupta
Managing Partner
Membership No.: F6496
COP No.: 7077
UDIN: F006496G000292650

Place: New Delhi
Date: May 07, 2025

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

Annexure-A

To,
Shriram Pistons & Rings Limited
3rd Floor, Himalaya House,
23 Kasturba Gandhi Marg, New Delhi-110001

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. We have followed the audit practices and processes as we were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and the happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For APAC & Associates LLP
Company Secretaries,
ICSI Unique Code.: P2011DE025300
Peer Review Cert. No.: 3688/2023 valid till 30.06.2028

Chetan Gupta
Managing Partner
Membership No.: F6496
COP No.: 7077
UDIN: F006496G000292650

Place: New Delhi
Date: May 07, 2025

ANNEXURE - VII TO BOARD'S REPORT

FORM No. MR-3

SECRETARIAL AUDIT REPORT
(For the Financial Year Ended on 31st March, 2025)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
SPR Engenious Limited
3rd Floor, Himalaya House,
23 Kasturba Gandhi Marg, New Delhi-110001

We were appointed by the Board of Directors of **SPR Engenious Limited** (hereinafter called "the Company") at the Board Meeting held on May 13, 2024 to conduct the Secretarial Audit for the Financial year 2024-25.

A. Management's Responsibility on Secretarial Compliances

The Company's Management is responsible for the preparation and maintenance of the secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

B. Auditor's Responsibility

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

C. Opinion

1) We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

2) Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and we hereby report that in our opinion, the Company has during the audit period covering the Financial period ended on the 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

   I. The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;

   II. The Secretarial Standard with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;

   III. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; **Not applicable**

   IV. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent applicable on unlisted Company; **Not applicable**

   V. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable**

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

   a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; **Not applicable**

   b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended; **Not applicable**

c) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; **Not applicable**

d) The Securities and Exchange Board of India (Depository participant) Regulations, 2018, as amended; **Not applicable**

e) The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018; **Not applicable**

f) The Securities and Exchange Board of India (Share based Employee benefits and Sweat Equity) Regulations, 2021 in relation to Employee Stock Option Scheme; **Not applicable**

g) The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable**

h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable**

i) The Securities and Exchange Board of India (Delisting of Equity Shares) regulations, 2021; **Not applicable**

j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable**

*The Company being a material subsidiary of Shriram Pistons & Rings Limited (SPRL), some of the employees and directors of the Company have been categorized as Designated Persons and are covered by the code of conduct of SPRL under the SEBI (PIT) Regulations, 2015.

3) We have also examined compliance with the applicable clauses of the Secretarial Standards issued by Institute of Company Secretaries of India.

We further report that during the period under review:

The Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. No changes took place in the composition of the Board of Directors and KMPs during the period under review.

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

I further report, as informed to us, there no other Sector Specific Laws applicable to the company during the audit period. We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

For APAC & Associates LLP
Company Secretaries,
ICSI Unique Code.: P2011DE025300
Peer Review Cert. No.: 3688/2023 valid till 30.06.2028

Chetan Gupta
Managing Partner
Membership No.: F6496
COP No.: 7077
UDIN: F006496G000292861

Place: New Delhi
Date: May 07, 2025

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

Annexure-A

To
SPR Engenious Limited
3rd Floor, Himalaya House,
23 Kasturba Gandhi Marg, New Delhi-110001

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. We have followed the audit practices and processes as we were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and the happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

For APAC & Associates LLP
Company Secretaries,
ICSI Unique Code.: P2011DE025300
Peer Review Cert. No.: 3688/2023 valid till 30.06.2028

Chetan Gupta
Managing Partner
Membership No.: F6496
COP No.: 7077
UDIN: F006496G000292861

Place: New Delhi
Date: May 07, 2025

ANNEXURE - VIII TO BOARDS' REPORT

Form AOC-1

[Pursuant to first proviso to Sub-Section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

Part "A": Subsidiaries

Sr. No.	Particulars	Subsidiary 1@	Subsidiary 2*	Subsidiary 3**	Subsidiary 4***
1	Name of the subsidiary	SPR Engenious Limited	SPR EMF Innovations Private Limited *(Formerly EMF Innovations Private Limited)*	SPR Takahata Precision India Private Limited *(Formerly Takahata Precision India Private Limited)*	SPR TGPEL Precision Engineering Limited *(Formerly TGPEL Precision Engineering Limited)*
2	The date since when subsidiary was acquired	26.9.2022 (Date of Incorporation)	11.1.2023	16.10.2023	24.12.2024
3	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Not applicable as reporting period of Holding and Subsidiary Companies are same i.e. from 1.4.2024 to 31.3.2025			
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:** Authorised share capital : Paid-up share capital :	 Rs. 6,05,00,00,000 Rs. 6,00,00,00,000	 Rs. 35,00,00,000 Rs. 17,51,70,820	 Rs. 1,95,00,00,000 Rs. 1,83,50,00,000	 Rs. 70,00,00,000 Rs. 39,58,12,600
6	Reserves & surplus (Rs./Mn.)	(101.85)	718.04	(625.52)	483.08
7	Total assets (Rs./Milion)	6,248.59	1,144.63	2,531.29	1105.85
8	Total Liabilities (Rs./Million)	6,248.59	1,144.63	2,531.29	1105.85
9	Investments (Rs./Million)	4,425.42	110.89	-	-
10	Total Income (Rs./Million)	236.30	237.56	2,977.41	1300.65
11	Profit/(Loss) before taxation (Rs./Million)	(56.55)	(36.98)	318.43	221.03
12	Provision for taxation (Rs./Million)	-	-	(41.11)	59.44
13	Profit/(Loss) after taxation (Rs./Million)	(56.55)	(36.98)	359.54	161.59
14	Proposed Dividend	NIL	NIL	NIL	NIL
15	% of shareholding	100	66.42*	62.00**	100***

1. Names of subsidiaries which are yet to commence operations: NIL
2. Names of subsidiaries which have been liquidated or sold during the year: NIL
3. Names of subsidiaries which have been struck off during the year: NIL

@ Wholly owned subsidiary of the Company

*Holding 66.42% shares through SPR Engenious Limited, Wholly-owned subsidiary.

**Holding 62.00% shares through SPR Engenious Limited, Wholly-owned subsidiary.

***Holding 100% shares through SPR Engenious Limited, Wholly-owned subsidiary.

Part "B": Associates and Joint Ventures

This is not applicable, as there are no Associate Companies or Joint Venture Companies of the Company.

For and on behalf of the Board of Directors

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

New Delhi
May 07, 2025

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Cheif Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv Deepak Shriram
Wholetime Director
DIN : 00051065

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

S.No.	Questions	Responses
1.	Corporate Identity Number (CIN) of the Listed Entity	L29112DL1963PLC004084
2.	Name of the Listed Entity	Shriram Pistons & Rings Limited
3.	Year of incorporation	1963
4.	Registered office address	3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi- 110001
5.	Corporate address	3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi- 110001
6.	E-mail	compliance.officer@shrirampistons.com
7.	Telephone	011-23315941
8.	Website	https://shrirampistons.com/
9.	Financial year for which reporting is being done	2024-25
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)
11.	Paid-up Capital	Rs. 44,04,98,240/-
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. Pankaj Gupta **Designation:** Company Secretary **Email:** compliance.officer@shrirampistons.com Phone: 011-23315941
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis (“SPRL” or “The Company”)
14.	Name of assurance provider	Not applicable as the company will be undergoing assurance as per regulatory requirements in future cycles of reporting
15.	Type of assurance obtained	Not Applicable

II. Products/Services

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

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
i)	Manufacturing & Sale of automotive components	Pistons, Piston Pins, Piston Rings, Engine Valves, Cylinder Liners etc.	97

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
i)	Pistons, Piston Rings, Piston Pins, Engine Valves and Cylinder Liner	281; Sub-division: 2811	97

III. Operations

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

Location	Number of plants	Number of offices	Total
National	8	11	19
International	0	0	0

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	28 States and 8 Union Territories
International (No. of Countries)	45

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

The contribution of Exports is 15% of the total turnover of the Company.

c. A brief on types of customers

The Company caters to a diverse customer base, which can be categorized into four primary groups:

- Domestic OEMs (Original Equipment Manufacturers within India),
- Domestic Aftermarket (customers purchasing replacement parts within India),
- International OEMs (Original Equipment Manufacturers outside of India), and
- International Aftermarket (customers purchasing replacement parts outside of India).

This segmentation has enabled the Company to tailor its products and services to meet the specific needs of each customer group effectively.

IV. Employees

20. Details as at the end of Financial Year: FY 2024-25

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	Employees					
i)	Permanent (D)	1,392	1,326	95.26	66	4.70
ii)	Other than Permanent (E)	100	88	88.00	12	12.0
iii)	Total employees (D + E)	1,492	1,414	94.77	78	5.20
	Workers					
iv)	Permanent (F)	2,465	2,465	100.00	0	0
v)	Other than Permanent (G)	6,130	5,914	96.00	216	3.50
vi)	Total employees (F + G)	8,595	8,379	97.00	216	2.50

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	Differently-abled employees					
i)	Permanent (D)	2	2	100	0	0
ii)	Other than Permanent / Contractual / Third Party (E)	0	0	0	0	0
iii)	Total differently abled employees (D + E)	2	2	100	0	0
	Differently-abled workers					
iv)	Permanent (F)	10	10	100	0	0
v)	Other than Permanent / Contractual / Third Party (E)	32	32	100	0	0
vi)	Total differently abled workers (F+G)	42	42	100	0	0

21. **Participation/Inclusion/Representation of women**

Representative Stakeholder	Total (A)	No. and percentage of Females (B)	
		No. (B)	% (B / A)
Board of Directors (BOD)	10*	3	30
Key Management Personnel (KMP)	4**	0	0

**Besides the above, there are two (2) Alternate Directors*

***KMP includes MD & CEO and Whole Time Director which are also included under BOD*

22. **Turnover rate for permanent employees and workers**

	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Turnover rate for Permanent Employees (%)	11	8	11	13	12	13	13	22	13
Turnover rate for Permanent Workers (%)	3	NA*	3	3	NA*	3	2	NA*	2

**No females left the company in the reporting periods.*

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. **(a) Names of holding / subsidiary / associate companies / joint ventures**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
i)	SPR Engenious Limited	Wholly-owned Subsidiary	100.00	Yes
ii)	SPR EMF Innovations Private Limited (SPR EMFI) *(formerly EMF Innovations Private Limited)*	Step-down Subsidiary*	66.42	Yes
iii)	SPR Takahata Precision India Private Limited (SPR Takahata) *(formerly Takahata Precision India Private Limited)*	Step-down Subsidiary*	62.00	Yes
iv)	SPR TGPEL Precision Engineering Limited *(formerly TGPEL Precision Engineering Ltd./originally Timex Group Precision Engineering Ltd.)*	Step-down Subsidiary*	100.00	Yes

**The Company acquired the equity stake in SPR EMFI, SPR Takahata & SPR TGPEL through its wholly owned subsidiary SPR Engenious Limited.*

The Company has also acquired 100% equity stake in Karna InterTech Private Limited on 1st April 2025.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - Yes

(ii) Turnover (in Rs.) : Rs. 31,795.09 million

Net worth (in Rs.) : Rs. 24,090.86 million

VII. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks (e.g., categorization of grievances if available)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	The Company takes its stakeholder grievances very seriously. Towards this, we have a dedicated email ID for all stakeholders to raise their queries, concerns, or feedback by writing to compliance.officer@shrirampistons.com. *This mailbox is monitored/ tracked regularly to ensure timely attention.*	Nil	Nil	-	Nil	Nil	-
Investors (other than shareholders)	Additionally, the Company also has a Grievance Redressal Policy to govern and provide oversight on all grievance mechanisms of the company.	Nil	Nil	-	Nil	Nil	-
Shareholders	This is dedicated for each stakeholder and communicated on a periodic basis.	Nil	Nil	-	Nil	Nil	-
Employees and workers		Nil	Nil	-	Nil	Nil	-
Customers		46	03	The pending complaints are being actively addressed in accordance with our Grievance redressal policies and rocedures, ensuring that customer satisfaction remains at the forefront of our priorities. We appreciate the continued trust and patience of our customers as we work to resolve these matters promptly and effectively	50	Nil	Considering the normal turnaround time required to resolve consumer complaints, all the complaints have been resolved during the year for all the businesses up to customer satisfaction.
Value Chain Partners		Nil	Nil	-	Nil	Nil	-

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 and Emissions	Both	Energy and Emissions management represents both a considerable opportunity and mitigation-demanding risk for the company. On the risk front, stringent regulatory standards and the global transition towards greener manufacturing practices impose potential operational challenges and financial liabilities, particularly under the pressing threats identified by the board, such as those associated with the IC engine's viability long term. Embracing these changes presents the company with opportunities to innovate through the adoption of cleaner, more efficient technologies, enhancing operational efficiency and competitive positioning in a marketplace increasingly governed by environmental sustainability imperatives.	To address this dual aspect of risk and opportunity effectively, the company is strategically enhancing its energy management systems and targeting a reduction in emissions through several initiatives. First, significant investments are directed towards upgrading existing electrical fittings to ensure higher energy efficiency and lower emissions. The company is also expanding its reliance on renewable energy sources, aiming for a sizeable percentage of its total energy consumption to be sourced sustainably. Furthermore, continuous monitoring and reporting systems are being implemented to track progress and make data-driven adjustments promptly. These steps align with the broader ESG goals set by the board and cater to risk mitigation amidst the economic disruptions.	Positive
2	Supply Chain Sustainability	Both	The Company recognizes supply chain sustainability as both a risk and an opportunity that significantly influences its overall success. Risks arise from potential disruptions caused by economic downturns, geopolitical tensions, or environmental catastrophes, which have been exacerbated due to global instabilities. Additionally, with intensifying competition due to over-capacity and fluctuations in the replacement business, maintaining a resilient supply chain is more crucial than ever. Conversely, effectively managing these risks presents significant opportunities for boosting operational efficiency, enhancing brand reputation, and achieving compliance with increasing regulatory demands around environmental, social, and governance (ESG) standards.	To combat potential risks and harness opportunities, the company has embarked on several strategic initiatives aimed at bolstering the resilience and sustainability of its supply chain. Key among these is the diversification of supply sources to minimize dependency on any single supplier or region, thereby mitigating potential disruption risks. The company is also increasingly engaging with suppliers on sustainability practices, ensuring that they align with the company's ESG goals. This includes regular sustainability audits and collaborative efforts to improve environmental performance across the supply chain.	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)
3	Employee Health, Safety, and Well-being	Opportunity	The Company views employee health, safety, and well-being as pivotal components of our strategic framework that drive substantial business value and operational excellence. By positioning these elements at the core of our operating principles, we align ourselves with international best practices, enhancing our reputation and establishing our company as a leader in workforce management. This proactive approach elevates our industry standing fostering a resilient and agile corporate culture capable of attracting and retaining exceptional talent, thereby promoting innovation and sustained productivity within our teams.	-	Positive
4	Digital Security and Data Privacy	Risk	The significance of digital security and data privacy cannot be understated, especially in an era where cyber threats are escalating in complexity and magnitude. The reliance on digital technologies for operational needs, coupled with the integration of sophisticated data-driven decision-making processes, places the company at a greater risk of cyber incidents. Such risks not only threaten the integrity of crucial business data but also pose substantial regulatory and reputational risks in case of data breaches.	To mitigate these risks, the company has adopted a robust and proactive approach towards digital security and data privacy. Our strategy is centered around implementing state-of-the-art cybersecurity technologies that encompass advanced threat detection systems and strong encryption methods to protect data integrity and confidentiality. In addition, we conduct regular security audits and vulnerability assessments to identify and rectify potential security gaps in our digital infrastructure. Employee training programs are systematically rolled out to heighten awareness of cybersecurity best practices and data privacy laws, ensuring that all employees understand their critical roles in maintaining our security posture.	Negative
5	Corporate Governance and Compliance	Opportunity	The Company's corporate governance and compliance proposes significant opportunities to strengthen the company's market position and enhance stakeholder trust. Strong governance structures support transparent decision-making processes, ethical business operations, and consistent compliance with evolving regulations. These factors are crucial amid increasing global scrutiny over corporate practices. Improved governance and strict compliance also fortify investor confidence and foster positive relationships with regulators, customers, and the community.	-	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)
6	Talent Management and Diversity	Both	The Company recognizes talent management and diversity as a vital opportunity to enhance organizational capabilities and drive innovation. In today's competitive business environment, where talent is a critical asset, fostering a diverse and inclusive workforce enables the company to approach problems and opportunities from varied perspectives, enhancing creativity and decision-making.	The Company acknowledges that talent management and diversity also present potential risks if not effectively addressed. The inability to attract, develop, and retain skilled talent, particularly in a highly specialized manufacturing environment, can lead to operational inefficiencies, increased recruitment costs, and loss of competitive advantage. Furthermore, a lack of diversity and inclusion may hinder the company's ability to foster innovation, adapt to evolving market demands, and meet the expectations of global stakeholders. As industry standards and customer expectations continue to evolve, any gaps in managing talent or promoting an inclusive culture may pose reputational and compliance risks, impacting long-term sustainability and growth.	Positive
7	Product Innovation and Lifecycle Management	Opportunity	The Company witnesses product innovation and lifecycle management as strategic opportunities enabling the company to remain competitive in a rapidly changing automotive landscape. With the automotive industry facing external shifts such as the threat to internal combustion (IC) engines and the increasing demand for sustainable automotive solutions, the capacity to innovate and effectively manage the lifecycle of our products from design to disposal becomes crucial. Proactive management and innovation in our products allow us to meet regulatory and environmental standards and lead the market with our competitive product offerings.	-	Positive
8	Community and Social Responsibility	Opportunity	The Company understands that community and social responsibility extends beyond corporate borders and plays a critical role in sustainable business practices. Engaging proactively with the communities where we operate enhances our goodwill; it's strategically integral to our business model. The potential to bolster community relations aligns with our core values and enhances our brand reputation, potentially leading to increased business opportunities.	-	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)
9	Climate Change Adaptation and Mitigation	Both	Climate change poses unique challenges and opportunities for the company, given the inherent vulnerability of manufacturing operations to environmental impacts and the evolving regulatory landscape on emissions and sustainability. From a risk perspective, the physical impacts of climate change, including increased frequency of natural calamities, can disrupt production processes and supply chains, directly affecting operational efficiency and costs. Additionally, policy changes aiming to reduce carbon footprints and greenhouse gas emissions could impose stricter compliance requirements, affecting the production and marketability of IC engines, which are under environmental scrutiny. Conversely, these challenges present a strategic opportunity for the company to lead in sustainability by innovating and adapting products and processes that are environmentally friendly and by enhancing resource efficiency, potentially opening new markets and strengthening consumer trust in the brand as a responsible environmental steward.	To navigate the risks and seize the opportunities associated with climate change, the company is adopting a dual strategy of adaptation and mitigation. Adaptation efforts include enhancing operational resilience by incorporating third party assessments and investing in diversifying the supply chain to minimize the risk of disruption. On the mitigation front, the company is actively reducing its carbon footprint through initiatives such as improving energy efficiency in its manufacturing plants, shifting toward more sustainable energy sources, and pursuing innovations in product design to reduce environmental impact. Additionally, the company is increasing investments in research and development focused on next-generation technologies, such as electric and hybrid vehicle components, aligning with global shifts toward reducing reliance on fossil fuels.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Description		This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.								
S. No.	**Disclosure Questions**	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
	Policy and Management Processes									
1.	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No).	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**
	b. Has the policy been approved by the Board? (Yes/No)	Yes, the Company's governance framework ensures that key policies are approved by either the Board, or a Committee of the Board, or the MD & CEO of the Company, depending on the nature of the policy and regulatory requirements, if any. Accordingly, all policies of the Company are approved by one of these three authorities.								
	c. Web Link of the Policies, if available	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
	Protection Against Victimization	Y		Y		Y				
	Employment Policy			Y						
	Tax Strategy	Y								
	Stakeholder Engagement Policy				Y					
	IT-Cyber Security Policy	Y			Y					Y
	Grievance Redressal Policy – Internal				Y	Y				

		P1	P2	P3	P4	P5	P6	P7	P8	P9
	c. Web Link of the Policies, if available	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Grievance Redressal Policy-External				Y					Y
	Fair Trade Policy	Y	Y							
	Code of Ethics and Conduct	Y								
	Business Ethics Policy	Y								
	Anti-Corruption and Anti-Bribery Policy	Y			Y					Y
	Code Of Conduct For Regulating, Monitoring And Reporting Of Trades By Directors, Designated Persons And Immediate Relative Under The Sebi (Prohibition Of Insider Trading) Regulations, 2015	Y								
	Environment Protection Policy		Y				Y			
	Environment Social and Governance Policy		Y				Y			
	Equal Opportunity for Work and Pay Policy			Y					Y	
	Equal Opportunity Policy								Y	
	Human Rights Policy				Y	Y				
	Sustainable Procurement Policy						Y			
	Sustainable Supply Chain Policy		Y				Y			Y
	Policy On Related Party Transactions	Y								
	Code Of Practices & Procedures For Fair Disclosure Of UPSI	Y			Y			Y		
	Nomination & Remuneration Policy	Y								
	Whistle Blower Policy				Y			Y		
	All the policies are available at https://shrirampistons.com/investors-guide-2/									
2	Whether the entity has translated the policy into procedures. (Yes / No)	Yes, all policies of the company have been translated into procedures, which are in various stages of implementation. Various executive committees designated with specific responsibilities have also been constituted for operationalizing these policies.								
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The Company carries a host of national and international codes, certifications and labels, being a manufacturer of various automotive parts. Few of our certificates include ISO 14001, ISO 45001, IATF16949, ISO 27001 Our policies are also developed considering relevant national acts like the Factories Act, of 1948, the Companies Act of 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations of 2015, and various other Statutes which refers to National / International codes, certifications, labels and standards								
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	**Environment** • To be Carbon Neutral by FY 2045. • Reduce emission intensity by over 50% by FY 2030. • Source 50% of total energy needs of the Compan from Renewable Sources by FY 2030. • Reduce water intensity by 35% by FY 2030. • Eliminate Single Use Plastics by FY 2027. • Reduce Waste Intensity by 5% on a year-on-year basis. • Ensure Zero Waste to Landfill by FY 2030.								

		Social • Ensure a Zero Accident Workplace. • Achieve 20% women in leadership positions by 2030. • Double the Female workforce by FY 2030. • Ensure 100% training of all contractual workers on Wellbeing and NGRBC principles by FY 2030. **Governance** • Ensure 100% coverage of business ethics Trainings by FY 2026.
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met	**Environment** • Achieved target of reducing energy intensity by 31.9%. • Achieved renewable energy sourcing of 19.8%. • Reduced water intensity by 29.2%. • Total waste generated increased by 20.3% as compared to FY 2023-24. • Increased Waste Recycling by 3% compared to % of total waste recycled. • Total Waste to Landfill is 47.94 MT, as compared to 279.17 MT in FY 2023-24. **Social** • 03 accidents observed in the reporting period which were addressed through our grievance redressal channels. • 2.9% women in workforce as on 31st Mar. 2025. • 17.4% women in leadership positions. • 94.68% of all contractual workers trained on well-being and 09 NGRBC principles. **Governance** • 97% of Employees provided training on Business Ethics.
S No.	**Governance, leadership, and oversight**	
7	Statement by director responsible for the business responsibility report, high-lighting ESG related challenges, targets, and achievements	The Company is dedicated to integrating Environmental, Social, and Governance (ESG) principles into our core operations. Our sustainability journey is characterized by various challenges, ambitious goals, and significant accomplishments. One of our main challenges is reducing our carbon footprint and managing waste effectively, which we tackle by continuously enhancing energy efficiency and adopting cleaner technologies. Socially, we prioritize the well-being and safety of our employees, especially during the ongoing pandemic, and maintain strong community relations. In terms of governance, we strive to uphold the highest standards of corporate governance and ensure compliance with evolving regulations. Our goals include achieving carbon neutrality by 2045 through the adoption of renewable energy and energy efficiency improvements and reaching zero waste to landfill by 2026 through robust waste management practices. We are also committed to providing a safe and healthy work environment, aiming for zero workplace accidents and enhanced employee engagement. Among our achievements, we have reduced energy consumption over the past three years, positively impacted over 1,00,000 lives through our CSR initiatives, and received recognition for our strong corporate governance practices. We believe that our commitment to ESG principles will drive sustainable growth and contribute to a better future for all.

8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy / (ies).	Board of Directors
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.	The Company has established the Environmental, Social and Governance Committee ('ESG Committee'), chaired by the MD & CEO and including Senior Management Personnel. The committee is tasked with advising and guiding the board in its oversight duties and providing recommendations on the company-wide ESG strategies and practices. The roles and responsibilities of the ESG Committee include: • Overseeing and evaluating the alignment of the company's strategies, policies, and initiatives with emerging developments in the ESG sphere. • Incorporating relevant initiatives concerning Environment, Health and Safety, Corporate Social Responsibility, Sustainability, and other public policy-related activities and proposals. • Assessing ESG-related risks and opportunities, and overseeing the development and implementation of management's goals, standards, and metrics to measure the company's ESG performance. • Approving ESG public disclosures and managing the company's interactions with stakeholders on ESG issues, including reviewing feedback from these disclosures. • Examining processes for monitoring the company's ESG performance. • Ensuring adherence to mandatory ESG disclosures such as BRSR and reviewing their compliance consistently. • Conducting regular assessments of the company's progress in ESG matters either weekly or monthly. Moreover, the Board has constituted additional committees, each responsible for specific aspects of the company's sustainability-related policies: • **Corporate Social Responsibility (CSR) Committee:** This committee oversees the company's CSR projects. It proposes the annual action plan which includes resource allocation for CSR initiatives to the board for approval. • **Risk Management Committee:** This committee aids the board in managing various risks including strategic, financial, operational, sectoral, sustainability, ESG, information, cyber security, and compliance risks. It ensures the implementation of effective methodologies and systems to monitor and assess these risks. • **Stakeholders' Relationship Committee:** This committee addresses and resolves shareholder grievances concerning issues like non-receipt of annual reports, issues with the transfer and transmission of securities, and non-receipt of dividends or interest. • **Audit Committee:** The committee is responsible for supervising the management's financial reporting process, ensuring the accuracy, transparency, integrity, and quality of financial disclosures. It oversees the work of internal, statutory, and cost auditors and reviews the processes and safeguards in place. • **Nomination and Remuneration Committee:** It manages the company's nomination process and succession planning for senior management and the board. It helps identify and review candidates for executive and non-executive director positions and defines roles for independent directors. The committee also assists the board in setting compensation for the company's executive directors, KMPs, and senior management.

10.	**Details of Review of NGRBCs by the Company:**																		
	Subject for Review	**Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee**									**Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)**								
		P1	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
	Performance against above policies and follow up action	The Senior Management of the Company regularly evaluates the performance in accordance with various policies of the company. Additionally, updates regarding key elements of the policies are regularly communicated to the Board and its various committees.									Policies are reviewed periodically or on a need basis from time to time and necessary updates are made wherever required								
	Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company adheres to all relevant regulations and addresses any instances of non-compliance. A Statutory Compliance Certificate is issued by the MD & CEO/Chief Financial Officer/the Company Secretary & Compliance Officer to the Board of Directors.									Annual Basis								

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.	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
		No. However, as part of overseeing internal financial controls, the Board/Committees and the Senior Management ensure compliance with the policies stated above. The Company has obtained certifications under various national and international standards, including ISO 45001:2018/OHSAS 18001, ISO 14001:2015, ISO 9001:2015, IATF 16949:2016, ISO 27001:2022, etc. These certifications include assessments of the Company's policies by independent external assessors such as TÜV and other accredited bodies. Additionally, the Company has undergone independent evaluations and sustainability assessments by reputed agencies such as Dun & Bradstreet (D&B) and EcoVadis, which further validate the effectiveness and implementation of its policies across environmental, social, and governance parameters.								

12.	**If answer to question (1) under Policy and Management Processes 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)	Not Applicable								
	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
	The entity does not have the financial or / human and technical resources available for the task (Yes/No)									
	It is planned to be done in the next financial year (Yes/No)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

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

Essential Indicators

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

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	11	Principle 1: Ethics, Code of Conduct and Governance Principle 2 to 9: BRSR Training for all BoDs An overview of the current landscape of the automotive industry, highlighting key governance and regulatory developments, global business trends, CSR and financial reporting practices. It also covers whistleblower mechanisms, related party transaction compliance, materiality policies, risk management, cybersecurity, and ESG commitments.	100%
Key Managerial Personnel	23	Principle 1: Ethics, Code of Con-duct and Governance Principle 2 to 9: BRSR Training for all BoDs Key Managerial Personnel are kept informed on relevant regula-tory updates and compliance requirements. Areas of focus in-clude corporate governance, Companies Act, SEBI regulations, ESG, cybersecurity, code of con-duct, whistleblower policy, POSH, HR and welfare policies, financial reporting, insider trading norms, related party transactions, and disclosure obligations. Global and national financial and busi-ness trends are also regularly shared.	100%
Employees (other than BoD and KMPs)	189	Principle 3: Health and Safety Principle 5: Human Rights and POSH Training sessions focused on key areas including 6Ps, POSH, risk assessment, emergency preparedness, ESG, ISO 14001 & 45001, quality tools, root cause analysis, cybersecurity, TPM, strategic planning, finance for non-finance, insider trading, customer complaint handling, team building, and employee well-being.	87.90%
Workers	2,764	Principle 3: Health and Safety Principle 5: Human Rights and POSH Awareness programs covered behaviour-based safety, fire safety, emergency preparedness, PPE usage, hand safety, and chemical handling. Sessions also focused on discipline, teamwork, factory law compliance, unconscious bias, mental wellness, workplace happiness, measurement tools and calibration, along with the associate's role in quality improvement.	94.68%

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

Monetary					
	NGRBC Principles	**Name of the regulatory / enforcement agencies / judicial institutions**	**Amount (In INR)**	**Brief of the case**	**Has an appeal been preferred? (Yes/No)**
Penalty/ Fine	1	Assistant Commissioner, CGST, Bhiwadi, Alwar (Rajasthan)	Penalty of INR 1,42,52,553/- and applicable interest	Supply of storage bins and circlips be treated as mixed supply and GST be leviable at higher rate as applicable to principal supply.	Yes
	1	Dy. Commissioner of State Tax, Pune (Maharashtra)	Penalty of INR 31,57,259/- and Interest of INR 2,63,68,660/-	Alleged variation in taxable amount as per (i) E-way bills/ trial balance and GST return; (ii) tax not paid on freight outward etc.	Yes
	1	Assistant Commissioner, Sector-3 (Mobile Squad-2), Ghaziabad	Penalty of INR 8,47,826/-	Mismatch between actual vehicle no. and vehicle no. mentioned on E-way bill.	Yes
	1	Assistant Commissioner, Division-III, CGST, Ghaziabad	Penalty of INR 36,45,828/- & INR 25,000/-	Mismatch of GST between tax payable as per table 4 + tax declared in table 10 - tax declared in table 11 of annual return during FY 2017-2018.	Yes
	1	Assistant Commissioner, Division-III, CGST, Ghaziabad	Penalty of INR 80,33,150/- & interest as applicable	Company has availed or utilised wrong GST input credit.	Yes, order rectified in Company's favor.
Settlement	Not applicable				
Compounding fee	Not applicable				

Non-Monetary					
	NGRBC Principles	Name of the regulatory / enforcement agencies / judicial institutions	Amount (In INR)	Brief of the case	Has an appeal been preferred?
Imprisonment	Not applicable				
Punishment	Not applicable				

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

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

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

As part of the Company's Code of Conduct, we have established anti-corruption and anti-bribery guidelines. We uphold a strict zero-tolerance policy towards corruption and bribery, enforced through our Anti-Corruption & Anti-Bribery Policy, which mandates severe consequences for anyone involved in such unethical activities. This policy applies to all employees, the Board of Directors, and senior management. It prohibits employees from offering or accepting bribes in any form, including gifts, donations, hospitality, or entertainment, from current or potential suppliers, customers, or any third parties involved in business dealings. To ensure understanding and adherence to this policy, all employees are encouraged to participate in training sessions.

The weblink of the Anti-Corruption and Anti-Bribery Policy of the Company: https://shrirampistons.com/wp-content/uploads/2024/08/ANTI-CORRUPTION-AND-ANTI-BRIBERY-POLICY.pdf

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

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest:

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	NIL	-	NIL	-
Number of complaints received in relation to issues of conflict of interest of the KMPs	NIL	-	NIL	-

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.**

Regulatory Action	FY 2024-25 (Current Financial Year)				
	Incident description	Number	Incident type	Corrective action	Attachment of MOM
NIL	Not Applicable				
Regulatory Action	**FY 2023-24 (Current Financial Year)**				
	Incident description	**Number**	**Incident type**	**Corrective action**	**Attachment of MOM**
NIL	Not Applicable				

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

(BRSR Core Attribute 8: Fairness in Engaging with Customers and Suppliers) –

	FY 2024-25	FY 2023-24
Number of days of accounts payables	107	103

9. **Open-ness of business:**

(BRSR Core Attribute 9: Open-ness of business)

Provide details of concentration of purchase 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 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	19.56	18.85
	b. Number of trading houses where purchases are made from	552	676
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	15	12.75[1]
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	28.3	30.10
	b. Number of dealers / distributors to whom sales are made	1,019	1,140
	c. Sales to top 10 dealers/distributors as % of total sales to dealers / distributors	33.32	44
Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)	4.23	5.27
	b. Sales (Sales to related parties/Total Sales)	0.17	0.17
	c. Loans & advances (Loans & advances given to related parties/ Total loans & advances)	33	-
	d. Investments (Investments in related parties/Total Investments made)	97.86	88.56

[1]SPRL has conducted a robust data management exercise in the reporting period and is considering the disclosed figures as the correct baseline for the future years of reporting.

Leadership Indicators

1. Awareness programs conducted for value chain partners (VCP) on any of the principles during the financial year:

Total number of awareness programs held for VCP	Topics / principles covered under the training	Attendance of VCP	Total VCPs	%age of value chain partners covered (by value of business done with such partners) under the awareness programs
The Company is committed to building a sustainable value chain to ensure that our collaborations are free of environmental, social, and governance concerns and that we achieve consistent and sustainable growth. The Company's business partners are an integral part of the ecosystem, and the Company encourages its business partners to be responsible corporate citizens. The Company has in place a documented Code of Conduct for Suppliers to emphasize its commitments in the areas of business integrity, human rights, labor practices, environment stewardship, etc. All the agreements/contracts/purchase orders entered by the Company with the business partners include stated confirmation on the above-mentioned aspects. The Code of Conduct for Suppliers is available at https://shrirampistons.com/pdf/Suppliers-code-of-conduct.pdf. The Company takes several initiatives to create awareness amongst its value chain partners on key issues related to the 9 Principles of the National Guidelines for Responsible Business Conduct. Company's value chain partners frequently undergo awareness sessions on the Company's Anti-Bribery and Anti-Corruption Policy, the SPRL Code of Conduct, and the Prevention of Sexual Harassment Policy. Key topics covered under these awareness sessions include Governance, Ethics, Health and Safety, Labour Practices, and Human Rights.				

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.

The Company has put in place robust mechanisms to identify, prevent, and address conflicts of interest involving members of its Board of Directors, in alignment with the terms of their appointment. To support this, the Company has adopted a Code of Conduct, an Insider Trading Prevention Policy, and a Related Party Transactions Policy, all of which are applicable to the Board.

These frameworks require Directors to always act in the best interests of the Company and to ensure that any external business or personal associations do not create a conflict with the Company's operations. In the event of any actual or potential conflict, the concerned Director must promptly disclose the matter and seek the necessary approvals in accordance with relevant laws and internal policies.

Furthermore, each Director is required to submit an annual declaration confirming their adherence to the Code of Conduct, including its provisions related to conflict of interest.

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

Essential Indicators

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

Particulars	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	100	100	The cost includes overall expenditure including the expenditure made on environmental and sustainability related projects like low-carbon transition, energy efficiency, establishing circular economy and developing techno-economic solutions.
Capex	15	11	Includes investments in CO2 and other air emission (SOx, NOx and dust) reduc-tion, water conservation and effluent treatment, solid waste utilisation, im-provement of safety and employee welfare initiatives.

The Company's Research & Development initiatives combine top-class innovation with cutting-edge technology to deliver solutions in a constantly changing world. The Company also works closely with its customers to ensure they get all the support they need to design new products and applications. The R& D center at Ghaziabad focuses on process and product research, emphasizing the on developing application technologies for current and future mobility.

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

Yes, we have established a Sustainable Supplier Assessment Framework to guide our procurement practices. Majority of our purchases by value are sourced from suppliers certified under ISO 14000 or OHSAS 18000, demonstrating a strong commitment to environmental and occupational health standards. We are dedicated to procuring high-quality components while encouraging and supporting our suppliers in complying with all relevant regulatory requirements.

Our comprehensive Sustainable Procurement Policy, publicly available at https://shrirampistons.com/wp-content/uploads/2025/06/Sustainable-Procurement-Policy-1.pdf emphasizes integration of Environmental, Social, and Governance (ESG) principles throughout our supply chain. The policy includes guidelines on environmental criteria, life cycle assessments, regulatory compliance, supplier collaboration, and continuous improvement.

In line with our commitment to sustainability, we have adopted several environmentally responsible practices in sourcing and operations, including:

- A strict no-use for wood and single-use plastic in our procurement and packaging processes.
- Use of recycled alloys in manufacturing to conserve natural resources and reduce environmental footprint.

We maintain accountability through robust supplier monitoring, periodic audits, and annual performance reviews. These initiatives reflect our ongoing commitment to sustainable sourcing, innovation, and alignment with global best practices.

(b) If yes, what percentage of inputs were sourced sustainably?

17%

3. **Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Product	Process for Safe Reclamation
a. Plastics (including packaging)	The Company is registered as a brand owner and importer with the CPCB under the EPR obligation, in compliance with the Plastic Waste Management Rules. It has partnered with CPCB-authorized Plastic Waste Reprocessing agencies to recycle plastic waste.
b. E-Waste	The Company is registered in accordance with the E-Waste Management Rules as a producer with the CPCB and has committed to Extended Producer Responsibility (EPR). We have established collaborations with authorized e-waste recyclers who are CPCB-approved to ensure the environmentally sound management of end-of-life electronic products. This partnership aids in the responsible recycling, reusing, and safe disposal of e-waste, minimizing the environmental impact and promoting sustainability.
c. Hazardous Waste	The Company is duly registered with the Central Pollution Control Board (CPCB) as a producer under the Hazardous Waste Management Rules and is committed to compliance with its Extended Producer Responsibility (EPR) obligations. We have formed strategic alliances with CPCB-certified hazardous waste treatment and disposal facilities to ensure proper handling, treatment, and disposal of our hazardous waste. This meticulous approach allows us to not only adhere to regulatory standards but also to contribute actively to the prevention of environmental contamination and promote sustainable waste management practices. Major Hazardous Waste by the type of disposal method are listed below: - Oily Cotton Rags - Disposed of to the authorized party for Co-processing - Grinding Sludge - Disposed of to the authorized party for treatment & recycling - ETP Sludge - Disposed of to the authorized party for Co-processing - Used/ Waste Oil - Disposed of to the authorized party for incineration - Empty Container - Disposed of to the authorized party for treatment & recycling - Multi Effect Evaporator Salt - Disposed of to the authorized party for landfilling at Government authorized site - Aluminum Dross - Disposed of to the authorized party for recycling

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, the Company has obtained Plastic Waste EPR registration under the Plastic Waste Management Rules, 2016. The plastic packaging introduced into the market is recycled through CPCB-authorized plastic waste re-processors. During the year 100% of the plastic packaging introduced into the market was recycled by these agencies.

Leadership Indicators

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

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.
281	Pistons, Piston Rings, Piston Pins, Engine Valves	97	Well to Wheels	No	No

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.**

There are no significant social or environmental concerns and risks which arise from the disposal of the Company's products. However, the production of our products is an energy-intensive process with a substantial emission footprint. Therefore, the Company feels a strong sense of responsibility and has committed to being Net Zero across all operations by 2045.

Name of Product / Service	Description of the risk / concern	Action Taken
Chromic acid	Health & Safety Risk	Chromic acid is used in the surface coating process. The effluent generated from the process is treated chemically at ETP. The sludge thus generated is packed in HDPE bags and sent to the authorized TSDF site for further treatment and disposal.

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 material to total material	
	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Raw Material - Ferrous/Non-Ferrous (Process solid waste)	58.33%	68.00%

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

Essential Indicators

1. **Well-being of employees and workers**

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

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	1,326	1,326	100	1,326	100	Not Applicable		-	-	-	-
Female	66	66	100	66	100	66	100	Not Applicable		29	43.94
Total	**1,392**	**1,392**	**100**	**1,392**	**100**	**66**	**100**	**-**	**-**	**29**	**2.08**
Other than Permanent Employees											
Male	88	54	61.36	54	61.36	Not Applicable		-	-	-	-
Female	12	8	66.67	8	66.67	2	16.67	Not Applicable		1	8.33
Total	**100**	**62**	**62.00**	**62**	**62.00**	**2**	**16.67**	**-**		**1**	**1.00**

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	2,465	2,465	100	2,465	100	Not Applicable		-	-	-	-
Female	-	-	-	-	-	-	-	Not Applicable		-	-
Total	2,465	2,465	100	2,465	100	-	-	-	-	-	-
Other than Permanent Workers											
Male	5,914	5,887	99.54	5,887	99.54	Not Applicable		-	-	-	-
Female	216	216	100	216	100	194	89.81	Not Applicable		173	80.09
Total	6,130	6,103	99.56	6,103	99.56	194	89.81	-	-	173	2.82

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

(BRSR Core Attribute 5: Enhancing Employee Wellbeing and Safety)

Cost incurred on well-being measures as a % of total revenue of the Company	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
	0.13	0.15[2]

Note: For calculating the spending on measures towards well-being of employees and workers, the Company has considered the expense incurred towards employees/workers Health Insurance, Life Insurance, Medical Expenses, Sports Activities, Safety excellence rewards and other relevant expenses, net of any recoveries made from the employees/workers.

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

The Company provides retirement benefits to all its employees, which are aligned with regulatory requirements and market practices. Key retirement benefits offered by the Company are:

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as % of total employees	No. of workers covered as % of total workers	Deducted and deposited with the authority (Y/N/N.A)	No. of employees covered as % of total employees	No. of workers covered as % of total workers	Deducted and deposited with the authority (Y/N/N.A)
Employee Provident Fund	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
Employees' State Insurance (ESI)	100	100	Yes	100	100	Yes
Others – Mediclaim	100	100	Yes	-	-	-

A brief description of all the schemes is provided below:

i. **Employees' Provident Fund:** Defined contribution scheme with a lump sum payment at superannuation, applicable to the Company.

ii. **Gratuity:** Defined benefit scheme with a lump sum payment at superannuation, applicable to the Company.

[2] SPRL has conducted a robust data management exercise in the reporting period and is considering the disclosed figures as the correct baseline for the future years of reporting.

iii. **Employees' State Insurance Benefits:** The Employees' State Insurance Act is a social security legislation that provides medical care and cash benefit in the contingencies of sickness, maternity, disablement, and death due to employment injury to workers in India.

iv. **Superannuation Fund:** Defined contribution pension scheme for permanent employees (other than permanent workers) of the Company.

v. **National Pension Scheme:** Defined contribution retirement savings scheme applicable to the Company. The scheme is voluntary.

vi. **Employees' Pension Scheme:** Savings scheme that assures a pension to employees after retirement, wherein a part of the employer's contribution to the Employee Provident Fund is made towards the Employee Pension Scheme.

3. Accessibility of workplaces

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

Yes. The Company ensures that its premises and offices are accessible to differently abled employees and workers, adhering to the Rights of Persons with Disabilities Act, 2016 in line with our Equal Opportunity for Work and Pay *Policy. (https://shrirampistons.com/wp-content/uploads/2024/06/EQUAL-OPPORTUNITY-FOR-WORK-AND-PAY-POLICY.pdf)* We have implemented all necessary facilities and accommodations to support accessibility. In any areas that may not yet meet these standards, the Company is proactively making modifications and improvements to achieve full compliance.

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

The Company ensures equal employment opportunities, free from discrimination based on age, color, disability, marital status, nationality, race, religion, or sex. We implement an Equal Opportunity policy to ensure non-discrimination and compliance with anti-discrimination laws. The policy covers all aspects of employment and prohibits harassment, ensuring a fair and inclusive workplace. The policy is available on the given link:

https://shrirampistons.com/wp-content/uploads/2024/06/EQUAL OPPORTUNITY-FOR-WORK-AND-PAY-POLICY.pdf

5. Return to work[3] and Retention rates[4] of permanent employees and workers that took parental leave.

Particulars	Permanent Employees			Permanent Workers		
	Male	Female	Total	Male	Female	Total
Returned to work rate	-	100%	100%	-	100%	100%
Retention rate	-	100%	100%	-	100%	100%

Note: No males took paternity leave during the reporting period.

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

	Yes/No (If Yes, then give details of mechanism in brief)	Details of mechanism
Permanent Worker	Yes	The Company has established an internal grievance redressal mechanism for employees and workers, facilitated through the Human Resources department and designated compliance officers. The company ensures prompt resolution of grievances through formal channels, regular employee feedback, and adherence to its Code of Conduct. A structured system is in place for raising concerns, which are reviewed and addressed confidentially and in a timely manner.
Other than Permanent Worker	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

[3] The Company has used the following formulas to calculate return to work rate, for each category of employee (male / female / others): (Total number of employees that did return to work after parental leave in the reporting period * 100)/ (Total number of employees due to return to work after taking parental leave in the reporting period) = Return to work rate

[4] Retention rate determines who returned to work after parental leave ended and were still employed 12 months later. It has been calculated using the following formula: (Total number of employees retained 12 months after returning to work following a period of parental leave * 100)/ (Total number of employees returning from parental leave in the prior reporting period)

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

Category	FY 2024-25			FY 2023-24		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	1,392	-	-	1,367	-	-
Male	1,326	-	-	1,311	-	-
Female	66	-	-	56	-	-
Total Permanent Workers	2,465	2,465	100	2,520	2,520	100
Male	2,465	2,465	100	2,520	2,520	100
Female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On health & safety measures		On skill up-gradation		Total (D)	On health & safety measures		On skill up-gradation	
		No. (B)	%(B/A)	No. (C)	% (C/A)		No. (E)	%(E/D)	No. (F)	% (F/D)
Employees										
Male	1,414	850	60.11	1,185	83.80	1,332	827	62	1,142	86
Female	78	33	42.31	44	56.41	57	24	42	35	61
Total	1,492	883	59.18	1,229	82.37	1,389	851	61	1,177	85
Workers										
Male	8,379	7,305	87.18	6,020	71.85	6,723	2,561	38	5,401	80
Female	216	211	97.69	216	100.00	135	92	68	99	73
Total	8,595	7,516	87.45	6,236	72.55	6,858	2,653	39	5,500	80

At SPRL, continuous employee development is a key priority. Structured training programs are conducted to enhance skills at all levels, addressing both current operational needs and future readiness. These programs cover core areas such as safety, ethical practices, organizational values, and customer orientation.

Technical and functional skill development is a major focus across manufacturing and support functions. Additionally, employees receive training in business and leadership skills to strengthen managerial capabilities. With the industry evolving rapidly, special emphasis is placed on emerging areas such as digital technologies, sustainability, and agile work practices.

Training is delivered through a combination of classroom sessions, on-the-job learning, and expert-led workshops, ensuring alignment with business goals and individual growth.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Employees						
Male	1,414	1,414	100	1,332	1,318	99
Female	78	78	100	57	57	100
Total	1,492	1,492	100	1389	1,375	99
Workers						
Workers						
Male	8,379	8,379	100	6,723	6,268	93
Female	216	216	100	135	133	99
Total	8,595	8,595	100	6,858	6,401	93

The Company is committed to fostering a culture of continuous learning and development. It encourages employees to pursue higher education, professional certifications, and skill-enhancement programs relevant to their roles.

Support is provided through financial assistance, study leave, and access to internal and external learning platforms. These initiatives are closely integrated with the performance and career development framework, helping employees grow in alignment with their career goals and organizational needs.

10. Health and safety management system

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

The Company has successfully implemented the ISO 45001:2018 Occupational Health & Safety Management system across all manufacturing sites, providing comprehensive coverage for every employee. Each site features a dedicated Environmental, Health, and Safety (EHS) function tasked with the effective management of health and safety policies and procedures. Additionally, a Safety Committee, composed of both employees and senior management, spearheads safety initiatives at the site level. The EHS team conducts regular reviews and monitoring of safety performance, utilizing specific leading and trailing indicators to ensure compliance and efficacy. Integral to this management system are daily safety walks, regular safety training, periodic safety audits, a structured permit to work system, and rigorous contractor safety management, all of which contribute to maintaining high safety standards throughout the company's operations.

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 a comprehensive Health and Safety policy that applies to all its operating locations, outlining the necessary parameters to be followed. To identify work-related hazards and assess risks on both routine and non-routine bases, we employ several key processes:

1. Hazard Identification and Risk Assessment: Conducted at regular intervals to ensure ongoing safety. This process helps in proactively addressing potential risks before they escalate.
2. Safety Audits and Inspections: Regularly performed to identify potential hazards and ensure compliance with safety standards. These audits help maintain a high standard of safety and identify areas for improvement.
3. Employee Suggestions: Actively sought to gather insights and recommendations for improving workplace safety. This encourages a collaborative approach to safety, ensuring that all voices are heard.
4. Employee Engagement in Safety Activities: Facilitated through safety meetings, communication sessions, toolbox talks, and events like Safety Month to promote a culture of safety. These activities foster a sense of responsibility and awareness among employees.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)

Yes, the Company has established comprehensive processes to ensure the safety and well-being of its workers. The company has implemented the ISO 45001:2018 Occupational Health and Safety Management System, which provides a structured framework for identifying, assessing, and mitigating workplace hazards.

Key Components of the Hazard Reporting and Risk Mitigation Process:

1. Safety Incident Reporting System:

- Workers are encouraged to report accidents, near misses, and identified safety hazards through a formal reporting system.
- Reports are directed to the Environment, Health, and Safety (EHS) department for prompt investigation and corrective action.

2. Toolbox Talks and Safety Committees:

- Regular toolbox talks are conducted to raise awareness about potential hazards and safe work practices.
- Site-level safety committees, comprising workers and management, meet periodically to discuss safety concerns and implement preventive measures.

3. **Training and Awareness Programs:**
   - Employees receive periodic training on hazard identification, risk assessment, and safe work procedures.
   - Training programs are designed to empower workers to recognize hazards and take appropriate actions to mitigate risks.
4. **Provision of Personal Protective Equipment (PPE):**
   - All employees are equipped with appropriate PPE to protect against identified hazards.
   - Regular checks are conducted to ensure the proper use and maintenance of PPE.
5. **Empowerment to Remove Themselves from Unsafe Conditions:**
   - Workers are empowered to stop work if they perceive an immediate threat to their health or safety.
   - A non-punitive approach is adopted to encourage workers to report unsafe conditions without fear of retaliation.

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

Yes, employees at the Company have access to a range of non-occupational medical and healthcare services. The company recognizes the importance of supporting the overall well-being of its workforce, and as part of its commitment to employee health, the Company offers various health and wellness initiatives. These include regular medical check-ups, free diagnostic camps, and awareness programs on preventive healthcare. Additionally, the Company ensures that employees have access to necessary medical examinations and treatments to promote their long-term health.

11. Details of safety related incidents, in the following format:
(BRSR Core Attribute 5: Enhancing Employee Wellbeing and Safety)

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.048	0
Total recordable work-related injuries	Employees	0	0
	Workers	3	0
Number of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

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

In line with the Company's Health and Safety policy, various measures are taken to ensure a safe and healthy workplace for all employees and workers. The Company invest in technologies and processes to minimize manual interaction with machines and ensure compliance with statutory norms through safety audits.

Additionally, we design new facilities using the latest technology and incorporate comprehensive safety measures to minimize health risks. Recognizing our workforce as our most valued asset, we are dedicated to their safety and well-being. Measures implemented at all locations include:

1. Providing medical insurance coverage to all employees.
2. Ensuring first aid and other medical services are readily available at all locations.
3. Training personnel on best safety procedures and skills for efficient and safe duty performance.
4. Regular mock drills are conducted to assess the adequacy and readiness of the response plan. All incidents, near-misses, and observations are thoroughly investigated to implement timely mitigation measures.
5. Carefully monitoring occupational health to ensure processes are safe and do not harm personnel.

6. Qualified safety officers act as dedicated health and safety coordinators on the shop floor, ensuring the implementation of safe work practices. These coordinators, along with the central safety team, conduct regular safety walkthroughs.
7. Implementing inspection systems and conducting regular audits to identify and mitigate potential safety and health issues.

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

	FY 2024-25			FY 2023-24		
	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	1	0	-	5	0	-
Health & Safety	1	0	-	0	0	-

14. Assessments for the year

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

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

Every safety incident and near-miss are subject to a detailed investigation, and appropriate risk mitigation measures are implemented based on the established standards for incident classification, reporting, and investigation. When an incident is reported, various methodologies are used to investigate and identify the root cause. The investigation team presents corrective and preventive measures, which are reviewed at multiple management levels. These corrective actions are then implemented across all locations. Some actions taken to improve safety conditions on the shop floor include:

1. Installing static charge dissipaters in fire-prone areas.
2. Adding hose reels at specific locations.
3. Installing hand railings around fire extinguishers to prevent collisions.
4. Providing fire suppression systems in exhaust ducts.
5. Acoustic enclosure on vibrating machines, etc.

Leadership Indicators

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

Yes, we provide life insurance and compensation packages to employees and workers in the event of death or permanent disability due to medical reason.

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

The contract between the Company and its suppliers incorporates statutory provisions including payment and deduction of statutory dues. The suppliers are responsible for adherence to various statutes required for their operations, whilst the Company is responsible as a principal employer.

The Company periodically conducts due diligence to ensure that value chain partners deduct and deposit the required statutory fees. This is also reviewed as part of our internal audit process. Additionally, we regularly engage with value chain partners to educate them about responsible business practices and ensure their adherence to statutory requirements.

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

Total no. of affected employees/ workers		
	FY 2024-25	**FY 2023-24**
Employees	Not applicable	Not applicable
Workers	Not applicable	Not applicable
No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment		
	FY 2024-25	**FY 2023-24**
Employees	Not applicable	Not applicable
Workers	Not applicable	Not applicable

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)

The Company is dedicated to supporting its employees through significant career transitions, such as retirement or termination of employment. To facilitate these transitions smoothly, the Company focuses on maintaining open lines of communication and consultation. Employees are encouraged to actively engage with the human resources team, allowing them to clarify any uncertainties and receive personalized advice tailored to their specific circumstances.

In line with this approach, the Company considers offering opportunities for contractual employment to retiring individuals on a case-by-case basis. This thoughtful evaluation ensures that support is customized to meet individual needs while aligning with the operational capabilities of the Company. This is part of our broader commitment to provide personalized support to our employees as they prepare to transition out of their roles.

Furthermore, recognizing the importance of health care benefits, the Company ensures that retirees continue to receive medical insurance coverage.

PRINCIPLE 4: Businesses should respect and prompt the well-being of all employees, including those in their value chains

Essential Indicators

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

Creating sustainable value for stakeholders is central to the management strategy of the Company. We regularly engage with its stakeholders to understand their evolving needs, interests, and expectations. This engagement fosters mutual trust and close collaboration, recognizing that long-term value is co-created both within and outside the organization.

Stakeholder Identification Approach:

Stakeholders are identified based on two key criteria:

i. Their influence on the Company's internal decisions, policies, and operations, and

ii. The extent to which they are affected by the Company's business activities and strategic choices.

This dual perspective ensures that the Company's stakeholder engagement remains relevant, inclusive, and responsive.

Key Stakeholder Groups:

I. Internal Stakeholders:

- **Employees:** Considered a core asset, employees are engaged through structured communication, development opportunities, and a safe, inclusive, and healthy work environment. The company ensures equal opportunity and fair labor practices across all operations.
- **Senior Management and Board of Directors:** Responsible for upholding the highest standards of governance, integrity, and compliance, the leadership team ensures ethical conduct and oversight of sustainability and stakeholder concerns.

II. External Stakeholders:

- **Value Chain Partners (Suppliers, Dealers, and Distributors):** We maintain long-term relationships with partners based on mutual growth, transparency, and adherence to ethical business practices. Regular interactions help align them with the company's quality, sustainability, and compliance expectations.

- **Consumers:** We are committed to delivering high-quality products and services that meet safety and performance standards, along with robust after-sales support to ensure customer satisfaction.
- **Broader Community:** Our CSR initiatives are guided by its commitment to inclusive development. We actively engage in areas such as education, healthcare, sanitation, and environmental conservation, especially in communities around its operational sites.

Engagement is carried out through a variety of formal and informal channels, including employee feedback systems, vendor meetings, customer service platforms, community consultations, audits, surveys, and structured board-level reviews.

By systematically identifying and engaging with its key stakeholders, we ensure that stakeholder voices are incorporated into business strategy, risk management, and sustainability initiatives, thus reinforcing the company's long-term commitment to responsible business conduct.

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

Stakeholder group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Emails, SMS, Newspapers, Pamphlets, Advertisement, Community meetings, Notices Board, Website)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others)	Purpose and scope of engagement including key topics and concerns raised during such engagements
Employees & Workers	No	E-mails, internal newsletters, communication meetings, leadership site visits and interactions, employee engagement survey, Induction and regular training programs, toolbox talks, regular drills on safety.	Regularly	The Company's vision and mission, business performance and plans, employee welfare, health and safety, and support from management are all key focuses. Additionally, addressing workplace hazards and controls, promoting skill development, recognizing and rewarding employees, and raising awareness about core values are essential aspects.
Investors	No	Annual General meeting, corporate website, Annual Report, social media earning calls (maiden call), press releases, grievance redressal mechanism, newspaper, publications, emails & text messages.	Quarterly	Enhanced profitability and organizational growth, clear and effective communication, investor relations, and robust corporate governance practices
Regulatory Authorities	No	Periodic reports, regular direct and indirect interactions through industrial associations and other bodies.	Monthly/ Annually	Adherence to rules and regulations, timely submission of statutory reports, and addressing any issues raised by government or regulatory authorities.
Communities	Yes	Open dialogue with local communities, need based surveys to understand the community requirements, awareness meets and Health camps.	Regular engagement	Health and hygiene in rural communities, education and infrastructure development, and water conservation.
Value Chain Partners	No	Regular meeting with the suppliers, plant visits, Interactions on a regular basis.	Regular engagement	Share best practices among industries, competency development of local vendors, rewards and recognitions.
Customers	No	Regular personal interactions and discussions, market surveys, customer surveys, plant visits.	Regular engagement	Quickly addressing customer complaints, prioritizing product/ service quality and timely delivery, and fostering customer trust.

Leadership Indicators

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

   The Company has institutionalized stakeholder engagement through designated Board-level committees. The Stakeholders Relationship Committee (SRC) reviews all shareholder-related matters, ensuring transparency and responsiveness. The Corporate Social Responsibility (CSR) Committee oversees the planning, implementation, and review of the Company's CSR programmes.

   Stakeholder consultations on key topics such as ESG, EHS, and sustainability are conducted regularly through structured mechanisms like employee interactions, community engagement, supplier dialogues, and customer feedback. Insights and developments from these engagements are reviewed by senior management and escalated to the Board. The Board is kept informed of these matters and provides guidance and feedback as necessary, ensuring that stakeholder perspectives are integrated into strategic decisions.

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

   Yes, the Company's stakeholder consultation process is used to periodically appraise ESG risks and environmental and social topics that pose opportunities to business. Our customers provide us deep insight into topics such as carbon neutrality, energy investments in renewables, among others. The Company works to align policies and procedures to ensure greener products and practices with oversight of robust policies informed by our stakeholders. Our alignment with our customer policies to ensure synergy and engagement with value chain are also key activities to ensure inputs are incorporated.

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

   The Company actively identifies and engages with vulnerable and marginalized stakeholder groups through structured community needs assessments and stakeholder consultations. Based on these inputs, the Company implements focused CSR initiatives designed to promote inclusive development.

   Key areas of intervention include:

   - Preventive healthcare in underprivileged communities
   - Support to old age homes and elderly care initiatives
   - Educational assistance to students from disadvantaged backgrounds
   - Skill development and vocational training for unemployed youth and women
   - Assistance and inclusion programs for persons with disabilities
   - Women empowerment through self-help initiatives and livelihood support
   - Rural development and infrastructure improvement in underserved areas

   Each program is monitored by dedicated project committees that track implementation, address grievances, and take timely action where needed. Feedback from stakeholders is routinely incorporated to ensure relevance and effectiveness.

   The Company's commitment to equitable and inclusive growth ensures that the concerns of vulnerable groups are addressed in a responsive, transparent, and sustained manner.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

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

The Company provides regular training to all employees on its Code of Conduct and Ethics, which emphasizes integrity, fairness, and respect for human rights. The Code covers key areas such as non-discrimination, prevention of harassment, and compliance with laws. These trainings ensure employees uphold ethical standards and promote a respectful, inclusive workplace.

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	1,392	413	29.67	1,367	695	51
Other than Permanent	100	6	6.00	22	8	36
Total Employees	**1,492**	**419**	**28.08**	**1,389**	**703**	**51**
Workers						
Permanent	2,465	1,794	72.78	2,520	2,520	100
Other than Permanent	6,130	3,310	54.78	4,338	3,925	90
Total Workers	**8,595**	**5,104**	**60.00**	**6,858**	**6,445**	**94**

2. **Details of minimum wages paid to employees and workers, in the following format:**

100% of employees and workers of the Company are paid more than or equal to the minimum wage, as applicable in their respective jurisdiction.

Category	FY 2024-25[5]					FY 2023-24*				
	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										
Male	1,326	0	0	1,326	100	1,311	2	0.1	1,309	99.85
Female	66	0	0	66	100	56	-	-	56	100
Other than Permanent										
Male	88	0	0	88	100	21	-	-	21	100
Female	12	0	0	12	100	1	-	-	1	100
Workers										
Permanent										
Male	2,465	0	0	2,465	100	2,520	-	-	2,520	100
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent										
Male	5,914	1,455	24.60	4,459	75.40	5,286	1,223	23.1	4,063	76.86
Female	216	37	17.13	179	82.87	135	2	1.4	133	98.52

[5] Please note that last year reporting only consisted of Ghaziabad and Pathredi plants. However, the boundary of reporting has expanded in this reporting period to include assembly units of the Company. Hence, the performance data of current year are not strictly comparable with the last year.

* The Wages data for FY 2023-24 has been restated in this BRSR due to a correction in the calculation methodology identified during the current reporting cycle. The revised figures replace those reported in previous year's BRSR.

3. **Details of remuneration/salary/wages**

a. **Median remuneration / wages:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (Rs. in Million)	Number	Median remuneration/ salary/ wages of respective category (Rs. in Million)
Board of Directors (BoD)	7	3.40	3	6.10
Key Managerial Personnel	4	50.57	0	Not Applicable
Employees other than BoD & KMP	1,324	0.80	66	0.81
Workers (Permanent)	2,465	0.49	0	Not Applicable

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**
(BRSR Core Attribute 6: Enabling Gender Diversity in Business)

	FY 2024-25	FY 2023-24
Gross wages paid to females as % to total wages	2.8	2.3

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, Ms. Poonam Bharti, the Chief Human Resources Officer, is responsible for addressing any human rights issues related to the business. The Company also has a Human Rights Policy, Code of Conduct & Ethics and POSH Policy designed to promote and protect human rights within the organization, its operations, and supply chain. The policy ensures no retaliation against employees or associates who raise concerns. We are dedicated to upholding fundamental human rights principles, ensuring fair treatment, dignity, and equality for all individuals associated with us, including employees, contractors, customers, and stakeholders. The policy aims to create a positive and inclusive work environment while adhering to international human rights laws and conventions. Additionally, an ESG Steering Committee meets quarterly to address any human rights impacts or issues related to the business.

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

The Company recognizes the vital role businesses play in safeguarding human rights and is committed to upholding these rights for employees, communities, contractors, and suppliers. We provide a safe and supportive work environment for all. Transparency and openness are core values at every level. Employees are encouraged to share their concerns with their reporting manager or Senior Management members, and they can also independently contact the Human Resources department. We maintain an open-door policy, allowing any employee, regardless of hierarchy, to access Senior Management. Additionally, the Code of Conduct for Employees and the Whistle Blower Policy enable employees to anonymously report any suspected or actual misconduct, including human rights grievances. No reprisal or retaliatory action is taken against any employee or affiliate for raising concerns under this policy.

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

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	Nil	Nil	-	Nil	Nil	-
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child Labour	Nil	Nil	-	Nil	Nil	-
Forced Labour/ Involuntary Labour	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other Human rights related issues	Nil	Nil	-	Nil	Nil	-

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**
(BRSR Core Attribute 6: Enabling Gender Diversity in Business)

	FY2024-25 Current Financial Year	FY2023-24 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

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

The Company upholds the principle of natural justice and ensures the complainant's confidentiality is maintained throughout and after the complaint resolution process. Senior members of the organization, trained in handling complaints, the rights of complainants, and the appropriate sensitivity and judgment, manage these complaints. They ensure full confidentiality to protect the complainant during and after the resolution. The complainant is safeguarded against any adverse actions, including harassment, unfair termination, demotion, suspension, and biased behavior.

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

Yes, all essential human rights requirements are included in business agreements and the Code of Conduct with business partners. Additionally, the Code of Conduct for Business Partners applies to all suppliers and service providers, expecting them to respect human rights and avoid causing or contributing to human rights violations through their business activities.

10. **Assessments for the year:**

	% of Plants/ 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

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

In our ongoing commitment to uphold the highest standards of ethics and compliance within our operations, we conducted a thorough assessment focusing on Child Labor, Forced or Involuntary Labor, Sexual Harassment, Discrimination at the Workplace, and Wages. We are pleased to report that this evaluation revealed no significant risks or concerns in these critical areas. Given the absence of identified risks, there have been no corrective actions required or initiated. Our compliance with established policies and legal frameworks in these domains remains steadfast, underscoring our commitment to responsible and ethical business practices. We continue to prioritize regular monitoring and conduct extensive training to ensure our workforce is not only aware but also proactive in maintaining these standards.

Leadership Indicators

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

During the reporting period, no business processes have been modified or introduced for addressing human rights grievances/ complaints as there was no complaint/grievance related to human rights during the year.

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

The Company conducts comprehensive human rights due diligence to ensure the protection and promotion of human rights across its operations and supply chain. This due-diligence process includes:

- **Assessment of Risks:** Identifying and evaluating potential human rights risks associated with business activities, including those related to employees, contractors, suppliers, and communities.

- **Policy Implementation:** Ensuring that all business agreements and contracts include critical human rights requirements, and that the Code of Conduct for Business Partners is adhered to by all suppliers and service providers.
- **Monitoring and Reporting:** Regularly monitoring compliance with human rights standards and reporting any violations or concerns. This includes maintaining transparency and openness at all organizational levels.
- **Training and Awareness:** Providing training to senior members and other relevant personnel on handling human rights complaints, ensuring sensitivity, confidentiality, and appropriate judgment.
- **Grievance Mechanisms:** Establishing mechanisms such as the Whistle Blower Policy to allow employees to report any suspected or actual misconduct anonymously, including human rights grievances, without fear of retaliation.

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, necessary arrangements are made to ensure accessibility for employees and workers with disabilities. We offer training and sensitization sessions to promote awareness and understanding of the challenges faced by differently abled individuals, fostering a more inclusive work environment.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**
(BRSR Core Attribute 3: Energy footprint)

Parameter	Units	FY 2024-25	FY 2023-24
From renewable sources			
Total electricity consumption (A)	GJ	1,58,692.67	94,580.78
Total fuel consumption (B)	GJ	0	0
Energy consumption through other sources (C)	GJ	0	0
Total energy consumed from renewable sources (A+B+C)	GJ	**1,58,692.67**	**9,45,80.78**
From non-renewable sources			
Total electricity consumption (D)	GJ	5,52,039.64	5,89,021.26
Total fuel consumption (E)	GJ	88,565.13	84,355.54
Energy consumption through other sources (F)	GJ	-	-
Total energy consumed from non- renewable sources (D+E+F)	GJ	**6,40,604.77**	**6,73,376.80**
Total energy consumed (A+B+C+D+E+F)	GJ	7,99,297.43[6]	7,67,957.59
Energy intensity per rupee of turnover	GJ/ Million INR	25.14[7]	25.99
Energy intensity per rupee of turnover adjusted for Purchasing Power	GJ/ Million USD	519.42	537.20
Energy intensity in terms of physical output*	-	-	-

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

No

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

No site/facilities of the Company are classified as designated consumer under the Performance, Achieve, and Trade (PAT) scheme.

[6] Please note that last year reporting only consisted of Ghaziabad and Pathredi plants. However, the boundary of reporting has expanded in this reporting period to include assembly units of the Company. Hence, the performance data of current year are not strictly comparable with the last year.

Note: For consistency, 2023–24 data has been converted to the current year's units. Last year, the data was reported in MJ, MJ/lakh INR. Now 2023-24 figures are in GJ, GJ/million INR, and GJ/million USD (PPP).

[7] If we consider the boundary to be uniform from last year, the Energy Intensity would have been 25.08 GJ/Million INR.

*Since SPRL is revisiting its data management approach from FY 2024-25 onwards, the weight of finished goods for all our products will be assurance-ready by next year reporting cycle. The Company will disclose its energy, water and waste intensity as per physical output from next reporting cycle onwards.

3. **Provide details of the following disclosures related to water, in the following format: (BRSR Core Attribute 2: Water footprint)**

Parameter	Units	FY 2024-25	FY 2023-24
Water withdrawal by Source (in kilolitres)			
(i) Surface water	KL	214.1	-
(ii) Groundwater	KL	3,75,778.83	3,85,180
(iii) Third party water	KL	1,975.20	-
(iv) Seawater / desalinated water	KL	-	-
(v) Others	KL	22.00	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	KL	**3,77,990.13**	**3,85,180**
Total volume of water consumption (in kilolitres)	KL	3,61,117.03[8]	3,66,585
Water intensity per rupee of turnover	KL/Million INR	**11.36[9]**	**12.41**
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	KL/Million USD	234.67	256.44
Waste intensity in terms of physical output*	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

4. **Provide the following details related to water discharged: (BRSR Core Attribute 2: Water footprint)**

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	-	-
- No treatment	-	-
- With treatment - please specify level of treatment	-	-
(ii) To Groundwater	-	-
- No treatment	154 KL	-
- With treatment - please specify level of treatment	-	-
(iii) To Seawater	-	-
- No treatment	-	-
- With treatment - please specify level of treatment	-	-
(iv) Sent to third-parties	16,719 KL	18,595 KL
- No treatment	2,170 KL	-
- With treatment - please specify level of treatment	14,549 KL Primary Treatment	18,595 Tertiary Treatment + RO
(v) Others	-	-
- No treatment	-	-
- With treatment - please specify level of treatment	-	-
Total water discharged (in kiloliters)	**16,873.10 KL**	**18,595 KL**

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

No

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

Our plant operations in India are strategically located in Ghaziabad, Uttar Pradesh and Pathredi, Rajasthan, with significant advancements in sustainable water management. Both the plants have successfully achieved Zero Liquid Discharge (ZLD) status, effectively eliminating liquid waste by treating and recycling water back into the process and horticulture.

These facilities have on-site Effluent Treatment Plants (ETP), Sewage Treatment Plants (STP), and Reverse Osmosis (RO) systems. The treated water is recycled for various on-site processes and secondary uses such as toilet flushing and maintaining the greenbelt areas within the premises.

[8] Please note that last year reporting only consisted of Ghaziabad and Pathredi plants. However, the boundary of reporting has expanded in this reporting period to include assembly units of the Company. Hence, the performance data of current year are not strictly comparable with the last year.

Note: For consistency, 2023–24 data for water intensity has been converted to the current year's units. Last year, waste intensity was reported in L/Lakh INR. Now 2023-24 figures are in KL/million INR.

[9] If we consider the boundary to be uniform from last year, the water Intensity would have been 11.27 KL/Million INR.

*Since SPRL is revisiting its data management approach from FY 2024-25 onwards, the weight of finished goods for all our products will be assurance-ready by next year reporting cycle.The Company will disclose its energy, water and waste intensity as per physical output from next reporting cycle onwards.

The management and disposal of treated effluents adhere strictly to the consent orders issued by the respective State Pollution Control Boards. Our compliance with these regulations underscores our commitment to environmental stewardship particularly in the areas of water treatment and reuse.

Looking ahead, we are committed to a comprehensive strategy focusing on responsible water sourcing and efficient utilization. We continuously strive to reduce freshwater consumption by increasing the use of treated water in our operational processes and for sanitation purposes. Furthermore, we are enhancing our water conservation measures through expanded rainwater harvesting and recharge initiatives both within and external to the plant areas. This approach not only supports our production needs but also bolsters our environmental and community engagement commitments.

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

Parameter	Please specify unit	FY 2024-25	FY 2023-24[10]
NOx	MT	1.653	3.480
SOx	MT	0.056	0.068
Particulate matter (PM)	MT	0.205	0.438
Volatile organic compounds (VOC)	NIL	0	0

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

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format: (BRSR Core Attribute 1: Green-house gas (GHG) footprint)

Parameter	Unit	FY 2024-25[11]	FY 2023-24[12]
Total Scope 1 emissions	Metric tonnes of CO2 equivalent	5,744	5,174
Total Scope 2 emissions	Metric tonnes of CO2 equivalent	1,11,478	1,16,648
Total Scope 1 and Scope 2 emissions per rupee of turnover	Metric tonnes of CO2 equivalent per Million INR	3.69[13]	4.12
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	Metric tonnes of CO2 equivalent per Million USD	76.18	85.22
Total Scope 1 and Scope 2 emission intensity in terms of physical output*	-	-	-

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

Yes. GHG numbers for few months have been assured by third party.

[10]For consistency, the units for 2023-24 data have been converted to the current year's unit. Last year air emissions were reported in mg/m3. Now 2023-24 figures are in MT.

[11]Please note that last year reporting only consisted of Ghaziabad and Pathredi plants. However, the boundary of reporting has expanded in this reporting period to include assembly units of the Company. Hence, the performance data of current year are not strictly comparable with the last year.

Note: For consistency, 2023–24 data for total scope 1 & 2 intensity has been converted to the current year's units. Last year, the total scope 1 & 2 intensity was reported in MTCO2e/Lac INR. Now 2023-24 figures are in MTCO2e/million INR and MTCO2e/million USD (PPP).

[12]The Scope 1 & 2 emissions data for FY 2023-24 has been restated in this BRSR due to a correction in the calculation methodology identified during the current reporting cycle. The revised figures replace those reported in previous year's BRSR.

[13]If the boundary remains the same as the previous year, the Emission Intensity would be 3.68 MT CO2e/Million INR.

*Kindly Note: Since SPRL is revisiting its data management approach from FY 2024-25 onwards, the weight of finished goods for all our products will be assurance-ready by next year reporting cycle. The Company will disclose its energy, water and waste intensity as per physical output from next reporting cycle onwards.

Note: Scope 1 & 2 2024-25 GHG Emissions data above includes Pathredi, Ghaziabad, head office, and assembly units. Excluding assembly units, figures align with previous years, reflecting only Pathredi, Ghaziabad, and HO:

Emissions	Unit	BRSR 2023-24	BRSR 2024-25
Scope 1	tCO2e	5,174	5,720
Scope 2	tCO2e	1,16,648	1,11,174
Total Scope 1 & 2	tCO2e	1,21,822	1,16,894

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

Yes, the Company is dedicated to reducing greenhouse gas (GHG) emissions from our operations. We have initiated several projects to enhance our use of renewable energy, which have collectively led to a significant reduction in CO_2 emissions.

- 20% electricity consumed is from renewable sources i.e., solar energy.
- The Company is also using PNG to reduce emissions from fossil fuels.
- The Company has installed solar streetlights to replace LED lights.
- The Company has replaced conventional fans with BLDC fans.
- The Company is saving power by
  - o Modifying machines and improving processes.
  - o Upgrading electrical controls on holding furnaces and converting from two-phase to three-phase electric power for energy savings.
  - o Retrofitting energy-efficient EC fans in comfort air cooling units and cooling towers.
  - o Installing an intelligent evaporator for final water treatment.
  - o Implementing a contactless temperature monitoring system.

9. Provide details related to waste management by the entity, in the following format: (BRSR Core Attribute 4: Embracing circularity – details related to waste management by the entity)

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	177.22	156.38
E-waste (B)	7.61	7.67
Bio-medical waste (C)	-	0.11
Construction and demolition waste (D)	-	324
Battery waste (E)	22.41	4.14
Radioactive waste (F)	-	-
Other Hazardous Waste. Please specify, if any. (G)	4,666.25	4,255.81
Other Non Hazardous Waste (H) - Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	22,686.16	18,315.36
Total Waste Generated (in metric tonnes)	**27,559.67**[14]	**23,063.47**
Waste intensity per rupee of turnover (MT/Million INR)	0.87[15]	0.78
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (MT/Million USD)	17.91	16.13
Waste intensity in terms of physical output*	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	17,651.06	14,080.32
(ii) Re-used	35.19	-
(iii) Other recovery operations	799.43	-
Total	**18,485.68**	**14,080.32**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	408.93	318.81
(ii) Landfilling	47.94	279.17
(iii) Other disposal operations	3,896.10	8,143.21
Total	**4,352.97**	**8,741.18**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

[14]Please note that last year reporting only consisted of Ghaziabad and Pathredi plants. However, the boundary of reporting has expanded in this reporting period to include assembly units of the Company. Hence, the performance data of current year are not strictly comparable with the last year.

Note: For consistency, 2023–24 data for waste intensity has been converted to the current year's units. Last year, the data was reported in KG/Lakh INR. Now 2023-24 figures are in MT/million INR.

[15]If the boundary remains the same as the previous year, the waste intensity would also remain the same as reported for FY 2024-25.

*Kindly Note: Since SPRL is revisiting its data management approach from FY 2024-25 onwards, the weight of finished goods for all our products will be assurance-ready by next year reporting cycle. The Company will disclose its energy, water and waste intensity as per physical output from next reporting cycle onwards.

(Yes/No) If yes, name of the external agency

No

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

The Company prioritizes responsible waste management to minimize environmental impact. Our system sorts of waste at the source into categories like recyclables, organic matter, and non-recyclables, ensuring proper disposal through Pollution Control Board-approved vendors.

We also treat wastewater from our facilities using ETP and STP systems, and we are committed to reducing the use of toxic chemicals in these processes and our cleaning routines.

Our waste management practices comply with the consent orders and hazardous waste authorizations issued by the respective State Pollution Control Boards. We have integrated the 3R (Reduce, Reuse, Recycle) waste management principles into our decision-making processes. Our operations are dedicated to initiatives focused on waste elimination, minimization, and recycling, in line with legal requirements and available opportunities.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S.No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable			

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable					

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

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	Details of fines / penalties / action	Corrective action taken, if any
Not Applicable					

Leadership Indicators

1. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

i) **Name of the Area:** Pathredi, Rajasthan

ii) **Nature of Operations:** Manufacturing

iii) **Water withdrawal, consumption and discharge in the following format:**

Parameter	Units	FY 2024-25	FY 2023-24
Water withdrawal by Source (in kilolitres)			
(i) Surface water	KL	-	-
(ii) Groundwater	KL	1,13,502.83	1,14,746
(iii) Third party water	KL	237.75	-
(iv) Seawater / desalinated water	KL	-	-
(v) Others	KL	-	-
Total volume of water withdrawal (in kilolitres)	**KL**	**1,13,740.6**	**1,14,746**
Total volume of water consumption (in kilolitres)	**KL**	**1,13,740.6**	**1,14,746**
Water intensity per rupee of turnover (Water consumed / turnover)	KL / Million INR	3.58	3.88
Water discharge by destination and level of treatment (in kilolitres)			
(i) Into Surface water	KL	-	-
- No treatment	KL	-	-
- With treatment - please specify level of treatment	KL	-	-
(ii) Into Groundwater	KL	-	-
- No treatment	KL	-	-
- With treatment - please specify level of treatment	KL	-	-
(iii) Into Seawater	KL	-	-
- No treatment	KL	-	-
- With treatment - please specify level of treatment	KL	-	-
(iv) Sent to third-parties	KL	-	-
- No treatment	KL	-	-
- With treatment - please specify level of treatment	KL	-	-
(v) Others	KL	-	-
- No treatment	KL	-	-
- With treatment - please specify level of treatment	KL	-	-
Total water discharged (in kilolitres)	**KL**	**-**	**-**

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

No

2. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities**

   Not applicable. The Company operates from sites which are located in industrial areas.

3. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
i)	Energy Conservation	• Wall Bracket fans replaced with BLDC fan motors. • Thyristor based heating in furnaces. • Heat load balancing in melting furnace.	The use of the latest technology and solutions has resulted in a significant reduction in energy consumption.
ii)	Use of renewable energy	We have taken significant strides by enhancing the use of renewable energy within the organization.	The strategic adoption of renewable energy sources has resulted in a significant reduction of the carbon emissions, exemplifying our dedication to environmental sustainability.
iii)	Recycling of wastewater	We have taken a significant step towards environmental conservation by installing in-house ETP/STP and RO water treatment plants to achieve zero liquid discharge status.	The recycling and re-using of processed water allows to reduce our water footprint and promote sustainable water management.

4. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link

Yes, the Company has a Business Continuity Plan and a Disaster Management Plan to address potential disruptions to business activities or processes. Business Continuity Planning ensures the adequacy of existing systems and processes to prevent and recover from potential risks, maintaining the delivery of products or services at predefined acceptable levels after a disruptive incident. Comprehensive Business Continuity Plans cover all aspects of operations and are tested periodically. Risks are mapped based on their likelihood and impact. Regular audits and mock drills are conducted to strengthen the system and verify the effectiveness of emergency response procedures. Additionally, regular training is provided to all relevant personnel on the use of equipment like fire extinguishers and First-Aid treatment.

5. 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.

No, there is no significant adverse impact to the environment, arising from the value chain of the entity.

6. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

The Company assessed maturity level and impact of 51.71% of raw material and packaging material suppliers.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. **a. Number of affiliations with trade and industry chambers/ associations :** 11

   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
1	Confederation of Indian Industry (CII)	National
2	Indo-German Chamber of Commerce	International
3	Automotive Component Manufacturers Association of India	National
4	Engineering Export Promotion Council	National
5	PHD Chamber of Commerce and Industry	National
6	Indian Trade Promotion Organisation	National
7	Association Chamber of Commerce & Industry of Uttar Pradesh	National
8	Aluminium Association of India	National
9	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
10	The Associated Chambers of Commerce & Industry in India (ASSOCHAM)	National
11	Institute of Directors	International

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
No corrective actions applicable as no issues related to anti-competitive conduct observed		

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based

Name and brief details of project	SIA Notification No	Date of notification	Whether conducted by independent external agency (Yes /No)	Results communicated in public domain (Yes /No)	Relevant Web link
Not Applicable, as no Social Impact Assessments (SIA) were required to be undertaken under applicable laws.					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format**

S.No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
	Not applicable as no projects have ongoing or required R&R efforts.					

3. **Describe the mechanisms to receive and redress grievances of the community.**

The Company collaborates closely with the community in designated areas to implement Corporate Social Responsibility (CSR) initiatives. Our CSR department has established a feedback mechanism across all its projects, allowing any aggrieved individual or group to express their concerns either annually or as needed. This system ensures ample opportunities for the community to voice and address their concerns. Impact studies are carried out by third party to assesses the impacts through engagement of our community programs.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**
(BRSR Core Attribute 7 : Enabling Inclusive Development)

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	9.08	6.77
Directly from within India	88.69	79.10

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**
(BRSR core attribute 7: Enabling Inclusive Development)

Location	FY 2024-25	FY 2023-24
Rural	**23**	**24**
Semi-urban	-	-
Urban	-	-
Metropolitan	**77**	**76**

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	Corrective action taken
Not Applicable, as no negative social impacts have been identified	

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

State	Aspirational District	Amount spent (in INR)
Not Applicable, as there are no CSR projects undertaken in designated aspirational districts		

3. a. **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

   No

   b. **From which marginalized /vulnerable groups do you procure?**

   Not applicable

   c. **What percentage of total procurement (by value) does it constitute?**

   Not applicable

4. **Details of beneficiaries of CSR Projects**

S. No.	CSR Project	Total no. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
Ghaziabad			
1	Old Age Home	1,265	100
2	Mobile Medical Unit	51,709	100
3	Karate Classes	402	100
4	Gurunanak Girls Inter College	600	100
5	Medical Dispensary - 1	13,200	100
Pathredi			
6	Medical Dispensary - 2	37,174	100
7	Silai School	400	100
8	PM Shri Government Girls School	922	100
Total Beneficiaries		**1,05,672**	**100**

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback**

   The Company prioritizes customer complaints, emphasizing agility, transparency, and a solution-oriented approach to resolve them efficiently and satisfactorily. We offer multiple channels for customers to raise queries, complaints, and provide feedback. The Sales and QA teams maintain regular contact with customers to ensure timely resolution of their concerns. Additionally, customers can voice their concerns through a specific email address or phone number listed on the product packaging.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a % to total turnover
Environmental and social parameters relevant to the product	Our products carry the safe handling and safety warnings as relevant as per applicable rules, laws and labeling requirements.
Safe and responsible usage	100
Recycling and/or safe disposal	100

3. **Number of consumer complaints in respect of the following:**

	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data Privacy	Nil	Nil	-	Nil	Nil	-
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber-security	Nil	Nil	-	Nil	Nil	-
Delivery of essential services	NA	NA	-	NA	NA	-
Restrictive Trade practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Other	Nil	Nil	-	Nil	Nil	-

4. **Details of instances of product recalls on account of safety issues**

	Number	Reasons for Recall
Voluntary Recalls	Nil	Not Applicable
Forced Recalls	Nil	Not Applicable

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, the Company has a policy on Information Security Policy and risk related to data privacy.

   The weblink for the policy is : https://shrirampistons.com/wp-content/uploads/2024/08/IT-CYBER-SECURITY-SECURITY-POLICY.pdf

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   Not applicable as organization does not provide any essential services

7. **Provide the following information relating to data breaches: (BRSR Core Attribute 8: Fairness in Engaging with Customers and Suppliers)**

   a. **Number of instances of data breaches**

      NIL

   b. **Percentage of data breaches involving personally identifiable information of customers**

      Not applicable

   c. **Impact, if any, of the data breaches**

      No impacts as no data breaches recorded.

Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Information is disseminated through our website, Annual Report, social media platforms, and media advertisements/ publications. Details about all the products and services offered by us can be found at https://shrirampistons.com/

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   The Company provides extensive training to Channel Partners on the safe installation of products. This training manual is included in the product catalogue, and a fitment guide is also part of the product packaging. During the training sessions, Channel Partners are educated on the safe usage of the products.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Not applicable as the Company does not provide essential services to its customers.

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 regarding 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, the company ensures that all required information is properly displayed on product labels in accordance with applicable rules and regulations. Additionally, safe fitment information is included in the catalogue and on a slip inside the packaging box.

   We maintain constant communication with customers through an extensive sales channel and stay updated on all customer feedback. We have also conducted formal surveys as part of our quest to win the TPM Excellence Award from JIPM, Japan.

SPRL's Commitment Towards ESG

Sustainability	Green Innovation	Community Focus	Inclusive Culture	Employee Wellness	Strong Governance	Future Goals

Sustainability:
Paving the Way to a Resilient Future

In an era defined by mounting environmental, social, and economic challenges, sustainability has emerged as an indispensable guiding principle. At its heart, sustainability is about fulfilling present needs without compromising the ability of future generations to meet their own. It calls for striking a careful balance between environmental stewardship, social justice & economic prosperity.

Environmental Sustainability

Environmental Sustainability is concerned with minimizing humanity's ecological footprint. It encompasses efforts to reduce carbon emissions, conserve finite natural resources, and safeguard fragile ecosystems. With critical global issues such as climate change, deforestation, and pollution reaching alarming levels, immediate and concerted action has become imperative. Transitioning to renewable energy sources, reducing waste, and preserving water resources are pivotal strategies in mitigating environmental degradation.

Social Sustainability

Social Sustainability focuses on advancing human well-being and fostering fairness across communities. It addresses pressing concerns such as labour rights, community empowerment, and equitable access to healthcare and education. A socially sustainable approach ensures that all individuals — regardless of background — have the opportunity to flourish in just and inclusive societies.

Economic Sustainability

Economic Sustainability emphasizes growth models that are not only profitable but also responsible and regenerative. Sustainable enterprises optimize resource usage, minimize waste, and pursue long-term profitability that does not come at the expense of people or the planet. Such businesses build resilience, enhance competitiveness, and contribute to a stable, inclusive global economy.

By thoughtfully integrating environmental, social, and economic considerations into every decision, we can forge a future where humanity and nature thrive together. Sustainability is no longer a choice — it is an imperative for a resilient and equitable world.

Driving Sustainable Growth:
Our ESG Journey at Shriram Pistons & Rings Limited

At Shriram Pistons & Rings Limited (SPRL), sustainability inspires everything we do — it's not a goal we strive for, but a principle we live by. Guided by Environmental, Social, and Governance (ESG) principles, we have embedded responsibility, transparency, and stewardship into every facet of our organization. In 2024–25, we made remarkable strides in strengthening our ESG commitments, involving our stake holders, reaffirming our vision for a sustainable and responsible future.

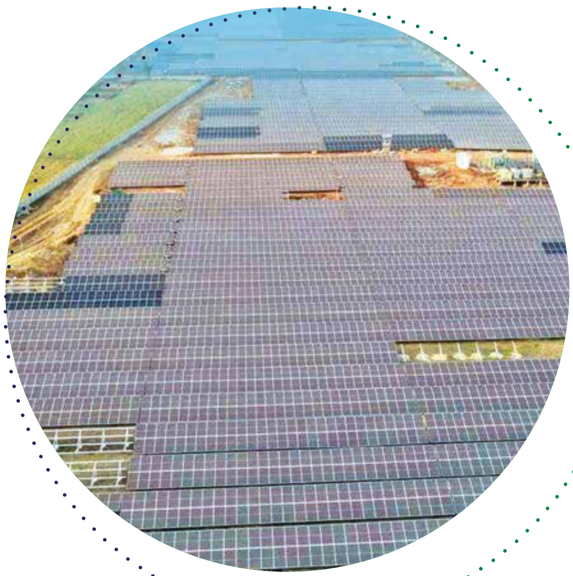
We believe that through collaboration, accountability, and innovation, we can drive transformational change that benefits our business, society, and the environment alike.

In 2024-25, SPRL accelerated its environmental initiatives, focusing keenly on combating climate change, optimizing resource consumption, and pioneering sustainable innovations.

Reducing Emissions and Advancing Renewable Energy

A major highlight of our progress was a 35% reduction in our greenhouse gas (GHG) emissions intensity (Scope 1 and Scope 2) from our base year 2021-22.

By implementing energy-efficient technologies and sourcing 20% of our total energy from renewable sources, we surpassed our interim 2024-25 target for usage of renewable energy. Our solar initiative exemplified by 31 MWp solar installation for our Ghaziabad (UP) facility & 2MWp rooftop solar installation for our Pathredi - Bhiwadi (Rajasthan) facility underscores our unwavering commitment to achieve RE -50 by 2030 & net-zero emissions by 2045.



Championing Sustainable Resource Management

Hydrocarbon washing machine-eliminates water for cleaning

In 2024-25, our water conservation efforts yielded a 8.5% reduction in water usage intensity.

Key innovations, such as hydrocarbon-based washing machines that eliminated water usage for part cleaning, and Projects related to rainwater harvesting, epitomize our holistic approach to resource management. Our manufacturing plants at Ghaziabad & Pathredi has Zero Liquid Discharge (ZLD) and are equipped with the state of art ETP / STP plants with RO system to recycle / reuse the water in processes after proper treatment.

We also enhanced our recycling / reusing initiatives, processing 18,485 metric tons of material in FY 24-25. Total waste recovery through recycling / reusing initiatives has improved by 31% from our base year 2021-22.

For Shriram Pistons & Rings Ltd. (SPRL), one of India's leading automotive component manufacturers, the use of ready alloy has resulted in consistent product quality, faster production cycles, and significant energy savings. The uniformity of chemical composition helped to reduce the defects like porosity and segregation, cutting down rework and scrap costs. Additionally, it supports SPRL's sustainability initiatives by minimizing emissions and improving traceability for compliance with standards like Euro 6, BS VI, GRI, and BRSR reporting. These benefits strengthen SPRL's brand image among major customers. Thus, despite the higher upfront cost, ready alloy proves to be economically and environmentally advantageous in the long run.

Further, we fortified our sustainable supply chain practices & 63% of our suppliers are ISO 14000 /ISO 45001 Certified. We also conduct supplier audits for sustainable business practices & it is one of the parameters considered for vendor rating. Value wise our 75% purchases are made through sustainable sources.

We have also initiated project to eliminated use of plastic and wooden pallets in favour of reusable packaging materials. All the wooden pallets used on shop floor are eliminated using eco-friendly "CO-CO" pallets.

Returnable bins floor

Use of Plastic Pallets

Use of Coco Pallets in place of Wooden Pallets

Innovating for a Greener Future

Our R&D teams intensified efforts to develop environmentally responsible products, including components for alternative fuels (CNG, LNG, H-CNG, Ethanol, Flex fuel and hydrogen) and electric powertrains. Also many innovative projects are initiated by our R&D team to improve our existing products (such as weight reduction, innovative coating solutions... etc.) to reduce the carbon foot print & improve the engine efficiency. These advancements not only minimize environmental impact across product life cycles but also position SPRL as a pioneer in sustainable automotive technologies.

Our initiative on greener future have been recognised by **"Gold award for Environment Excellence" by ACMA in 2024-25**

Social Responsibility Centring People and Communities

As a socially responsible organization, SPRL is deeply committed to Corporate Social Responsibility (CSR). Our CSR policy underscores the dedication to enhance the quality of life for people, especially those in communities close to its operations, while creating long-term value for all stakeholders. The company undertakes CSR projects and programs in education, healthcare, sanitation, and the environment, prioritising initiatives aimed at disadvantaged individuals and those with disabilities.

At SPRL, we recognize that the well-being of our people and communities is the cornerstone of enduring success. Our CSR initiatives have significantly improved healthcare access, educational opportunities, and living conditions for various communities.

Under the health initiative, the organisation runs two dispensaries namely Lala Charat Ram Charitable (LCRC) at Bhiwadi, Rajasthan and Krishnanagar Dispensary, in Ghaziabad, Uttar Pradesh (UP) as well as a Mobile Medical Vehicle (MMV) in satellite villages of Ghaziabad. The Mobile Medical Unit (MMU) initiative, provides doorstep treatment to marginalised groups especially the elderly, women and children, it caters to a minimum of 100 beneficiaries per day with annual household incomes below INR one lakh.

Initiative of adopting Girl Schools in nearby areas, benefits girl students from economically marginalised families, with family income of less than three lakhs annually. As part of the education initiative, we have provided science & computer infrastructure, to improve computer/digital literacy, in the adopted schools. This initiative has contributed towards increasing technological exposure, reduced student dropouts, increased interest in education and participation

Another initiative Silai School, primarily for women, is aimed at encouraging them to become financially independent by training them in cutting stitching and tailoring. Post-training, 45% of women take stitching orders from home, 27% own boutiques.

Shriram Pistons & Rings Ltd. also supports the senior citizens residing at **S**aint **H**ardyal **E**ducational and **O**rphans' **W**elfare **S**ociety (SHEOWS) Old Age Home at Garhmukteshwar (UP). We take care of the medicine cost of patients and have constructed a hospital floor with 40-bedded ICU, an operation theatre for conducting minor surgeries. We have also supported there for solar power grid system and kitchen equipment's.

SPRL is also actively involved in projects related to sanitation, supply of drinking water, tree plantation, other environment related projects as well as supporting preservation of Indian art, culture and heritage.

Our CSR initiatives are recognised by **Bhamashah Samman** - Nine Times Recipient of "Bhamashah Award – Shiksha Bhushan" for supporting the cause of Education in Rajasthan & **CSR Excellence Award** by Rajasthan Government for Industry, Innovation and Infrastructure.

To assess our CSR initiatives & identify further opportunities for improvements we conducted the CSR impact assessment in 2024-25 by CII-ITC Centre of Excellence for Sustainable Development, further highlighting the company's commitment to sustainable development.

Fostering Diversity, Equity, and Inclusion (DEI)

We recognize that Diversity, Equity, and Inclusion (DEI) as a vital opportunity to enhance our organizational capabilities. In today's competitive business environment, fostering a diverse and inclusive workforce enables the company to approach problems and opportunities from varied perspectives, enhancing creativity and decision-making.

In 2024-25, we launched strategic initiatives aimed at cultivating a more diverse and inclusive workplace. As a result, workforce diversity surged by 60% compared to the previous year. Over 85% of employees received DEI training, helping us foster a culture that celebrates diverse perspectives and ensures equitable opportunities for all. Our future focus remains on enhancing leadership diversity, particularly in promoting gender representation and supporting underrepresented groups.

Promoting Employee Well-Being

The company views employee health, safety, and well-being as pivotal components of our strategic framework that drive substantial business value and operational excellence. By positioning these elements at the core of our operating principles, we align ourselves with international best practices, enhancing our reputation and establishing our company as a leader in promoting employee wellbeing. This proactive approach elevates our industry standing fostering a resilient and agile corporate culture capable of attracting and retaining exceptional talent.

Employee safety is always a priority for SPRL. Consecutively second year we were able to sustain the zero LTA status. Our major focus is on identifying & acting on unsafe conditions, unsafe behaviours & behavioural safety trainings to the associates. Our efforts on safety have been recognised by "Gold award for Safety Excellence" in safety by ACMA in 2024-25

We expanded mental health programs, introduced flexible work options, and invested heavily in professional development. These efforts translated into a 5% improvement in employee engagement, reflected in higher levels of job satisfaction and organizational commitment.

At SPRL, we firmly believe that investing in the well-being of our workforce cultivates a dynamic, motivated, and resilient organization.

Governance:
Strengthening Accountability & Transparency

At SPRL, strong governance is the cornerstone of our ESG strategy. We always look for opportunities for enhancing our governance framework to ensure that ethical practices, transparency, and accountability are embedded in every aspect of our business. Our approach to governance is driven by our commitment to maintaining high standards of integrity, aligning with stakeholder expectations, and adhering to evolving regulatory standards.

Strengthening ESG Oversight: We have fortified our governance framework by establishing an ESG Steering Committee, ensuring rigorous oversight and integration of ESG goals into our broader business strategy. Strengthened ESG expertise has enhanced our ability to meet evolving stakeholder expectations and regulatory standards.

In 2024-25 We revisited & updated all our ESG related policies including our Code of Conduct to align with the highest standards of ethical business behaviour, focusing on anti-corruption, human rights diligence, and responsible sourcing. Comprehensive ethics training ensured that all employees and partners are aligned with our values and commitments.

Recognizing the growing complexity of climate related risks, we expanded our risk management frameworks to address climate-related and social risks. By adopting the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD) and conducting detailed climate scenario analyses, we are proactively safeguarding the long-term interests of our business and stakeholders.

In recognition of our outstanding governance practices we received the globally recognised prestigious "Golden Peacock Award for Excellence in Corporate Governance" The award is presented by the Institute of Directors (IOD) – London.

Looking Ahead:
Our Ambitions for FY2025-26 and Beyond

We are actively aligning our Environmental, Social, and Governance (ESG) initiatives with the evolving requirements of our customers. As part of this commitment, we have undergone ESG assessments conducted by most of our esteemed OEM customers. The outcomes of these evaluations have been consistently positive, reflecting our dedication to responsible business practices. We are proud to have received strong ratings in these assessments, reinforcing the effectiveness of our ESG efforts. Notably, a majority of our customers have recognized us as a "Green Supplier," a testament to our environmentally conscious and socially responsible approach. This recognition further motivates us to continuously enhance our ESG performance across all aspects of our value chain. We remain committed to driving sustainable growth while meeting the expectations of our stakeholders.

Environmental Goals

- Reduce carbon emissions intensity by 10% YOY & by 50% over base year till 2030
- Increase the share of renewable energy to 50% by 2030
- Water Management: Reduce water intensity by 5% YOY & 30% reduction in water intensity over base (21-22) by 2030
- Be Carbon Neutral by 2045
- Reduction in waste intensity by 5% YOY
- Zero waste to landfill by 2030

Social Goals

Safety :

- Sustain Zero Lost Time accidents status
- Reduce first aid cases by 50%
- Achieve zero safety incidence status by 2030

Supply chain :

- Engage with major Tier 1 suppliers & conduct ESG audits
- Min 60% Transportation & logistic with Green Fuel
- Increase recycling to 60%; double the women workforce by 2030

Governance Goals

- Publish our first standalone ESG report for FY 24-25 to enhance transparency and accountability
- Deepen stakeholder engagement to ensure our ESG strategies remain responsive and impactful
- Third party reasonable assurance of BRSR / sustainability report by 25-26
- Conduct double materiality assessment

At SPRL, we believe that sustainable growth is not just a goal it is our shared responsibility. We remain steadfast in our commitment to building a better future, where business success goes hand in hand with environmental stewardship, social progress, and ethical governance.

SHRIRAM®

End-to-End Product Development Facility

CONCEPT DESIGN
- Concept Design
- Design Algorithm
- CAD Platforms

SIMULATION
- Piston FEA
- Engine Valve FEA
- Ring Dynamic
- Piston Dynamic
- Casting
- CFD Simulation

PROTO LINE
- Piston Sample Manufacturing Facility
- Rapid Prototyping

RIG TESTING
- Hydro- Pulsator
- Wear & Tear
- Coating Scuffing

ENGINE TESTING
- Performance
- Endurance
- Cold & Hot Scuff
- Micro-welding
- Temperature

LAB ANALYSIS
- Fine Measurements
- 3D Scanning
- SCM Analysis
- Metallurgic Analysis

Recognition by DSIR- Govt. of India

Independent Auditor's Report

To the Members of Shriram Pistons & Rings Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Shriram Pistons & Rings 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.

Independent Auditor's report of even date to the members of Shriram Pistons & Rings Limited on the standalone financial statements for the year ended 31st March 2025

Key Audit Matter

4. 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.

5. 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
Revenue Recognition from sale of products (Refer note 2.A.10 to the accompanying standalone financial statements for material accounting policy information on revenue recognition and note 24 for the details of revenue recognised during the year.) Revenue from contracts with customers for the year ended 31 March 2025 is Rs. 31,320.77 millions. The Company recognizes revenue from sale of products upon satisfaction of its performance obligation, i.e., transfer of control to the customer in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115').	**Our audit procedures relating to revenue recognition included, but were not limited to, the following:** a) Understood the nature of revenue transactions, revenue recognition process and evaluated the appropriateness of the accounting policy adopted by the management in accordance with Ind AS 115; b) Evaluated the design and implementation, and tested operating effectiveness of key controls around revenue recognition;

Key audit matter	How our audit addressed the key audit matter
Revenue, being one of the key performance indicators of the Company and its external stakeholders, is subject to high inherent risk of material misstatement, and is therefore determined to be an area involving significant risk in line with the requirements of the Standards on Auditing which required significant auditor attention. Further, due to varying shipment terms with its customers across its operating markets, considerable efforts are required by the management on determining the timing of revenue recognition according to Ind AS 115. Considering the above along with the significance of amount, volume of transactions and varied terms of contracts with customers, we have identified revenue recognition as a key audit matter for the current year audit.	c) Performed substantive testing on selected samples of revenue transactions recorded during the year, and transactions recorded during specific period before and after year end, by inspecting supporting documents such as customer contracts/ purchase orders, invoices, shipment terms, proofs of dispatch and delivery etc., to ensure revenue is recorded for such transactions in the correct period by correct amount; d) Performed substantive analytical procedures on revenue recognised during the year such as customer wise variance analysis, product wise analysis, to identify any unusual and/ or material variances; e) Tested unusual non-standard journal entries impacting revenue, selected based on risk-based criteria; f) Tested the manual adjustments made to revenue recorded during the year with respect to variable consideration as determined under Ind AS 115, and g) Evaluated the appropriateness and adequacy of disclosures made in the accompanying standalone financial statements in respect of revenue recognition in accordance with the applicable financial reporting framework.

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

6. 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

7. 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.

8. 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.

9. 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

10. 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.

11. 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.

12. 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.

13. 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.

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

Report on Other Legal and Regulatory Requirements

15. 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.

16. 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.

17. 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) Except for the matters stated in paragraph 17(g)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) The 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 modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(g)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended); 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

    g) 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 41 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;

            a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 43 (i) 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 43 (iii) 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.

iv. The interim dividend declared and paid by the Company during the year ended 31 March 2025 and until the date of this audit report is in compliance with section 123 of the Act.

The final 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.

As stated in note 15 (g) 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.

v. As stated in note 67 to the standalone financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on or after 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 has been operated throughout the year for all relevant transactions recorded in the software. However, the audit trail feature in the accounting software used for maintenance of accounting records was not enabled up to 23 January 2025 at the database level to log any direct changes. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.001076N/N500013

Arun Tandon
(Partner)
Membership No. 517273
UDIN: 25517273BMIDAB2030

Place: New Delhi
Date: 07 May 2025

Annexure A referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Shriram Pistons & Rings 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, and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company is reasonable having regard to the size of the Company and the nature of its assets.

(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 3 and 6 to the standalone financial statements, are held in the name of the Company. For title deeds of immovable properties in the nature of land as tabulated below have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders.

(Amount in Rs. million)

S.No.	Land situated at	Gross carrying value as at 31 March 2025
1	Meerut Road Industrial Area -Ghaziabad, Uttar Pradesh	96.17
2	Industrial Area - Pathredi, Rajasthan	194.99
3	Industrial Area Site, Bulandshahr Road, Ghaziabad	137.89

(d) The Company has adopted cost model for its Property, Plant and Equipment including right-of-use assets and intangible assets. Accordingly, reporting under clause 3(i)(d) of Companies (Auditor's Report) Order 2020 (hereinafter referred to as 'the Order') is not applicable to the Company.

(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 for goods-in-transit and 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 been confirmed by the third parties and in respect of goods-in-transit, these have been confirmed from corresponding receipt and/or dispatch inventory records.

(b) As disclosed in note 51 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 statements for the quarters ended 31 March 2024, 30 June 2024, 30 September 2024 and 31 December 2024, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were subject to audit/review. Further, the Company is yet to submit the quarterly statements for the quarter ended 31 March 2025 with the relevant bank as on date.

(iii) The Company has not provided any guarantee or security or granted any advances in the nature of loans to companies, firms, limited liability partnerships during the year. The Company has also not made investments in or granted any loans or advances in the nature of loans to firms and limited liability partnerships. Further, the Company has made investments in and granted unsecured loans to companies or any other parties during the year, in respect of which:

(a) The Company has provided loans and advances in the nature of loans, to Subsidiaries /Others during the year as per details given below:

(Amount in Rs. million)

Particulars	**Loans**
Aggregate amount provided/granted during the year:	
- Subsidiaries	22.50
- Others	150.00
Balance outstanding as at balance sheet date:	
-Subsidiaries	-
- Others	150.00

(b) In our opinion, and according to the information and explanations given to us, the investments made, and 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. The Company has not provided any guarantee and given any security during the year.

(c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments/receipts of principal are regular. Further, no interest is receivable on such loans and advances in the nature of loans.

(d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.

(e) The Company has granted loans or advances in the nature of loans which had fallen due during the year and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans/ advances in nature of loan.

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.

(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 provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 186 of the Act in respect of security provided by it.

(v) In our opinion, and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India (‘the RBI’), the provisions of sections 73 to 76 or other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) as applicable, with regard to the deposits accepted or amounts which have been considered as deemed deposits. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or RBI or any Court or any other Tribunal, in this regard.

(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, the Company is regular in depositing 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, with the appropriate authorities. 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:

(Amount in Rs. million)

Name of the statute	Nature of dues	Gross Amount	Amount paid under Protest	Period to which the amount relates	Forum where dispute is pending
Income tax- Act, 1961	Income tax	173.38	63.11	2003-04, 2004-05, 2019-20, 2020-21, 2022-23	Appellate authority up to Commissioners' level
Finance Act, 1994	Service tax	20.80	0.51	2012-13, 2013-14, 2014-15, 2015-16	Custom, Excise & Service Tax Appellate Tribunal (CESTAT)
Central Sales Tax Act, 1956	Sales Tax	1.83	0.41	2015-16	Appellate Tribunal
Sales Tax Laws	Sales Tax / Value Added Tax/ Entry Tax	57.57	20.25	2010-11, 2011-12, 2012-13, 2015-16, 2016-17	Appellate Tribunal
Goods and Services Tax Act, 2017	Goods and Services Tax	122.03	0.74	2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23	Appellate authority up to Commissioners' level

(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, money raised by way of term loans were applied for the purposes for which these were obtained.

(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 subsidiaries.

(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 subsidiaries.

(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) (a) In our opinion and according to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility pertaining to other than ongoing projects as at end of the current financial year. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the Company has transferred the remaining unspent amounts towards Corporate Social Responsibility (CSR) under sub-section (5) of section 135 of the Act, in respect of ongoing project, within a period of 30 days from the end of financial year to a special account in compliance with the provision of sub-section (6) of section 135 of the Act.

(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

Arun Tandon
(Partner)
Membership No. 517273
UDIN: 25517273BMIDAB2030

Place: New Delhi
Date: 07 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 Shriram Pistons & Rings 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 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of 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 Standalone 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 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 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 standalone 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 standalone 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 issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.001076N/N500013

Arun Tandon
(Partner)
Membership No. 517273
UDIN: 25517273BMIDAB2030

Place: New Delhi
Date: 07 May 2025

Standalone Balance Sheet as at 31 March 2025

	Note no.	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	5,249.25	5,235.07
b) Capital work-in-progress	4	61.17	93.48
c) Goodwill	5	14.85	14.85
d) Other intangible assets	5	162.46	193.08
e) Right of use assets	6	604.01	631.45
f) Financial assets			
(i) Investments	7	6,130.96	3,578.96
(ii) Loans	8	120.00	-
(iii) Other financial assets	9	1,184.08	1,564.07
g) Other non-current assets	11	143.44	344.00
		13,670.22	**11,654.96**
Current assets			
a) Inventories	12	4,200.37	3,536.21
b) Financial assets			
(i) Investments	7	-	373.07
(ii) Trade receivables	13	5,127.15	4,418.82
(iii) Cash and cash equivalents	14	277.91	306.57
(iv) Other bank balances other than (iii) above	14	9,410.62	7,500.50
(v) Loans	8	30.00	-
(vi) Other financial assets	9	458.89	371.41
c) Other current assets	11	696.86	555.13
		20,201.80	**17,061.71**
TOTAL ASSETS		**33,872.02**	**28,716.67**
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	15	440.50	440.50
b) Other equity	16	23,650.36	19,058.07
		24,090.86	**19,498.57**
Liabilities			
Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	17	767.41	1,052.23
(ii) Lease liabilities	38	194.06	214.52
(iii) Other financial liabilities	23	36.92	46.93
b) Provisions	18	324.80	300.22
c) Deferred tax liabilities (net)	20	252.59	240.12
		1,575.78	**1,854.02**
Current liabilities			
a) Financial liabilities			
(i) Borrowings	21	2,790.88	2,355.93
(ii) Lease liabilities	38	55.20	54.36
(iii) Trade payables	22		
- Total outstanding dues of micro enterprises and small enterprises		150.42	95.44
- Total outstanding dues of creditors other than micro enterprises and small enterprises		3,526.65	3,180.20
(iv) Other financial liabilities	23	1,008.26	1,000.52
b) Other current liabilities	19	409.64	443.30
c) Provisions	18	160.09	150.38
d) Current tax liabilities (net)	10	104.24	83.95
		8,205.38	**7,364.08**
TOTAL EQUITY AND LIABILITIES		**33,872.02**	**28,716.67**
See accompanying notes to the standalone financial statements	1-68		

In terms of our report attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013
Arun Tandon
Partner
Membership no. 517273

For and on behalf of the Board of Directors

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place : New Delhi
Date : 07 May 2025

Standalone Statement of Profit and Loss for the year ended 31 March 2025

		Note no.	For the Year ended 31 March 2025 Rs. million	For the Year ended 31 March 2024 Rs. million
I	Revenue from operations	24	31,795.10	29,537.16
II	Other income	25	1,031.98	813.36
III	**Total income (I+II)**		**32,827.08**	**30,350.52**
IV	**Expenses**			
	Cost of materials consumed	26	12,083.72	10,738.17
	Purchase of stock-in-trade		858.63	876.14
	(Increase) / decrease in inventories of finished goods, work-in-progress and stock-in-trade	27	(365.16)	(39.54)
	Employee benefits expense	28	4,776.36	4,449.53
	Finance costs	29	248.15	251.58
	Depreciation and amortisation expense	30	865.35	873.75
	Other expenses	31	7,680.11	7,212.29
	Total expenses		**26,147.16**	**24,361.92**
V	**Profit before tax (III-IV)**		**6,679.92**	**5,988.60**
VI	**Tax expense:**			
	i) Current tax - Current year	10	1,707.76	1,523.83
	ii) Deferred tax - Current year	20	(5.93)	(2.87)
			1,701.83	**1,520.96**
VII	**Profit for the year (V-VI)**		**4,978.09**	**4,467.64**
VIII	Other comprehensive income			
	A (i) Items that will not be reclassified to profit or loss			
	a) Remeasurements of the post employment defined benefit plans		62.91	89.69
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(15.83)	(22.57)
	B (i) Items that will be reclassified to profit or loss			
	a) Fair value change of cash flow hedge		10.20	(1.78)
	(ii) Income tax relating to items that will be reclassified to profit or loss		(2.57)	0.45
	Total other comprehensive income		**54.71**	**65.79**
	Total comprehensive income (VII+VIII)		**5,032.80**	**4,533.43**
	Earnings per share (of Rs. 10/- each)	33		
	Basic (Rs)		113.01	101.42
	Diluted (Rs)		113.01	101.42

See accompanying notes to the standalone financial statements 1-68

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Arun Tandon
Partner
Membership no. 517273

For and on behalf of the Board of Directors

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place: New Delhi
Date : 07 May 2025

Standalone Statement of Cash flows for the year ended 31 March 2025

			Year ended 31 March 2025 Rs. million	Year ended 31 March 2024 Rs. million
A.	**Cash flow from operating activities**			
	Profit before tax		**6,679.92**	**5,988.60**
	Adjustments for :			
	Depreciation/amortisation (refer note 30)		865.35	873.75
	Finance costs (refer note 29)		248.15	251.58
	Bad debts/advances written off (refer note 31)		0.40	1.89
	Provision for doubtful debts (net) (refer note 25 and 31)		(6.72)	1.87
	Interest income (refer note 25)		(776.95)	(631.62)
	Net gain on sale/ fair valuation of current investment (refer note 25)		(30.88)	(32.42)
	Unrealised exchange rate variation (net)		(20.44)	(42.37)
	(Profit) / loss on sale / write off / retirement of property, plant and equipment (refer note 25 and 31)		(7.96)	3.22
	Operating profit before working capital changes		**6,950.87**	**6,414.50**
	Adjustments for:			
	(Increase)/ decrease in inventories		(664.16)	(220.39)
	(Increase)/ decrease in trade receivables		(687.38)	(449.05)
	(Increase)/ decrease in other financial assets and loans (current and non current)		(174.01)	8.26
	(Increase)/ decrease in other assets (current and non current)		(38.97)	(256.82)
	Increase/ (decrease) in trade payables		407.09	388.31
	Increase/ (decrease) in other financial liabilities (current and non current)		(19.58)	220.51
	Increase/ (decrease) in other liabilities and provisions (current and non current)		107.40	113.68
	Cash generated from operations		**5,881.26**	**6,219.00**
	Income tax paid		(1,687.46)	(1,476.84)
	Net cash generated from operating activities	**(A)**	**4,193.80**	**4,742.16**
B.	**Cash flow from investing activities**			
	Interest received		703.40	452.10
	Sale of property, plant and equipment		60.23	21.76
	Investment in equity shares		(2,552.00)	(2,300.00)
	Purchase of property, plant and equipment		(728.60)	(806.63)
	Purchase of intangible assets		(14.88)	(21.93)
	Purchase of current investment		(6,224.89)	(14,637.30)
	Proceeds from sale of current investment		6,628.84	14,971.62
	Proceeds from redemption of investment in margin money with banks		-	50.44
	Investment in deposits		(1,690.06)	(2,927.58)
	Proceeds from redemption of deposits		170.00	601.52
	Net cash used in investing activities	**(B)**	**(3,647.96)**	**(4,596.00)**

Standalone Statement of Cash flows for the year ended 31 March 2025

			Year ended 31 March 2025 Rs. million	Year ended 31 March 2024 Rs. million
C.	**Cash flow from financing activities**			
	Repayment of principal portion of lease liabilities		(57.98)	(62.83)
	Repayment of interest portion of lease liabilities		(25.15)	(24.80)
	Interest paid on borrowing		(195.98)	(206.85)
	Dividend paid		(440.50)	(330.37)
	Proceeds from non-current borrowings		-	143.40
	Repayment of non-current borrowings		(274.51)	(189.38)
	Movement in short-term borrowings (net)		596.33	777.94
	Proceeds from deposits		-	0.00
	Repayment of deposits		(176.71)	(232.08)
	Net cash used in financing activities	**(C)**	**(574.50)**	**(124.97)**
	Net (decrease) / increase in cash and cash equivalents	**(A+B+C)**	**(28.66)**	**21.19**
	Cash and cash equivalents at the beginning of the year		**306.57**	**285.38**
	Cash and cash equivalents at the end of the year		**277.91**	**306.57**
	Components of cash and cash equivalents (refer note 14)			
	Cash in hand		0.32	0.37
	Balances with banks			
	- current accounts		277.59	56.20
	- Deposits with original maturity less than 3 months		-	250.00
			277.91	**306.57**

Notes to statement of cash flows:

1. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7.

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Arun Tandon
Partner
Membership no. 517273

For and on behalf of the Board of Directors

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place: New Delhi
Date : 07 May 2025

Standalone Statement of Change in Equity as at 31 March 2025

a) Fully paid up equity shares

(face value of Rs 10/- each)

	Nos of shares	Amount Rs. million
Balance as at 31 March 2023	2,20,24,912	220.25
Add: Issued during the year (refer note 53)	2,20,24,912	220.25
Balance as at 31 March 2024	**4,40,49,824**	**440.50**
Add: - Issued during the year	-	-
Balance as at 31 March 2025	**4,40,49,824**	**440.50**

(b) Other Equity

Rs. million

Particulars	Reserves and surplus						Items of other comprehensive income	Total
	Preference share redemption reserve*	Capital redemption reserve*	Revaluation reserve*	Retained earnings	General reserve	Sub total	Effective portion of cash flow hedge reserve	
Balance as at 31 March 2023	**388.58**	**3.50**	**97.27**	**1,300.00**	**13,285.60**	**15,074.95**	**0.33**	**15,075.28**
Profit for the year	-	-	-	4,467.64	-	4,467.64	-	4,467.64
Used for issuance of bonus shares	(220.25)	-	-	-	-	(220.25)	-	
Reversal on disposal of revalued assets	-	-	(0.02)	-	-	(0.02)	-	(0.02)
Dividends (refer note 15 g)	-	-	-	(330.37)	-	(330.37)	-	(330.37)
Other comprehensive income for the year, net of tax	-	-	-	67.12	-	67.12	(1.33)	65.79
Transfer to general reserve	-	-	-	(4,204.39)	4,204.39	-	-	-
Balance as at 31 March 2024	**168.33**	**3.50**	**97.25**	**1,300.00**	**17,489.99**	**19,059.07**	**(1.00)**	**19,058.07**
Profit for the year	-	-	-	4,978.09	-	4,978.09	-	4,978.09
Reversal on disposal of revalued assets	-	-	(0.01)	-	-	(0.01)	-	(0.01)
Dividends (refer note 15 g)	-	-	-	(440.50)	-	(440.50)	-	(440.50)
Other comprehensive income for the year, net of tax	-	-	-	47.08	-	47.08	7.63	54.71
Transfer to general reserve	-	-	-	(4,584.67)	4,584.67	-	-	-
Balance as at 31 March 2025	**168.33**	**3.50**	**97.24**	**1,300.00**	**22,074.66**	**23,643.73**	**6.63**	**23,650.36**

* The revaluation reserve, preference share redemption reserve and capital redemption reserve are not "free reserve" as per Companies Act 2013, hence not available for distribution of dividend.

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Arun Tandon
Partner
Membership no. 517273

For and on behalf of the Board of Directors

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place: New Delhi
Date : 07 May 2025

Notes to the standalone financial statements for the year ended 31 March 2025

1. Corporate information

Shriram Pistons & Rings Limited ("the Company") having CIN No.- L29112DL1963PLC004084 is a public Company domiciled in India and incorporated on December 9, 1963 under the provisions of the Companies Act, applicable in India. Its equity share is listed on National Stock Exchange of India Ltd. The registered office of the Company is located at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi 110001.

The Company's business activity falls under "automotive component". Primary products manufactured by the Company are pistons, piston pins, piston rings and engine valves.

The financial statements of the Company are approved for issuance by the Company's Board of Directors on 07 May 2025.

2. (A) Material accounting policy information

2.A.1.1 Basis of accounting and preparation of financial statements

The Standalone financial statements ("financial statements") have been prepared in accordance with the Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017 issued by the Ministry of Corporate Affairs ('MCA').

The financial statements have been prepared under historical cost convention on accrual and going concern basis, except for the following assets and liabilities:-

i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

ii) Investments in unquoted equity shares measured at fair value

iii) Defined benefit liabilities are measured at present value of defined benefit obligation.

iv) Certain financial assets and liabilities at amortised cost

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The buyback of equity shares and related transaction costs are recorded as reduction of retained earnings/ general reserves. Capital redemption reserve is created as an apportionment from general reserves.

The financial statements are presented in INR "(Indian Rupees)" and all values are rounded to the nearest million, except when otherwise indicated.

2.A.1.2 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, 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. Fair value for measurement and/or disclosure purposes is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purpose, fair value measurement are categorised into level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in the entirety, which are described as follows:

- Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

- Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data..

2.A.1.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification

The Company classifies an asset as current asset when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the asset for the purpose of trading;
- it expects to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- it is expected to be settled in normal operating cycle;
- it holds the liability for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

The Company's normal operating cycle is twelve months.

2.A.1.4. Significant accounting judgements, estimates and assumptions.

The preparation of the financial statements is in conformity with Indian Accounting Standards (Ind AS) and requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise information, about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements is included in the following notes.

- Deferred tax: Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.
- Impairment of financial assets and non-financial assets: The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses

judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

- Useful lives of depreciable/amortisable assets: Value of property, plant and equipment and intangibles at the end of each reporting period. Factors such as changes in the expected level of usage could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.
- Estimation of defined benefit obligation: Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- Estimation for expected credit losses of trade receivables: Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management believes that there is uncertainty of collections. Provision is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.
- Incremental rate of borrowing for lease accounting: The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

2.A.2.1. Property, plant and equipment

Property, plant and equipment held for use in production or supply of goods and services, or for administrative purpose, are stated at historic cost, net of accumulated depreciation (net of input tax credits availed) including taxes and other incidental expenses related to acquisition, installation and borrowing cost on loan taken for the acquisition of qualifying assets upto the date the assets are ready for their intended use. Subsequent measurement of property, plant and equipment is done in accordance with cost model.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

(a) it is probable that future economic benefits associated with the item will flow to the entity; and

(b) the cost of the item can be measured reliably.

Subsequent expenditure can be capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the company.

An item of property, plant and equipment is derecognised on disposal, or when no future economic benefit are expected to arise from the continued use of assets. Any gain and loss arising on the disposal of or retirement is determined as the difference between the sale proceeds and the carrying amount of the assets and is recognised in the statement of profit and loss.

2.A.2.2. Intangible assets

Intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the entity and the cost of the asset can be reliably measured.

Intangible assets held for use in production or supply of goods and services, or for administrative purpose, are stated at are stated at historic cost, net of accumulated depreciation (net of input tax credits availed) including taxes and other incidental expenses related to acquisition, installation and borrowing cost on loan taken for the acquisition of qualifying assets upto the date the assets are ready for their intended use. Subsequent measurement of intangible assets is done in accordance with cost model.

An item of intangible asset is derecognised on disposal, or when no future economic benefit are expected to arise from the continued use of assets. Any gain and loss arising on the disposal of or retirement is determined as the difference between the sale proceeds and the carrying amount of the assets and is recognised in the statement of profit and loss.

2.A.2.3. Capital work-in-progress

Capital work-in-progress represents expenditure incurred in respect of capital projects under development and are carried at cost. Cost includes related acquisition expenses, development/ construction costs, borrowing costs and other direct expenditure. Subsequent measurement of capital work-in-progress is done in accordance with cost model.

2.A.2.4. Leases

Lessee accounting

1. Lease liability is recognised at the commencement of lease and measured at an amount equal to the present value of minimum lease payments during the lease term that are not yet paid.
2. Right of use asset is recognised at the commencement of lease and measured at cost, consisting of initial measurement of lease liability plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, initial estimate of the restoration costs and any initial direct costs incurred by the lessee. Right-of-use assets are amortized on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets and impairment loss. Subsequent measurement of right-of-use assets is done in accordance with cost model.
3. The lease liability is measured in subsequent periods using the effective interest rate method.
4. Recognition and measurement exemption is availed for low-value assets and short term leases. Assets of low value include IT equipment or office furniture. No monetary threshold has been defined for low-value assets. Short-term leases are defined as leases with a lease term of 12 months or less.

2.A.3 Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

The Company is following written down value method in case of Furniture, fixtures and office equipment and straight line method in respect of other assets.

Depreciation on tangible property, plant and equipment has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the certain categories of assets, in whose case the life of the assets has been assessed based on technical advice, taking into account the nature, the estimated usage, operating conditions of the asset, past history of replacement, anticipated technological changes and maintenance practices etc. Followings are the estimated useful lives of various category of assets used:

Factory building	-	thirty years
Office building	-	sixty years
Plant and equipment		
- General	-	twenty years
- Electric installation / equipment	-	fifteen years
- Dies	-	three years
Road	-	twenty years
Bore well	-	fifteen years

Vehicle	-	five years
Furniture and fixture / Office equipment	-	five years

All intangible assets are amortised on straight-line method over their estimated useful life as under.

Computer software	-	three years
Product design	-	three years
Enabling assets	-	fifteen years
Right of use assets under leases	-	over the lease period
Trademarks acquired on acquisition	-	ten years
Customer contracts acquired on acquisition	-	ten years

Assets costing up to Rs. 5,000 are fully depreciated in the year of acquisition.

Depreciation on assets acquired/sold/discarded during the year is charged on pro-rata basis except for furniture, fixtures and equipments where full year's depreciation is computed in the year of acquisition and no depreciation is provided in the year of sale.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, and the effect of any changes in estimate is accounted for on a prospective basis.

2.A.4. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial assets

All regular way purchases or sales of financial assets are accounted for at trade date basis. Regular way purchases or sales are purchase or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Classification of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost

i) The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

ii) The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

i) The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

ii) The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

Financial asset which are not classified in any of the above categories are subsequently measured at fair value through profit or loss (FVTPL).

Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. The average credit period is 55 days.

Investments

Investment in subsidiaries are carried at cost less impairment losses, if any. Any permanent diminution in the value of investments is provided for in the books of account.

Investments in mutual funds and investment in equity instrument are measured at fair value through profit or loss.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost or at fair value through profit or loss (FVTPL). For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Fair value is determined in the manner described in note no 44.

2.A.5. Derivative financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts and cross currency interest rate swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit and loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedging relationship and the nature of the hedged item.

(i) Financial assets or financial liabilities, at fair value through profit or loss.

This category has derivative financial assets or liabilities which are not designated as hedges. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through the statement of profit and loss and the resulting exchange gains or losses are included in the statement of profit and loss. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance sheet date.

(ii) Hedge accounting

The Company designates the derivatives as hedge of foreign exchange risk associated with the cash flows of highly probable forecast transaction.

The Company documents at the inception of the hedging transaction the economic relationship between hedging instrument and hedge items. The Company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

When forward contracts are used to hedge forecast transactions, the Company generally designates related forward contract related as the hedging instruments.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges, is recognised in other comprehensive income and accumulated under the heading of cash flow hedge reserve. The gain or loss relating to the ineffective portion is recognised immediately in the statement of profit and loss. Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to the statement of profit and loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. For the same, Company matches critical terms of hedge item and hedge instruments.

Notes to the standalone financial statements for the year ended 31 March 2025

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction and cross currency interest rate swap transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction and cross currency interest rate swap transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the statement of profit and loss.

Fair value is determined in the manner described in note no 44.

2.A.6. Employee benefits

Retirement benefit costs and termination benefits:

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Contribution towards Provident Fund and Superannuation Fund is paid as per the statutory provisions/ Company's scheme. These benefits are charged to the statement of profit and loss of the year when they become due. For the provident fund trust administrated by the trustees, the Company is liable to meet the shortfall, if any, in payment of interest at the rates declared by Central Government and such liability is recognised in the year of shortfall. For defined post-employment employee benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to the statement of profit and loss. Past service cost is recognised in the statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

i) Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

ii) Net interest expense or income; and

iii) Re-measurement.

Short-term and other long-term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Leave availment / encashment benefit is provided as per Company's scheme. Employees are entitled to accumulate leaves subject to certain limit as per Company's scheme.

Liabilities for compensated absence that are not expected to be settled wholly within 12 months after the end of the period in which the employees rendered the related service, are measured at the present value of expected future payment to be made in respect of service provided by employees up to the end of reporting period using the projected unit credit method. The benefit are discounted using the market yields at the end of reporting period. Remeasurement as a result of experience adjustments and change in actuarial assumptions are recognised in the statement of profit and loss.

Employee benefits in the form of long service awards is provided as per Company scheme. The liability is determined through actuarial valuation using projected unit credit method.

Notes to the standalone financial statements for the year ended 31 March 2025

2.A.7. Taxes on income

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.A.8. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.A.9. Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources.

When there is a possible obligation or a present obligation in respect of which the likelihood on outflow of resources is remote, no provision or disclosure is made.

2.A.10. Revenue recognition

Sale of products/services

Revenue from the sale of products or services is recognised upon transfer of control to customers. Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example, taxes and duties collected on behalf of the government). A receivable is recognized upon satisfaction of performance obligations as per the contracts and is measured at transaction price.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Export benefits

Export benefit entitlements is in the nature of income, and are recognised when the right to receive benefit is established in respect of the exports made and the realisation is reasonably certain.

2.A.11. Inventories

Inventories are valued at lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition is accounted for as follows:

i) Raw materials, loose tools and store and spares : cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. Raw materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

ii) Work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

iii) Finished goods: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

iv) Stock-in-trade: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2. (B) Other accounting policy information

2.B.1. Other income

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to Company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the interest rate as applicable.

Miscellaneous income

Other revenues are recognised on accrual basis, except where there are uncertainties in realisation / determination of income and in such case income is recognised on realisation / certainty.

2.B.2. Research and development

Revenue expenditure on research and development, inclusive of dies for new model development, is charged as expense in the year in which incurred. Capital expenditure is included in property, plant, equipment and intangible assets.

2.B.3. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time the assets are substantially ready for their intended use or sale.

Notes to the standalone financial statements for the year ended 31 March 2025

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

2.B.4. Earnings per share

Basic earnings per share is calculated by dividing profit or loss attributable to the owners of the Company by weighted average number of equity shares outstanding during the financial year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, share split and any new equity issue.

For the purpose of calculating diluted earnings per share, profit or loss attributable to the owners of the Company and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.B.5. Impairment of assets

The carrying values of Property, plant and equipment, right of use assets and intangible assets or cash generating units are reviewed at each Balance sheet date for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the statement of profit and loss.

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit loss.

2.B.6. Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. The Company is primarily engaged in the manufacturing and assembling of automotive components for the automotive industry. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segments and assess their performance. CODM believes that these are governed by same set of risk and returns hence CODM reviews as one balance sheet component.

2.B.7. Foreign currency transactions and translations

Transactions in foreign currency are recorded on initial recognition at the exchange rate prevailing on or closely approximating to the date of transaction.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise except exchange differences on transactions entered into in order to hedge certain foreign currency risks.

For foreign currency denominated financial assets measured at amortised cost or FVTPL, the exchange differences are recognised in statement of profit and loss except for those which are designated as hedging instruments in a hedging relationship.

Notes to the standalone financial statements for the year ended 31 March 2025

2. (C) 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. For the year ended 31 March 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 01 April 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its standalone financial statements.

Notes to the standalone financial statements for the year ended 31 March 2025

3. Property, plant & equipment

Rs. million

Particulars	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Dies	Total
As at 31 March 2024							
Gross carrying amount							
Opening gross carrying amount	1,664.22	9,821.54	60.46	45.63	220.66	184.38	11,996.89
Additions	28.55	483.68	10.23	-	73.60	39.97	636.03
Disposals	(0.44)	(34.32)	(4.90)	(9.59)	(25.35)	(10.10)	(84.70)
Closing gross carrying amount as at 31 March 2024	**1,692.33**	**10,270.90**	**65.79**	**36.04**	**268.91**	**214.25**	**12,548.22**
Accumulated depreciation							
Opening accumulated depreciation	487.48	5,794.94	49.35	-	171.43	119.44	6,622.64
Depreciation charged during the year	65.47	597.38	8.07	9.63	48.17	29.66	758.38
Disposals	(0.20)	(24.76)	(4.43)	(7.00)	(21.89)	(9.59)	(67.87)
Closing accumulated depreciation as at 31 March 2024	**552.75**	**6,367.56**	**52.99**	**2.63**	**197.71**	**139.51**	**7,313.15**
Net carrying amount as at 31 March 2024	**1,139.58**	**3,903.34**	**12.80**	**33.41**	**71.20**	**74.74**	**5,235.07**
As at 31 March 2025							
Gross carrying amount							
Opening gross carrying amount	1,692.33	10,270.90	65.79	36.04	268.91	214.25	12,548.22
Additions	2.87	734.04	6.94	-	33.51	42.37	819.73
Disposals	-	(69.90)	(22.00)	-	(62.65)	(9.46)	(164.01)
Closing gross carrying amount as at 31 March 2025	**1,695.20**	**10,935.04**	**50.73**	**36.04**	**239.77**	**247.16**	**13,203.94**
Accumulated depreciation							
Opening accumulated depreciation	552.75	6,367.56	52.99	2.63	197.71	139.51	7,313.15
Depreciation charged during the year	64.77	602.72	5.70	9.15	35.40	36.30	754.04
Disposals	-	(37.35)	(18.21)	-	(48.04)	(8.90)	(112.50)
Closing accumulated depreciation as at 31 March 2025	**617.52**	**6,932.93**	**40.48**	**11.78**	**185.07**	**166.91**	**7,954.69**
Net carrying amount as at 31 March 2025	**1,077.68**	**4,002.11**	**10.25**	**24.26**	**54.70**	**80.25**	**5,249.25**

Notes:

i) The Company has not revalued property, plant and equipment during the year.

ii) The title deeds of immovable properties are held in the name of the Company as at the balance sheet date.

iii) The above assets are secured against borrowings, refer note no. 17 and 21.

Notes to the standalone financial statements for the year ended 31 March 2025

4. Capital-Work-in Progress

Rs. million

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	93.48	45.73
Additions during the year	745.97	615.53
Capitalised / adjusted during the year	(778.28)	(567.78)
Balance at the end of the year	**61.17**	**93.48**

Note:

1. The capital-work-in-progress mainly consist of property, plant and equipment under construction / installation and which are not ready for use at year end.
2. There are no such projects under capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2025 and 31 March 2024.

Capital-work-in progress ageing schedule is as under

Rs. million

Particulars	As on 31 March 2025				
	Amount in Capital-work-in progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	59.67	-	-	-	59.67
Projects temporarily suspended	-	-	1.50	-	1.50

Particulars	As on 31 March 2024				
	Amount in Capital-work-in progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	91.98	-	-	-	91.98
Projects temporarily suspended	-	1.50	-	-	1.50

Notes:

a) The above assets are secured against borrowings, refer note no. 17 and 21.

b) *The projects in progress as on 31 March 2025 will be completed within 1 year.

5. Goodwill and other intangible assets

Rs. million

Particulars	Goodwill	Other intangible assets						Grand Total
		Computer software	Product design and development	Enabling assets	Customer contracts	Trademarks	Sub total	
As at 31 March 2024								
Gross carrying amount								
Opening gross carrying amount	14.85	95.73	92.27	85.59	114.36	103.78	491.73	506.58
Additions	-	3.94	17.14	0.85	-	-	21.93	21.93
Disposals	-	(2.41)	-	-	-	-	(2.41)	(2.41)
Closing gross carrying amount as at 31 March 2024	**14.85**	**97.26**	**109.41**	**86.44**	**114.36**	**103.78**	**511.25**	**526.10**

Notes to the standalone financial statements for the year ended 31 March 2025

Rs. million

Particulars	Goodwill	Other intangible assets						Grand Total
		Computer software	Product design and development	Enabling assets	Customer contracts	Trademarks	Sub total	
Accumulated amortisation								
Opening accumulated depreciation	-	76.11	71.69	21.18	57.19	51.89	278.06	278.06
Depreciation / amortisation charged during the year	-	3.46	11.66	5.59	11.43	10.38	42.52	42.52
Disposals	-	(2.41)	-	-	-	-	(2.41)	(2.41)
Closing accumulated depreciation as at 31 March 2024	**-**	**77.16**	**83.35**	**26.77**	**68.62**	**62.27**	**318.17**	**318.17**
Net carrying amount as at 31 March 2024	**14.85**	**20.10**	**26.06**	**59.66**	**45.75**	**41.51**	**193.08**	**207.93**
As at 31 March 2025								
Gross carrying amount								
Opening gross carrying amount	14.85	97.26	109.41	86.44	114.36	103.78	511.25	526.10
Additions	-	12.27	-	2.62	-	-	14.89	14.89
Disposals	-	-	-	-	-	-	-	-
Closing gross carrying amount as at 31 March 2025	**14.85**	**109.53**	**109.41**	**89.06**	**114.36**	**103.78**	**526.14**	**540.99**
Accumulated amortisation								
Opening accumulated depreciation	-	77.16	83.35	26.77	68.62	62.27	318.17	318.17
Depreciation / amortisation charged during the year	-	5.67	12.31	5.71	11.44	10.38	45.51	45.51
Disposals	-	-	-	-	-	-	-	-
Closing accumulated depreciation as at 31 March 2025	**-**	**82.83**	**95.66**	**32.48**	**80.06**	**72.65**	**363.68**	**363.68**
Net carrying amount as at 31 March 2025	**14.85**	**26.70**	**13.75**	**56.58**	**34.30**	**31.13**	**162.46**	**177.31**

i) Goodwill represents goodwill arisen on amalgamation of Shriram Automotive Product Limited. Goodwill is tested for impairment on annual basis and wherever there is an indication that the recoverable amount is less than its carrying amount based on a number of factors including in business plan, operating results, future cash flows and economic conditions. The recoverable amount is determined based on higher of value in use and fair value less cost to sell. The Company generally uses discounted cash flows method to determine the recoverable amount. These discounted cash flow calculation are based on financial forecasts, cash flow projections take into account past experience and represent management's best estimate about future developments.

Ii) The Company has not revalued its other intangible assets during the year.

Notes to the standalone financial statements for the year ended 31 March 2025

6. Right of use assets

Rs. million

Particulars	Right of use assets (refer note 38)			
	Land	Building	Motor car	Total
As at 31 March 2024				
Gross carrying amount				
Opening gross carrying amount	429.04	453.69	34.39	917.12
Additions	-	24.12	22.10	46.22
Disposals	-	(16.62)	-	(16.62)
Closing gross carrying amount as at 31 March 2024	**429.04**	**461.19**	**56.49**	**946.72**
Accumulated amortisation				
Opening accumulated depreciation	24.45	228.29	1.46	254.20
Depreciation / amortisation charged during the year	6.13	57.66	9.06	72.85
Disposals	-	(11.78)	-	(11.78)
Closing accumulated depreciation as at 31 March 2024	**30.58**	**274.17**	**10.52**	**315.27**
Net carrying amount as at 31 March 2024	**398.46**	**187.02**	**45.97**	**631.45**
As at 31 March 2025				
Gross carrying amount				
Opening gross carrying amount	429.04	461.19	56.49	946.72
Additions	-	32.57	5.79	38.36
Disposals	-	-	-	-
Closing gross carrying amount as at 31 March 2025	**429.04**	**493.76**	**62.28**	**985.08**
Accumulated amortisation				
Opening accumulated depreciation	30.58	274.17	10.52	315.27
Depreciation / amortisation charged during the year	6.11	46.18	13.51	65.80
Disposals	-	-	-	-
Closing accumulated depreciation as at 31 March 2025	**36.69**	**320.35**	**24.03**	**381.07**
Net carrying amount as at 31 March 2025	**392.35**	**173.41**	**38.25**	**604.01**

Note:

i) The right of use assets (land) is mortgaged as security against borrowings, refer note no. 17 and 21.

ii) The title deeds of immovable properties are held in the name of the Company as at the balance sheet date.

Notes to the standalone financial statements for the year ended 31 March 2025

7. Investments

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Rs. million	No. of shares	Rs. million
Non current investments (Unquoted)				
Nil (previous year: 31 March 2024: Nil) shares of SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) (refer note 54)	-	30.96	-	30.96
Equity instrument:				
Investment in subsidiary carried at cost				
600,000,000 (previous year: 31 March 2024: 350,000,000) shares of Rs. 10 each fully paid up in SPR Engenious Limited (refer note 55)	60,00,00,000	6,000.00	35,00,00,000	3,500.00
Investment carried at Fair value through statement of Profit or Loss				
3,636,363 (previous year: 31 March 2024: 3,636,363) shares of Rs. 10 each fully paid up in Lalganj Power Private Limited	36,36,363	48.00	36,36,363	48.00
1,037,430 (previous year: 31 March 2024: Nil) shares of Rs. 10 each fully paid up in Fourth Partner Solar Power Private Limited	10,37,430	52.00	-	-
		6,130.96		**3,578.96**
Aggregate book value of unquoted investments		6,130.96		3,578.96
Aggregate value of impairment in value of investments		-		-
Current investments (Unquoted)				
Carried at fair value through Statement of Profit and loss				
Investment in Mutual fund (Liquid fund) Units of Face value of Rs 1000 each				
- Nil units (Previous year: 13,045) UTI Liquid Fund - Direct Plan Growth		-		51.62
- Nil units (Previous year: 102,635) AXIS Liquid Fund - Direct Growth		-		275.44
- Nil units (Previous year: 19,122) HSBC liquid fund direct Growth		-		46.01
		-		**373.07**
Aggregate book value of unquoted investments		-		372.11
Aggregate market value of unquoted investments		-		373.07
Aggregate value of impairment in value of investments		-		-

Notes to the standalone financial statements for the year ended 31 March 2025

8. Loans

(Unsecured, considered good unless otherwise stated)

Rs. million

	As at 31 March 2025	As at 31 March 2024
Non-current:		
Loan to employee*	120.00	-
	120.00	-
Current:		
Loan to employee*	30.00	-
	30.00	**-**

*Represents interest-free advance for purchase of residential accomodation to Mr. Krishnakumar Srinivasan, MD & CEO, repayable in five equal yearly instalments in terms of the scheme of interest free advance upto Rs. 150 million approved in the shareholders' meeting dated 24 July 2024, in accordance with the provisions of Section 185 and other applicable provisions of Companies Act, 2013. (refer note 36)

9. Other Financial Assets

(At amortised cost excluding derivative instrument)

Rs. million

	As at 31 March 2025	As at 31 March 2024
Non-current:		
Deposits more than 12 months	960.79	1,350.86
Security deposits	201.19	193.19
Derivative instrument (refer note 44)	22.10	20.02
	1,184.08	**1,564.07**
Current:		
Security deposits	6.52	4.32
Interest accrued on deposits	432.69	359.14
Derivative instrument (refer note 44)	19.68	7.95
	458.89	**371.41**

10. Tax assets/ (liabilities) net

Rs. million

	As at 31 March 2025	As at 31 March 2024
Advance income tax	1,603.52	1,439.88
Less: provision for income tax	(1,707.76)	(1,523.83)
Net	**(104.24)**	**(83.95)**

Notes to the standalone financial statements for the year ended 31 March 2025

11. Other assets

(Unsecured, considered good unless stated otherwise)

Rs. million

	As at 31 March 2025	As at 31 March 2024
Non-current:		
i) Capital advances	39.26	137.21
ii) Export incentive receivable		
Unsecured, considered good	7.55	9.68
Unsecured, considered doubtful	4.30	4.66
	11.85	14.34
Provision for doubtful advances	(4.30)	(4.66)
	7.55	**9.68**
iii) Prepaid expenses	10.51	14.79
iv) Other assets		
Unsecured, considered good*	86.12	182.32
Unsecured, considered doubtful	-	-
	143.44	**344.00**

*Other assets - non current includes Rs. 22.80 million (previous year: Rs. 182.32 million) paid under protest to government authorities and employee advances Rs. 63.31 (previous year: nil).

	As at 31 March 2025	As at 31 March 2024
Current:		
i) Advances other than capital advances recoverable in cash or in kind or for value to be received		
Unsecured, considered good	203.74	132.63
Unsecured, considered doubtful	15.30	15.47
	219.04	148.10
Provision for doubtful advances	(15.30)	(15.47)
	203.74	**132.63**
ii) Export incentive receivable		
Unsecured, considered good	25.87	13.84
Unsecured, considered doubtful	0.24	0.24
	26.11	14.08
Provision for doubtful advances	(0.24)	(0.24)
	25.87	**13.84**
iii) Balance with government authorities	64.00	66.29
iv) Prepaid expenses	49.49	47.74
v) Other assets		
Unsecured, considered good*	353.76	294.63
Unsecured, considered doubtful	3.83	3.83
	357.59	298.46
Provision for doubtful assets	(3.83)	(3.83)
	353.76	294.63
	696.86	**555.13**

* Other assets majorly includes Rs. 331.09 million (previous year Rs. 271.83 million) of surplus in Shriram Pistons & Rings Limited Gratuity Fund Trust.

Notes to the standalone financial statements for the year ended 31 March 2025

12. Inventories

(valued at lower of cost or net realisable value)

Rs. million

	As at 31 March 2025	As at 31 March 2024
Raw material and components	1,123.49	806.54
(includes in transit Rs. 2.67 million (previous year: Rs. 24.75 million))		
Work-in-progress	1,085.61	923.72
(includes in transit Rs. 2.72 million (previous year: Rs. 4.51 million))		
Finished goods	1,590.16	1,406.14
(includes in transit Rs. 94.23 million (previous year: Rs. 57.50 million))		
Stock- in - trade	48.86	29.61
(includes in transit Rs. 2.93 million (previous year: Rs.2.04 million))		
Stores and spares	316.44	325.29
(includes in transit Rs. 45.91 million (previous year: Rs 38.81 million))		
Loose tools	35.81	44.91
	4,200.37	**3,536.21**

Notes:

i) The inventories are hypothecated as security against working capital loans from banks, refer note no 21.

ii) The value of inventories above is net off of write down of Rs. 190.32 million (previous year Rs. 149.69 million).

13. Trade receivables

Rs. million

	As at 31 March 2025	As at 31 March 2024
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured*	5,127.15	4,418.82
Receivable which have significant increase in credit risk	21.00	31.53
Receivable credit impaired	5.21	0.88
	5,153.36	4,451.23
Less: Allowances for receivables which have significant increase in credit risk/credit impaired	(26.21)	(32.41)
	5,127.15	**4,418.82**

Trade receivables includes Rs. 3.61 million (previous year: Rs. 4.09 million) due to related parties (refer note 36)

Notes:

i) The trade receivables are pledged as security against working capital loans from banks, refer note no 21.

ii) *No trade or other receivable are due from directors or other officers of the Company 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.

Notes to the standalone financial statements for the year ended 31 March 2025

Trade receivable ageing as on 31st March 2025 is as under:

Rs. million

Particulars	Unbilled dues	Not due	Outstanding for following periods from due date of payment					
			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	-	4,701.16	422.17	3.82	-	-	-	**5,127.15**
(ii) Undisputed trade receivables –which have significant increase in credit risk	-	-	2.99	1.33	3.94	2.05	10.69	**21.00**
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	**-**
(iv) Disputed trade receivables– considered good	-	-	-	-	-	-	-	**-**
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	5.21	**5.21**
Total	**-**	**4,701.16**	**425.16**	**5.15**	**3.94**	**2.05**	**15.90**	**5,153.36**

Trade receivable ageing as on 31st March 2024 is as under:

Rs. million

Particulars	Unbilled dues	Not due	Outstanding for following periods from due date of payment					
			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	-	3,961.67	449.39	7.76	-	-	-	**4,418.82**
(ii) Undisputed trade Receivables –which have significant increase in credit risk	-	-	4.68	1.87	6.38	3.91	14.69	**31.53**
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	**-**
(iv) Disputed trade receivables– considered good	-	-	-	-	-	-	-	**-**
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	0.88	**0.88**
Total	**-**	**3,961.67**	**454.07**	**9.63**	**6.38**	**3.91**	**15.57**	**4,451.23**

Notes to the standalone financial statements for the year ended 31 March 2025

14. Cash and cash equivalents and other bank balances

Rs. million

	As at 31 March 2025	As at 31 March 2024
i) Cash and cash equivalents		
Cash on hand	0.32	0.37
Balances with banks		
- Deposits with original maturity less than 3 months	-	250.00
- current accounts	277.59	56.20
	277.91	**306.57**
ii) Other bank balances		
- Unclaimed dividend account	1.21	1.24
- Unspent CSR account	2.53	2.62
- Deposits with original maturity more than 3 month but less than 12 months	8,411.48	6,537.71
- Deposits held as margin money*	995.40	958.93
	9,410.62	**7,500.50**
	9,688.53	**7,807.07**

* Margin money is deposited with bank majorly towards overdraft facility availed.

15. Equity share capital

	As at 31 March 2025	As at 31 March 2024
	Rs. million	**Rs. million**
Authorised Share Capital		
52,500,000 (previous year 52,500,000) equity shares of Rs. 10 each	525.00	525.00
3,000,000 (previous year 3,000,000) preference shares of Rs. 100 each	300.00	300.00
	825.00	**825.00**
a. Issued, subscribed and fully paid up share capital		
44,049,824 (previous year 44,049,824) equity shares of Rs. 10 each (refer note 53)	440.50	440.50
	440.50	**440.50**

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having face value of Rs. 10/- per share. Each holder of equity share is entitled to dividend and one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

Notes to the standalone financial statements for the year ended 31 March 2025

c. Reconciliation of numbers of equity shares outstanding at the beginning and at the end of reporting year

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	**Rs. million**	**No. of shares**	**Rs. million**
Opening balance	4,40,49,824	440.50	2,20,24,912	220.25
Issued during the year (refer note 53)	-	-	2,20,24,912	220.25
Closing balance	**4,40,49,824**	**440.50**	**4,40,49,824**	**440.50**

d. **Details of equity shareholders holding more than 5% shares in the Company**

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	**% shareholding**	**No. of shares**	**% shareholding**
Equity shares of Rs. 10 each fully paid				
Riken Corporation	93,84,114	21.30	93,84,114	21.30
Luv D. Shriram and Meenakshi Dass*	60,07,362	13.64	66,67,862	15.14
Meenakshi Dass and Luv D. Shriram *	60,07,362	13.64	66,67,862	15.14
National Insurance Company Limited	19,95,833	4.53	24,83,005	5.64

* Shares held on behalf of Deepak Shriram Family Benefit Trust.

e) **Details of Shares held by Promoters & Promoter Group at the end of the year**

	As at 31 March 2025			As at 31 March 2024		
Name of the Promoter & Promoter Group	**No. of shares**	**% shareholding#**	**% Change during the year**	**No. of shares**	**% shareholding**	**% Change during the year**
Meenakshi Dass & Luv D. Shriram*	60,07,362	13.64	(1.50)	66,67,862	15.14	-
Luv D. Shriram & Meenakshi Dass*	60,07,362	13.64	(1.50)	66,67,862	15.14	-
Meenakshi Dass	16,69,440	3.79	-	16,69,440	3.79	-
Nandishi Shriram	1,730	0.00***	-	1,730	0.00***	-
Luv D. Shriram and Kush D. Shriram**	4	0.00***	-	4	0.00***	-
Luv D. Shriram	10,900	0.02	-	10,900	0.02	-
Sarva Commercial Pvt. Ltd.	21,33,160	4.84	-	21,33,160	4.84	-
Sera Com Pvt. Ltd	19,00,794	4.32	-	19,00,794	4.32	-
Manisha Commercial Pvt. Ltd.	13,35,958	3.03	-	13,35,958	3.03	-
Shabnam Commercial Pvt. Ltd.	2,06,394	0.47	-	2,06,394	0.47	-
Kush D. Shriram	2	0.00***	-	2	0.00***	-

#During the year, the promoter i.e. Meenakshi Dass & Luv D. Shriram and Luv D. Shriram & Meenakshi Dass disposed off 13,21,000 (3%) equity shares in open market.

* Shares held on behalf of Deepak Shriram Family Benefit Trust.

** Shares held on behalf of NAK Benefit Trust.

*** Rounded off to zero.

Notes to the standalone financial statements for the year ended 31 March 2025

f) (i) Aggregate number and class of shares allotted as fully paid up by way of bonus shares during the period of five years immediately preceding 31 March 2025:

	31 March 2025 No. of shares	31 March 2024 No. of shares	31 March 2023 No. of shares	31 March 2022 No. of shares	31 March 2021 No. of shares
Equity shares allotted fully paid up under bonus issue	-	22,024,912*	-	-	-

ii) Aggregate number of shares bought back during the period of five years immediately preceding 31 March 2025:

	31 March 2025 No. of shares	31 March 2024 No. of shares	31 March 2023 No. of shares	31 March 2022 No. of shares	31 March 2021 No. of shares
Equity shares fully paid up buy back	-	-	-	350,000**	-

iii) There are no shares allotted as fully paid up pursuant to contracts without payment being received in cash during the period of five years immediately preceding 31 March 2025.

*The Board pursuant to shareholder's approval in the annual general meeting held on 06 July 2023, allotted 2,20,24,912 equity shares as bonus share in the ratio of 1:1.

**During the year ended 31 March 2022, the Company has concluded the buyback of 3,50,000 equity shares (at a price of Rs 1020/- per equity share) as approved by the Board of Directors on 30 July 2021. This has resulted in a total cash outflow of Rs 449.7 million (including tax on buyback of Rs 82.4 million & transaction cost of Rs 10.3 million). In line with the requirement of the Companies Act 2013, an amount of Rs 446.2 million has been utilized from retained earnings. Further, capital redemption reserve of Rs 3.5 million (representing the nominal value of the shares bought back) has been created as an apportionment from General reserve. Consequent to such buyback, the paid-up equity share capital has reduced by Rs 3.5 million.

g) Dividends

i) The Board of directors, in its meeting held on 07 May 2025 has proposed final dividend of Rs. 5 /-per equity share (face value of Rs. 10/- per equity share) to equity shareholders for the year ended 31 March 2025. This dividend together with the interim dividend of Rs. 5/- per equity share, aggregating total dividend to Rs. 10/- per equity share for the financial year 2024-25. The final dividend is subject to the approval of shareholders in Annual General Meeting of the Company and same has not been recognised as liability in financial statements for the year ended 31 March 2025.

ii) The Board of directors, in its meeting held on 13 May 2024, has proposed final dividend of Rs 5/-per equity share (face value of Rs. 10 per equity share) to equity shareholders for the year ended 31 March 2024. This dividend together with the interim dividend of Rs.5/- per equity share, aggregating total dividend to Rs. 10/- per equity share for the financial year 2023-24. The final dividend has been approved by the Shareholders in Annual General Meeting of the Company held on 24 July 2024.

Notes to the standalone financial statements for the year ended 31 March 2025

16. Other equity

Particulars	Reserves and surplus						Items of other comprehensive income	Total
	Preference share redemption reserve	Capital redemption reserve	Revaluation reserve	Retained earnings	General reserve	Sub Total	Effective portion of cash flow hedge reserve	
Balance as at 31 March 2023	**388.58**	**3.50**	**97.27**	**1,300.00**	**13,285.60**	**15,074.95**	**0.33**	**15,075.28**
Profit for the year	-	-	-	4,467.64	-	4,467.64	-	4,467.64
Used for issuance of bonus shares	(220.25)	-	-	-	-	(220.25)	-	(220.25)
Other comprehensive income for the year	-	-	-	67.12	-	67.12	(1.33)	65.79
Reversal on disposal of revalued assets	-	-	(0.02)	-	-	(0.02)	-	(0.02)
Dividends	-	-	-	(330.37)	-	(330.37)	-	(330.37)
Transfer to general reserve	-	-	-	(4,204.39)	4,204.39	-	-	-
Balance as at 31 March 2024	**168.33**	**3.50**	**97.25**	**1,300.00**	**17,489.99**	**19,059.07**	**(1.00)**	**19,058.07**
Profit for the year	-	-	-	4,978.09	-	4,978.09	-	4,978.09
Other comprehensive income for the year	-	-	-	47.08	-	47.08	7.63	54.71
Reversal on disposal of revalued assets	-	-	(0.01)	-	-	(0.01)	-	(0.01)
Dividends (refer note 15 g)	-	-	-	(440.50)	-	(440.50)	-	(440.50)
Transfer to general reserve	-	-	-	(4,584.67)	4,584.67	-	-	-
Balance as at 31 March 2025	**168.33**	**3.50**	**97.24**	**1,300.00**	**22,074.65**	**23,643.72**	**6.63**	**23,650.36**

Nature and purpose of reserves:

Preference share redemption reserve

The Company issued 10,00,000 nos. of preference shares in financial year 1997-98 of Rs. 100/- each and the same were redeemed during the financial years viz- 2002-03 and 2003-04. Further, the Company issued 28,85,760 nos. of preference shares of Rs. 100/- each in financial year 2019-20 and same were redeemed in the financial year 2019-20. Accordingly, the preference share redemption reserve of Rs. 388.58 million was created. In the financial year 2023-24, Rs. 220.25 million has been used for issuance of bonus share and balance reserve amount is available for the purposes as specified under the provisions of the Companies Act, 2013.

Capital redemption reserve

The Company bought back 3,50,000 equity shares in the financial year 2021-22 and created capital redemption reserve as per the applicable provision of the Companies Act, 2013. The reserve amount is available for the purposes as specified under the provisions of the Companies Act, 2013.

Revaluation reserve

In the Financial year 1995-96, the Company had revalued its existing property, plant and equipment and created a revaluation reserve for the same.

Retained earnings

Retained earnings represents the net profit/(loss) retained by the Company for its core business activities. Also, includes re-measurement gains / (loss) on defined benefit plans.

General reserves

General reserves represents amount appropriated out of retained earnings.

Cash flow hedge reserve

Cumulative changes in the fair value of financial instruments designated as effective hedge are recognised in cash flow hedge reserve through OCI (net of taxes). Amounts recognised in the cash flow hedge reserve are reclassified to the statement of profit and loss when the underlying transaction occurs.

Notes to the standalone financial statements for the year ended 31 March 2025

17. Borrowings

(At amortised cost)

Rs. million

	As at 31 March 2025	As at 31 March 2024
Non-current:		
Secured		
Term loans from banks	1,061.94	1,332.85
Unsecured		
Deposits	-	164.51
Deposits from related parties (refer note 36)	-	10.78
	1,061.94	1,508.14
Less: Current maturities of non-current borrowings (refer note 21)	(294.53)	(281.11)
Less: Current maturities of deposits (refer note 21)	-	(174.80)
	767.41	**1,052.23**

i) Term loans from banks of Rs. 1,061.94 million (previous year: Rs. 1,332.85 million) are secured by way of first pari passu charge on all the movable and immovable property of the Company, present and future.

Amount outstanding		Repayment period from origination (years)	Installments		Effective Rate of Interest per annum %	
As at 31 March 2025 (Rs. million)	As at 31 March 2024 (Rs. million)		Outstanding No.	Periodicity	As at 31 March 2025	As at 31 March 2024
260.00	340.00	6*	13	Quarterly	8.20	8.34
421.67	538.06	6*	13	Quarterly	8.10	8.25
380.27	454.79	6	15	Quarterly	7.80	7.99
1,061.94	**1,332.85**					

* The repayment period includes moratorium of 1 year from the date of origination

ii) The long term deposits have been raised under Section 58A of the Companies Act, 1956 and Section 73 to 76 of the Companies Act, 2013 for maturity period of 3 years (refer note 66).

Amount outstanding		Repayment period from origination (years)	Rate of interest per annum %	
As at 31 March 2025 (Rs. million)	As at 31 March 2024 (Rs. million)		As at 31 March 2025	As at 31 March 2024
-	175.29	3	-	6.50-9.50
-	**175.29**			

Notes to the standalone financial statements for the year ended 31 March 2025

iii) Disclosure under Para 44A as set out in IND AS on cash flow statements under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is given below:

Changes in liabilities arising from financing activities

Rs. million

Particular	Outstanding balance as on 01 April 2024	Net proceeds / (repayment) of borrowings	Non-cash changes	Outstanding balance as on 31 March 2025
Long term borrowing (including current maturities of long term debt)	1,332.85	(274.52)	3.61	1,061.94
Short-term borrowings (refer note 21)	1,900.02	596.33	-	2,496.35
Deposits (including unclaimed matured deposits)	176.71	(176.71)	-	-
Lease liabilities (refer note 38)	268.88	(83.13)	63.51	249.26

Particular	Outstanding balance as on 01 April 2023	Net proceeds / (repayment) of borrowings	Non-cash changes	Outstanding balance as on 31 March 2024
Long term borrowing (including current maturities of long term debt)	1,374.45	(45.98)	4.38	1,332.85
Short-term borrowings (refer note 21)	1,122.08	777.94	-	1,900.02
Deposits (including unclaimed matured deposits)	408.79	(232.08)	-	176.71
Lease liabilities (refer note 38)	291.90	(87.63)	64.61	268.88

18. Provisions

Rs. million

	As at 31 March 2025	As at 31 March 2024
Non-current:		
Provision for compensated absences (refer note 35)	324.60	299.84
Provision for other employee benefits	0.20	0.38
	324.80	**300.22**
Current:		
Provision for compensated absences (refer note 35)	159.76	149.28
Provision for other employee benefits	0.33	1.10
	160.09	**150.38**

19. Other liabilities

Rs. million

	As at 31 March 2025	As at 31 March 2024
Revenue received in advance (refer note 24)	71.53	81.39
Statutory dues	270.47	306.29
Others *	67.64	55.62
	409.64	**443.30**

*Others includes provision for superannuation contribution and unspent CSR amount.

Notes to the standalone financial statements for the year ended 31 March 2025

20. a) Deferred tax liability (net)

Rs. million

	As at 31 March 2025	As at 31 March 2024
Deferred tax liability		
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	366.67	362.14
Defined benefit plans	56.25	43.48
Right to use assets	53.57	58.63
	476.49	**464.25**
Deferred tax assets		
Expenses deductible on payment basis	143.24	133.49
Provision for doubtful debts/advances/others	12.56	14.26
Lease liability	62.62	67.67
Others	5.48	8.71
	223.90	224.13
Net deferred tax liability	**252.59**	**240.12**

b) Reconciliation of tax expenses and accounting profit

	As at 31 March 2025		As at 31 March 2024	
	Rs. million	**%**	**Rs. million**	**%**
Profit before tax	6,679.92		5,988.60	
Income tax expenses calculated at current tax rate	1,681.20	25.17%	1,507.21	25.17%
Add : Effect of expenses that are not deductible in determining taxable profit.	20.63	0.31%	13.75	0.23%
Income tax expenses recognised in statement of profit and loss.	**1,701.83**	**25.48%**	**1,520.96**	**25.40%**

(c) Changes in deferred tax liability (net)

	As at 31 March 2024	Recognised in		As at 31 March 2025
		OCI	**Profit / loss**	
Items leading to creation of deferred tax assets				
Expenses deductible on payment basis	133.49	-	9.75	143.24
Provision for doubtful debts/advances	14.26	-	(1.70)	12.56
Lease liability	67.67	-	(5.05)	62.62
Others	8.71	(2.57)	(0.66)	5.48
Items leading to deferred tax liabilities				
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	362.14	-	4.53	366.67
Defined benefit plans	43.48	15.83	(3.06)	56.25
Right to use assets	58.63		(5.06)	53.57
Net deferred tax assets / (liability)	**(240.12)**	**(18.40)**	**5.93**	**(252.59)**

Notes to the standalone financial statements for the year ended 31 March 2025

	As at 31 March 2023	Recognised in		As at 31 March 2024
		OCI	Profit / loss	
Items leading to creation of deferred tax assets				
Expenses deductible on payment basis	130.57	-	2.93	133.49
Provision for doubtful debts/advances	13.78	-	0.48	14.26
Lease liability	67.67	-	-	67.67
Others	8.25	0.46	-	8.71
Items leading to deferred tax liabilities				
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	361.60	-	0.54	362.14
Defined benefit plans	20.91	22.57	-	43.48
Right to use assets	58.63	-	-	58.63
Net deferred tax assets / (liability)	**(220.87)**	**(22.11)**	**2.87**	**(240.12)**

21. Short term borrowings

(At amortised cost)

Rs. million

	As at 31 March 2025	As at 31 March 2024
Secured		
Working capital loans from banks repayable on demand*	1,496.35	1,900.02
Current maturities of non-current borrowings (refer note 17)	294.53	281.11
Unsecured		
Working capital loans from banks**	1,000.00	-
Current maturities of deposits (refer note 17 and 66)	-	174.80
	2,790.88	**2,355.93**

* Working capital loans of Rs. 594.18 million (previous year: Rs. 1,050.02 million) are secured by way of first pari passu charge on inventories and trade receivables of the company, present and future and second pari passu charge on all the movable and immovable property of the Company, present and future. Further, working capital loans of Rs. 902.17 million (previous year: Rs. 850.00 million) are secured by way of lien on the bank deposits of Rs. 902.17 million (previous year: Rs. 850.00 million).

**Working capital loans of Rs. 1,000.00 million (previous year: Rs. Nil) have been availed against undated cheques amounting to Rs. 1,000.00 million.

22. Trade payables

(At amortised cost)

Rs. million

	As at 31 March 2025	As at 31 March 2024
- Total outstanding dues of micro enterprises and small enterprises	150.42	95.44
- Total outstanding dues of creditors other than micro enterprises and small enterprises	3,526.65	3,180.20
	3,677.07	**3,275.64**

Notes to the standalone financial statements for the year ended 31 March 2025

Trade payable includes Rs. 0.57 million (previous year: Rs. 0.10 million) due to related parties (refer note 36)

Trade payables ageing schedule as on 31 March 2025 is as under:

Rs. million

Particulars	Unbilled dues	Not due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	140.74	9.65	0.03	-	-	**150.42**
(ii) Disputed dues – MSME	-	-	-	-	-	-	**-**
(iii) Others	579.90	2,228.38	559.57	85.99	16.54	56.27	**3,526.65**
(iv) Disputed dues - Others	-	-	-	-	-	-	**-**
	579.90	**2,369.12**	**569.22**	**86.02**	**16.54**	**56.27**	**3,677.07**

Trade payables ageing schedule as on 31 March 2024 is as under:

Rs. million

Particulars	Unbilled dues	Not due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	93.66	1.78	0.00	-	-	**95.44**
(ii) Disputed dues – MSME	-	-	-	-	-	-	**-**
(iii) Others	535.62	1,644.60	759.53	72.87	84.63	82.95	**3,180.20**
(iv)Disputed dues - Others	-	-	-	-	-	-	-
	535.62	**1,738.26**	**761.31**	**72.87**	**84.63**	**82.95**	**3,275.64**

23. Other financial liabilities

(At amortised cost)

Rs. million

	As at 31 March 2025	As at 31 March 2024
Non-current:		
Financial guarantee*	18.40	27.18
Security deposits**	18.52	19.75
	36.92	**46.93**

*Guarantee given to bank on behalf of step down subsidiary - SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited).

Current:		
Interest accrued but not due on borrowings	13.66	40.69
Unclaimed dividends*	1.21	1.23
Unclaimed matured deposits and interest accrued thereon* (refer note 66)	-	1.83
Capital creditors	85.22	178.50
Security deposits**	129.79	111.59
Employee related payables	778.38	666.68
	1,008.26	**1,000.52**

*Not due for transfer to investor education and protection fund

**The security deposits have been received by the Company from customers/vendors in the normal course of business.

Notes to the standalone financial statements for the year ended 31 March 2025

24. Revenue from operations

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Sale of products	31,320.77	29,083.22
Other operating revenues		
- sale of scrap	373.54	340.43
- export benefits*	92.62	100.63
- others	8.17	12.88
	31,795.10	**29,537.16**

*Export benefits covers the following:

Rs. million

	As at 31 March 2025	As at 31 March 2024
Remission of duties and taxes on export products (RoDTEP)	23.73	22.13
Duty draw backs	68.89	78.50
	92.62	**100.63**

Rs. million

	As at 31 March 2025	As at 31 March 2024
Timing of revenue recognition:		
Goods transferred at a point in time	31,795.10	29,537.16

Rs. million

	As at 31 March 2025	As at 31 March 2024
Contract balances		
Revenue received in advance (refer note 19)	71.53	81.39

Contract liabilities - Revenue received in advance

Rs. million

	As at 31 March 2025	As at 31 March 2024
Opening balance of contract liabilities	81.39	90.65
Less: Amount of revenue recognised against opening contract liabilities	1,077.92	871.03
Add: Addition in balance of contract liabilities for current year (net of refunds)	1,068.06	861.77
Closing balance of contract liabilities	**71.53**	**81.39**

The contract liabilities are settled during the normal course of business.

Reconciling the amount of sale of products in the statement of profit and loss with the contracted price

Rs. million

	As at 31 March 2025	As at 31 March 2024
Revenue from contract with customer as per the contract price	31,923.23	29,987.42
Adjustments made to contract price on account of :-		
Less: Discounts / price adjustments	602.46	904.20
Revenue from contract with customer	**31,320.77**	**29,083.22**

Performance obligation

The Company's performance obligation from sale of products is recognized upon transfer of control to customers.

Notes to the standalone financial statements for the year ended 31 March 2025

25. Other income

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Interest income*		
- Bank deposits	764.46	620.36
- Others	12.49	11.26
Net gain on sale/fair valuation of current investment**	30.88	32.42
Income from corporate guarantee	8.78	3.79
Gain on sale/disposal of property, plant and equipment	7.96	-
Foreign exchange gain (net)	94.96	112.10
Provision for doubtful debts and advances written back (net)	6.72	-
Other non-operating income***	105.73	33.43
	1,031.98	**813.36**

*Represents income on underlying assets carried at amortised cost

**Includes Rs. nil million (previous year Rs. 0.98 million) on account of fair valuation of investments classified at FVTPL

***Includes insurance claim received of Rs. 48.50 million (previous year nil million).

26. Cost of material consumed

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Cost of raw material and components consumed	11,510.26	10,179.88
Cost of packing material consumed	573.46	558.29
	12,083.72	**10,738.17**

27. (Increase) / decrease in inventories of finished goods , work-in-progress and stock-in-trade

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Inventories at the end of the year		
Work-in-progress	1,085.61	923.72
Finished goods	1,590.16	1,406.14
Stock-in-trade	48.86	29.61
	2,724.63	**2,359.47**
Inventories at the beginning of the year		
Work-in-progress	923.72	993.46
Finished goods	1,406.14	1,281.86
Stock-in-trade	29.61	44.61
	2,359.47	**2,319.93**
(Increase) / decrease in inventories of finished goods, work-in-progress and stock-in-trade	**(365.16)**	**(39.54)**

Notes to the standalone financial statements for the year ended 31 March 2025

28. Employee benefits expense

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Salaries and wages	4,227.75	3,905.45
Contribution to provident and other funds (refer note 35)	295.96	298.27
Staff welfare expenses	252.65	245.81
	4,776.36	**4,449.53**

29. Finance costs

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense on borrowings	219.52	220.05
Interest expense on lease liabilities (refer note 38)	25.15	24.80
Interest expense on income tax	2.05	2.64
Other borrowing costs	1.43	4.09
	248.15	**251.58**

30. Depreciation and amortisation expense

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
- Depreciation on property , plant and equipment (refer note 3)	754.04	758.38
- Depreciation on right of use assets (refer note 6)	65.80	72.85
- Amortisation of intangible assets (refer note 5)	45.51	42.52
	865.35	**873.75**

31. Other expenses

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Stores and spares consumed	2,461.09	2,313.13
Power and fuel	1,515.51	1,547.09
Job work charges	661.89	609.53
Freight outward expenses	427.87	402.28
Royalty	505.59	479.93
Rent (refer note 38)	30.80	20.36
Rates and taxes	23.38	12.58
Insurance	41.46	40.25

Notes to the standalone financial statements for the year ended 31 March 2025

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Sub-contracting expenses	500.22	377.82
Repair and maintenance		
-Plant and machinery	260.55	198.99
-Buildings	115.85	90.69
-Others	27.82	27.82
Auditor's remuneration (refer note 32)	6.40	5.29
Directors' fees	7.40	9.60
Provision for doubtful debts and advances (net)	-	1.87
Loss on sale / retirement of fixed assets (net)	-	3.22
Bad debts and advances written off	0.40	1.89
Corporate social responsibilities expenses (refer note 50)	81.07	51.96
Travelling expenses	103.13	90.36
Legal and professional expenses	56.30	102.22
Miscellaneous expenses	853.38	825.42
	7,680.11	**7,212.29**

32. Auditor's remuneration
(excluding goods and service tax, as applicable)

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
As auditor:		
- Audit fee	2.10	1.80
- Limited review	2.70	2.40
- Other services	1.10	0.52
- Reimbursement of expenses	0.50	0.57
	6.40	**5.29**

33. Earnings per share (EPS)

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Profit attributable to equity shareholders (Rs. million)	4,978.09	4,467.64
Weighted average number of equity shares (Nos. million)	44.05	44.05
Earning per share		
- Basic (Rs.)	113.01	101.42
- Diluted (Rs.)	113.01	101.42

Notes to the standalone financial statements for the year ended 31 March 2025

34. Research and development expenditure

The details of research and development expenditure incurred by the Company and included in the respective account heads are as under:

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Capital expenditure	46.06	21.59
Revenue expenditure	243.59	226.85
	289.65	**248.44**

The details of revenue expenditure incurred on research and development is as under:

Rs. million

	Year ended March 31, 2025	Year ended 31 March 2024
Stores and spares consumed	68.66	56.72
Salaries and wages	133.96	127.54
Contribution to provident and other funds	11.16	11.11
Staff welfare expenses	0.15	1.29
Power and fuel	4.07	3.56
Repair and maintenance		
- Plant and machinery	15.42	15.18
- Buildings	0.39	0.52
Loss on sale/retirement of fixed assets (net)	0.04	0.03
Travelling expenses	2.98	2.55
Miscellaneous expenses	6.76	8.35
	243.59	**226.85**

35. Employee benefits

The Company has classified the various employee benefits as under :

i) Defined contribution plans

The Company has recognised the following amount in the statement of profit and loss:

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Employers' contribution to superannuation fund	37.75	26.96
Employers' contribution to state insurance fund	23.21	30.43
	60.96	**57.39**

ii) Defined benefit plans - Gratuity

In accordance with Ind AS 19, actuarial valuation of defined benefit plans was done for Gratuity and details of the same are given below :

Rs. million

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Amount recognized in statement of Profit and loss A/c		
Current service cost	73.60	76.45
Net Interest cost on defined benefit/ liability	(19.44)	(3.83)
Total expense recognised in the Statement of Profit and loss	**54.16**	**72.62**

Notes to the standalone financial statements for the year ended 31 March 2025

Rs. million

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Net asset / (liability) recognised in the Balance Sheet		
Present value of defined benefit obligation	1,153.13	1,114.92
Fair value of plan assets	1,484.22	1,386.75
Funded status [surplus / (deficit)]	331.09	271.83
Net asset / (liability) recognised in the Balance Sheet (refer note 11)	331.09	271.83
Change in defined benefit obligations (DBO) during the year		
Present value of defined benefit obligations at beginning of the year	1,114.92	1,110.64
Current service cost	73.60	76.45
Interest cost	79.64	82.32
Remeasurement of defined benefit obligations (Actuarial (gains)/losses)		
- Changes in demographic assumptions	0.07	0.23
- Changes in financial assumptions	(41.36)	(64.59)
- Experience variance	(20.58)	(27.72)
Benefits paid	(52.65)	(58.82)
Transfer in / (out)	(0.51)	(3.59)
Present value of DBO at the end of the year	**1,153.13**	**1,114.92**
Change in fair value of plan assets during the year		
Plan assets at beginning of the year	1,386.75	1,161.81
Expected return on plan assets	99.08	86.15
Contributions	50.00	200.00
Return on Plan assets excluding amount recognised in net interest expenses	1.04	(2.39)
Benefits paid	(52.65)	(58.82)
Plan assets at the end of the year	**1,484.22**	**1,386.75**
Actual return on plan assets	100.12	83.76
Amount recognised in other comprehensive income		
Actuarial (gains)/ losses		
- Changes in demographic assumptions	0.07	0.23
- Changes in financial assumptions	(41.36)	(64.59)
- Experience variance	(20.58)	(27.72)
(Return)/loss on plan assets, excluding amount recognized in net interest expense	(1.04)	2.39
	(62.91)	**(89.69)**

Rs. million

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial assumptions for Gratuity		
Discount rate	6.65%	7.15%
Expected return on plan assets	7.22%	7.21%
Salary escalation	8.00%	9.00%
Attrition	5 /10 %, p.a.	5 /10 %, p.a.
Mortality table used	IAL 2012-14	IAL 2012-14

Estimate of the future salary increase is based on factors such as inflation, seniority, promotions, demand and supply in employment market.

Notes to the standalone financial statements for the year ended 31 March 2025

Rs. million

Particulars		Year ended 31 March 2025		Year ended 31 March 2024	
		Impact on Liability		Impact on Liability	
Sensitivity Analysis for significant actuarial assumptions		**Increase**	**Decrease**	**Increase**	**Decrease**
Discount rate	+100 basis points		78.56		80.02
	-100 basis points	88.68		90.74	
Salary growth rate	+100 basis points	86.65		88.24	
	-100 basis points		78.32		79.43
Attrition rate	+100 basis points		15.03		20.82
	-100 basis points	20.01		28.08	
Mortality rate	+100 basis points		0.22		0.30
	-100 basis points	0.22		0.30	

The sensitivity analysis has been determined based on possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis present above may not be representative of the actual change in the defined obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be co-related.

Risk factors in actuarial assumptions

Interest rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Liquidity risk: This is the risk that the Company is not able to meet the short term gratuity payouts. This may arise due to non availability of enough cash/ cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary use to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Company has used certain mortality and attrition assumption in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Asset liability mismatching or market risk: The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities/ fall in interest rate.

Investment risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

The following payments are expected future cash flows to the defined benefit plan (undiscounted in future years):

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Year 1	126.72	117.52
Year 2 - 5 years	473.20	424.35
Year 6 - 10 years	558.90	574.42
More than 10 years	879.27	1033.32

Notes to the standalone financial statements for the year ended 31 March 2025

Regulatory framework/ Governance / Benefits under the plan:

The gratuity benefit is a post employment benefit. It is calculated at the terminal salary (Basic+VDA) at the time of separation of the employee according to the provisions of Payment of Gratuity Act, 1972. However, there is no restriction on the maximum amount of gratuity payable. The plan assets are managed by independent Board of Trustees, appointed by the company. The trust is a separate legal entity and is recognized by the Commissioner of Income Tax, under the provisions of Schedule IV the the Income Tax Act, 1961.

The Board of trustees manages the entire plan assets through Life Insurance Corporation of India, SBI Life Insurance, Bajaj Allianz Life Insurance Company , HDFC Life Insurance Co. and ICICI Prudential Life Insurance Under this policy, the eligible employees are entitled to receive gratuity payments upon their separation in lumpsum after deduction of necessary taxes. Total investment as on 31 March 2025 is Rs 1,484.22 million, Rs 817.92 million in traditional and Rs 666.30 million in ULIP plan. The fund managers do not disclose the composition of their portfolio investment in case of traditional plan, accordingly break-down of plan assets by investment type has not been disclosed, portfolio investment in case of ULIP plan are as under:

Particulars	HDFC Life Insurance Co	ICICI Prudential Life Insurance
Debt Fund	72.15 %	77.72%
Equity Fund	22.25%	16.40%
Cash	5.60%	5.88%

Asset Liability Matching Strategies

The Company has purchased insurance policy, which is a cash accumulation plan. Interest on the fund balances during the year is accumulated at the interest rate declared by insurance company at the end of the financial year. Gratuity claims are settled by the insurance company out of the fund, thus mitigating any liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of the liabilities. Thus, the Company is exposed to movement in interest rate.

Effect of plan on Entity's future cash flows

The company has purchased insurance policies to provide for payment of gratuity to the employees. The contribution to the funds are made on a quarterly basis based on estimated shortfall in plan assets from liabilities. Expected contribution during the next annual reporting period is Nil (previous year: Nil) Maturity profile of the defined benefit obligation based on weighted average duration is 10 Years.

iii) Compensated absences

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Present value of DBO	484.36	449.12
Funded status [surplus / (deficit)]	(484.36)	(449.12)
Provision for compensated absences		
Non-current (refer note 18)	324.60	299.84
Current (refer note 18)	159.76	149.28

iv) Defined benefit plans - Provident and Superannuation fund

The Company has recognised the following amount in the statement of profit and loss:

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Employers' contribution to provident fund	179.34	177.09
	179.34	**177.09**

Notes to the standalone financial statements for the year ended 31 March 2025

v) Provident fund

In respect of certain employees, provident fund contributions are made to trust administered by the Company. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Fund and Miscellaneous Provisions Act,1952 and shortfall, if any, shall be made good by the Company. The rate is determined annually predominantly considering the social rather than economic factors and in most cases the actual return earned by the Company has been higher in earlier years. As at 31 March 2025, the Company has surplus in the trust administered by the Company.

36. Related party disclosure

As per Indian Accounting Standard – 24 the Company's related parties and transactions with them are disclosed below :

A. List of related parties:

Subsidiary Company	SPR Engenious Limited
Step-down Subsidiary Companies	SPR EMF Innovations Private Limited
	SPR Takahata Precision India Private Limited (w.e.f. 16 October 2023)
	SPR TGPEL Precision Engineering Limited (w.e.f. 24 December 2024) (formerly TGPEL Precision Engineering Limited)
Key management personnel	Shri Pradeep Dinodia, Chairman
	Shri Hari Shanker Bhartia, Director
	Smt Meenakshi Dass, Director
	Shri Inderdeep Singh, Director -(ceased to be director w.e.f. close of business hours of 28 July 2024)
	Shri Krishnakumar Srinivasan, Managing Director & CEO
	Shri Luv Deepak Shriram, Whole Time Director
	Smt. Ferida Chopra, Director
	Shri Klaus Semke, Director
	Shri Alexandru Vladoi, (Alternate Director to Shri Klaus Semke)
	Shri Yasunori Maekawa, Director (w.e.f 13 May 2024)
	Shri Shigeto Muno (Alternative Director of Yasunori Maekawa)
	Shri Shinichi Unno, Independent Director
	Smt. Tina Trikha, Independent Director (w.e.f 13 May 2024)
Close members of the family of key management personnel	
Shri Krishnakumar Srinivasan	Smt. Sumati Krishnakumar
Shri Luv Deepak Shriram	Smt. Meenakshi Dass
	Shri Kush Deepak Shriram
	Smt Nandishi Shriram
	Smt. Arati Shriram
Entity over which , Key management personnel and their Close members of the family has significant influence or control	Shriram Veritech Solutions Pvt. Ltd.
	S.R. Dinodia & Co. LLP
	Manisha Commercial Pvt. Ltd
	Deepak C. Shriram & Sons HUF
	Sera Com Pvt. Ltd.
	Sarva Commercial Pvt. Ltd.
	Shabnam Commercial Pvt. Ltd.
	Pradeep Dinodia HUF
	Luv Arati and Associates (AOP)
	Deepak Shriram Family Benefit Trust
	NAK Benefit Trust
Post-employment benefit plan entity	Shriram Pistons & Rings Ltd Gratuity Fund Trust
	Shriram Pistons & Rings Ltd Superannuation Fund Trust
	Shriram Pistons & Rings Ltd. Officers' Provident Fund Trust

Notes to the standalone financial statements for the year ended 31 March 2025

B. Related party transactions

(i) Transactions during the year

Rs. million

Particulars	Subsidiaries		Entity over which, Key management personnel and their Close members of the family has significant influence or control		Key management personnel (KMP)		Close members of the family of key management personnel		Post-employment benefit plan entity		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Remuneration												
Short-term employees benefit	-	-	-	-	199.27	155.58	-	-	-	-	199.27	155.58
Post- employment benefit	-	-	-	-	2.67	2.48	-	-	-	-	2.67	2.48
Other long-term employees benefit	-	-	-	-	-	-	-	-	-	-	-	
Commission to directors	-	-	-	-	75.54	68.42	-	-	-	-	75.54	68.42
Legal expenses	-	-	1.44	1.44	-	-	-	-	-	-	1.44	1.44
Rent	-	-	1.95	1.85	1.44	1.44	0.96	0.96	-	-	4.35	4.25
Interest on deposits	-	-	0.17	0.35	-	0.98	0.40	1.75	-	-	0.57	3.08
Directors sitting fees	-	-	-	-	7.40	9.60	-	-	-	-	7.40	9.60
Dividend paid	-	-	182.52	141.84	16.80	12.60	0.02	0.01	-	-	199.34	154.45
Contribution paid	-	-	-	-	-	-	-	-	115.79	261.35	115.79	261.35
Deposits taken during the year	-	-	-	-	-	-	-	-	-	-	-	-
Deposits paid during the year	-	-	2.50	2.00	-	15.82	8.28	15.50	-	-	10.78	33.32
Purchase of material / stores	-	-	9.03	10.52	-	-	-	-	-	-	9.03	10.52
Investment	2,500.00	2,300.00	-	-	-	-	-	-	-	-	2,500.00	2,300.00
Loan given during year (refer note-iv)	22.50	168.40	-	-	150.00	-	-	-	-	-	172.50	168.40
Loan repaid during year	22.50	168.40	-	-	-	-	-	-	-	-	22.50	168.40
Interest received on inter-corporate loan	0.01	1.75	-	-	-	-	-	-	-	-	0.01	1.75
Amount received for providing resources and facilities	7.14	5.14	-	-	-	-	-	-	-	-	7.14	5.14
Sale of Property, plant and equipment	28.74	-	-	-	-	-	-	-	-	-	28.74	-
Commission income	0.81	0.03	-	-	-	-	-	-	-	-	0.81	0.03
Lease rent	0.85	0.26	-	-	-	-	-	-	-	-	0.85	0.26
Recovery of expenditure	3.22	5.99	-	-	-	-	-	-	-	-	3.22	5.99
Corporate guarantee (refer note-iii)	-	1,100.00	-	-	-	-	-	-	-	-	-	1,100.00
Sale of material	0.08	5.60	-	-	-	-	-	-	-	-	0.08	5.60
Sales & Purchase of Goods & Services	1.11	-	-	-	-	-	-	-	-	-	1.11	-
Amount received for providing Employees on Secondment	5.07	-	-	-	-	-	-	-	-	-	5.07	-

Notes to the standalone financial statements for the year ended 31 March 2025

(ii) Balances due from/to the related parties

Rs. million

Particulars	Subsidiaries		Entity over which, Key management personnel and their Close members of the family has significant influence or control		Key management personnel (KMP)		Close members of the family of key management personnel		Post-employment defined benefit plan entity		Total	
	31 March 2025	31 March 2025	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Deposits accepted	-	-	-	2.50	-	-	-	8.28	-	-	-	10.78
Interest accrued but not due	-	-	-	0.55	-	-	-	1.22	-	-	-	1.77
Amount recoverable	3.61	4.09	-	-	150.16	-	-	-	-	-	153.77	4.10
Amount payable	-	-	0.57	0.10	187.48	167.99	-	-	15.95	14.46	204.01	182.56

Note :

i) The deposit from related parties have been accepted on same rate of interest as applicable for other unrelated parties.

ii) The amount outstanding from related parties are unsecured and will be settled in cash.

iii) With respect to guarantees given, refer note 54

iv) The purpose of this loan to subsidiary is to meet the funding requirements for future business opportunities in the areas related to the automotive segment.

v) The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions.

vi) With respect to amount recoverable of Rs. 150.00 million (previous year: nil million), refer note 8

37. Information pursuant to clause 3 (vii) (b) of the Companies (Auditor's Report) Order, 2020 in respect of disputed dues, not deposited as at 31 March 2025, pending with various authorities:

Name of the Statute	Nature of the Dues	Forum where dispute is pending	Period to which the amount relates (various years covering the period)	Amount Involved* (Rs. million)	Amount Unpaid (Rs. million)	Amount Paid (Rs. million)
Income Tax Act, 1961	Income tax	Appellate authority up to Commissioner (appeal) level	2003-04, 2004-05, 2019-20, 2020-21, 2022-23	173.38	110.27	63.11
Finance Act, 1994	Service Tax	Custom, Excise & Service Tax Appellate Tribunal (CESTAT)	2012-13, 2013-14, 2014-15, 2015-16	20.80	20.29	0.51
Central Sales Tax Act, 1956	Sales Tax	Appellate Tribunal	2015-16	1.82	1.41	0.41
Sales Tax Laws	Sales Tax / Value Added Tax	Appellate Tribunal	2010-11, 2011-12, 2012-13, 2015-16, 2016-17	57.57	37.31	20.25
Goods & Service Tax Act 2017	Goods & Services Tax	Appellate authority up to Commissioner (appeal) level	2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23	122.03	121.29	0.74

* amount as per demand orders including interest and penalty wherever quantified in the order.

Notes to the standalone financial statements for the year ended 31 March 2025

38. Leases :

The movement in lease liabilities during the year ended 31 March 2025 is as follows:

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning	268.88	291.90
Additions	38.36	46.22
Deletions	-	(6.41)
Finance cost accrued during the period	25.15	24.80
Payment of lease liabilities	(83.13)	(87.63)
Balance at the end	**249.26**	**268.88**

The break-up of current and non-current lease liabilities as of 31 March 2025 is as follows:

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Current	55.20	54.36
Non-current	194.06	214.52
Total	**249.26**	**268.88**

The details of contractual maturities of lease liabilities on an undiscounted basis:

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Less than one year	75.43	76.38
One to five years	215.16	217.36
More than five years	19.75	46.81
Total	**310.34**	**340.55**

The following are the amounts recognised in Statement of Profit or Loss:

Rs. million

	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation expense of right of use assets	65.80	72.85
Interest expenses on lease liabilities	25.15	24.80
Expense relating to other than non-current leases (included in other expenses) #	30.80	20.36
Total amount recognised in Statement of Profit or Loss	**121.75**	**118.01**

Lease payments not recognised as a liability

The Company has elected not to recognise a lease liability for current leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The Company

Notes to the standalone financial statements for the year ended 31 March 2025

does not have any liability to make variable lease payments for the right-to-use the underlying asset recognised in the financial statements.

Total cash outflow for short-term leases for the year ended 31 March 2025 is Rs. 30.80 million (previous year Rs. 20.36 million).

The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on balance sheet:

Rs. million

Particulars	Right of use assets taken under lease (nos.)	Range of remaining term (years)	Average remaining lease term (years)
Building			
- 31 March 2025	39	1 to 9	7
- 31 March 2024	39	1 to 9	7
Land			
- 31 March 2025	13	33 to 82	48
- 31 March 2024	13	34 to 83	49
Car			
- 31 March 2025	58	4 to 5	4
- 31 March 2024	58	4 to 5	4

The Company does not face a significant liquidity risk with regard to its lease liabilities to meet the obligations related to lease liabilities as and when they fall due.

39. Segment reporting

The Company is engaged in a single segment i.e. the business of "automotive components" from where it is earning its revenue and incurring expense. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the Company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

Geographical information in respect of sale of products from customers is given below:

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Domestic Sale	26,480.85	23,901.33
Export Sale	4,839.92	5,181.89
	31,320.77	**29,083.22**

Notes:

a) There are no non-current assets domiciled outside India.

b) During the financial year ended 31 March 2025, revenue from one customer amounting to Rs. 4,575.25 million (previous year Rs. 3,798.31 million) represents 10% or more of the Company's' revenue from operations.

Notes to the standalone financial statements for the year ended 31 March 2025

40. Micro, Small and Medium enterprises as defined under the MSMED Act

The status of vendors under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is based on certificate submitted by vendors about their coverage under the provisions of MSMED Act, 2006.

Rs. million

	Year ended 31 March 2025	Year ended 31 March 2024
Amount remaining unpaid to suppliers under MSMED Act as at the end of year		
- Principal amount *	176.10	102.95
- Interest due thereon	-	-
Amount of payments made to suppliers beyond the appointed day during the year		
- Principal amount	7.40	2.14
- Interest actually paid under section 16 of MSMED	-	-
Amount of interest due and payable for delay in payment (which has been paid but beyond the appointed day during the year) but without adding interest under MSMED	-	-
Interest accrued and remaining unpaid at the end of the year		
- Interest accrued during the year	0.04	0.01
- Interest remaining unpaid as at the end of the year	0.05	0.09
Interest remaining disallowable as deductible expenditure under the Income-tax Act, 1961	0.04	0.01

*Includes capital creditors Rs 15.63 million (previous year 0.60 million) and security deposits of Rs.10.05 million (previous year Rs. 6.91 million)

41. Contingent liabilities

Rs. million

	As at 31 March 2025	As at 31 March 2024
Claims against the Company disputed and not acknowledged as debts		
- Sales tax*	59.39	94.56
- Service tax*	20.80	19.79
- Goods & Services Tax*	122.03	10.44
- Income tax*	1.43	1.43
- Employees' State Insurance#	28.83	28.83
- Labour matters#	323.75	298.02
- Commercial matters	26.71	25.84

All the above matters are subject to legal proceedings in the ordinary course of business. In the opinion of the management, the legal proceedings, when ultimately concluded, will not have a material effect on operations or the financial position of the Company.

* refer note 37

this pertains to the legal proceedings related to labour cases.

42. Capital and other commitments

Rs. million

		As at 31 March 2025	As at 31 March 2024
i)	Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	137.08	232.71

ii) Outstanding export obligation required to be fulfilled under the EPCG scheme against import of some machines/ capital equipments is as under:

a) average export obligation of Rs 3,407.61 million every year (previous year Rs. 2,618.30 million every year) to be fulfilled till the time specific export obligation is discharged and

b) specific export obligation of Rs. 179.95 million (previous year Rs. 67.30 million) to be fulfilled over a period of maximum up to 5 years. Customs duty saved against outstanding export obligation is Rs. 24.34 million (previous year Rs.11.13 million).

The Company has other commitments, for purchase / sales orders which are issued after considering requirements as per operating cycle for purchase / sale of goods, employee benefits including union agreements in normal course of business. The Company does not have any other long term commitments or material non-cancellable contractual commitments, which may have a material impact on the financial statements.

43. Investment in subsidiary

i) The Company has made investment in equity shares of the following subsidiary (intermediary) for further investment in equity shares of ultimate beneficiary as under:

During the year ended 31 March 2025 (Rs. million)

Name of the intermediary	Date of investment into intermediary	Amount of investment in intermediary	Name of the ultimate beneficiary	Date of investment by intermediary into ultimate beneficiary	Amount of investment by intermediary into ultimate beneficiary
SPR Engenious Limited			SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited)	12 April 2024	(0.07)*
				19 April 2024	(2.05)*
	19 December 2024	2,176.23	SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited)	24 December 2024	2,176.23

*Represents reduction in investment value of SPR Engenious Limited in SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) on account of amount received from selling shareholders of SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) towards post-closing adjustments in terms of Share Purchase Agreement as under:

-Rs. 0.07million from Takahata Precision Co. Limited, Japan

-Rs. 2.05 million from Takahata Precision Pte. Limited, Singapore

Notes to the standalone financial statements for the year ended 31 March 2025

During the year ended 31 March 2024

Rs. million

Name of the intermediary	Date of investment into intermediary	Amount of investment in intermediary	Name of the ultimate beneficiary	Date of investment by intermediary into ultimate beneficiary	Amount of investment by intermediary into ultimate beneficiary
SPR Engenious Limited	10 October 2023	675.09	SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited)	16 October 2023	675.09
	05 February 2024	700.00	SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited)	01 February 2024	(15.12)*
				01 March 2024	700.00

*Rs. 55.0 million were held back in financial year 2022-23 to be paid as per terms of the Share Purchase Subscription Agreement. On 01 February 2024, Rs. 39.88 million paid to sellers after adjustment of Rs. 15.12 million on account of closing adjustments as per terms of Share Purchase Subscription Agreement. This has resulted into reduction ininvestment of SPR Engenious Limited in SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited) by Rs. 15.12 million.

ii) With regard to the investments made during the financial year 2023-24 and financial year 2024-25, the Company has complied with the relevant provisions of the applicable laws.

iii) No fund has been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

44. Fair value measurement

i) The carrying value and fair value of financial instruments by categories as of 31 March 2025 are as under:

Rs. million

Particulars	Financial assets/ (financial liabilities) at fair value through profit or loss (FVTPL)	Total carrying value	Total fair value
Financial assets/(financial liabilities)			
Investment in mutual fund	-	-	-
Investments in other equity instruments	100.00	100.00	100.00
Bank deposits	960.79	960.79	960.79
Security deposits	201.19	201.19	201.19
Derivatives instruments*			
- Cross currency swap	31.92	31.92	31.92
- Forward contracts	9.86	9.86	9.86
Total	**1,303.76**	**1,303.76**	**1,303.76**

Notes to the standalone financial statements for the year ended 31 March 2025

The carrying value and fair value of financial instruments by categories as of 31 March 2024 are as under:

Rs. million

Particulars	Financial assets/ (financial liabilities) at fair value through profit or loss (FVTPL)	Total carrying value	Total fair value
Financial assets/(financial liabilities)			
Investment in mutual fund	373.07	373.07	373.07
Investments in other equity instruments	48.00	48.00	48.00
Bank deposits	1,350.86	1,350.86	1,350.86
Security deposits	193.19	193.19	193.19
Derivatives instruments*			
- Cross currency swap	26.18	26.18	26.18
- Forward contracts	1.79	1.79	1.79
Total	**1,993.09**	**1,993.09**	**1,993.09**

*Change in fair value is recognised in other comprehensive income.

ii) Fair value hierarchy

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The following is the basis of categorising the financial instruments measured at fair value into Level 1 to Level 3.

Level 1 - This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - This level includes financial assets and liabilities, measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2025

Rs. million

Particulars	As at 31 March 2025	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3#
Financial assets/(liabilities)				
Investment in mutual fund*	-	-	-	-
Investments in other equity instruments**	100.00	-	-	100.00
Bank deposits	960.79	960.79	-	-
Security deposits***	201.19	-	-	201.19
Derivatives instruments****				
- Cross currency swap	31.92	-	31.92	-
- Forward contracts	9.86	-	9.86	-
Total	**1,303.76**	**960.79**	**41.78**	**301.19**

Notes to the standalone financial statements for the year ended 31 March 2025

Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2024

Rs. million

Particulars	As at 31 March 2024	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3#
Financial assets/(liabilities)				
Investment in mutual fund*	373.07	-	373.07	-
Investments in other equity instruments**	48.00	-	-	48.00
Bank deposits	1,350.86	1,350.86	-	-
Security deposits***	193.19	-	-	193.19
Derivatives instruments****				
- Cross Currency Swap	26.18	-	26.18	-
- Forward contracts	1.79	-	1.79	-
Total	**1,993.09**	**1,350.86**	**401.04**	**241.19**

There is no transfer between the fair value measurement hierarchy amongst level 1, level 2 and level 3 during the year ended 31 March 2024 and 31 March 2025.

* The fair values are based on net asset value

** This is the transaction price as at which the investment was made. In accordance with the Share Holder's Agreement ('SHA') executed between the Company and Lalganj Power Private Limited, Fourth Partner Solar Power Private Limited (investees), the holding company of the investees or any of their nominees have an obligation to buy-back the aforementioned equity shares held by the company for an amount, at the price at which the shares were acquired by the Company.

***The fair value is based on the valuation model which considers the present value of expected payment, discounted using a risk-adjusted discount rate. The own non-performance risk was assessed to be insignificant.

****The fair values are based on exchange rates as at the reporting date.

During the year, there has not been any additions / deletions in level 3 investment.

iii) Financial assets and financial liabilities that are measured at amortised cost are :

Rs. million

Particulars	Carrying amount		
	As at 31 March 2025		As at 31 March 2024
Financial assets			
Trade and other receivables	5,127.15		4,418.82
Cash and cash equivalents	277.91		306.57
Other bank balances	9,410.62		7,500.50
Loans	150.00		-
Other financial assets	439.22		363.46
Financial liabilities			
Borrowings	3,558.29		3,408.16
Trade payables	3,677.07		3,275.64
Lease Liabilities	249.26		268.88
Other financial liabilities	1,045.18		1,047.45
The carrying value of above financial assets and financial liabilities approximate its fair value.			

Notes to the standalone financial statements for the year ended 31 March 2025

45. Capital management

The Company's objective for managing capital is to ensure as under:

i) Maintain company's ability to continue as a going concern

ii) Maintain a strong credit rating and debt equity and capital gearing ratio in order to support business and maximize the shareholders' value.

iii) Maintain an optimal capital structure.

iv) Compliance of financial covenants under the borrowing facilities.

The Company manages its capital structure keeping in view of:

i) Compliance of financial covenants under the borrowing facilities

ii) Changes in economic conditions

In order to achieve this overall objective of capital management, amongst other things, the Company aims to ensure that it meets financial covenants attached to the borrowings facilities defining capital structure requirements, where breach in meeting the financial covenants may permit the lender to call the borrowings.

There have been no breach in the financial covenants of any borrowing facility in the current period.

There is no change in the objectives, policies or processes for managing capital over previous year.

To maintain the capital structure, the Company may vary the dividend payment to shareholders. For the purpose of capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company and net debt includes total liabilities, comprising interest bearing loans and borrowings, excluding any dues to subsidiaries or group companies less cash and cash equivalents.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts adjusted with available cash and bank balances divided by total capital (equity attributable to owners of the Company).

The funding requirement of the Company is primarily met through internal accruals, leading to a negative net debt position as under:

Rs. million

	As at 31 March 2025	As at 31 March 2024
Borrowings (refer note 17 and 21) (including current maturities	3,558.29	3,408.16
Less: cash and bank balances (refer note 9* and 14)	10,649.33	9,157.93
Net debt	**Nil**	**Nil**

*represents amount of bank deposits more than 12 months.

46. Financial risk management

The Company's principal financial liabilities, other than derivatives, comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents and loans that it derives directly from its operations. The Company also holds FVTPL current investments and enters into derivative transactions.

The Company is exposed to market risk, credit risk, liquidity risk, commodity price risk and other price risk. The Company's senior management oversees the management of these risks under appropriate policies and procedures.

i) 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 two types of risks, foreign exchange risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTPL current investments and derivative financial instruments.

Notes to the standalone financial statements for the year ended 31 March 2025

a) Foreign exchange risk

The Company is exposed to foreign exchange risk through its sales and purchases from overseas in foreign currencies mainly in USD, EURO, JPY and CNY. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the company's operations may be adversely affected as the rupee appreciates/ depreciates against these currencies.

Sensitivity

Each percentage point change in the foreign exchange rates has an impact on profit before tax / total equity as follows:

Rs. million

	Profit before tax		Total equity	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Exchange rate - increase by 1%	(2.60)	(0.97)	(1.95)	(0.73)
Exchange rate - decrease by 1%	2.60	0.97	1.95	0.73

The Company's foreign currency risk from financial instruments are as unde

(Foreign currency million)

Particulars	Currency	As at 31 March 2025			As at 31 March 2024		
		Total	Hedged	Net	Total	Hedged	Net
Trade and other receivables	USD	10.97	7.96	3.01	9.44	7.43	2.01
	EUR	3.57	3.57	-	5.50	3.93	1.57
	JPY	8.92	-	8.92	14.20	0.75	13.45
	GBP	0.15	0.13	0.02	0.24	-	0.24
Trade payables	USD	1.59	-	1.59	0.73	-	0.73
	EUR	0.13	-	0.13	1.17	-	1.17
	CNY	2.97	-	2.97	1.89	-	1.89
	JPY	601.50	-	601.50	453.91	-	453.91
	GBP	0.01	-	0.01	-	-	-
Capital creditors	JPY	-	-	-	145.68	145.68	-
Borrowings	USD	4.93	4.93	-	6.45	6.45	-

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. To manage this, the Company enters into cross currency interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

The Company is not exposed to any significant /material interest rate risk.

Notes to the standalone financial statements for the year ended 31 March 2025

Sensitivity

Variable interest rate loan are exposed to interest rate risk, impact on profit before tax / total equity may be as follows:

Rs. million

	Profit before tax		Total equity	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Interest rate - increase by 0.50%	(17.79)	(17.04)	(13.31)	(12.75)
Interest rate - decrease by 0.50%	17.79	17.04	13.31	12.75

ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed by company's established policy, procedures and control relating to customer credit risk management.

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the company grants credit terms in the normal course of business. The Company uses expected credit loss model to assess the impairment loss and makes an allowance for doubtful debts using expected credit loss model on case to case basis.

Movement in the expected credit loss allowance

Rs. million

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance at beginning of the year	32.41	32.07
Add: Provided / (reversed) during the year	(6.20)	0.34
Balance at the end of the year	**26.21**	**32.41**

The ageing analysis of trade receivables (net) before adjustment of expected credit loss provision of Rs. 26.21 million (31 March 2024: Rs. 32.41 million) as of the reporting date is as follows:

Age Bracket	Not due	Less than 6 months	6 month to 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025							
Trade receivable (gross)	4,701.16	425.16	5.15	3.94	2.05	15.90	5,153.36
Less: Allowance for expected credit loss	-	2.99	1.33	3.94	2.05	15.90	26.21
Trade receivable (net)	4,701.16	422.17	3.82	-	-	-	5,127.15
Expected credit loss %	**-**	**0.70%**	**25.86%**	**100.00%**	**100.00%**	**100.00%**	**0.51%**
As at 31 March 2024							
Trade receivable (gross)	3,961.67	454.07	9.63	6.38	3.91	15.57	4,451.23
Less: Allowance for expected credit loss	-	4.68	1.87	6.38	3.91	15.57	32.41
Trade receivable (net)	3,961.67	449.39	7.76	-	-	-	4,418.82
Expected credit loss %	**-**	**1.03%**	**19.42%**	**100.00%**	**100.00%**	**100.00%**	**0.73%**

iii) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. Liquidity risk is managed by company's established policy and procedures made under liquidity risk management framework. The Company manages liquidity risk by maintaining adequate reserves, banking facilities, and reserve borrowing facilites,by continuously forecast and actual cash flows, and by matching the maturity profile of financial assets and liabilities.

The financial assets and liabilities have been appropriately disclosed in financial statements as current and non current portion. The maturity period of non current financial assets and financial liabilities ranges between 1 to 5 years except lease liabilities where period may vary as per respective lease agreements.

Rs. million

	As at 31 March 2025	As at 31 March 2024
On demand		
- Borrowings	2,496.35	1,900.02
Less than 1 year		
- Borrowings	294.53	455.91
-Trade payables	3,677.07	3,275.64
-Lease liabilities	55.20	54.36
-Other financial liabilities	1,008.26	1,000.52
More than 1 year		
- Borrowings	767.41	1,052.23
-Lease liabilities	194.06	214.52
-Other financial liabilities	36.92	46.93
Details of undrawn facilities of the Company from banks and financial institutions (fund based as well as non fund based):		
Total sanctioned working capital limits from Banks	6,310.00	4,350.00
Utilized working capital limit	2,961.81	2,489.05
Unutilized working capital limit	3,348.19	1,860.95

iv) Commodity risk

Commodity price risk is the financial risk on the Company's profitability upon fluctuations in the prices of commodities since they are primarily driven by external market forces. Sharp fluctuations in commodity prices can affect production costs, product pricing and earnings. This price volatility makes it imperative for an entity to manage the impact of commodity price fluctuations across its value chain to effectively manage its financial performance and profitability. To mitigate these risks, the company employs multiple levers, each chosen based on a cost benefit analysis and the extent of exposure to commodity price fluctuations. These include assessing the feasibility of passing any adverse fluctuations onto customers through price increases, continuously engaging in cost optimisation initiatives and process improvement exercises. The Company also explores options such as localizing imports/ implementing global sourcing strategies to ensure most cost effective sourcing. Based on the assessment by the Company and after factoring the ability to optimise costs and pass on prices to customers, no individual commodity is expected to have a significant adverse impact on the financial performance/profitability beyond its materiality threshold approved by the Board.

v) Other price risks

The Company has deployed its surplus funds into various financial instruments including mutual funds. The Company is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in interest rates, liquidity and credit quality of underlying securities.

47. Hedge accounting

i) Forwards contracts

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for these contracts is generally a bank or a financial institution. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place.

Notes to the standalone financial statements for the year ended 31 March 2025

Details of forward foreign currency contracts outstanding at the end of reporting period are as under:

(Foreign currency million)

Outstanding contracts	Currency	As at 31 March 2025	As at 31 March 2024
Maturing not later than one month	USD/INR	2.24	3.03
	EUR/INR	1.05	1.68
	EUR/USD	0.35	0.15
	JPY/INR	-	146.43
	JPY/USD	102.85	32.81
	GBP/INR	0.06	-
Maturing later than one month and not later than three months	USD/INR	4.55	4.41
	EUR/INR	1.58	2.26
	EUR/USD	1.03	0.41
	JPY/USD	200.00	225.00
	GBP/USD	0.07	0.08
Maturing later than three month and not later than one year	USD/INR	1.17	-
	EUR/INR	1.69	-
	EUR/USD	0.24	-
	JPY/USD	25.00	100.00

The Company has designated foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The related hedge transactions for balance lying in cash flow hedging reserve are expected to occur and reclassified in the statement of profit or loss within 6 months.

Hedge effectiveness is determined at the inception of the hedge relationship. To ensure that an economic relationship exists between the hedged item and hedging instrument, the Company matches the critical terms of the hedged items and hedging instruments.

ii) Reconciliation of cash flow hedge reserve are as under:

Rs. million

Particulars	As at 31 March 2025	As at 31 March 2024
Assets /(liability)		
Balance at the beginning of the year	(1.00)	0.33
Gain / (loss) recognised in other comprehensive income during the year	10.20	(1.78)
Tax impact on above	(2.57)	0.45
Balance at the end of the year	**6.63**	**(1.00)**

48. The Company does not have any long term contracts including derivative contracts for which there are any material foreseeable losses.

49. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund (IEPF) by the Company during the year.

Notes to the standalone financial statements for the year ended 31 March 2025

50. Expenditure on corporate social responsibility (CSR)

Rs. million

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(i) amount required to be spent by the Company during the year	81.07	51.96
(ii) amount spent during the year: a) construction/acquisition of any asset b) on purposes other than (a) above	Nil 81.07*	Nil 51.96*
(iii) shortfall at the end of the year	-	-
(iv) total of previous years shortfall	-	-
(v) reason for shortfall	NA	NA
(vi)details of related party transactions, e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA
*Includes Rs.8.86 million on ongoing Projects transferred to Unspent CSR account on 30 April 2025. ** Includes Rs.8.63 million on ongoing Projects transferred to Unspent CSR account on 30 April 2024.		

(vii) The Company has taken up CSR projects/programmes/activities in the following areas:

(a) Education
(b) Health Care
(c) Sanitation
(d) Environment preservation
(e) Other areas as approved by the CSR Committee/Board

The movement in the unspent CSR A/c is as under:

Rs. million

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Opening balance of unspent CSR A/c	10.60	8.04
Add: Addition during the year	8.86	8.63
Less: Utilisation during the year	8.06	6.07
Closing balance of unspent CSR A/c	**11.40**	**10.60**

51. Summary of quarterly statements to banks

As disclosed in note no. 21 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50.00 million by working capital consortium comprising of IDBI Bank (Lead Bank) , State Bank of India, Axis Bank, HDFC Bank, Citi Bank, HSBC Bank, DBS Bank and ICICI Bank, 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 the 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. Below table represents the summary of reconciliation of the quarterly statements filed by the Company with the banks:

Quarter	Name of Banks	Working capital limit	Nature of current assets offered as security	Amount as reported as per statements (A)	Amount as per books of accounts (B)	Differences (A) - (B) (refer note below)
March 2024	Working Capital Consortium Led by IDBI Bank	3,500.00	Inventories	3,536.21	3,536.21	-
			Trade receivables	4,418.82	4,418.82	-
			Trade payables*	2,291.80	2,291.80	-
June 2024	Working Capital Consortium Led by IDBI Bank	3,500.00	Inventories	3,592.53	3,592.53	-
			Trade receivables	4,402.51	4,402.51	-
			Trade payables*	1,983.98	1,983.98	-
September 2024	Working Capital Consortium Led by IDBI Bank	3,500.00	Inventories	4,020.67	4,020.67	-
			Trade receivables	4,689.38	4,689.38	-
			Trade payables*	2,073.25	2,073.25	-
December 2024	Working Capital Consortium Led by IDBI Bank	4,000.00	Inventories	4,184.97	4,184.97	-
			Trade receivables	4,420.33	4,420.33	-
			Trade payables*	2,140.19	2,140.19	-

The Company is yet to file statement for the quarter ended 31 March 2025 with the banks.

* Trade payable represents outstanding against goods purchased.

52. Additional regulatory information

Particulars	Unit	Numerator	Denominator	Year ended 31 March 2025	Year ended 31 March 2024	Variances (%)
Current ratio	Times	Total current assets	Total current liabilities	2.46	2.32	6.26%
Debt-Equity ratio	Times	Debt consist of borrowings	Total Equity	0.15	0.17	(15.50%)
Debt service coverage ratio	Times	Earnings for Debt service= Net profit after tax + depreciation + interest	Debt service = Interest and lease payments+ Principal repayments	11.65	12.68	(8.11%)
Return on equity ratio	%	Profit for the year	Average total equity	22.84	25.68	(11.06%)
Inventory turnover ratio	Times	Cost of Goods sold	Average inventory	5.76	6.04	(4.55%)
Trade receivables turnover ratio	Times	Sales of products	Average trade receivables	6.56	6.94	(5.51%)
Trade payables turnover ratio	Times	Cost of material + other expenses	Average trade payable	5.83	6.09	(4.30%)

Notes to the standalone financial statements for the year ended 31 March 2025

Particulars	Unit	Numerator	Denominator	Year ended 31 March 2025	Year ended 31 March 2024	Variances (%)
Net capital turnover ratio	Times	Sales of products	Average working capital (i.e Total current assets less Total current liabilities)	2.89	3.14	(8.16%)
Net profit ratio	%	Profit for the year	Sales of products	15.89	15.36	3.46%
Return on capital employed	%	Profit before tax and finance cost	Capital employed = Net worth + Debt	24.83	26.93	(7.77%)
Return on investment*	%	Income generated from invested funds	Average invested funds in treasury investment	16.55	6.19	167.52%

* The variation is more than 20% over last year due to treasury investments made during the year, has been fully redeemed as on 31 March 2025 results into lowering of average investment.

53. The Board pursuant to shareholder's approval in the annual general meeting held on 06 July 2023, allotted 22,024,912 equity shares as bonus share in the ratio of 1:1 to those shareholders who held shares as on record date i.e. 24 July 2023, during the year ended 31 March 2024.

54. During the year ended 31 March 2024, the Company had acquired 62 % of equity share in SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) through its wholly owned subsidiary SPR Engenious Limited. Further, the Company had provided following corporate guarantee in favour of the bank to provide additional security against term loan granted by the bank:

Rs. million

Name of the step down subsidiary	Name of the bank	Balance as at 31 March 2025		Balance as at 31 March 2024	
SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited)	HDFC Bank	Amount of loan	Amount of guarantee	Amount of loan	Amount of guarantee
		977.78	977.78	1,100.00	1,100.00

55. The Company has infused Rs. 2,300.00 million and Rs 200.00 million on 19 December 2024 and 04 March 2025 respectively (previous year: Rs. 2,300.00 millions) in SPR Engenious Limited (SEL), its wholly owned subsidiary (WOS) by ways of subscription to equity share capital through right issue with the purpose of diversifying its product portfolio in the areas related to the automotive segment.

Further, SEL has invested Rs. 2176.23 million on 24 December 2024 by way of acquisition of 100% stake in the equity share capital of SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited) (SPR TGPEL) pursuant to Share Purchase Agreement dated 10 December 2024. With this investment, SPR TGPEL has become the step down subsidiary of the Company.

56. The Companys' 4,40,49,824 equity shares with face value of Rs. 10 each, fully paid up has been listed and admitted for trading on Bombay Stock Exchange (BSE) w.e.f. Tuesday 04 February 2025 under the scrip code 544344.

57. On 07 March 2025, the Company has entered into a Share Purchase Agreement with existing shareholders of Karna Intertech Private Limited ('Karna') to acquire 100% equity stake in Karna for Rs. 50.00 million. Accordingly, the Company has acquired 100% equity shareholding in Karna on 01 April 2025 and Karna has become a wholly owned subsidiary of the Company.

58. The Company has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Notes to the standalone financial statements for the year ended 31 March 2025

59. (i) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) The Company do not have any 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.

(iii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

60. There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

61. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

62. The Company is not declared willful defaulter by any bank or financial institution or government or any government authority.

63. The Company has complied with the number of layers as prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

64. During the year ended 31 March 2025, the Company has provided loans, made investment and given guarantee to persons including its wholly owned subsidiary and its step down subsidiary pursuant to provisions of section 186 (4) to be utilised by them for the purpose of its normal business activity.

Rs. million

Particulars	As at 31 March 2024	Addition	Reduction	As at 31 March 2025
Investment in wholly owned subsidiary - SPR Engenious Limited	3,500.00	2,500.00	-	6,000.00
Investment in equity shares - Lalganj Power Private Limited	48.00	-	-	48.00
Corporate guarantee given on behalf of SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited)	1,100.00	-	122.22	977.78
Loan to employee (refer note 8)	-	150.00	-	150.00
Inter-corporate loan - SPR Engenious Limited*	-	22.50	22.50	-
Investment in equity shares - Fourth Partner Solar Power Private Limited	-	52.00	-	52.00

*Unsecured loan for a period upto 6 months with interest rate ranging from 8.00 % p.a. - 8.50 % p.a.

65. In terms of SEBI circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021, as amended by SEBI circular No. SEBI/ HO/DDHS/DDHS-RACPOD1/ P/CIR/2023 /172 dated 19 October 2023, the Company does not meet all the prescribed conditions to qualify as a 'Large Corporate', hence, not classified as a Large Corporate as on 31 March 2025. Therefore, the disclosure requirements as per the said circulars are not applicable.

66. The Company had been accepting deposits under Fixed Deposit Scheme as per Section 58A of the Companies Act, 1956 and Section 73 to 76 of the Companies Act, 2013 (refer note 17 and 21). During the year, the Company has fully repaid the deposits including the unclaimed matured deposits. As on 31 March 2025, there are no outstanding deposits under the Fixed Deposit Scheme and the Company has discontinued the Fixed Deposit Scheme.

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 only use 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 change was made and ensuring that the audit trail cannot be disabled. The new requirement is applicable with effect from the financial year beginning on 1 April 2023. During the year, the audit trail (edit log) at the application level for the accounting software were operating for all relevant transactions recorded in the software. Further, the audit trail (edit logs) feature for any direct changes made at the database level was enabled w.e.f. 24 January 2025 for the accounting software SAP ECC used for maintenance of books of accounts.

Notes to the standalone financial statements for the year ended 31 March 2025

68. Figures of previous year have been regrouped/ reclassified, wherever necessary, to correspond with the figures of the current period. The impact of such regrouping/ reclassification is not material to these standalone financial statements.

The accompanying summary of accounting policies and significant explanatory notes form an integral part of these standalone financial statements.

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Arun Tandon
Partner
Membership no. 517273

For and on behalf of the Board of Directors

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place: New Delhi
Date : 07 May 2025

Independent Auditor's Report

To the Members of Shriram Pistons & Rings Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Shriram Pistons & Rings Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure I, 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 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 is sufficient and appropriate to provide a basis for our opinion.

Independent Auditor's report of even date to the members of Shriram Pistons & Rings Limited on the consolidated financial statements for the year ended 31st March 2025

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current 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.

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

Key audit matter	How our audit addressed the key audit matter
Revenue Recognition of sale of products (Refer note 2.A.12 to the accompanying consolidated financial statements for material accounting policy information on revenue recognition and note 24 for the details of revenue recognised during the year.) Revenue from contracts with customers for the year ended 31 March 2025 is Rs. 34,975.38 millions. The Group recognizes revenue from sale of products upon satisfaction of its performance obligation, i.e., transfer of control to the customer in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115').	**Our audit procedures relating to revenue recognition included, but were not limited to, the following:** a) Understood the nature of revenue transactions, revenue recognition process and evaluated the appropriateness of the accounting policy adopted by the management in accordance with Ind AS 115; b) Evaluated the design and implementation, and tested operating effectiveness of key controls around revenue recognition;

Key audit matter	How our audit addressed the key audit matter
Revenue, being one of the key performance indicators of the Group and its external stakeholders, is subject to high inherent risk of material misstatement, and is therefore determined to be an area involving significant risk in line with the requirements of the Standards on Auditing which required significant auditor attention. Further, due to varying shipment terms with its customers across its operating markets, considerable efforts are required by the management on determining the timing of revenue recognition according to Ind AS 115. Considering the above along with the significance of amount, volume of transactions and varied terms of contracts with customers, we have identified revenue recognition as a key audit matter for the current year audit.	c) Performed substantive testing on selected samples of revenue transactions recorded during the year, and transactions recorded during specific period before and after year end, by inspecting supporting documents such as customer contracts/ purchase orders, invoices, shipment terms, proofs of dispatch and delivery etc., to ensure the accuracy and completeness of revenue recorded for such transactions; d) Performed substantive analytical procedures on revenue recognised during the year such customer wise variance analysis, product wise analysis, to identify any unusual and/ or material variances; e) Tested unusual non-standard journal entries impacting revenue, selected based on risk-based criteria; f) Tested the manual adjustments made to revenue recorded during the year with respect to variable consideration as determined under Ind AS 115, and g) Evaluated the appropriateness and adequacy of disclosures made in the accompanying standalone financial statements in respect of revenue recognition in accordance with financial reporting framework.
Business Combination accounting under Ind AS 103 (Refer notes 2.A.11 to the accompanying consolidated financial statements for material accounting policy information on business combination and note 48 (a) for the details of business acquired during the year). On 24 December 2024, the Holding Company acquired 100% stake in TGPEL Precision Engineering Limited ('TGPEL') through its wholly-owned subsidiary SPR Engenious Limited ('SEL') for a purchase consideration amounting to Rs. 2,176.23 millions. With this, TGPEL has become a step-down subsidiary of the Holding Company. The Group has accounted for aforementioned business acquisition in accordance with Ind AS 103, "Business Combinations" ('Ind AS 103'), which requires the recognition of identifiable assets and liabilities at acquisition date fair values, with the excess of the acquisition price over the net assets acquired, recognised as goodwill. The allocation of the purchase price to identifiable assets and liabilities including intangibles acquired was performed by external valuation experts using discounted cash flow method and multi-purpose excess earning method valuation models. The assumptions underpinning aforesaid fair valuation includes estimates of future cash flows, contributory asset charges, discount rate applied, etc., which are subject to high estimation uncertainty. Considering the materiality of the amount and management judgement involved and the significant auditor attention required to test such management estimates, we have identified the accounting for aforesaid business combination as a key audit matter for current year audit.	Our audit procedures relating to business combinations included, but were not limited to, the following procedures: a) Obtained an understanding from the management with respect to business acquisition process and evaluated the design and implementation, and tested the operating effectiveness of the Group's controls over the accounting of business combination which includes valuation of identified assets and liabilities acquired under the business combination; b) Assessed appropriateness of the accounting policy adopted by the management in accordance with Ind AS 103; c) Obtained the understanding of the terms of agreements entered by the company for the said acquisition to evaluate management's assessments; d) Evaluated the competence and objectivity of the management's experts engaged by the Holding Company to perform the purchase price allocation; e) Involved valuation specialists as auditor's experts to assist in evaluating the appropriateness of the valuation methodology and the key valuation assumptions used for fair valuation of assets and liabilities including identification and measurement of intangible assets and goodwill acquired through the said business combination; f) Tested the projections included in the valuation models used above basis our understanding of the business and market conditions, with specific attention to inputs with high estimation uncertainty as identified by performing sensitivity analysis; g) Tested the arithmetical accuracy of the management computation as above; and h) Assessed the appropriateness and adequacy of the disclosures made in the accompanying consolidated financial statements in respect of the acquisition in accordance with the requirements of applicable accounting standards.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of goodwill (Refer notes 2.A.11 to the accompanying consolidated financial statements for material accounting policy information on impairment of goodwill and note 5 for the details on Goodwill and its impairment). (Refer notes 2.A.11 to the accompanying consolidated financial statements for material accounting policy information on impairment of goodwill and note 5 for the details on Goodwill and its impairment). The Group's assets as at 31 March 2025 include INR 1,335.12 millions of goodwill. In accordance with Ind AS-36, Impairment of assets ('Ind AS 36'), goodwill is allocated to various cash generating units ('CGUs') which are tested annually for impairment. The Group has determined the recoverable value of the identified CGUs using discounted cash flow method with the help of external valuation experts. Such determination of the recoverable value of CGUs requires management to make certain key estimates and assumptions, including revenue growth, operating margin and discount rate, which are dependent on current and future market and economic conditions. Changes in these assumptions could lead to an impairment in the carrying value of goodwill. Considering the materiality of the amounts involved and high inherent level of subjectivity and estimation uncertainty with respect to the assumptions used, impairment assessment of goodwill is considered to be a significant accounting estimate and a key audit matter in the current year audit.	Our audit procedures relating to impairment assessment of goodwill included, but were not limited to, the following procedures: a) Obtained an understanding from the management with respect to process and controls followed by the Group to test goodwill for impairment. Evaluated the design and implementation, and tested the operating effectiveness of these controls. b) Evaluated appropriateness of Group's methodology applied in identifying the CGUs to which goodwill is allocated for monitoring, and assessed appropriateness of the accounting policy adopted by the management in accordance with the requirements of Ind AS 36. c) Obtained management's external valuation specialist's report on determination of recoverable value of CGUs and assessed the competence and objectivity of such management expert. d) Traced the management projections of cash flow forecasts used in the recoverability working to approved business plans. e) Involved auditor's valuation experts to validate the valuation assumptions and methodology considered by the management while computing recoverable amount of the CGUs. f) Assessed the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used, basis our understanding of the business and market conditions. g) Performed sensitivity analysis of key assumptions used in the valuation models to determine and consider related estimation uncertainty. h) Assessed the appropriateness and adequacy of the disclosures made in the consolidated financial statements, including disclosure of significant assumptions and judgements used by management, in accordance with applicable accounting standards.

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

6. 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

7. 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.

8. 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.

9. 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

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, we report that the Holding Company and its 3 subsidiaries 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 1 subsidiary incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary.

16. 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, 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 companies.

17. 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 aforesaid consolidated financial statements;

    b) Except for the effects of the matter stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), 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.

    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 its subsidiaries and taken on record by the Board of Directors of the Holding Company, its subsidiaries, covered under the Act, none of the directors of the Holding Company, its subsidiaries are disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act.

    f) The modification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 17(h)(vi) 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 subsidiaries covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in note 39 to the consolidated financial statements;

   ii. The Holding Company and its subsidiaries 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 and its subsidiaries during the year ended 31 March 2025;

   iv. a. The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, other than as disclosed in note 41 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 subsidiaries 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 subsidiaries ('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 subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, other than as disclosed in the note 61 to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries 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 subsidiaries 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, 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. The interim dividend declared and paid by the Holding Company during the year ended 31 March 2025 and until the date of this audit report is in compliance with section 123 of the Act.

   The final 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.

   As stated in note 15 (g) 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 65 to the consolidated financial statements and based on our examination which included test checks, the Holding Company and its subsidiaries, in respect of financial year commencing on or after 1 April

2024, have used accounting softwares for maintaining their books of account which has 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 software. However, the audit trail feature in the accounting software used for maintenance of accounting records was not enabled by the Holding Company and its 1 subsidiary (SPR Engenious Limited) to log any direct changes at database level up to 23 January 2025. Further, the accounting software used by its another subsidiary (SPR TGPEL Precision Engineering Limited), retains the log of only 99 modifications made in master data at the application level. In the absence of evidence, we are unable to comment on whether the modifications exceeded the specified limit set within the said software of the subsidiary and the audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by this subsidiary.

Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Furthermore, the audit trails have been preserved by the Holding Company and above referred subsidiaries as per the statutory requirements for record retention from the data the audit trail was enabled for the accounting software.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.001076N/N500013

Arun Tandon
(Partner)
Membership No. 517273
UDIN: 25517273BMIDAC8530

Place: New Delhi
Date: 07 May 2025

Annexure I

List of entities included in the Statement

S.No. Name of the Holding Company

1. Shriram Pistons & Rings Limited

Name of subsidiaries

2. SPR Engenious Limited
3. SPR EMF Innovations Private Limited (Formerly EMF Innovations Private Limited)
4. SPR Takahata Precision India Private Limited (Formerly Takahata Precision India Private Limited) (with effect from 16 October 2023)
5. SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited) (with effect from 24 December 2024)

Annexure II

Independent Auditor's Report on the internal financial controls with reference to 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 Shriram Pistons & Rings Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries 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 companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, 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 Holding Company and its subsidiary companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of 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 internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the 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 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 internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to 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 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 Holding Company and its subsidiary companies 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 its subsidiary companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.001076N/N500013

Arun Tandon
(Partner)
Membership No. 517273
UDIN: 25517273BMIDAC8530

Place: New Delhi
Date: 07 May 2025

Consolidated Balance Sheet as at 31 March 2025

	Note no.	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	7,706.52	6,791.38
b) Capital work-in-progress	4	578.07	314.54
c) Goodwill	5	1,335.12	466.16
d) Other intangible assets	5	1,076.97	1,072.43
e) Right of use assets	6	1,913.87	1,009.74
f) Financial assets			
(i) Investments	7	100.03	48.00
(ii) Loans	8	120.00	-
(iii) Other financial assets	9	1,318.08	1,621.58
g) Deferred tax assets (net)	20	64.34	25.75
h) Other non-current assets	11	272.72	464.62
		14,485.72	**11,814.20**
Current assets			
a) Inventories	12	4,723.16	3,910.52
b) Financial assets			
(i) Investments	7	263.19	1,097.39
(ii) Trade receivables	13	5,837.19	4,760.55
(iii) Cash and cash equivalents	14	420.76	534.90
(iv) Other bank balances other than (iii) above	14	10,095.22	8,084.82
(v) Loans	8	30.00	-
(vi) Other financial assets	9	492.03	450.65
c) Other current assets	11	942.20	729.83
		22,803.75	**19,568.66**
TOTAL ASSETS		**37,289.47**	**31,382.86**
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	15	440.50	440.50
b) Other equity	16	23,496.14	18,816.24
Equity attributable to owners of the Company		23,936.64	19,256.74
c) Non-controlling interest		1,036.53	948.79
Total equity		24,973.17	20,205.53
Liabilities			
Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	17	1,736.86	2,070.98
(ii) Lease liabilities	37	238.54	260.87
(iii) Other financial liabilities	23	135.92	104.75
b) Provisions	18	388.90	320.53
c) Deferred tax liabilities (net)	20	603.74	373.47
d) Other non-current liabilities	19	0.02	-
		3,103.98	**3,130.60**
Current liabilities			
a) Financial liabilities			
(i) Borrowings	21	3,045.32	2,478.15
(ii) Lease liabilities	37	57.07	55.86
(iii) Trade payables	22		
- Total outstanding dues of micro enterprises and small enterprises		198.16	123.48
- Total outstanding dues of creditors other than micro enterprises and small enterprises		3,908.82	3,436.32
(iv) Other financial liabilities	23	1,158.11	1,164.61
b) Other current liabilities	19	564.03	552.04
c) Provisions	18	172.40	152.36
d) Current tax liabilities (net)	10	108.41	83.91
		9,212.32	**8,046.73**
TOTAL EQUITY AND LIABILITIES		**37,289.47**	**31,382.86**
See accompanying notes to the consolidated financial statements	'1-67		

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Arun Tandon
Partner
Membership no. 517273

For and on behalf of the Board of Directors

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place: New Delhi
Date : 07 May 2025

Consolidated Statement of Profit and Loss for the year ended 31 March 2025

		Note no.	For the Year ended 31 March 2025 Rs. million	For the Year ended 31 March 2024 Rs. million
I	Revenue from operations	24	35,498.34	30,893.25
II	Other income	25	1,113.99	852.71
III	**Total income (I+II)**		**36,612.33**	**31,745.96**
IV	**Expenses**			
	Cost of materials consumed	26	14,360.61	11,663.32
	Purchase of stock-in-trade		858.63	876.14
	(Increase) / decrease in inventories of finished goods, work-in-progress and stock-in-trade	27	(342.66)	(61.81)
	Employee benefits expense	28	5,138.15	4,594.77
	Finance costs	29	343.53	304.57
	Depreciation and amortisation expense	30	1,196.80	1,077.07
	Other expenses	31	8,240.64	7,400.58
	Total expenses		**29,795.70**	**25,854.64**
V	**Profit before tax (III-IV)**		**6,816.63**	**5,891.32**
VI	**Tax expense:**			
	i) Current tax - Current year		1,730.43	1,528.02
	ii) Deferred tax - Current year	20	(69.39)	(23.34)
			1,661.04	**1,504.68**
VII	**Profit for the year (V-VI)**		**5,155.59**	**4,386.64**
VIII	Other comprehensive income			
	A (i) Items that will not be reclassified to profit or loss			
	a) Remeasurements of the post employment defined benefit plans		59.86	89.58
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(14.99)	(22.57)
	B (i) Items that will be reclassified to profit or loss			
	a) Fair value change of cash flow hedge		10.26	(2.34)
	(ii) Income tax relating to items that will be reclassified to profit or loss		(2.57)	0.45
	Total other comprehensive income		**52.56**	**65.12**
IX	**Total comprehensive income (VII+VIII)**		**5,208.15**	**4,451.76**
X	**Profit attributable to:**			
	Owners of Shriram Pistons and Rings Limited		5,066.83	4,425.55
	Non- controlling interest		88.76	(38.91)
			5,155.59	**4,386.64**
XI	**Other comprehensive income**			
	Owners of Shriram Pistons and Rings Limited		53.58	65.39
	Non- controlling interest		(1.02)	(0.27)
			52.56	**65.12**
XII	**Total Comprehensive income**			
	Owners of Shriram Pistons and Rings Limited		5,120.41	4,490.94
	Non- controlling interest		87.74	(39.18)
			5,208.15	**4,451.76**
	Earnings per share (of Rs. 10/- each)	33		
	Basic (Rs)		115.02	100.47
	Diluted (Rs)		115.02	100.47
	See accompanying notes to the consolidated financial statements	1-67		

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Arun Tandon
Partner
Membership no. 517273

For and on behalf of the Board of Directors

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place: New Delhi
Date : 07 May 2025

Consolidated statement of Cash flows for the year ended 31 March 2025

			Year ended 31 March 2025 Rs. million	Year ended 31 March 2024 Rs. million
A.	**Cash flow from operating activities**			
	Profit before tax		6,816.63	5,891.32
	Adjustments for :			
	Depreciation/amortisation (refer note 30)		1,196.80	1,077.07
	Finance costs (refer note 29)		343.53	304.57
	Bad debts/advances written off (refer note 31)		1.73	5.14
	Provision for doubtful debts (net) (refer note 25 and 31)		(5.55)	2.53
	Interest income (refer note 25)		(824.96)	(660.87)
	Net gain on sale/ fair valuation of current investment (refer note 25)		(67.62)	(49.95)
	Unrealised exchange rate variation (net)		(21.50)	(43.40)
	Liabilities/provisions no longer required written back		(0.24)	-
	(Profit) / loss on sale / write off / retirement of property, plant and equipment (refer note 25 and 31)		(8.13)	3.28
	Operating profit before working capital changes		**7,430.69**	**6,529.69**
	Adjustments for:			
	(Increase)/ decrease in inventories		(746.34)	(265.62)
	(Increase)/ decrease in trade receivables		(863.43)	(357.17)
	(Increase)/ decrease in other financial assets and loans (current and non current)		(140.23)	(74.27)
	(Increase)/ decrease in other assets (current and non current)		(103.63)	(280.49)
	Increase/ (decrease) in trade payables		488.57	483.91
	Increase/ (decrease) in other financial liabilities (current and non current)		19.47	299.70
	Increase/ (decrease) in other liabilities and provisions (current and non current)		(50.54)	92.68
	Cash generated from operations		**6,034.56**	**6,428.43**
	Income tax paid		(1,690.77)	(1,561.14)
	Net cash generated from operating activities	**(A)**	**4,343.79**	**4,867.29**
B.	**Cash flow from investing activities**			
	Interest received		745.51	485.78
	Sale of property, plant and equipment		60.95	(3.28)
	Investment in equity shares		(52.03)	-
	Purchase of property, plant and equipment		(1,716.54)	(1,415.53)
	Purchase of intangible assets		(25.82)	(45.76)
	Purchase of current investment		(12,822.42)	(18,591.13)
	Proceeds from sale of current investment		13,724.23	18,218.66
	Investment in subsidiary (net of cash and cash equivalents acquired)		(2,091.02)	(364.75)
	Proceeds from redemption of investment in margin money with banks		-	50.44

Consolidated statement of Cash flows for the year ended 31 March 2025

		Year ended 31 March 2025 Rs. million	Year ended 31 March 2024 Rs. million
Investment in deposits with banks		(2,290.77)	(3,271.90)
Proceeds from redemption of deposits with banks		620.44	721.52
Net cash used in investing activities	**(B)**	**(3,847.47)**	**(4,215.95)**
C. Cash flow from financing activities			
Repayment of principal portion of lease liabilities		(59.48)	(68.34)
Repayment of interest portion of lease liabilities		(29.59)	(29.36)
Interest paid on borrowings		(313.95)	(262.62)
Dividend paid		(440.50)	(330.37)
Proceeds from non-current borrowings		200.00	343.62
Repayment of non-current borrowings		(357.40)	(620.38)
Movement in short-term borrowings (net)		567.17	777.94
Repayment of deposits		(176.71)	(232.08)
Net cash used in financing activities	**(C)**	**(610.46)**	**(421.59)**
Net (decrease) / increase in cash and cash equivalents	**(A+B+C)**	**(114.14)**	**229.75**
Cash and cash equivalents at the beginning of the year		**534.90**	**305.15**
Cash and cash equivalents at the end of the year		**420.76**	**534.90**
Components of cash and cash equivalents (refer note 14)			
Cash in hand		0.68	0.53
Balances with banks			
- current accounts		420.08	254.37
- Deposits with original maturity less than 3 months		-	280.00
		420.76	**534.90**

Notes to statement of cash flows:

1. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7.

In terms of our report attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Arun Tandon
Partner
Membership no. 517273

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place: New Delhi
Date : 07 May 2025

Consolidated Statement of Changes in Equity as at 31 March 2025

a) Fully paid up equity shares

(face value of Rs 10/- each)

	Nos of shares	Amount Rs. million
Balance as at 31 March 2023	22,024,912	220.25
Add: Issued during the year (refer note 53)	22,024,912	220.25
Balance as at 31 March 2024	**44,049,824**	**440.50**
Add: - Issued during the year	-	-
Balance as at 31 March 2025	**44,049,824**	**440.50**

(b) Other Equity

Particulars	Reserves and surplus						Items of other comprehensive income	Equity component of compound financial instrument	Total	Non-Controlling interest
	Preference share redemption reserve*	Capital redemption reserve*	Revaluation reserve*	Retained earnings	General reserve	Sub total	Effective portion of cash flow hedge reserve			
Balance as at 31 March 2023	**388.58**	**3.50**	**97.27**	**1,300.00**	**13,264.63**	**15,053.98**	**0.33**	-	15,054.31	449.81
Profit for the year	-	-	-	4,425.55	-	4,425.55	-	-	4,425.55	(38.91)
Used for issuance of bonus shares	(220.25)	-	-	-	-	(220.25)	-	-	(220.25)	-
Reversal on disposal of revalued assets	-	-	(0.02)	-	-	(0.02)	-	-	(0.02)	-
Dividends (refer note 15 g)	-	-	-	(330.37)	-	(330.37)	-	-	(330.37)	-
Non-controlling interest on business combination during the year (refer note 48 b)	-	-	-	-	-	-	-	-	-	413.80
Change in ownership interest (refer note 51)	-	-	-	(124.37)	-	(124.37)	-	-	(124.37)	124.37
Equity component of compound financial instrument	-	-	-	-	-	-	-	28.72	28.72	-
Put liability recognised (refer note 23)	-	-	-	(82.73)	-	(82.73)	-	-	(82.73)	-
Other comprehensive income for the year, net of tax	-	-	-	67.03	-	67.03	(1.62)	-	65.41	(0.27)
Transfer to general reserve	-	-	-	(3,955.11)	3,955.11	-	-	-	-	-
Balance as at 31 March 2024	**168.33**	**3.50**	**97.25**	**1,300.00**	**17,219.74**	**18,788.81**	**(1.29)**	**28.72**	**18,816.24**	**948.79**
Profit for the year	-	-	-	5,066.83	-	5,066.83	-	-	5,066.83	88.76
Reversal on disposal of revalued assets	-	-	(0.01)	-	-	(0.01)	-	-	(0.01)	-
Dividends (refer note 15 g)	-	-	-	(440.50)	-	(440.50)	-	-	(440.50)	-
Other comprehensive income for the year, net of tax	-	-	-	45.91	-	45.91	7.67	-	53.58	(1.02)
Transfer to general reserve	-	-	-	(4,672.24)	4,672.24	-	-	-	-	-
Balance as at 31 March 2025	**168.33**	**3.50**	**97.24**	**1,300.00**	**21,891.98**	**23,461.04**	**6.38**	**28.72**	**23,496.14**	**1,036.53**

* The revaluation reserve, preference share redemption reserve and capital redemption reserve are not “free reserve” as per Companies Act 2013, hence not available for distribution of dividend.

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm’s Registration No. 001076N/N500013

Arun Tandon
Partner
Membership no. 517273

For and on behalf of the Board of Directors

Pradeep Dinodia
Chairman
DIN: 00027995

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Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place: New Delhi
Date : 07 May 2025

Notes to the consolidated financial statements for the year ended 31 March 2025

1. Corporate information

The consolidated financial statements comprise financial statements of Shriram Pistons & Rings Limited ("the Holding Company") having CIN No.- L29112DL1963PLC004084 and its subsidiaries (collectively referred as "the Group") for the year ended 31 March 2025.

The Group is engaged in the business of manufacturing of auto components including pistons, piston pins, piston rings, engine valves, electric motors, motor controllers for the electric vehicles & other applications, precision moulded resin parts, precision metal moulds and assembled resin parts. The consolidated financial statements have been approved for issuance by the Holding Company's Board of Directors on 07 May 2025.

2. (A) Material accounting policy information

2.A.1.1 Basis of accounting and preparation of financial statements

The consolidated financial statements ("financial statements") have been prepared in accordance with the Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017 issued by the Ministry of Corporate Affairs ('MCA').

The financial statements have been prepared under historical cost convention on accrual and going concern basis, except for the following assets and liabilities:-

i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

ii) Investments in unquoted equity shares measured at fair value

iii) Defined benefit liabilities are measured at present value of defined benefit obligation.

iv) Certain financial assets and liabilities at amortised cost

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The buyback of equity shares and related transaction costs are recorded as reduction of retained earnings/ general reserves. Capital redemption reserve is created as an apportionment from general reserves.

The financial statements are presented in INR "(Indian Rupees)" and all values are rounded to the nearest million, except when otherwise indicated.

2.A.1.2 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, 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. Fair value for measurement and/or disclosure purposes is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purpose, fair value measurement are categorised into level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in the entirety, which are described as follows:

- Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities

- Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Notes to the consolidated financial statements for the year ended 31 March 2025

- Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2.A.1.3 Basis of consolidation

The consolidated financial statements of the Holding Company and its subsidiaries have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses. All intragroup assets and liabilities, equity, income, expenses, unrealised gain on transactions and cash flows relating to transactions between Group companies are eliminated in full on consolidation.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Holding Company's separate financial statements.

The consolidated financial statements incorporate the financial statements of the Holding Company and its subsidiaries. Control is achieved when the Holding Company:

- has power over the investee;

- is exposed, or has rights, to variable returns from its involvement with the investee; and

- has the ability to use its power to affect its returns.

The Holding Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Holding Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Holding Company considers all relevant facts and circumstances in assessing whether or not the Holding Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Holding Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;

- potential voting rights held by the Holding Company, other vote holders or other parties;

- rights arising from other contractual arrangements; and

- any additional facts and circumstances that indicate that the Holding Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiaries begins when the Holding Company obtains control over the subsidiaries and ceases when the Holding Company loses control of the subsidiaries. Specifically, income and expenses of a subsidiaries acquired or disposed off during the year are included in the consolidated statement of profit and loss and other comprehensive income from the date the Holding Company gains control until the date when the Holding Company ceases to control the subsidiaries.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Holding Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Holding Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Group i.e. year ended 31 March 2025.

Notes to the consolidated financial statements for the year ended 31 March 2025

S. No.	Name of the Company	Country of Incorporation	Relationship as at 31 March 2024	Percentage of effective ownership interest held (directly or indirectly)	
				31 March 2024	31 March 2023
1.	SPR Engenious Limited	India	Subsidiary of Shriram Pistons & Rings Limited	100.00%	100.00%
2.	SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited)	India	Step down Subsidiary of Shriram Pistons & Rings Limited	66.42%	66.42%
3.	SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited)	India	Step down Subsidiary of Shriram Pistons & Rings Limited	62.00%	62.00%
4.	SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited)	India	Step down Subsidiary of Shriram Pistons & Rings Limited	100.00%	

2.A.1.4 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification:

The Group classifies an asset as current asset when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the asset for the purpose of trading;
- it expects to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- it is expected to be settled in normal operating cycle;
- it holds the liability for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

The Group's normal operating cycle is twelve months.

2.A.2 Significant accounting judgements, estimates and assumptions.

The preparation of the financial statements is in conformity with Indian Accounting Standards (Ind AS) and requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise information, about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes.

- **Deferred tax:** Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

- **Impairment of financial assets and non-financial assets and goodwill: T**he impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained. The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

- **Useful lives of depreciable/amortisable assets:** value of property, plant and equipment and intangibles at the end of each reporting period. Factors such as changes in the expected level of usage could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

- **Estimation of defined benefit obligation:** Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

- **Estimation for expected credit losses of trade receivables:** Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management believes that there is uncertainty of collections. Provision is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

- **Incremental rate of borrowing for lease accounting:** The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

2.A.3.1 Property, plant and equipment

Property, plant and equipment held for use in production or supply of goods and services, or for administrative purpose, are stated at historic cost, net of accumulated depreciation (net of input tax credits availed) including taxes and other incidental expenses related to acquisition, installation and borrowing cost on loan taken for the acquisition of qualifying assets upto the date the assets are ready for their intended use. Subsequent measurement of property, plant and equipment is done in accordance with cost model.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

(a) it is probable that future economic benefits associated with the item will flow to the entity; and

(b) the cost of the item can be measured reliably.

Subsequent expenditure can be capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the Group.

An item of property, plant and equipment is derecognised on disposal, or when no future economic benefit are expected to arise from the continued use of assets. Any gain and loss arising on the disposal of or retirement is determined as the difference between the sale proceeds and the carrying amount of the assets and is recognised in the statement of profit and loss.

2.A.3.2 Intangible assets

Intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the entity and the cost of the asset can be reliably measured.

Intangible assets held for use in production or supply of goods and services, or for administrative purpose, are stated at are stated at historic cost, net of accumulated depreciation (net of input tax credits availed) including taxes and other incidental expenses related to acquisition, installation and borrowing cost on loan taken for the acquisition of qualifying assets upto the date the assets are ready for their intended use.

An item of intangible asset is derecognised on disposal, or when no future economic benefit are expected to arise from the continued use of assets. Any gain and loss arising on the disposal of or retirement is determined as the difference between the sale proceeds and the carrying amount of the assets and is recognised in the statement of profit and loss. Subsequent measurement of intangible assets is done in accordance with cost model.

Notes to the consolidated financial statements for the year ended 31 March 2025

2.A.3.3 Capital work-in-progress

Capital work-in-progress represents expenditure incurred in respect of capital projects under development and are carried at cost. Cost includes related acquisition expenses, development/ construction costs, borrowing costs and other direct expenditure. Subsequent measurement of capital work-in-progress is done in accordance with cost model.

2.A.3.4 Leases

Lessee Accounting

1. Lease liability is recognised at the commencement of lease and measured at an amount equal to the present value of minimum lease payments during the lease term that are not yet paid.
2. Right of use asset is recognised at the commencement of lease and measured at cost, consisting of initial measurement of lease liability plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, initial estimate of the restoration costs and any initial direct costs incurred by the lessee. Right-of-use assets are amortized on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets and impairment loss. Subsequent measurement of right-of-use assets is done in accordance with cost model.
3. The lease liability is measured in subsequent periods using the effective interest rate method.
4. Recognition and measurement exemption is availed for low-value assets and short-term leases. Assets of low value include IT equipment or office furniture. No monetary threshold has been defined for low-value assets. Short-term leases are defined as leases with a lease term of 12 months or less.

2.A.4 Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

The Group is following written down value method in case of Furniture, fixtures and office equipment and straight line method in respect of other assets.

Depreciation on tangible property, plant and equipment has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the certain categories of assets, in whose case the life of the assets has been assessed based on technical advice, taking into account the nature, the estimated usage, operating conditions of the asset, past history of replacement, anticipated technological changes and maintenance practices etc. Following are the estimated useful lives of various category of assets used:

Factory building	-	thirty years
Office building	-	sixty years
Factory wall fencing	-	five years
Plant and equipment		
- General	-	eight - twenty five years
- Electric installation / equipment	-	five - twenty two and half years
- Plant and equipment- welding	-	fifteen years
- Spares	-	five years
- Plastic crates	-	fifteen years
- Moulds	-	six years
- Dies	-	three years
Road	-	twenty years
Bore well	-	fifteen years
Vehicle	-	five - eight years

Furniture and fixture / Office equipment	-	five - ten years
Computer	-	three years

All intangible assets are amortised on straight-line method over their estimated useful life as under.

Computer software	-	three – five years
Product design	-	three years
Enabling assets	-	fifteen years
Intellectual property	-	ten years
Trademarks acquired on acquisition	-	ten years
Customer contracts acquired on acquisition	-	ten years
Non-compete agreements acquired on acquisition		- three- nine years
Customer order book acquired on acquisition	-	one and a half years
Customer relationships acquired on acquisition	-	ten years

Assets costing up to Rs. 5,000 are fully depreciated in the year of acquisition.

Depreciation on assets acquired/sold/discarded during the year is charged on pro-rata basis except for furniture, fixtures and equipments where full year's depreciation is computed in the year of acquisition and no depreciation is provided in the year of sale.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, and the effect of any changes in estimate is accounted for on a prospective basis.

2.A.5 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial assets

All regular way purchases or sales of financial assets are accounted for at trade date basis. Regular way purchases or sales are purchase or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Classification of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost

i) The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

ii) The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

i) The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

ii) The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

Financial asset which are not classified in any of the above categories are subsequently measured at fair value through profit or loss (FVTPL).

Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. The average credit period is 20-55 days.

Investments

Investments in mutual funds and investment in equity instrument are measured at fair value through profit or loss.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost or at fair value through profit or loss (FVTPL). For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Fair value is determined in the manner described in note 42.

2.A.6 Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts and cross currency interest rate swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit and loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedging relationship and the nature of the hedged item.

(i) Financial assets or financial liabilities, at fair value through profit or loss.

This category has derivative financial assets or liabilities which are not designated as hedges. Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through the statement of profit and loss and the resulting exchange gains or losses are included in the statement of profit and loss. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance sheet date.

(ii) Hedge accounting

The Group designates the derivatives as hedge of foreign exchange risk associated with the cash flows of highly probable forecast transaction.

The Group documents at the inception of the hedging transaction the economic relationship between hedging instrument and hedge items. The Group documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

When forward contracts are used to hedge forecast transactions, the Group generally designates related forward contract related as the hedging instruments.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges, is recognised in other comprehensive income and accumulated under the heading of cash flow hedge reserve. The gain or loss relating to the ineffective portion is recognised immediately in the statement of profit and loss. Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to the statement of profit and loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. For the same, Group matches critical terms of hedge item and hedge instruments.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction and cross currency interest rate swap transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction and cross currency interest rate swap transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the statement of profit and loss.

Fair value is determined in the manner described in note 42.

2.A.7 Employee benefits

Retirement benefit costs and termination benefits:

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Contribution towards Provident Fund and Superannuation Fund is paid as per the statutory provisions/ Holding Company's scheme. These benefits are charged to the statement of profit and loss of the year when they become due. For the provident fund trust administrated by the trustees, the Holding Company is liable to meet the shortfall, if any, in payment of interest at the rates declared by Central Government and such liability is recognised in the year of shortfall. For defined post-employment employee benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to the statement of profit and loss. Past service cost is recognised in the statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

i) Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

ii) Net interest expense or income; and

iii) Re-measurement.

Short-term and other long-term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Leave availment / encashment benefit is provided as per Group's scheme. Employees are entitled to accumulate leaves subject to certain limit as per Group's scheme.

Liabilities for compensated absence that are not expected to be settled wholly within 12 months after the end of the period in which the employees rendered the related service, are measured at the present value of expected future payment to be made in respect of service provided by employees up to the end of reporting period using the projected unit credit method. The benefit are discounted using the market yields at the end of reporting period. Remeasurement as a result of experience adjustments and change in actuarial assumptions are recognised in the statement of profit and loss.

Employee benefits in the form of long service awards is provided as per Holding Company scheme. The liability is determined through actuarial valuation using projected unit credit method.

2.A.8 Taxes on income

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.A.9 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.A.10 Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources.

When there is a possible obligation or a present obligation in respect of which the likelihood on outflow of resources is remote, no provision or disclosure is made.

2.A.11 Business Combination and goodwill

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. Acquisition related costs are recognised in profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognised at their fair value at the acquisition date, except certain assets and liabilities that are required to be measured as per the applicable standard. Purchase consideration in excess of the Holding Company's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Excess of the Holding Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration is recognised, after reassessment of fair value of net assets acquired, in the Capital Reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

2.A.12 Revenue recognition

Sale of products/services

The group recognize revenue from the sale of products or services upon transfer of control to customers. Revenue is measured at the amount of consideration which the Group expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example, taxes and duties collected on behalf of the government). A receivable is recognized upon satisfaction of performance obligations as per the contracts and is measured at transaction price.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Export benefits

Export benefit entitlements is in the nature of income, and are recognised when the right to receive benefit is established in respect of the exports made and the realisation is reasonably certain.

2.A.13 Inventories

Inventories are valued at lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition is accounted for as follows:

i) **Raw materials, loose tools and store and spares :** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. Raw materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

ii) **Work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

iii) **Finished goods:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

iv) **Stock-in-trade:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(B) Other accounting policy information

2.B.1 Other income

Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to Group and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the interest rate as applicable.

Miscellaneous income

Other revenues are recognised on accrual basis, except where there are uncertainties in realisation/ determination of income and in such case income is recognised on realisation / certainty.

2.B.2 Foreign currency transactions and translations

Transactions in foreign currency are recorded on initial recognition at the exchange rate prevailing on or closely approximating to the date of transaction.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise except exchange differences on transactions entered into in order to hedge certain foreign currency risks.

For foreign currency denominated financial assets measured at amortised cost or FVTPL, the exchange differences are recognised in statement of profit and loss except for those which are designated as hedging instruments in a hedging relationship.

Notes to the consolidated financial statements for the year ended 31 March 2025

2.B.3 Research and development

Revenue expenditure on research and development, inclusive of dies for new model development, is charged as expense in the year in which incurred. Capital expenditure is included in Property, plant, equipment and intangible assets.

2.B.4 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

2.B.5 Earnings per share

Basic earnings per share is calculated by dividing profit or loss attributable to the owners of the Group by weighted average number of equity shares outstanding during the financial year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, share split and any new equity issue.

For the purpose of calculating diluted earnings per share, profit or loss attributable to the owners of the Group and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.B.6 Impairment of assets

The carrying values of Property, plant and equipment, right of use assets and intangible assets or cash generating units are reviewed at each Balance sheet date for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the statement of profit and loss.

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit loss.

2.B.7 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. The Group is primarily engaged in the manufacturing and assembling of automotive components for the automotive industry. All operating segments' operating results are reviewed regularly by the Group's Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segments and assess their performance. CODM believes that these are governed by same set of risk and returns hence CODM reviews as one balance sheet component.

2.(C) 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. For the year ended 31 March 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. 01 April 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its consolidated financial statements.

Notes to the consolidated financial statements for the year ended 31 March 2025

3. Property, plant & equipment

Rs. million

Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Dies	Total
As at 31 March 2024								
Gross carrying amount								
Opening gross carrying amount	-	1,695.09	9,846.80	61.96	45.70	224.10	184.38	12,058.03
Additions	-	161.18	705.20	12.14	0.74	79.20	39.97	998.43
Addition pursuant to business combination (refer note 48 b)	-	325.39	892.49	1.87	4.29	4.60	-	1,228.64
Disposals	-	(0.44)	(34.32)	(4.90)	(9.59)	(25.18)	(10.10)	(84.53)
Closing gross carrying amount as at 31 March 2024	**-**	**2,181.22**	**11,410.17**	**71.07**	**41.14**	**282.72**	**214.25**	**14,200.57**
Accumulated depreciation								
Opening accumulated depreciation	-	488.24	5,795.81	49.48	-	172.40	119.44	6,625.37
Depreciation charged during the year	-	77.21	670.86	10.61	10.22	53.13	29.66	851.69
Disposals	-	(0.20)	(24.76)	(4.43)	(7.00)	(21.89)	(9.59)	(67.87)
Closing accumulated depreciation as at 31 March 2024	-	**565.25**	**6,441.91**	**55.66**	**3.22**	**203.64**	**139.51**	**7,409.19**
Net carrying amount as at 31 March 2024	-	**1,615.97**	**4,968.26**	**15.41**	**37.92**	**79.08**	**74.76**	**6,791.38**
As at 31 March 2025								
Gross carrying amount								
Opening gross carrying amount	-	2,181.22	11,410.17	71.07	41.14	282.72	214.25	14,200.57
Additions	107.59	74.52	1,138.07	10.82	6.13	39.79	50.78	1,427.70
Addition pursuant to business combination (refer note 48 a)		190.06	275.64	2.40	1.48	6.79	-	476.37
Disposals	-	-	(72.43)	(22.19)	(4.19)	(64.06)	(9.46)	(172.33)
Closing gross carrying amount as at 31 March 2025	**107.59**	**2,445.80**	**12,751.45**	**62.10**	**44.54**	**265.24**	**255.57**	**15,932.31**
Accumulated depreciation								
Opening accumulated depreciation	-	565.25	6,441.91	55.66	3.22	203.64	139.51	7,409.19
Depreciation charged during the year	-	93.17	744.11	8.71	10.85	41.60	37.67	936.11
Disposals	-	-	(39.13)	(18.31)	(3.98)	(49.19)	(8.90)	(119.51)
Closing accumulated depreciation as at 31 March 2025	**-**	**658.42**	**7,146.89**	**46.06**	**10.09**	**196.05**	**168.28**	**8,225.79**
Net carrying amount as at 31 March 2025	**107.59**	**1,787.38**	**5,604.56**	**16.04**	**34.45**	**69.19**	**87.29**	**7,706.52**

Notes:

i) The Group has not revalued property, plant and equipment during the year.

ii) The above assets are secured against borrowings, refer note no. 17 and 21.

Notes to the consolidated financial statements for the year ended 31 March 2025

4. Capital-work-in progress (CWIP)

Rs. million

Particulars	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Balance at the beginning of the year	314.54	46.71
Additions during the year	1,416.15	1,186.13
Addition pursuant to business combination (refer note 48 a and 48 b)	0.42	12.16
Capitalised / adjusted during the year	(1,153.04)	(930.46)
Balance at the end of the year	**578.07**	**314.54**

Note:

1. The capital-work-in-progress mainly consist of property, plant and equipment under construction / installation and which are not ready for use at year end.
2. There are no such projects under capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2025 and 31 March 2024.

Capital-work-in progress ageing schedule is as under:

Rs. million

Particulars	As on 31 March 2025				
	Amount in Capital-work-in progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	576.57	-	-	-	576.57
Projects temporarily suspended	-	-	1.50	-	1.50

Rs. million

Particulars	As on 31 March 2024				
	Amount in Capital-work-in progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	292.17	20.87	-	-	313.04
Projects temporarily suspended	-	1.50	-	-	1.50

Notes:

a) The above assets are pledged as security against borrowings, refer note no. 17 and 21.

b) *The projects in progress as on 31 March 2025 will be completed within 1 year.

5. Goodwill and other intangible assets

Rs. million

Particulars	Goodwill	Other intangible assets									
		Computer software	Product design and development	Enabling assets	Customer contracts	Customer relationships	Trademarks	Technology	Non-compete	Sub total	Grand Total
As at 31 March 2024											
Gross carrying amount											
Opening gross carrying amount	411.75	95.73	92.27	85.59	114.36	-	103.78	524.20	178.13	1,194.06	1,605.81
Additions	-	5.56	39.35	0.85	-	-	-	-	-	45.76	45.76
Addition pursuant to business combination (refer note 48 b)	69.53	5.28	-	-	44.60	184.50	-	-	32.70	267.08	336.61
Disposals	(15.12)	(2.41)	-	-	-	-	-	-	-	(2.41)	(17.53)
Closing gross carrying amount as at 31 March 2024	**466.16**	**104.16**	**131.62**	**86.44**	**158.96**	**184.50**	**103.78**	**524.20**	**210.83**	**1,504.49**	**1,970.65**

Notes to the consolidated financial statements for the year ended 31 March 2025

Rs. million

Particulars	Goodwill	Other intangible assets									
		Computer software	Product design and development	Enabling assets	Customer contracts	Customer relationships	Trademarks	Technology	Non-compete	Sub total	Grand Total
Accumulated amortisation											
Opening accumulated depreciation	-	76.11	71.69	21.18	57.19	-	51.89	7.21	2.81	288.08	288.08
Depreciation / amortisation charged during the year	-	5.08	19.30	5.59	25.10	8.33	10.38	45.42	27.19	146.39	146.39
Disposals	-	(2.41)	-	-	-	-	-	-	-	(2.41)	(2.41)
Closing accumulated depreciation as at 31 March 2024	**-**	**78.78**	**90.99**	**26.77**	**82.29**	**8.33**	**62.27**	**52.63**	**30.00**	**432.06**	**432.06**
Net carrying amount as at 31 March 2024	**466.16**	**25.38**	**40.63**	**59.67**	**76.67**	**176.17**	**41.51**	**471.57**	**180.83**	**1,072.43**	**1,538.59**
As at 31 March 2025											
Gross carrying amount											
Opening gross carrying amount	466.16	104.16	131.62	86.44	158.96	184.50	103.78	524.20	210.83	1,504.49	1,970.65
Additions	-	12.54	11.78	2.62	-	-	-	-	-	26.94	26.94
Addition pursuant to business combination (refer note 48 a)	871.08	0.59	-	-	-	157.20	-	-	5.00	162.79	1,033.87
Disposals / adjustments	(2.12)	-	-	-	-	-	-	-	-	-	(2.12)
Closing gross carrying amount as at 31 March 2025	**1,335.12**	**117.29**	**143.40**	**89.06**	**158.96**	**341.70**	**103.78**	**524.20**	**215.83**	**1,694.22**	**3,029.34**
Accumulated amortisation											
Opening accumulated depreciation	-	78.78	90.99	26.77	82.29	8.33	62.27	52.63	30.00	432.06	432.06
Depreciation / amortisation charged during the year	-	8.27	22.19	5.71	41.25	22.36	10.38	45.43	29.60	185.19	185.19
Disposals	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation as at 31 March 2025	**-**	**87.05**	**113.18**	**32.48**	**123.54**	**30.69**	**72.65**	**98.06**	**59.60**	**617.25**	**617.25**
Net carrying amount as at 31 March 2025	**1,335.12**	**30.24**	**30.22**	**56.58**	**35.42**	**311.01**	**31.13**	**426.14**	**156.23**	**1,076.97**	**2,412.09**

The Group has not revalued its other intangible assets during the year.

a) Impairment testing of goodwill

The Group performs test for goodwill impairment at least annually on 31 March or if indicators of impairment arise, such as the effects of obsolescence, demand, competition and other economic factors or on occurrence of an event or change in circumstances that would more likely than not reduce recoverable value below its carrying amount. When determining the value in use, we utilize various assumptions, including operating results, business plans and projections of future cash flows.

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level with the Group at which goodwill is monitored for internal management purposes and which is not higher that the Group's operating segment. During the year, the management has reviewed the carrying value of its goodwill against the recoverable value of these cash generating units, using internal and external information available. The management believes that any reasonable possible change in the key assumptions would not cause the cash generating units' carrying amount ot exceed its recoverable amount.

Notes to the consolidated financial statements for the year ended 31 March 2025

b) Changes in the net carrying amount of goodwill is summarised as below:

Rs. million

	As at 31 March 2025	As at 31 March 2024
Opening balance	466.16	411.75
Additions (refer note 48)	871.08	69.53
Deletions (refer note 41)	(2.12)	(15.12)
Closing balance	**1,335.12**	**466.16**

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level with the Group at which goodwill is monitored for internal management purposes and which is not higher than the Group's operating segment.

c) The carrying amount of goodwill was allocated to the cash generating units as follows:

Rs. million

	As at 31 March 2025	As at 31 March 2024
SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited)	871.08	-
SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited)	67.41	69.53
SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited)	381.78	381.78
Others	14.85	14.85
	1,335.12	**466.16**

d) Impairment

An impairment test was carried out as at the balance sheet date, details of the test are as outlined below:

Rs. million

	As at 31 March 2025	As at 31 March 2024
Discount rate	13.6% - 22.6%	14.1 % - 20.7%
Growth rate	4.00%	4.00%
Number of years for which cash flows were considered*	4.25-5.25	5-6
Test result	**No impairment**	**No impairment**

*The management believes that the cash generating units have ability to forecast cash flows over a longer period.

Growth rates

The growth rates used are in line with the growth rate of the industry in which the entities operates and are consistent with internal / external sources of information.

Discount rates

The discount rates takes into consideration market risk and specific risk factors of the cash generating unit. The cash flow projections are based on the forecasts made by the management.

Sensitivity

The management believes that any reasonable possible changes in the key assumptions would not cause the cash generating unit's carrying amount to exceed its recoverable amount.

Notes to the consolidated financial statements for the year ended 31 March 2025

6. Right of use assets

Rs. million

Particulars	Right of use assets (refer note 37)			
	Land	Building	Motor car	Total
As at 31 March 2024				
Gross carrying amount				
Opening gross carrying amount	712.50	482.44	34.38	1,229.32
Additions	-	24.12	22.10	46.22
Addition pursuant to business combination (refer note 48 b)	74.99	-	-	74.99
Disposals	(1.92)	(16.63)	-	(18.55)
Closing gross carrying amount as at 31 March 2024	**785.57**	**489.93**	**56.48**	**1,331.98**
Accumulated amortisation				
Opening accumulated depreciation	26.97	229.27	1.46	257.70
Depreciation / amortisation charged during the year	9.91	60.02	9.06	78.99
Disposals	-	(14.45)	-	(14.45)
Closing accumulated depreciation as at 31 March 2024	**36.88**	**274.84**	**10.52**	**322.24**
Net carrying amount as at 31 March 2024	**748.69**	**215.09**	**45.96**	**1,009.74**
As at 31 March 2025				
Gross carrying amount				
Opening gross carrying amount	785.57	489.93	56.48	1,331.98
Additions	119.20	32.57	5.80	157.57
Addition pursuant to business combination (refer note 48 a)	822.08	-	-	822.08
Disposals	-	-	-	-
Closing gross carrying amount as at 31 March 2025	**1,726.85**	**522.50**	**62.28**	**2,311.61**
Accumulated amortisation				
Opening accumulated depreciation	36.88	274.84	10.52	322.24
Depreciation / amortisation charged during the year	13.46	48.53	13.51	75.50
Disposals	-	-	-	-
Closing accumulated depreciation as at 31 March 2025	**50.34**	**323.37**	**24.03**	**397.74**
Net carrying amount as at 31 March 2025	**1,676.51**	**199.12**	**38.25**	**1,913.87**

Note: The right of use assets (land) of Group is mortgaged as security against borrowings, refer note no. 17 and 21.

7. Investments

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Rs. million	No. of shares	Rs. million
Non-current investments (Unquoted)				
Investment carried at Fair value through statement of Profit or Loss				
3,636,363 (previous year: 31 March 2024: 3,636,363) shares of Rs. 10 each fully paid up in Lalganj Power Private Limited	3636363	48.00	3,636,363	48.00
1,037,430 (previous year: 31 March 2024: Nil) shares of Rs. 10 each fully paid up in Fourth Partner Solar Power Private Limited	1037430	52.03	-	-
		100.03		**48.00**
Aggregate book value of unquoted investments		**100.03**		**48.00**

Notes to the consolidated financial statements for the year ended 31 March 2025

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Rs. million	No. of shares	Rs. million
Aggregate value of impairment in value of investments		-		-
Current investments (Unquoted)				
Carried at fair value through Statement of Profit and loss				
Investment in Mutual fund (Liquid fund) Units of Face value of Rs 1000 each				
- 104.50 units (previous year: nil) SBI Overnight Fund Direct growth		0.43		-
- nil units (previous year: 18,656) SBI Liquid Fund Direct Growth		-		70.51
- 6,443.49 units (previous year: nil) UTI Overnight Fund -Direct Plan - Growth		22.52		-
- 26,085 units (previous year: 1,15,935) UTI Liquid Fund - Direct Plan Growth		110.89		458.86
- 44,858.23 units (previous year: 1,02,635) AXIS Liquid Fund - Direct Growth		129.35		275.44
- nil units (previous year: 98,579) HSBC liquid fund direct Growth		-		237.19
- nil units (previous year: 25,978) Sundaram Liquid Fund - Direct plan - LFZG		-		55.39
		263.19		**1,097.39**
Aggregate book value of unquoted investments		261.65		1,092.15
Aggregate market value of unquoted investments		263.19		1,097.39
Aggregate value of impairment in value of investments		-		-

8. Loans

(Unsecured, considered good unless otherwise stated)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Non-current:		
Loan to employee*	120.00	-
	120.00	**-**
Current:		
Loan to employee*	30.00	-
	30.00	**-**

*Represents interest-free advance to Mr. Krishnakumar Srinivasan, MD & CEO, repayable in five equal yearly instalments in terms of the scheme of interest free advance upto Rs. 150 million approved in the shareholders' meeting dated 24 July 2024, in accordance with the provisions of Section 185 and other applicable provisions of Companies Act, 2013. (refer note 35)

Notes to the consolidated financial statements for the year ended 31 March 2025

9. Other financial assets

(At amortised cost excluding derivative instrument)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Non-current:		
Deposits more than 12 months	1,010.79	1,350.86
Security deposits	226.19	209.70
Derivative instrument (refer note 42)	22.10	20.02
Call option asset*	59.00	41.00
	1,318.08	**1,621.58**
Current:		
Security deposits	7.83	5.87
Interest accrued on deposits	445.63	367.30
Derivative instrument (refer note 42)	19.68	7.95
Other receivables*	18.89	-
Deposits held as margin money	-	69.53
	492.03	**450.65**

*pertains to amount receivable from erstwhile shareholders of subsidiary.

10. Tax assets/ (liabilities) net

Current tax liabilities (net)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Advance income tax	1,654.58	1,439.84
less: provision for income tax	(1,762.99)	(1,523.83)
Net	**(108.41)**	**(83.91)**

11. Other assets

(Unsecured, considered good unless stated otherwise)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Non-current:		
i) Capital advances	147.53	242.19
ii) Export incentive receivable		
Unsecured, considered good	7.55	9.68
Unsecured, considered doubtful	4.30	4.66
	11.85	14.34
Provision for doubtful advances	(4.30)	(4.66)
	7.55	**9.68**
iii) Balance with government authorities	20.06	14.64
iv) Prepaid expenses	11.45	15.58
v) Other assets		
Unsecured, considered good*	86.13	182.53
Unsecured, considered doubtful	-	-
	272.72	**464.62**

*Other assets - non current includes Rs. 22.80 million (previous year: Rs. 182.32 million) paid under protest to government authorities and employee advances Rs. 63.32 (previous year: nil million). also, it includes nil million (previous year: Rs. 0.22 million) of surplus in gratuity contribution of subsidiary.

Notes to the consolidated financial statements for the year ended 31 March 2025

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Current:		
i) Advances other than capital advances recoverable in cash or in kind or for value to be received		
Unsecured, considered good	218.63	141.94
Unsecured, considered doubtful	15.83	15.65
	234.46	157.59
Provision for doubtful advances	(15.83)	(15.72)
	218.63	**141.87**
ii) Export incentive receivable		
Unsecured, considered good	25.87	13.84
Unsecured, considered doubtful	0.24	0.24
	26.11	14.08
Provision for doubtful advances	(0.24)	(0.24)
	25.87	**13.84**
iii) Balance with government authorities	135.72	182.78
iv) Prepaid expenses	173.56	56.22
v) Other assets		
Unsecured, considered good*	388.42	335.12
Unsecured, considered doubtful	3.83	3.83
	392.25	338.95
Provision for doubtful assets	(3.83)	(3.83)
	388.42	335.12
	942.20	**729.83**

* Other assets majorly includes Rs. 331.09 million (previous year Rs. 271.83 million) of surplus in Shriram Pistons & Rings Limited Gratuity Fund Trust.

12. Inventories

(valued at lower of cost or net realisable value)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Raw material and components (includes in transit Rs. 23.17 million (previous year: Rs. 49.70 million))	1,439.27	1,016.40
Work-in-progress (includes in transit Rs. 2.72 million (previous year: Rs. 4.51 million))	1,131.89	991.17
Finished goods (includes in transit Rs. 98.22 million (previous year: Rs. 75.38 million))	1,723.65	1,498.15
Stock- in - trade (includes in transit Rs. 2.93 million (previous year: Rs.2.04 million))	48.86	29.61
Stores and spares (includes in transit Rs. 49.59 million (previous year: Rs 38.81 million))	335.45	329.70
Loose tools	44.04	45.49
	4,723.16	**3,910.52**

Notes:

i) The inventories are hypothecated as security against working capital loans from banks, refer note no 21.

ii) The value of inventories above is net off of write down of Rs. 196.57 million (previous year Rs. 151.00 million).

Notes to the consolidated financial statements for the year ended 31 March 2025

13. Trade receivables

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured*	5,837.19	4,760.55
Receivable which have significant increase in credit risk	32.79	36.54
Receivable credit impaired	5.21	0.88
	5,875.19	4,797.97
Less: Allowances for receivables which have significant increase in credit risk/credit impaired	(38.00)	(37.42)
	5,837.19	**4,760.55**

Notes:

i) The trade receivables are pledged as security against working capital loans from banks, refer note no 21.

ii) *No trade or other receivable are due from directors or other officers of the Company 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

iii) There are no trade receivables due from any related party.

Trade receivable ageing as on 31 March 2025 is as under:

Rs. million

Particulars	Unbilled dues	Not due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	-	4,954.12	874.38	5.04	0.04	3.61	-	**5,837.19**
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	3.88	2.72	5.71	5.11	15.37	**32.79**
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	**-**
(iv) Disputed trade receivables– considered good	-	-	-	-	-	-	-	**-**
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	5.21	**5.21**
Total	**-**	**4,954.12**	**878.26**	**7.76**	**5.75**	**8.72**	**20.58**	**5,875.19**

Notes to the consolidated financial statements for the year ended 31 March 2025

Trade receivable ageing as on 31 March 2024 is as under:

Rs. million

Particulars	Unbilled dues	Not due	Outstanding for following periods from due date of payment					
			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	-	3,961.22	763.59	25.32	10.42	-	-	**4,760.55**
(ii) Undisputed trade Receivables – which have significant increase in credit risk	-	-	4.70	2.00	11.24	3.91	14.69	**36.54**
(iii) Undisputed trade receivables – credit impaired	-	-	-		-	-	-	**-**
(iv) Disputed trade receivables– considered good	-	-	-		-	-	-	**-**
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-		-	-	-	**-**
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	0.88	**0.88**
	-	**3,961.22**	**768.29**	**27.32**	**21.66**	**3.91**	**15.57**	**4,797.97**

14. Cash and cash equivalents and other bank balances

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
i) Cash and cash equivalents		
Cash on hand	0.68	0.53
Balances with banks		
"- Deposits with original maturity less than 3 months"	-	280.00
- current accounts	420.08	254.37
	420.76	**534.90**
ii) Other bank balances		
- Unclaimed dividend account	1.21	1.24
- Unspent CSR account	2.53	2.62
- Deposits with original maturity more than 3 month but less than 12 months	9,018.08	7,122.03
- Deposits held as margin money*	1,073.40	958.93
	10,095.22	**8,084.82**
	10,515.98	**8,619.72**

* Margin money is deposited with bank majorly towards export packing credit and overdraft facility availed.

Notes to the consolidated financial statements for the year ended 31 March 2025

15. Equity share capital

	As at 31 March 2025	As at 31 March 2024
	Rs. million	Rs. million
Authorised Share Capital		
52,500,000 (previous year 52,500,000) equity shares of Rs. 10 each	525.00	525.00
3,000,000 (previous year 3,000,000) preference shares of Rs. 100 each	300.00	300.00
	825.00	**825.00**
a. Issued, subscribed and fully paid up share capital		
44,049,824 (previous year 44,049,824) equity shares of Rs. 10 each (refer note 53)	440.50	440.50
	440.50	**440.50**

b. Terms/rights attached to equity shares

The Holding Company has only one class of equity shares having face value of Rs. 10/- per share. Each holder of equity share is entitled to dividend and one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Holding Company after distribution of all preferential amount, in proportion to their shareholding.

c. Reconciliation of numbers of equity shares outstanding at the beginning and at the end of reporting year

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Rs. million	No. of shares	Rs. million
Opening balance	44,049,824	440.50	22,024,912	220.25
Issued during the year (refer note 53)	-	-	22,024,912	220.25
Closing balance	**44,049,824**	**440.50**	**44,049,824**	**440.50**

d. Details of equity shareholders holding more than 5% shares in the Holding Company

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% shareholding	No. of shares	% shareholding
Equity shares of Rs. 10 each fully paid				
Riken Corporation	9,384,114	21.30	9,384,114	21.30
Luv D. Shriram and Meenakshi Dass*	6,007,362	13.64	6,667,862	15.14
Meenakshi Dass and Luv D. Shriram *	6,007,362	13.64	6,667,862	15.14
National Insurance Company Limited	1,995,833	4.53	2,483,005	5.64

* Shares held on behalf of Deepak Shriram Family Benefit Trust.

Notes to the consolidated financial statements for the year ended 31 March 2025

e) Details of Shares held by Promoters & Promoter Group at the end of the year

Name of promotor	As at 31 March 2025			As at 31 March 2024		
	No. of shares#	% shareholding	% Change during the year	No. of shares	% shareholding	% Change during the year
Meenakshi Dass & Luv D. Shriram*	6,007,362	13.64	(1.50)	6,667,862	15.14	-
Luv D. Shriram & Meenakshi Dass*	6,007,362	13.64	(1.50)	6,667,862	15.14	-
Meenakshi Dass	1,669,440	3.79	-	1,669,440	3.79	-
Nandishi Shriram	1,730	0.00***	-	1,730	0.00***	-
Luv D. Shriram and Kush D. Shriram**	4	0.00***	-	4	0.00***	-
Luv D. Shriram	10,900	0.02	-	10,900	0.02	-
Sarva Commercial Pvt. Ltd.	2,133,160	4.84	-	2,133,160	4.84	-
Sera Com Pvt. Ltd	1,900,794	4.32	-	1,900,794	4.32	-
Manisha Commercial Pvt. Ltd.	1,335,958	3.03	-	1,335,958	3.03	-
Shabnam Commercial Pvt. Ltd.	206,394	0.47	-	206,394	0.47	-
Kush D. Shriram	2	0.00***	-	2	0.00***	-

#During the year, the promoter i.e. Meenakshi Dass & Luv D. Shriram and Luv D. Shriram & Meenakshi Dass disposed off 13,21,000 (3%) equity shares in open market.

* Shares held on behalf of Deepak Shriram Family Benefit Trust.

** Shares held on behalf of NAK Benefit Trust.

*** Rounded off to zero.

f) i) Aggregate number and class of shares allotted as fully paid up by way of bonus shares during the period of five years immediately preceeding 31 March 2025:

	31 March 2025 No. of shares	31 March 2024 No. of shares	31 March 2023 No. of shares	31 March 2022 No. of shares	31 March 2021 No. of shares
Equity shares alloted fully paid up under bonus issue	-	22,024,912*	-	-	-

ii) Aggregate number of shares bought back during the period of five years immediately preceeding 31 March 2025:

	31 March 2025 No. of shares	31 March 2024 No. of shares	31 March 2023 No. of shares	31 March 2022 No. of shares	31 March 2021 No. of shares
Equity shares fully paid up buy back	-	-	-	350,000**	-

iii) There are no shares allotted as fully paid up pursuant to contracts without payment being received in cash during the period of five years immediately preceeding 31 March 2025.

*The Board pursuant to shareholder's approval in the annual general meeting held on 06 July 2023, allotted 2,20,24,912 equity shares as bonus share in the ratio of 1:1.

****During the year ended 31 March 2022, the Holding Company has concluded the buyback of 3,50,000 equity shares (at a price of Rs 1,020/- per equity share) as approved by the Board of Directors on 30 July 2021. This has resulted in a total cash outflow of Rs 449.7 million (including tax on buyback of Rs 82.4 million &

Notes to the consolidated financial statements for the year ended 31 March 2025

transaction cost of Rs 10.3 million). In line with the requirement of the Companies Act 2013, an amount of Rs 446.2 million has been utilized from retained earnings. Further, capital redemption reserve of Rs 3.5 million (representing the nominal value of the shares bought back) has been created as an apportionment from General reserve. Consequent to such buyback, the paid-up equity share capital has reduced by Rs 3.5 million.

g) Dividends

(i) The Board of directors, in its meeting held on 07 May 2025 has proposed final dividend of Rs 5 /-per equity share (face value of Rs. 10/- per equity share) to equity shareholders for the year ended 31 March 2025. This dividend together with the interim dividend of Rs. 5/- per equity share, aggregating total dividend to Rs. 10/- per equity share for the financial year 2024-25. The final dividend is subject to the approval of shareholders in Annual General Meeting of the Holding Company and same has not been recognised as liability in financial statements for the year ended 31 March 2025.

(ii) The Board of directors of the Holding Company, in its meeting of 13 May 2024, has proposed final dividend of Rs 5/-per equity share (face value of Rs. 10 per equity share) to equity shareholders for the year ended 31 March 2024. This dividend together with the interim dividend of Rs.5/- per equity share, aggregating total dividend to Rs. 10/- per equity share for the financial year 2023-24. The final dividend has been approved by the Shareholders in Annual General Meeting of the Holding Company held on 24 July 2024.

16. Other equity

Particulars	Reserves and surplus						Items of other comprehensive income	Equity component of compound financial instrument	Total	Non-Controlling interest
	Preference share redemption reserve	Capital redemption reserve	Revaluation reserve	Retained earnings	General reserve	Sub Total	Effective portion of cash flow hedge reserve			
Balance as at 31 March 2023	**388.58**	**3.50**	**97.27**	**1,300.00**	**13,264.63**	**15,053.98**	**0.33**	**-**	**15,054.31**	**449.81**
Profit for the year	-	-	-	4,425.55	-	4,425.55	-	-	4,425.55	(38.91)
Used for issuance of bonus shares	(220.25)	-	-		-	(220.25)	-	-	(220.25)	-
Other comprehensive income for the year	-	-	-	67.03	-	67.03	(1.62)	-	65.41	(0.27)
Reversal on disposal of revalued assets	-	-	(0.02)		-	(0.02)	-	-	(0.02)	-
Dividends (refer note 15 g)	-	-	-	(330.37)	-	(330.37)	-	-	(330.37)	-
Non-controlling interest on business combination during the year (refer note 48 b)	-	-	-		-	-	-	-	-	413.80
Change in ownership interest (refer note 51)	-	-	-	(124.37)	-	(124.37)	-	-	(124.37)	124.37
Equity component of compound financial instrument	-	-	-	-	-	-	-	28.72	28.72	-
Put liability recognised (refer note 23)	-	-	-	(82.73)	-	(82.73)	-	-	(82.73)	-
Transfer to general reserve	-	-	-	(3,955.11)	3,955.11	-	-	-	-	-
Balance as at 31 March 2024	**168.33**	**3.50**	**97.25**	**1,300.00**	**17,219.74**	**18,788.81**	**(1.29)**	**28.72**	**18,816.24**	**948.79**
Profit for the year	-	-	-	5,066.83	-	5,066.83	-	-	5,066.83	88.76
Other comprehensive income for the year	-	-	-	45.91	-	45.91	7.67	-	53.58	(1.02)
Reversal on disposal of revalued assets	-	-	(0.01)		-	(0.01)	-	-	(0.01)	-
Dividends (refer note 15 g)	-	-	-	(440.50)	-	(440.50)	-	-	(440.50)	-
Transfer to general reserve	-	-	-	(4,672.24)	4,672.24	-	-	-	-	-
Balance as at 31 March 2025	**168.33**	**3.50**	**97.24**	**1,300.00**	**21,891.98**	**23,461.04**	**6.38**	**28.72**	**23,496.14**	**1,036.53**

Notes to the consolidated financial statements for the year ended 31 March 2025

Nature and purpose of reserves:

Preference share redemption reserve

The Holding Company issued 10,00,000 nos. of preference shares in financial year 1997-98 of Rs. 100/- each and the same were redeemed during the financial years viz- 2002-03 and 2003-04. Further, the Holding Company issued 28,85,760 nos. of preference shares of Rs. 100/- each in financial year 2019-20 and same were redeemed in the financial year 2019-20. Accordingly, the preference share redemption reserve of Rs. 388.58 million was created. In the financial year 2023-24, Rs. 220.25 million has been used for issuance of bonus share and balance reserve amount is available for the purposes as specified under the provisions of the Companies Act, 2013.

Capital redemption reserve

The Holding Company bought back 3,50,000 equity shares in the financial year 2021-22 and created capital redemption reserve as per the applicable provision of the Companies Act, 2013. The reserve amount is available for the purposes as specified under the provisions of the Companies Act, 2013.

Revaluation reserve

In the Financial year 1995-96, the Holding Company had revalued its existing property, plant and equipment and created a revaluation reserve for the same.

Retained earnings

Retained earnings represents the net profit/(loss) retained by the Group for its core business activities. Also, includes re-measurement gains / (loss) on defined benefit plans.

General reserves

General reserves represents amount appropriated out of retained earnings.

Equity component of compound financial instrument

The Group has accounted equity component basis on difference between fair value of the instrument as a whole and fair value of the liability component as per Ind AS 32. This equity is the residuary interest in assets after deducting liabilities and initial carrying amount of compound instrument. No gain or loss recognised on initial recognition of the component.

Cash flow hedge reserve

Cumulative changes in the fair value of financial instruments designated as effective hedge are recognised in cash flow hedge reserve through OCI (net of taxes). Amounts recognised in the cash flow hedge reserve are reclassified to the statement of profit and loss when the underlying transaction occurs.

17. Borrowings

(At amortised cost)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Non-current:		
Secured		
Term loans from banks (refer note i, ii and iv below)	2,239.72	2,432.83
Unsecured		
Loans (refer note iii below)	46.12	41.00
Deposits	-	164.51
Deposits from related parties (refer note 35)	-	10.78
	2,285.84	2,649.12
Less: Current maturities of non-current borrowings (refer note 21)	(548.98)	(403.34)
Less: Current maturities of deposits (refer note 21)	-	(174.80)
	1,736.86	**2,070.98**

Notes to the consolidated financial statements for the year ended 31 March 2025

i) Term loans from banks of Rs. 1,061.94 million (previous year: Rs. 1,332.85 million) are secured by way of first pari passu charge on all the movable and immovable fixed assets of the Holding Company, present and future.

ii) Term loans from banks of Rs. 200.00 million (previous year: Rs. Nil) are secured by way of first pari passu charge on all the movable and immovable property of SPR Engenious Limited, present and future and second pari passu charge on inventories and trade receivables, present and future.

iii) External commercial borrowings of SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited), step down subsidiary, amounting of Rs. 46.12 million (previous year: Rs. 41.00 million) are unsecured.

iv) Term loans from banks of Rs. 977.78 million (previous year: Rs. 1,100.00 million) are secured by way of exclusive charge on all current assets and movable and immovable fixed assets of the SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited), present and future. This term loan is further secured by corporate guarantee given by the Holding Company.

Amount outstanding		Repayment period from origination (years)	Installments outstanding		Effective Rate of Interest per annum %	
As at 31 March 2025 (Rs. million)	As at 31 March 2024 (Rs. million)		No.	Periodicity	As at 31 March 2025	As at 31 March 2024
260.00	340.00	6*	13	Quarterly	8.20	8.34
421.67	538.06	6*	13	Quarterly	8.10	8.25
380.27	454.79	6	15	Quarterly	7.80	7.99
200.00	0.00	6*	20	Quarterly	8.16	-
46.12	41.00	8	2	On Maturity	-	-
977.78	1,100.00	5.41*	16	Quarterly	7.52	7.75
2,285.84	**2,473.83**					

* The repayment period includes moratorium of 1 year from the date of origination

v) The long term deposits have been raised by Holding Company under Section 58A of the Companies Act, 1956 and Section 73 to 76 of the Companies Act, 2013 for maturity period of 2 and 3 years.

Amount outstanding		Repayment period from origination (years)	Rate of interest per annum %	
As at 31 March 2025 (Rs. million)	As at 31 March 2024 (Rs. million)		As at 31 March 2025	As at 31 March 2024
-	175.29	3	-	6.50-9.50
-	**175.29**			

vi) Disclosure under Para 44A as set out in IND AS on cash flow statements under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is given below:

Changes in liabilities arising from financing activities

Rs. million

Particular	Outstanding balance as on 01 April 2024	Net proceeds / (repayment) of borrowings	Non-cash changes	Outstanding balance as on 31 March 2025
Long term borrowing (including current maturities of long term debt)	2,473.83	(157.40)	(30.59)	2,285.84
Short-term borrowings	1,900.02	567.17	29.15	2,496.34
Deposits (including unclaimed matured deposits)	176.71	(176.71)	-	-
Lease liabilities (refer note 37)	316.73	(89.07)	67.95	295.61

Notes to the consolidated financial statements for the year ended 31 March 2025

Rs. million

Particular	Outstanding balance as on 01 April 2023	Net proceeds / (repayment) of borrowings	Non-cash changes	Outstanding balance as on 31 March 2024
Long term borrowing (including current maturities of long term debt)	1,461.72	(276.76)	1,288.87	2,473.83
Short-term borrowings	1,122.08	777.94	-	1,900.02
Deposits (including unclaimed matured deposits)	408.79	(232.08)	-	176.71
Lease liabilities (refer note 37)	342.88	(97.70)	71.55	316.73

18. Provisions

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Non-current:		
Provision for compensated absences (refer note 34)	346.40	306.51
Provision for gratuity (refer note 34)	42.29	13.64
Provision for other employee benefits	0.20	0.38
	388.90	**320.53**
Current:		
Provision for compensated absences (refer note 34)	165.81	150.86
Provision for gratuity (refer note 34)	6.26	0.40
Provision for other employee benefits	0.33	1.10
	172.40	**152.36**

19. Other liabilities

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Non-current:		
Others*	0.02	-
	0.02	-
Current:		
Revenue received in advance (refer note 24)	120.08	121.10
Statutory dues	336.63	340.14
Others**	107.32	90.80
	564.03	**552.04**

*Others includes Rs. 0.02 million (previous year: nil) of deficit in gratuity contribution of subsidiary.

**Others includes provision for superannuation contribution and unspent CSR amount.

Notes to the consolidated financial statements for the year ended 31 March 2025

20. a) Deferred tax liability (net)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Deferred tax liability		
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	398.22	362.14
Defined benefit plans	56.25	43.48
Right to use assets	53.57	58.63
Expenses deductible on payment basis	(154.36)	(133.49)
Liability recognised on account of business combination (refer note 48)	331.87	133.35
Provision for doubtful debts/advances	(13.73)	(14.26)
Lease liability	(62.62)	(67.67)
Others	(5.46)	(8.71)
	603.74	**373.47**
Deferred tax assets		
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	(60.38)	(0.22)
Provision for doubtful debts/advances/others	1.32	-
Business losses and unabsorbed depreciation	114.14	23.11
Pre-incorporation expenses	2.82	2.82
Defined benefit plans	6.44	0.03
	64.34	**25.75**

b) Reconciliation of tax expenses and accounting profit

	As at 31 March 2025		As at 31 March 2024	
	Rs. million	%	Rs. million	%
Profit before tax	6,816.63		5,891.32	
Income tax expenses calculated at current tax rate	1,715.61	25.17%	1,482.73	25.17%
Add : Effect of expenses that are not deductible in determining taxable profit	(54.57)	-0.80%	21.95	0.37%
Income tax expenses recognised in statement of profit & loss	**1,661.04**	**24.37%**	**1,504.68**	**25.54%**

(c) Changes in deferred tax liabilities (net)

	As at 31 March 2024	Recognised in			As at 31 March 2025
		OCI	Goodwill	Profit / loss	
Items leading to creation of deferred tax liability					
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	362.14	-	-	36.08	398.22
Expenses deductible on payment basis	(133.49)	-	-	(20.87)	(154.36)

Notes to the consolidated financial statements for the year ended 31 March 2025

	As at 31 March 2024	Recognised in			As at 31 March 2025
		OCI	Goodwill	Profit / loss	
Provision for doubtful debts/advances	(14.26)	-	-	0.53	(13.73)
Right to use assets	58.63	-	-	(5.06)	53.57
Lease liability	(67.67)	-	-	5.05	(62.62)
Liability recognised on account of business combination (refer note 48)	133.35	-	243.50	(44.98)	331.87
Defined benefit plans	43.48	15.91	-	(3.15)	56.25
Others	(8.71)	2.58	-	0.67	(5.46)
Total deferred tax liability	**373.47**	**18.49**	**243.50**	**(31.73)**	**603.74**

	As at 31 March 2023	Recognised in			As at 31 March 2024
		OCI	Goodwill	Profit / Loss	
Items leading to creation of deferred tax liability					
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	361.60		-	0.54	362.14
Expenses deductible on payment basis	(130.57)	-	-	(2.93)	(133.49)
Provision for doubtful debts/advances	(13.78)	-	-	(0.47)	(14.26)
Liability recognised on account of business combination (refer note 48)	81.00	-	69.42	(17.07)	133.35
Defined benefit plans	20.91	22.57	-	-	43.48
Right to use assets	58.63	-	-	-	58.63
Lease liability	(67.67)	-	-	-	(67.67)
Others	(8.25)	(0.45)		-	(8.71)
Total deferred tax liability	**301.87**	**22.12**	**69.42**	**(19.93)**	**373.47**

(d) Changes in deferred tax asset (net)

	As at 31 March 2024	Recognised in			As at 31 March 2025
		OCI	Goodwill	Profit / loss	
Items leading to creation of deferred tax assets					
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	(0.22)	-	-	(60.16)	(60.38)
Business losses and unabsorbed depreciation	23.12	-	-	91.02	114.14
Pre-incorporation expenses	2.82	-	-	-	2.82
Provision for doubtful debts/advances	-	-	-	1.32	1.32
Defined benefit plans	0.03	0.93	-	5.48	6.44
Total deferred tax assets	**25.75**	**0.93**	**-**	**37.66**	**64.34**

Notes to the consolidated financial statements for the year ended 31 March 2025

	As at 31 March 2023	Recognised in			As at 31 March 2024
		OCI	Goodwill	Profit / Loss	
Items leading to creation of deferred tax assets					
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	(0.21)	-	-	(0.01)	(0.22)
Business losses and unabsorbed depreciation	17.90	-	-	5.22	23.12
Pre-incorporation expenses	2.82	-	-	-	2.82
Provision for doubtful debts/advances	1.80	-	-	(1.80)	-
Defined benefit plans	0.03	-	-	-	0.03
Total deferred tax assets	**22.34**	**-**	**-**	**3.41**	**25.75**

21. Short term borrowings

(At amortised cost)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Secured		
Working capital loans from banks repayable on demand*	1,496.34	1,900.02
Current maturities of non-current borrowings (refer note 17)	548.98	403.34
Unsecured		
Working capital loans from banks**	1,000.00	-
Current maturities of deposits (refer note 17 and 64)	-	174.80
	3,045.32	**2,478.15**

* Working capital loans of Rs. 594.17 million (previous year: Rs. 1,050.02 million) are secured by way of first pari passu charge on inventories and trade receivables of the Holding Company, present and future and second pari passu charge on all the movable and immovable property of the Holding Company, present and future. Further, working capital loans of Rs. 902.17 million (previous year: Rs. 850.00 million) are secured by way of lien on the bank deposits of Rs. 902.17 million (previous year: Rs. 850.00 million) of the Holding Company.

**Working capital loans of Rs. 1,000.00 million (previous year: Rs. Nil) have been availed against undated cheques amounting to Rs. 1,000.00 million.

22. Trade payables

(At amortised cost)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
- Total outstanding dues of micro enterprises and small enterprises	198.16	123.48
- Total outstanding dues of creditors other than micro enterprises and small enterprises	3,908.82	3,436.32
	4,106.98	**3,559.80**

Trade payable includes Rs. 0.57 million (previous year: Rs. 0.10 million) due to related parties (refer note 35)

Notes to the consolidated financial statements for the year ended 31 March 2025

Trade payables ageing schedule as on 31 March 2025 is as under:

Rs. million

Particulars	Unbilled dues	Not due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	175.12	22.34	0.03	-	-	**197.49**
(ii) Disputed dues – MSME	-	-	0.64	0.03	-	-	**0.67**
(iii) Others	579.84	2,429.34	731.46	89.72	17.13	61.33	**3,908.82**
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	579.84	**2,604.46**	**754.44**	**89.78**	**17.13**	**61.33**	**4,106.98**

Trade payables ageing schedule as on 31 March 2024 is as under:

Rs. million

Particulars	Unbilled dues	Not due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	104.77	18.71	0.00	-	-	**123.48**
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	535.62	1,681.87	977.53	73.72	84.63	82.95	**3,436.32**
(iv) Disputed dues - Others	-	-	-	-		-	-
	535.62	**1,786.64**	**996.24**	**73.72**	**84.63**	**82.95**	**3,559.80**

23. Other financial liabilities

(At amortised cost)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Non-current:		
Security deposits**	18.52	19.75
Put option liabilities - Derivative instrument	117.00	82.73
Employee related payables	0.40	2.27
	135.92	**104.75**
Current:		
Interest accrued but not due on borrowings	21.42	48.00
Unclaimed dividends*	1.21	1.23
Unclaimed matured deposits and interest accrued thereon* (refer note 64)	-	1.83
Security deposits**	129.99	111.59
Capital creditors	192.95	308.60
Derivative instrument (refer note 42)	0.49	0.55
Employee related payables	812.05	692.80
	1,158.11	**1,164.61**

*Not due for transfer to investor education and protection fund

**The security deposits have been received by the Holding Company from customers/vendors in the normal course of business.

Notes to the consolidated financial statements for the year ended 31 March 2025

24. Revenue from operations

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Sale of products	34,975.38	30,427.90
Other operating revenues		
- sale of scrap	402.04	350.31
- export benefits*	92.62	100.63
- others	28.30	14.41
	35,498.34	**30,893.25**

*Export benefits covers the following:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Remission of duties and taxes on export products (RoDTEP)	23.73	22.13
Duty draw backs	68.89	78.50
	92.62	**100.63**

Timing of revenue recognition:

Goods transferred at a point in time	35,498.34	30,893.25

Contract balances

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Revenue received in advance (refer note 19)	120.08	121.10

Contract liabilities - Revenue received in advance

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Opening balance of contract liabilities	121.10	139.62
Less: Amount of revenue recognised against opening contract liabilities	1,174.92	920.01
Add: Addition in balance of contract liabilities for current year (net of refunds)	1,173.90	901.49
Closing balance of contract liabilities	**120.08**	**121.10**

The contract liabilities are settled during the normal course of business.

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Revenue from contract with customer as per the contract price	34,353.09	29,512.93
Adjustments made to contract price on account of :-		
Less: Discounts / price adjustments	622.29	914.97
Revenue from contract with customer	**34,975.38**	**30,427.90**

Performance obligation

The Group's performance obligation from sale of products is recognized upon transfer of control to customers.

Notes to the consolidated financial statements for the year ended 31 March 2025

25. Other income

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Interest income*		
- Bank deposits	811.11	647.31
- Others	13.85	13.56
Net gain on sale/fair valuation of current investment**	67.62	49.95
Gain on sale/disposal of property, plant and equipment / right of use of assets (land)	8.13	-
Foreign exchange gain (net)	95.07	112.91
Provision for doubtful debts and advances written back (net)	6.93	-
Other non-operating income***	111.28	28.98
	1,113.99	**852.71**

*Represents income on underlying assets carried at amortised cost

**Includes Rs. 1.54 million (previous year Rs. 4.20 million) on account of fair valuation of investments classified at FVTPL

*** Includes insurance claim received of Rs. 48.50 million (previous year nil million)

26. Cost of material consumed

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Cost of raw material and components consumed	13,785.01	11,104.37
Cost of packing material consumed	575.60	558.95
	14,360.61	**11,663.32**

27. (Increase) / decrease in inventories of finished goods , work-in-progress and stock-in-trade

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Inventories at the end of the year		
Work-in-progress	1,131.89	991.17
Finished goods	1,723.65	1,498.15
Stock-in-trade	48.86	29.61
	2,904.40	**2,518.93**
Inventories at the beginning of the year		
Work-in-progress	991.17	1,000.67
Finished goods	1,498.15	1,284.73
Stock-in-trade	29.61	44.61
	2,518.93	**2,330.01**
Add: Inventories aquired under business combination (refer note 48)		
Work-in-progress	17.70	56.70
Finished goods	25.11	70.41
	42.81	**127.11**
(Increase) / decrease in inventories of finished goods, work-in-progress and stock-in-trade	**(342.66)**	**(61.81)**

Notes to the consolidated financial statements for the year ended 31 March 2025

28. Employee benefits expense

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Salaries and wages	4,520.70	4,022.74
Contribution to provident and other funds	313.59	311.01
Staff welfare expenses	303.86	261.02
	5,138.15	**4,594.77**

29. Finance costs

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Interest expense on borrowings	308.68	266.48
Interest expense on lease liabilities (refer note 37)	29.59	29.36
Interest expense on income tax	2.05	2.64
Other borrowing costs	3.21	6.09
	343.53	**304.57**

30. Depreciation and amortisation expense

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
- Depreciation on property , plant and equipment (refer note 3)	936.11	851.69
- Depreciation on right of use assets (refer note 6)	75.50	78.99
- Amortisation of intangible assets (refer note 5)	185.19	146.39
	1,196.80	**1,077.07**

31. Other expenses

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Stores and spares consumed	2,480.59	2,315.42
Power and fuel	1,673.75	1,580.82
Job work charges	661.89	609.53
Freight outward expenses	431.70	408.95
Royalty	554.94	494.69
Rent (refer note 37)	29.04	23.57
Rates and taxes	26.93	15.57
Insurance	50.31	45.14
Sub-contracting expenses	525.43	377.82
Repair and maintenance		
-Plant and machinery	300.43	213.80
-Buildings	120.47	90.90
-Others	38.23	30.49
Directors' fees	8.50	9.90
Provision for doubtful debts and advances (net)	1.38	2.53

Notes to the consolidated financial statements for the year ended 31 March 2025

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Loss on sale / retirement of fixed assets (net)	-	3.28
Bad debts and advances written off	1.73	5.14
Corporate social responsibilities expenses	82.66	51.96
Travelling expenses	119.61	106.06
Legal and professional expenses	71.22	116.31
Miscellaneous expenses	1,061.83	898.70
	8,240.64	**7,400.58**

32. Earnings per share (EPS)

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Profit attributable to equity shareholders (Rs. million)	5,066.83	4,425.55
Weighted average number of equity shares (nos. million)	44.05	44.05
Earning per share		
- Basic (Rs.)	115.02	100.47
- Diluted (Rs.)	115.02	100.47

33. Research and development expenditure

The details of research and development expenditure incurred by the Group and included in the respective account heads are as under:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Capital expenditure	46.06	21.59
Revenue expenditure	243.59	226.85
	289.65	**248.44**

The details of revenue expenditure incurred on research and development is as under:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Stores and spares consumed	68.66	56.72
Salaries and wages	133.96	127.54
Contribution to provident and other funds	11.16	11.11
Staff welfare expenses	0.15	1.29
Power and fuel	4.07	3.56
Repair and maintenance		
- Plant and machinery	15.42	15.18
- Buildings	0.39	0.52
Loss on sale/retirement of fixed assets (net)	0.04	0.03
Travelling expenses	2.98	2.55
Miscellaneous expenses	6.76	8.35
	243.59	**226.85**

Notes to the consolidated financial statements for the year ended 31 March 2025

34. Employee benefits

The Group has classified the various employee benefits as under :

i) Defined contribution plans

The Group has recognised the following amount in the statement of profit and loss:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Employers' contribution to provident fund	18.95	9.41
Employers' contribution to superannuation fund	38.55	26.96
Employers' contribution to state insurance fund	25.31	31.16
	82.81	**67.53**

ii) Defined benefit plans - Gratuity

In accordance with Ind AS 19, actuarial valuation of defined benefit plans was done for Gratuity and details of the same are given below :

Particulars	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Amount recognized in statement of Profit and loss A/c		
Current service cost	77.67	78.88
Past service cost	-	-
Net interest cost on defined benefit/ liability	(17.79)	(3.57)
Total expense recognised in the Statement of Profit and loss	**59.86**	**75.31**
Net asset / (liability) recognised in the Balance Sheet		
Present value of defined benefit obligation	1,204.52	1,130.85
Fair value of plan assets	1,487.03	1,388.86
Funded status [surplus / (deficit)]	282.52	258.01
Net asset / (liability) recognised in the Balance Sheet	282.52	258.01
Assets recognised in the Balance Sheet		
Other current asset (refer note 11)	331.09	271.83
Other non-current asset (refer note 11)	-	0.22
Liability recognised in the Balance Sheet		
Provison for gratuity (refer note 18)		
Non-current	42.29	4.42
Current	6.26	0.22
Other non-current liabilities (refer note 19)	0.02	-
Net asset / (liability) recognised in the Balance Sheet	**282.52**	**258.01**

Notes to the consolidated financial statements for the year ended 31 March 2025

Particulars	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Change in defined benefit obligations (DBO) during the year		
Present value of defined benefit obligations at beginning of the year	1,130.85	1,111.86
Acquisition pursuant to business combination	27.40	8.48
Current service cost	77.67	78.88
Interest cost	81.43	82.71
Remeasurement of defined benefit obligations (Actuarial (gains)/losses)		
- Changes in demographic assumptions	(5.42)	0.30
- Changes in financial assumptions	(32.91)	(64.69)
- Experience variance	(20.49)	(27.59)
- Past service cost	-	-
Benefits paid	(54.02)	(59.10)
Transfer in / (out)	-	-
Present value of DBO at the end of the year	**1,204.52**	**1,130.85**
Change in fair value of plan assets during the year		
Plan assets at beginning of the year	1,388.86	1,162.22
Expected return on plan assets	99.23	86.18
Contributions	50.55	201.69
Return on plan assets excluding amount recognised in net interest expenses	1.04	(2.41)
Benefits paid	(52.65)	(58.82)
Plan assets at the end of the year	1,487.03	1,388.86
Actual return on plan assets	**100.27**	**83.77**
Amount recognised in other comprehensive income		
Actuarial (gains)/ losses		
- Changes in demographic assumptions	(5.42)	0.29
- Changes in financial assumptions	(32.91)	(64.69)
- Experience variance	(20.49)	(27.59)
(Return)/loss on plan assets, excluding amount recognized in net interest expense	(1.04)	2.41
	(59.86)	**(89.58)**

Rs. million

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial assumptions for Gratuity		
Discount rate	6.50%-7.25%	7.15%-7.25%
Expected return on plan assets	7.22%	7.21%
Salary escalation	8%-10%	9.00%
Attrition	5 %-12 %, p.a.	5 %-10 %, p.a.
Mortality table used	IAL 2012-14	IAL 2012-14

Estimate of the future salary increase is based on factors such as inflation, seniority, promotions, demand and supply in employment market.

Notes to the consolidated financial statements for the year ended 31 March 2025

Particulars		Year ended 31 March 2025		Year ended 31 March 2024	
		Impact on Liability		Impact on Liability	
Sensitivity Analysis for significant actuarial assumptions		**Increase Rs. million**	**Decrease Rs. million**	**Increase Rs. million**	**Decrease Rs. million**
Discount rate	+100 basis points	(2.10)	81.79	-	83.41
	'-100 basis points	92.08	2.26	92.07	-
Salary Growth Rate	+100 basis points	92.75	-	91.57	-
	'-100 basis points	-	78.97	-	80.76
Attrition Rate	+100 basis points	-	16.73	-	23.20
	'-100 basis points	25.29	-	29.86	-
Mortality Rate	+100 basis points	-	3.06	-	2.20
	'-100 basis points	3.06	-	2.21	-

The sensitivity analysis has been determined based on possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis present above may not be representative of the actual change in the defined obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be co-related.

Risk factors in actuarial assumptions

Interest rate risk: The plan exposes the group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Liquidity risk: This is the risk that the group is not able to meet the short term gratuity payouts. This may arise due to non availability of enough cash/ cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary use to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Group has used certain mortality and attrition assumption in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Asset liability mismatching or market risk: The duration of the liability is longer compared to duration of assets, exposing the Group to market risk for volatilities/ fall in interest rate.

Investment risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

The following payments are expected future cash flows to the defined benefit plan (undiscounted in future years):

Particulars	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Year 1	133.12	117.74
Year 2 - 5 years	495.38	425.72
Year 6 - 10 years	568.89	576.59
More than 10 years	906.14	1,043.33

Regulatory framework/ governance / benefits under the plan:

The gratuity benefit is a post employment benefit. It is calculated at the terminal salary (Basic+VDA) at the time of separation of the employee according to the provisions of Payment of Gratuity Act, 1972. However, there is no restriction on the maximum amount of gratuity payable. The plan assets are managed by independent Board of Trustees, appointed by the Holding Company. The trust is a separate legal entity and is recognized by the Commissioner of Income Tax, under the provisions of Schedule IV the the Income Tax Act, 1961.

Notes to the consolidated financial statements for the year ended 31 March 2025

The Board of trustees manages the entire plan assets through Life Insurance Corporation of India, SBI Life Insurance, Bajaj Allianz Life Insurance Company , HDFC Life Insurance Co. and ICICI Prudential Life Insurance Under this policy, the eligible employees are entitled to receive gratuity payments upon their separation in lumpsum after deduction of necessary taxes. Total investment as on 31 March 2025 is Rs 1,484.22 million, Rs 817.92 million in traditional and Rs 666.30 million in ULIP plan. The fund managers do not disclose the composition of their portfolio investment in case of treditional plan, accordingly break-down of plan assets by investment type has not been disclosed, portfolio investment in case of ULIP plan are as under:

Paticulars	HDFC Life Insurance Co	ICICI Prudential Life Insurance
Debt Fund	72.15 %	77.72%
Equity Fund	22.25%	16.40%
Cash	5.60%	5.88%

Asset liability matching strategies

The Group has purchased insurance policy, which is a cash accumulation plan. Interest on the fund balances during the year is accumulated at the interest rate declared by insurance company at the end of the financial year. Gratuity claims are settled by the insurance company out of the fund, thus mitigating any liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of the liabilities. Thus, the group is exposed to movement in interest rate.

Effect of plan on entity's future cash flows

The Group has purchased insurance policies to provide for payment of gratuity to the employees. The contribution to the funds are made on a quarterly basis based on estimated shortfall in plan assets from liabilities. Expected contribution during the next annual reporting period is 0.70 milion (previous year Rs 0.74 million) Maturity profile of the defined benefit obligation based on weighted average duration is 10 Years.

The plan assets are managed by independent Board of Trustees through Life Insurance Corporation of India, SBI Life Insurance, Bajaj Allianz Life Insurance Company and HDFC Standard Life Insurance Co. Under this policy, the eligible employees are entitled to receive gratuity payments upon their separation in lumpsum after deduction of necessary taxes. The fund managers do not disclose the composition of their portfolio investment, accordingly break-down of plan assets by investment type has not been disclosed. Estimate of the future salary increase is based on factors such as inflation, seniority, promotions, demand and supply in employment market.

iii) Compensated absences

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Present value of DBO	501.77	457.37
Funded status [surplus / (deficit)]	(498.96)	(457.37)
Provision for compensated absences		
Non-current	346.40	306.51
Current	165.81	150.86

iv) Defined benefit plans

The Group has recognised the following amount in the statement of profit and loss:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Employers' contribution to provident fund	179.34	177.09

Notes to the consolidated financial statements for the year ended 31 March 2025

v) Provident fund

In respect of certain employees, provident fund contributions are made to trust administered by the Holding Company. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Fund and Miscalleneous Provisions Act,1952 and shortfall, if any, shall be made good by the Holding Company. The rate is determined annually predominantly considering the social rather than economic factors and in most cases the actual return earned by the Holding Company has been higher in earlier years. As at 31 March 2025, the Holding Company has surplus in the trust administered by the Holding Company.

35. Related party disclosure

As per Indian Accounting Standard – 24 the Group's related parties and transactions with them are disclosed below :

A. List of related parties:

Key management personnel	Shri Pradeep Dinodia, Chairman
	Shri Hari Shanker Bhartia, Director
	Smt Meenakshi Dass, Director
	Shri Inderdeep Singh, Director -(ceased to be director w.e.f. close of business hours of 28 July 2024)
	Shri Krishnakumar Srinivasan, Managing Director & CEO
	Shri Luv Deepak Shriram, Whole Time Director
	Smt. Ferida Chopra, Director
	Shri Klaus Semke, Director
	Shri Alexandru Vladoi, (Alternate Director to Shri Klaus Semke)
	Shri Yasunori Maekawa, Director (w.e.f. 13 May 2024)
	Shigeto Muno (Alternative Director of Yasunori Maekawa)
	Shri. Shinichi Unno, Independent Director
	Smt. Tina Trikha, Independent Director (w.e.f. 13 May 2024)
Close members of the family of key management personnel	
Shri Krishnakumar Srinivasan	Smt. Sumati Krishnakumar
Shri Luv Deepak Shriram	Smt. Meenakshi Dass
	Shri Kush Deepak Shriram
	Smt Nandishi Shriram
	Smt. Arati Shriram
Entity over which , Key management personnel and their Close members of the family has significant influence or control	Shriram Veritech Solutions Pvt. Ltd.
	S.R. Dinodia & Co. LLP
	Manisha Commercial Pvt. Ltd
	Deepak C. Shriram & Sons HUF
	Sera Com Pvt. Ltd.
	Sarva Commercial Pvt. Ltd.
	Shabnam Commercial Pvt. Ltd.
	Pradeep Dinodia HUF
	Luv Arati and Associates (AOP)
	Deepak Shriram Family Benefit Trust
	NAK Benefit Trust
Post-employment benefit plan entity	Shriram Pistons & Rings Ltd Gratuity Fund Trust
	Shriram Pistons & Rings Ltd Superannuation Fund Trust
	Shriram Pistons & Rings Ltd. Officers' Provident Fund Trust

Notes to the consolidated financial statements for the year ended 31 March 2025

B. Related party transactions

(i) Transactions during the year

Rs. million

Particulars	Entity over which, Key management personnel and their Close members of the family has significant influence or control		Key management personnel (KMP)		Close members of the family of key management personnel		Post-employment benefit plan entity		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Remuneration										
Short-term employees benefit	-	-	199.27	155.58	-	-	-	-	199.27	155.58
Post- employment benefit	-	-	2.67	2.48	-	-	-	-	2.67	2.48
Commission to directors	-	-	75.54	68.42	-	-	-	-	75.54	68.42
Legal expenses	1.44	1.44	-	-	-	-	-	-	1.44	1.44
Rent	1.95	1.85	1.44	1.44	0.96	0.96	-	-	4.35	4.25
Interest on deposits	0.17	0.35	-	0.98	0.40	1.75	-	-	0.57	3.08
Directors sitting fees	-	-	7.40	9.60	-	-	-	-	7.40	9.60
Dividend paid	182.52	141.84	16.80	12.60	0.02	0.01	-	-	199.34	154.45
Contribution paid	-	-	-	-	-	-	115.79	261.35	115.79	261.35
Deposits paid during the year	2.50	2.00	-	15.82	8.28	15.50	-	-	10.78	33.31
Purchase of material / stores	9.03	10.52	-	-	-	-	-	-	9.03	10.52
Loan given during year	-	-	150.00	-	-	-	-	-	150.00	-

(ii) Balances due from/to the related parties

Rs. million

Particulars	Entity over which, Key management personnel and their Close members of the family has significant influence or control		Key management personnel (KMP)		Close members of the family of key management personnel		Post-employment defined benefit plan entity		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Deposits accepted	-	2.50	-	-	-	8.28	-	-	-	10.78
Interest accrued but not due	-	0.55	-	-	-	1.22	-	-	-	1.77
Amount recoverable	-	-	150.16	-	-	-	-	-	150.16	-
Amount payable	0.57	0.10	187.48	167.99	-	-	15.95	14.46	204.00	182.55

Note :

i) The deposit from related parties have been accepted on same rate of interest as applicable for other unrelated parties.

ii) The amount outstanding from related parties are unsecured and will be settled in cash.

iii) The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions.

iv) With respect to amount recoverable of Rs. 150.00 million (previous year: nil million), refer note 8

Notes to the consolidated financial statements for the year ended 31 March 2025

36. Information pursuant to clause 3 (vii) (b) of the Companies (Auditor's Report) Order, 2020 in respect of disputed dues, not deposited as at 31 March 2024, pending with various authorities:

Name of the Statute	Nature of the Dues	Forum where dispute is pending	Period to which the amount relates (various years covering the period)	Amount Involved* (Rs. million)	Amount Unpaid (Rs. million)	Amount Paid (Rs. million)
Income Tax Act, 1961	Income tax	Appellate authority up to Commissioner (appeal) level	2003-04, 2004-05, 2019-20, 2020-21, 2022-23	173.38	110.27	63.11
Income tax Act, 1961	Income tax	Appellate authority up to Commissioner level	Assessment Year 2017-18	21.05	0.00	7.84
Income tax Act, 1961	Income tax	Appellate authority up to Commissioner level	Assessment Year 2018-19	6.10	6.10	0.00
Income tax Act, 1961	Income tax	Appellate authority up to Commissioner level	Assessment Year 2020-21	4.63	4.63	0.00
Finance Act, 1994	Service Tax	Custom, Excise & Service Tax Appellate Tribunal (CESTAT)	2012-13, 2013-14, 2014-15, 2015-16	20.80	20.29	0.51
Central Sales Tax Act, 1956	Sales Tax	Appellate Tribunal	2015-16	1.82	1.41	0.41
Sales Tax Laws	Sales Tax / Value Added Tax	Appellate Tribunal	2010-11, 2011-12, 2012-13, 2015-16, 2016-17	57.57	37.31	20.25
Goods & Service Tax Act 2017	Goods & Services Tax	Appellate authority up to Commissioner (appeal) level	2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23	122.03	121.29	0.74
Goods and Services Tax Act 2017	Goods and Services tax Act 2017	GST-Tribunal, Jaipur.	From July 2017 to March 2021	1.94	1.76	0.18
Goods and Services Tax Act 2017	Goods and Services tax Act 2017	GST Commissioner (Appeals), Jaipur	April 2020 to March 2021	0.16	0.16	0.00
Goods and Services Tax Act 2017	Goods and Services tax Act 2017	GST Commissioner (Appeals), Jaipur	July 2017 to September 2023	62.96	62.96	0.00

* amount as per demand orders including interest and penalty wherever quantified in the order.

37. Leases :

The movement in lease liabilities during the year ended 31 March 2025 is as follows:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Balance at the beginning	316.73	342.88
Additions	38.36	46.22
Deletions	-	(4.03)
Finance cost accrued during the period	29.59	29.36
Payment of lease liabilities	(89.07)	(97.70)
Balance at the end	**295.61**	**316.73**

Notes to the consolidated financial statements for the year ended 31 March 2025

The break-up of current and non-current lease liabilities as of 31 March 2025 is as follows:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Current	57.07	55.86
Non-current	238.54	260.87
Total	**295.61**	**316.73**

The details of contractual maturities of lease liabilities on an undiscounted basis:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Less than one year	81.59	82.32
One to five years	244.54	242.79
More than five years	211.84	249.02
Total	**537.97**	**574.13**

The following are the amounts recognised in Statement of Profit or Loss:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Depreciation expense of right of use assets	75.50	78.99
Interest expenses on lease liabilities	29.59	29.36
Expense relating to other than non-current leases (included in other expenses) #	29.04	23.57
Total amount recognised in Statement of Profit or Loss	**134.13**	**131.92**

Lease payments not recognised as a liability

The Group has elected not to recognise a lease liability for current leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The Group does not have any liability to make variable lease payments for the right-to-use the underlying asset recognised in the financials.

Total cash outflow for short-term leases for the year ended 31 March 2025 is Rs. 29.04 million (previous year Rs. 23.57 million).

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

	Right of use assets taken under lease (nos.)	Range of remaining term (years)	Average remaining lease term (years)
Building			
- 31 March 2025	39	1 to 9.75	10
- 31 March 2024	40	1 to 10.75	11
Land			
- 31 March 2025	17	1.75 to 99	96
- 31 March 2024	16	2.75 to 99	97
Car			
- 31 March 2025	58	4 to 5	4
- 31 March 2024	58	4 to 5	4

The Group does not face a significant liquidity risk with regard to its lease liabilities to meet the obligations related to lease liabilities as and when they fall due.

Notes to the consolidated financial statements for the year ended 31 March 2025

38. Segment reporting

The Group is engaged in a single segment i.e. the business of "automotive components" from where it is earning its revenue and incurring expense. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the Group's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

Geographical information in respect of sale of products from customers is given below

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Domestic Sale	30,132.32	25,245.10
Export Sale	4,843.06	5,182.80
	34,975.38	**30,427.90**

Notes:

a) There are no non-current assets domiciled outside India.

b) During financial year ended 31 March 2025, revenue from one customer amounting to Rs. 4,575.25 million (previous year Rs. 3,798.31 million) represents 10% or more of the Group's revenue from operations.

39. Contingent liabilities

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Claims against the Group disputed and not acknowledged as debts		
- Sales tax*	59.39	94.56
- Service tax*	20.80	19.79
- Goods & Services Tax*	187.09	74.33
- Income tax*	33.20	37.17
- Employees' State Insurance#	28.83	28.83
- Labour matters#	326.44	300.40
- Commercial matters	26.71	25.84

All the above matters are subject to legal proceedings in the ordinary course of business. In the opinion of the management, the legal proceedings, when ultimately concluded, will not have a material effect on operations or the financial position of the Group.

* refer note 36

this pertains to the legal proceedings related to labour cases.

40. Capital and other commitments

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
i) Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	342.13	582.41

ii) Outstanding export obligation required to be fulfilled under the EPCG scheme against import of some machines/capital equipments is as under:

a) average export obligation of Rs 3,407.61 million every year (previous year Rs. 2,618.30 million every year) to be fulfilled till the time specific export obligation is discharged and

b) specific export obligation of Rs. 179.95 million (previous year Rs. 67.30 million) to be fulfilled over a period of maximum up to 5 years. Customs duty saved against outstanding export obligation is Rs. 24.34 million (previous year Rs.11.13 million).

Notes to the consolidated financial statements for the year ended 31 March 2025

The Group has other commitments, for purchase / sales orders which are issued after considering requirements as per operating cycle for purchase / sale of goods, employee benefits including union agreements in normal course of business. The Group does not have any other long term commitments or material non-cancellable contractual commitments, which may have a material impact on the financial statements.

41. Investment in subsidiary

i) The Holding Company has made investment in equity shares of the following subsidiary (intermediary) for further investment in equity shares of ultimate beneficiary as under:

During the year ended 31 March 2025

Rs. million

Name of the intermediary	Date of investment into intermediary	Amount of investment in intermediary	Name of the ultimate beneficiary	Date of investment by intermediary into ultimate beneficiary	Amount of investment by intermediary into ultimate beneficiary
SPR Engenious Limited			SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited)	12 April 2024	(0.07)*
				19 April 2024	(2.05)*
	19 December 2024	2,176.23	SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited)	24 December 2024	2176.23

* Represents reduction in investment value of SPR Engenious Limited in SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) on account of amount received from selling shareholders of SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) towards post-closing adjustments in terms of Share Purchase Agreement as under:

- Rs. 0.07 million from Takahata Precision Co. Limited, Japan
- Rs. 2.05 million from Takahata Precision Pte. Limited, Singapore

During the year ended 31 March 2024

Rs. million

Name of the intermediary	Date of investment into intermediary	Amount of investment in intermediary	Name of the ultimate beneficiary	Date of investment by intermediary into ultimate beneficiary	Amount of investment by intermediary into ultimate beneficiary
SPR Engenious Limited	10 October 2023	675.09	SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited)	16 October 2023	675.09
	05 February 2024	700.00	SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited)	01 February 2024	(15.12)*
				01 March 2024	700.00

Notes to the consolidated financial statements for the year ended 31 March 2025

* Rs. 55.0 million were held back in financial year 2022-23 to be paid as per terms of the Share Purchase Subscription Agreement. On 01 February 2024, Rs. 39.88 million paid to sellers after adjustment of Rs. 15.12 million on account of closing adjustments as per terms of Share Purchase Subscription Agreement. This has resulted into reduction in investment of SPR Engenious Limited in SPR EMF Innovations Private Limited ((formerly EMF Innovations Private Limited) by Rs. 15.12 million

ii) With regard to the investments made during the financial year 2023-24 and financial year 2024-25, the Group has complied with the relevant provisions of the applicable laws.

42. Fair value measurement

i) The carrying value and fair value of financial instruments by categories as of 31 March 2025 are as under:

Rs. million

Particulars	Financial assets/ (financial liabilities) at fair value through profit or loss (FVTPL)	Total carrying value	Total fair value
Financial assets/(financial liabilities)			
Investment in mutual fund	263.19	263.19	263.19
Investments in other equity instruments	100.03	100.03	100.03
Bank deposits	1,010.79	1,010.79	1,010.79
Security deposits	226.19	226.19	226.19
Derivatives instruments			
- Cross Currency Swap*	31.92	31.92	31.92
- Forward contracts*	9.86	9.86	9.86
- Forward contracts*	(0.49)	(0.49)	(0.49)
- Put option liabilities (refer note 23)#	(117.00)	(117.00)	(117.00)
- Call option asset (refer note 9)#	59.00	59.00	59.00
Total	**1,583.49**	**1,583.49**	**1,583.49**

The carrying value and fair value of financial instruments by categories as of 31 March 2024 are as under:

Rs. million

Particulars	Financial assets/ (financial liabilities) at fair value through profit or loss (FVTPL)	Total carrying value	Total fair value
Financial assets/(financial liabilities)			
Investment in mutual fund	1,097.39	1,097.39	1,097.39
Investments in other equity instruments	48.00	48.00	48.00
Bank deposits	1,350.86	1,350.86	1,350.86
Security deposits	209.70	209.70	209.70
Derivatives instruments			
- Cross currency swap*	26.18	26.18	26.18
- Forward contracts*	1.79	1.79	1.79
- Forward contracts*	(0.55)	(0.55)	(0.55)
- Put option liabilities (refer note 23)#	(82.73)	(82.73)	(82.73)
- Call option asset (refer note 9)#	41.00	41.00	41.00
Total	**2,691.64**	**2,691.64**	**2,691.64**

*Change in fair value is recognised in other comprehensive income.

#Change in fair value is recognised in statement of profit and loss account.

Notes to the consolidated financial statements for the year ended 31 March 2025

ii) Fair value hierarchy

The Group uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The following is the basis of categorising the financial instruments measured at fair value into Level 1 to Level 3.

Level 1 - This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - This level includes financial assets and liabilities, measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2025:

Rs. million

Particulars	As at 31 March 2025	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3#
Financial assets/(liabilities)				
Investment in mutual fund*	263.19	-	263.19	-
Investments in other equity instruments**	100.03	-	-	100.03
Bank deposits	1,010.79	1,010.79	-	-
Security deposits***	226.19	-	-	226.19
Derivatives instruments				
- Cross currency swap****	31.92	-	31.92	-
- Forward contracts****	9.86	-	9.86	-
- Forward contracts****	(0.49)	-	(0.49)	-
- Put option liabilities (refer note 23)#	(117.00)		(117.00)	-
- Call option asset (refer note 9)#	59.00		59.00	-
Total	**1,583.49**	**1,010.79**	**246.48**	**326.22**

Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2024:

Rs. million

Particulars	As at 31 March 2024	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3#
Financial assets/(liabilities)				
Investment in mutual fund*	1,097.39	-	1,097.39	-
Investments in other equity instruments**	48.00	-	-	48.00
Bank deposits	1,350.86	1,350.86	-	-
Security deposits***	209.70	-	-	209.70
Derivatives instruments				

Notes to the consolidated financial statements for the year ended 31 March 2025

- Cross currency swap****	26.18	-	26.18	-
- Forward contracts****	1.79	-	1.79	-
- Forward contracts****	(0.55)	-	(0.55)	-
- Put option liabilities (refer note 23)#	(82.73)		(82.73)	-
- Call option asset (refer note 9)#	41.00		41.00	-
Total	**2,691.64**	**1,350.86**	**1,083.08**	**257.70**

There is no transfer between the fair value measurement hierarchy amongst level 1, level 2 and level 3 during the year ended 31 March 2024 and 31 March 2025.

* The fair values are based on net asset value

** This is the transaction price as at which the investment was made. In accordance with the Share Holder's Agreement ('SHA') executed between the Holding Company and Lalganj Power Private Limited, Fourth Partner Solar Power Private Limited (investees), the holding company of the investees or any of their nominees have an obligation to buy-back the aforementioned equity shares held by the Holding Company for an amount, at the price at which the shares were acquired by the Holding Company.

***The fair value is based on the valuation model which considers the present value of expected payment, discounted using a risk-adjusted discount rate. The own non-performance risk was assessed to be insignificant.

*** The fair values are based on exchange rates as at the reporting date.

The fair valuation of put option liabilities and call option asset is based on the simulated EBITDA using Monte Carlo simulation.

iii) Financial assets and financial liabilities that are measured at amortised cost are :

Rs. million

Particulars	Carrying amount	
	As at 31 March 2025	As at 31 March 2024
Financial assets		
Trade and other receivables	5,837.19	4,760.55
Cash and cash equivalents	420.76	534.90
Other bank balances	10,095.22	8,084.82
Loans	150.00	-
Other financial assets	472.36	442.70
Financial liabilities		
Borrowings	4,782.18	4,549.13
Trade payables	4,106.98	3,559.80
Lease Liabilities	295.61	316.73
Other financial liabilities	1,411.52	1,352.63

The carrying value of above financial assets and financial liabilities approximate its fair value.

43. Capital management

The Group's objective for managing capital is to ensure as under:

i) Maintain Group's ability to continue as a going concern

ii) Maintain a strong credit rating and debt equity and capital gearing ratio in order to support business and maximize the shareholders' value.

iii) Maintain an optimal capital structure.

iv) Compliance of financial covenants under the borrowing facilities.

The Group manages its capital structure keeping in view of:

i) Compliance of financial covenants under the borrowing facilities

ii) Changes in economic conditions

In order to achieve this overall objective of capital management, amongst other things, the Group aims to ensure that it meets financial covenants attached to the borrowings facilities defining capital structure requirements, where breach in meeting the financial covenants may permit the lender to call the borrowings.

There have been no breach in the financial covenants of any borrowing facility in the current period. There is no change in the objectives, policies or processes for managing capital over previous year.

To maintain the capital structure, the Group may vary the dividend payment to shareholders.

For the purpose of capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Holding Company and net debt includes total liabilities, comprising interest bearing loans and borrowings, excluding any dues to subsidiaries or group companies less cash and cash equivalents.

The Group monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts adjusted with available cash and bank balances divided by total capital (equity attributable to owners of the Group.

The funding requirement of the Group is primarily met through internal accruals, leading to a negative net debt position as under:

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Borrowings (refer note 17 and 21) (including current maturities	4,782.18	4,549.13
Less: cash and bank balances (refer note 9* and 14)	11,526.77	9,970.58
Net debt	**Nil**	**Nil**

*represents amount of bank deposit more than 12 months.

44. Financial risk management

The Group's principal financial liabilities, other than derivatives, comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, cash and cash equivalents and loans that it derives directly from its operations. The Group also holds FVTPL current investments and enters into derivative transactions.

The Group is exposed to market risk, credit risk, liquidity risk, commodity price risk and other price risk. The Group's senior management oversees the management of these risks under appropriate policies and procedures.

i) 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 two types of risks, foreign exchange risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTPL current investments and derivative financial instruments.

a) Foreign exchange risk

The Group is exposed to foreign exchange risk through its sales and purchases from overseas in foreign currencies mainly in USD, EURO, JPY and CNY. The Group holds derivative financial instruments such as foreign

Notes to the consolidated financial statements for the year ended 31 March 2025

exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group's operations may be adversely affected as the rupee appreciates/ depreciates against these currencies.

Sensitivity

Each percentage point change in the foreign exchange rates has an impact on profit before tax / total equity as follows:

	Profit before tax		Total equity	
	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
Exchange rate - increase by 1%	(3.21)	(2.61)	(2.40)	(1.95)
Exchange rate - decrease by 1%	3.21	2.61	2.40	1.95

The Group's foreign currency risk from financial instruments are as under

(Foreign currency million)

Particulars	Currency	As at 31 March 2025			As at 31 March 2024		
		Total	Hedged	Net	Total	Hedged	Net
Trade and other receivables	USD	10.98	7.96	3.02	9.44	7.43	2.01
	EUR	3.57	3.57	0.00	5.50	3.93	1.57
	JPY	8.92	-	8.92	14.20	0.75	13.45
	GBP	0.15	0.13	0.02	0.24	-	0.24
Trade payables	USD	1.82	-	1.82	1.02	-	1.02
	EUR	0.13	-	0.13	1.17	-	1.17
	CNY	2.97	-	2.97	1.89	-	1.89
	JPY	608.32	-	608.32	462.64	-	462.64
	THB	6.96	-	6.96	19.88	-	19.88
	GBP	0.01	-	0.01	-	-	-
Advance to suppliers	USD	-	-	-	0.30	-	0.30
Capital advance	USD	0.02	-	0.02	0.10	-	0.10
	CNY	-	-	-	3.19	-	3.19
Capital creditors	USD	0.03	-	0.03	-	-	-
	CNY	1.62	-	1.62	145.68	145.68	-
Borrowings	USD	4.93	4.93	-	6.45	6.45	-
	SGD	0.99	0.99	-	0.99	0.99	-

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. To manage this, the Group enters into cross currency interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

The Group is not exposed to any significant /material interest rate risk.

Sensitivity

Variable interest rate loan are exposed to interest rate risk, impact on profit before tax / total equity may be as follows:

Rs. million

	Profit before tax		Total equity	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Interest rate - increase by 0.50%	23.91	22.75	17.89	17.02
Interest rate - decrease by 0.50%	(23.91)	(22.75)	(17.89)	(17.02)

ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed by Group's established policy, procedures and control relating to customer credit risk management.

Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. The Group uses expected credit loss model to assess the impairment loss and makes an allowance for doubtful debts using expected credit loss model on case to case basis.

Movement in the expected credit loss allowance

Rs. million

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance at beginning of the year	37.42	32.21
Add: Provided / (reversed) during the year	(5.55)	2.53
Add: Acquired on account of business combination (refer note 48)	3.70	3.54
Less: Amount written off	2.43	(0.86)
Balance at the end of the year	**38.00**	**37.42**

The ageing analysis of trade receivables (net) before adjustment of expected credit loss provision of Rs. 39.30 million (31 March 2024: Rs. 37.42 million) as of the reporting date is as follows:

Age Bracket	Not due	Less than 6 months	6 month to 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025							
Trade receivable (gross)	4,954.12	878.26	7.76	5.75	8.72	20.58	5,875.19
Less: Allowance for expected credit loss	-	3.88	2.72	5.71	5.11	20.58	38.00
Trade receivable (net)	4,954.12	874.38	5.04	0.04	3.61	-	5,837.19

Notes to the consolidated financial statements for the year ended 31 March 2025

Age Bracket	Not due	Less than 6 months	6 month to 1 year	1-2 years	2-3 years	More than 3 years	Total
Expected credit loss %	**-**	**0.44%**	**35.10%**	**99.30%**	**58.59%**	**100.00%**	**0.65%**
As at 31 March 2024							
Trade receivable (gross)	3,961.22	768.29	27.32	21.66	3.91	15.57	4,797.97
Less: Allowance for expected credit loss	-	4.70	2.00	11.24	3.91	15.57	37.42
Trade receivable (net)	3,961.22	763.59	25.32	10.42	-	-	4,760.55
Expected credit loss %	**-**	**0.61%**	**7.30%**	**51.90%**	**100.00%**	**100.00%**	**0.78%**

iii) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. Liquidity risk is managed by Group's established policy and procedures made under liquidity risk management framework. The Group manages liquidity risk by maintaining adequate reserves, banking facilities, and reserve borrowing facilites,by continuously forecast and actual cash flows, and by matching the maturity profile of financial assets and liabilities.

The financial assets and liabilities have baeen appropriately disclosed in financial statements as current and non current portion. The maturity period of non current financial assets and financial liabilities ranges between 1 to 5 years except lease liabilities where period may vary as per respective lease agreements.

	As at 31 March 2025 Rs. million	As at 31 March 2024 Rs. million
On demand		
- Borrowings	2,496.34	1,900.02
Less than 1 year		
- Borrowings	548.98	578.13
-Trade payables	4,106.98	3,559.80
-Lease liabilities	57.07	55.86
-Other financial liabilities	1,158.11	1,164.61
More than 1 year		
- Borrowings	1,736.86	2,070.98
-Lease liabilities	238.54	260.87
-Other financial liabilities	135.92	104.75
Details of undrawn facilities of the Group from banks and financial institutions (fund based as well as non fund based):		
Total sanctioned working capital limits from Banks	6,459.50	4,399.50
Utilized working capital limit	2,961.81	2,489.05
Unutilized working capital limit	3,497.69	1,910.45

iv) Commodity risk

Commodity price risk is the financial risk on the Group's profitability upon fluctuations in the prices of commodities since they are primarily driven by external market forces. Sharp fluctuations in commodity prices can affect production costs, product pricing and earnings. This price volatility makes it imperative for the Group to manage the impact of commodity price fluctuations across its value chain to effectively manage its financial performance and profitability. To mitigate these risks, the Group employs multiple levers, each chosen based on a cost benefit analysis and the extent of exposure to commodity price fluctuations. These include assessing the feasibility of passing any adverse fluctuations onto customers through price increases, continuously engaging in cost optimisation initiatives and process improvement exercises. The Group also explores options such as localizing imports/ implementing global sourcing strategies to ensure most cost effective sourcing. Based on the assessment by the Group and after factoring the ability to optimise costs and pass on prices to customers, no individual commodity is expected to have a significant adverse impact on the financial performance/profitability beyond its materiality threshold approved by the Board.

v) Other price risks

The Group has deployed its surplus funds into various financial instruments including mutual funds. The Group is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in interest rates , liquidity and credit quality of underlying securities.

45. Hedge accounting

i) Forwards contracts

The Group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for these contracts is generally a bank or a financial institution. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place.

Details of forward foreign currency contracts outstanding at the end of reporting period are as under:

(Foreign currency million)

Outstanding contracts	Currency	As at 31 March 2025	As at 31 March 2024
Maturing not later than one month	USD/INR	2.24	3.03
	EUR/INR	1.05	1.68
	EUR/USD	0.35	0.15
	JPY/INR	-	146.43
	JPY/USD	102.85	32.81
	GBP/INR	0.06	-
Maturing later than one month and not later than three months	USD/INR	4.55	4.41
	EUR/INR	1.58	2.26
	EUR/USD	1.03	0.41
	JPY/USD	200.00	225.00
	GBP/USD	0.07	0.08
Maturing later than three month and not later than one year	USD/INR	1.17	-
	EUR/INR	1.69	-
	EUR/USD	0.24	-
	JPY/USD	25.00	100.00
	SGD/INR	0.99	1.00

The Group has designated foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The related hedge transactions for balance lying in cash flow hedging reserve are expected to occur and reclassified in the statement of profit or loss within 6 months.

Hedge effectiveness is determined at the inception of the hedge relationship. To ensure that an economic relationship exists between the hedged item and hedging instrument, the Group matches the critical terms of the hedged items and hedging instruments.

Notes to the consolidated financial statements for the year ended 31 March 2025

ii) Reconciliation of cash flow hedge reserve are as under:

Rs. million

Particulars	As at 31 March 2025	As at 31 March 2024
Assets /(liabilities)		
Balance at the beginning of the year	(1.29)	0.33
Gain / (loss) recognised in other comprehensive income during the year	10.24	(2.07)
Tax impact on above	(2.57)	0.45
Balance at the end of the year	**6.38**	**(1.29)**

46. The Group does not have any long term contracts including derivative contracts for which there are any material foreseeable losses.

47. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund (IEPF) by the Group during the year.

48. Business Combinations

a) SPR TGPEL Precision Engineering Limited

Pursuant to share purchase agreement dated 10 December 2024, the Holding Company acquired 100% shareholding in SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited) (SPR TGPEL) through its wholly-owned subsidiary, SPR Engenious Limited (SEL).

With this, SPR TGPEL has become a step-down subsidiary of the Holding Company deals in precision injection moulded parts, fits into Group's strategy of inorganic growth and qualifies as a business as defined in IND AS 103. The valuation models used in the fair valuation of assets and liabilities acquired in the business combination included discounting cash flow method, multi period excess earning method etc using assumptions such as future cash flows, contributory asset charges, discount rate applied, etc., which are subject to high estimation uncertainty. The amounts recognised in respect of the identifiable assets acquired and liabilities assumed by SEL on acquisition date are as set out in the table below:

Rs. million

Particulars	Amount
Fair value of consideration transferred	
Purchase Consideration	2,176.23
Total (A)	**2,176.23**
Assets aquired	
a) Property, plant and equipment	476.37
b) Capital work-in-progress	0.42
c) Right of use assets	822.08
d) Other intangible assets	162.79
e) Trade receivables	194.60
f) Inventories	66.30
g) Other assets	34.10
Total assets acquired (i)	**1,756.66**
Liabilities assumed	

Notes to the consolidated financial statements for the year ended 31 March 2025

Rs. million

Particulars	Amount
a) Borrowings	-
b) Deferred tax liabilities	243.50
c) Trade payables	64.50
d) Other liabilities	143.51
Total liabilities assumed (ii)	**451.51**
Net assets acquired (B) (i-ii)	**1,305.15**
Goodwill (A-B)	**871.08**

This fair value was estimated using following key model inputs:

i) Assumed discount rate of 13.6%

ii) Assumed long-term sustainable growth rates of 4%

SPR TGPEL has contributed Rs.373.21 million to Group's revenue from operation and Rs. 65.47 million to the Group's profit for the year ended 31 March 2025. Further, SPR TGPEL would have contributed Rs. 1,292.53 million to Group's revenue from operations and Rs. 161.59 million to the Group's profit for the year ended 31 March 2025 if the acquisition date for the business combination had been as of the beginning of the annual reporting period.

b) SPR Takahata Precision India Private Limited

On 08 February 2023 has approved acquisition of majority stake of 75% in SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) (SPR TPIPL) through SPR Engenious Limited (SEL), its wholly-owned subsidiary. The definitive agreements in connection with the acquisition transaction were executed on 09 February 2023.

Further, on 14 October 2023, the Board of Directors of the Company approved the proposal for amending the Share Purchase Agreement (SPA) and Shareholders' Agreement (SHA) in the form of addendums to the SPA and SHA dated 09 February 2023 with respect to acquisition of 62% stake in SPR TPIPL through SEL. The acquisition of SPR TPIPL has been completed on 16 October 2023. With this, SPR TPIPL has become a step-down subsidiary of the Company deals in precision injection moulded parts, fits into Group's strategy of inorganic growth and qualifies as a business as defined in IND AS 103. The valuation models used in the fair valuation of assets and liabilities acquired in the business combination included discounting cash flow method, multi period excess earning method etc using assumptions such as future cash flows, contributory asset charges, discount rate applied, etc., which are subject to high estimation uncertainty. The amounts recognised in respect of the identifiable assets acquired and liabilities assumed by SEL on acquisition date are as set out in the table below:

Rs. million

Particulars	Amount
Fair value of consideration transferred	
Purchase Consideration	675.10
Total (A)	**675.10**
Assets aquired	
a) Property, plant and equipment	1,228.64
b) Capital work-in-progress	12.16
c) Right of use assets	74.99

Notes to the consolidated financial statements for the year ended 31 March 2025

Rs. million

Particulars	Amount
d) Other intangible assets	267.08
e) Trade receivables	429.10
f) Inventories	256.05
g) Cash and cash equivalent	310.35
h) Call option asset	41.00
i) Other assets	122.82
Total assets acquired (i)	**2,742.19**
Liabilities assumed	
a) Borrowings	1,320.10
b) Deferred tax liabilities	69.42
c) Trade payables	169.48
d) Other liabilities	163.82
Total liabilities assumed (ii)	**1,722.82**
Net assets acquired (B) (i-ii)	**1,019.37**
Non-controlling interest (C)	413.80
Goodwill (A-B+C)	**69.53**

The non-controlling interest (38% ownership interest in SPR TPIPL) recognised at the acquisition date was measured by reference to the fair value of the non-controlling interest and amounted to Rs. 413.80 million. This fair value was estimated using following key model inputs:

i) Assumed discount rate of 17.7%

ii) Assumed long-term sustainable growth rates of 4%

iii) Assumed adjustments because of the lack of control or lack of marketability that market participants would consider when estimating the fair value of the non-controlling interests in SPR TPIPL.

SPR TPIPL has contributed Rs.1,230.05 million to Group's revenue from operation and Rs. 80.61 million to the Group's profit for the year ended 31 March 2024. Further, SPR TPIPL would have contributed Rs. 2,675.08 million to Group's revenue from operations and Rs. 129.94 million to the Group's profit for the year ended 31 March 2024 if the acquisition date for the business combination had been as of the beginning of the annual reporting period.

i) Derivative instruments - Call option assets and Put option liabilities

The Share Purchase Agreement executed between SEL and minority shareholders of SPR TPIPL also includes a call option with SEL to buy remaining stake in SPR TPIPL from the minority shareholders and a corresponding put option with the minority shareholders to ask SEL to purchase their shares during specified periods mentioned therein. Acordingly, the Group has recognised a put liability aggregating to Rs. 82.73 million and call option asset amounting to Rs. 41.00 million with respect to such options in accordance with the requirements of Ind AS 32, Financial Instruments Presentation.

Notes to the consolidated financial statements for the year ended 31 March 2025

49. Interests in other entities

The Group's subsidiaries at 31 March 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Place of business / Country of incorporation	Ownership interest held by the group	Ownership interest held by non-controlling interests
SPR Engenious Limited	India	100%	-
SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited)	India	*66.42%	33.58%
SPR Takahata Precision India Private. Limited (formerly Takahata Precision India Private Limited)	India	**62%	38.00%
SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited)	India	***100%	-

The Group is engaged in a single segment i.e. the business of "automotive components"

The following table summarises the information relating to each of the Group's subsidiaries that has non-controlling interests, before any intra group eliminations:

As at 31 March 2025

Rs. million

Particulars	SPR EMF Innovations Private Limited	SPR Takahata Precision India Private Limited
Non-controlling interest ('NCI') (%)	33.58%	38.00%
Non-current assets	684.53	1,445.60
Current assets	460.08	1,085.66
Non-current liabilities	71.84	733.39
Current liabilities	151.35	557.47
Net assets	921.42	1,240.41
Net assets attributable to NCI	309.41	471.36
Revenue	204.20	2,951.58
Profit after tax	(37.00)	359.53
Other comprehensive income	0.10	(2.76)
Total other comprehensive income	(36.90)	356.77
Profit allocated to NCI	(12.42)	136.62
OCI allocated to NCI	0.03	(1.05)
Cash (used in) / generated from operating activities	(121.16)	413.52
Cash generated from / (used in) investing activities	110.54	(330.69)
Cash used in financing activities	(4.05)	(204.43)
Net increase in cash and cash equivalents	(14.67)	(121.59)

Notes to the consolidated financial statements for the year ended 31 March 2025

As at 31 March 2024

Rs. million

Particulars	SPR EMF Innovations Private Limited	SPR Takahata Precision India Private Limited
Non-controlling interest ('NCI') (%)	33.58%	38%
Non-current assets	241.04	1,304.91
Current assets	881.61	982.63
Non-current liabilities	70.44	965.61
Current liabilities	93.89	438.27
Net assets	958.32	883.66
Net assets attributable to NCI	321.80	335.79
Revenue	128.87	1,230.05
Profit after tax	(57.37)	80.61
Other comprehensive income	(0.22)	(0.47)
Total other comprehensive income	(57.59)	80.14
Profit allocated to NCI	(28.07)	30.63
OCI allocated to NCI	(0.09)	(0.18)
Cash (used in) / generated from operating activities	(88.26)	455.74
Cash used in investing activities	(573.82)	(28.05)
Cash generated from / (used in) financing activities	669.69	(312.84)
Net increase in cash and cash equivalents	7.61	114.85

50. Information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 is given below:

For the year ended 31 March 2025

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Rs. million	As % of consolidated profit or loss	Rs. million	As % of consolidated profit or loss	Rs. million	As % of consolidated profit or loss	Rs. million
Holding								
Shriram Pistons & Rings Limited	72.94	24,090.86	93.76	4,978.10	104.09	54.71	93.86	5,032.81
Subsidiary								
SPR Engenious Limited	17.86	5,898.14	(1.07)	(56.55)	0.70	0.37	(1.05)	(56.18)
Stepdown Subsidiary								
SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited)	2.79	921.44	(0.70)	(37.00)	0.19	0.10	(0.69)	(36.90)

Notes to the consolidated financial statements for the year ended 31 March 2025

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Rs. million	As % of consolidated profit or loss	Rs. million	As % of consolidated profit or loss	Rs. million	As % of consolidated profit or loss	Rs. million
SPR Takahata Precision India Private. Limited (formerly Takahata Precision India Private Limited)	3.76	1,240.43	6.77	359.54	(5.26)	(2.76)	6.65	356.78
SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited)	2.66	878.89	1.23	65.47	0.28	0.15	1.23	65.62
Sub total	**100.00**	**33,029.76**	**100.00**	**5,309.56**	**100.00**	**52.56**	**100.00**	5,362.12
Adjustment arising out of consolidation		(8,056.59)		(153.97)		-		(153.97)
Total		**24,973.17**		**5,155.59**		**52.56**		**5,208.15**

For the year ended 31 March 2024

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Rs. million	As % of consolidated profit or loss	Rs. million	As % of consolidated profit or loss	Rs. million	As % of consolidated profit or loss	Rs. million
Holding								
Shriram Pistons & Rings Limited	78.62	19,498.57	99.61	4,467.64	101.02	65.79	99.64	4,533.43
Subsidiary								
SPR Engenious Limited	13.95	3,459.13	(0.13)	(5.99)	0.05	0.03	(0.13)	(5.96)
Stepdown Subsidiary								
SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited)	3.86	958.32	(1.28)	(57.37)	(0.34)	(0.22)	(1.27)	(57.59)
SPR Takahata Precision India Private. Limited (formerly Takahata Precision India Private Limited)	3.56	883.66	1.80	80.61	(0.73)	(0.48)	1.76	80.13
Sub total	**100.00**	**24,799.68**	**100.00**	**4,484.89**	**100.00**	**65.12**	**100.00**	**4,550.01**
Adjustment arising out of consolidation		(4,594.15)		(98.25)		-		(98.25)
Total		**20,205.53**		**4,386.64**		**65.12**		**4,451.76**

51. The Holding Company had infused Rs. 700.00 million on 01 March 2024 through subscription of equity share capital of SPR Engenious Limited (SEL), wholly owned subsidiary of the Holding Company. Further, SEL had infused Rs. 700.00 million by way of subscription to the equity share capital of SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited) (SPR EMFI), step down subsidiary of the Holding Company. Accordingly, the shareholding of SEL in SPR EMFI has increased from 51.00% to 66.42%. Accordingly, SEL became the material subsidiary in terms of Regulation 24(1) of SEBI Listing Regulations 2015.

Notes to the consolidated financial statements for the year ended 31 March 2025

52. The Holding Company has infused Rs. 2,300.00 million and Rs 200.00 million on 19 December 2024 and 04 March 2025 respectively (previous year: Rs. 2,300.00 millions) in SPR Engenious Limited (SEL), its wholly owned subsidiary (WOS) by way of subscription to equity share capital through right issue with the purpose of diversifying its product portfolio in the areas related to the automotive segment.

The Holding Company has invested Rs. 2176.23 million on 24 December 2024 by way of acqusition of 100% stake in the equity share capital of SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited) (SPR TGPEL) pursuant to Share Purchase Agreement dated 10 December 2024 through SEL, its wholly owned subsidiary. With this investment, SPR TGPEL has become the step down subsidiary of the Holding Company.

53. The Board of the Holding Company pursuant to shareholder's approval in the annual general meeting held on 06 July 2023, allotted 22,024,912 equity shares as bonus share in the ratio of 1:1 to those shareholders who held shares as on record date i.e. 24 July 2023 in the previous year ended 31 March 2024.

54. During the year ended 31 March 2024, Holding Company had acquired 62 % of equity share in SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited). Further, the Holding Company had provided following corporate guarantee in favour of the bank to provide additional security against term loan granted by the bank:

(Rs. million)

		Balance as at 31 March 2025		Balance as at 31 March 2025	
Name of the step down subsidiary	**Name of the bank**	**Amount of loan**	**Amount of guarantee**	**Amount of loan**	**Amount of guarantee**
SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited)	HDFC Bank	977.78	977.78	1,100.00	1,100.00

55. The Holding Companys' 4,40,49,824 equity shares with face value of Rs. 10 each, fully paid up has been listed and admitted for trading on Bombay Stock Exchange (BSE) w.e.f. Tuesday, 04 February 2025 under the scrip code 544344.

56. The Holding Company has entered into a Share Purchase Agreement with existing shareholders of Karna Intertech Private Limited ('Karna') to acquire 100% equity stake in Karna for Rs. 500 lacs. Accordingly, the Holding Company has acquired 100% equity shareholding in Karna on 01 April 2025 and Karna has become a wholly owned subsidiary of the Holding Company.

57. The Group has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

58. No proceedings have been initiated or are pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

59. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

60. The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

61. Following are the details of Funds received by SPR Engenious Limited (wholly-owned subsidiary of the Holding Company) for futher investment to the Ultimate Beneficiaries:

(Rs. million)

Name of the funding party	Date of receipt of funds from funding party	Amount funded by funding party (in Rs million)	Name of ultimate beneficiary	Date of investment into ultimate beneficiary	Amount invested in ultimate beneficiary
Shriram Pistons & Rings Limited			SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited)	12 April 2024	(0.07)*
				19 April 2024	(2.05)*
	19 December 2024	2,176.23	SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited)	24 December 2024	2,176.23

Notes to the consolidated financial statements for the year ended 31 March 2025

*Represents reduction in investment value of SPR Engenious Limited in SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) on account of amount received from selling shareholders of SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) towards post-closing adjustments in terms of Share Purchase Agreement as under:

- Rs. 0.07 million from Takahata Precision Co. Limited, Japan
- Rs. 2.05 million from Takahata Precision Pte. Limited, Singapore

62. (a). The Group is not declared wilful defaulter by any bank or financial institution or government or any government authority.

62. (b). The Group has complied with the number of layers as prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

63. In terms of SEBI circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021, as amended by SEBI circular No. SEBI/HO/DDHS/DDHS-RACPOD1/ P/CIR/2023 /172 dated October 19, 2023, the Group does not meet all the prescribed conditions to qualify as a 'Large Corporate', hence, not classified as a Large Corporate as on 31 March 2025. Therefore, the disclosure requirements as per the said circulars are not applicable.

64. The Holding Company had been accepting deposits under Fixed Deposit Scheme as per Section 58A of the Companies Act, 1956 and Section 73 to 76 of the Companies Act, 2013 (refer note 17 and 21). During the year, the Holding Company has fully repaid the deposits including the unclaimed matured deposits. As on 31 March 2025, there are no outstanding deposits under the Fixed Deposit Scheme and the Holding Company has discountinued the Fixed Deposit Scheme.

65. 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 only use 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 change was made and ensuring that the audit trail cannot be disabled. The new requirement is applicable with effect from the financial year beginning on 1 April 2023. During the year, the audit trail (edit log) at the application level for the accounting software were operating for all relevant transactions recorded in the software. Further, the audit trail (edit logs) feature for any direct changes made at the database level was enabled w.e.f. 24 January 2025 for the accounting software SAP ECC used for maintenance of books of accounts of the Holding Company and one subsidiary ('SPR Engenious Limited'). SPR EMF Innovations Private Limited (step-down subsidiary) and SPR Takahata Precision India Private Limited (step-down subsidiary) has used an accounting software for maintaining their respective books of account and the audit trail (edit log) feature was enabled and were operating for all relevant transactions recorded in the software . Further, SPR TGPEL Precision Engineering Limited (formerly TGPEL Precision Engineering Limited) (SPR TGPEL) is using SAP Business-1 for maintaining their respective books of account, which includes audit trail (edit log) feature for recording all relevant transactions at the application level. However, the software retains log of only 99 modifications made in master data at the application level. Also, the audit trail feature was not enabled at the database level to log any direct data changes by this subsidiary.

66. Figures of previous year have been regrouped/ reclassified, wherever necessary, to correspond with the figures of the current period. The impact of such regrouping/ reclassification is not material to these consolidated financial statements.

67. The consolidated financial statements were approved for issued by the Board of Directors of the Holding Company on 07 May 2025.

The accompanying summary of accounting policies and significant explanatory notes form an integral part of these consolidated financial statements.

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Arun Tandon
Partner
Membership no. 517273

Pradeep Dinodia
Chairman
DIN: 00027995

Tina Trikha
Director
DIN: 02778940

Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Managing Director & CEO
DIN : 00692717

Luv D. Shriram
Whole - Time Director
DIN : 00051065

Place: New Delhi
Date : 07 May 2025

NOTES

NOTES

Awards and Accolades

In recognition of SPRL's illustrious performance during the year, the company received a number of prestigious awards and accolades.

Appreciation Award
Hyundai Motor India Ltd.

Regional Supplier Samrat Award
Ashok Leyland Ltd.

Best Delivery Award
Escorts Kubota Ltd.

Superior Performance Award in Part Design & Development for 2024-25
Maruti Suzuki India Ltd.

Supplier Collaboration Initiatives Award
Maruti Suzuki India Ltd.

Overall Performance Award for 2024-25
Maruti Suzuki India Ltd.

Best Supplier Award
Swaraj Tractors

Cost Leadership & Performance Award
ZF India Pvt. Ltd.

Best Delivery Performance Award
Cummins India Ltd.

Award for Delivery Managment
Honda Motorcycle and Scooter India Pvt. Ltd.

Super Platinum Award - Quality
Bajaj Auto Ltd.

These awards are just a representation of the 36 accolades won by the Company over the year across various categories.

Supplier Quality Improvement Award
Kirloskar Oil Engines Ltd.

Supplier Excellence Award
Mahindra & Mahindra

Platinum Award for Consistent Quality Performance
Ashok Leyland Ltd.

Quality Award
EEPC India

Gold Award - Excellence in ESG
ACMA

Gold Award - Excellence in Safety
ACMA

Platinum Award - Excellence in Exports
ACMA

Platinum Award - Excellence in Manufacturing
ACMA

Platinum Award - Excellence in NPDDL
ACMA

Top India's 500 Value Creators Award for 2024
Dun & Bradstreet India

These awards are just a representation of the 36 accolades won by the Company over the year across various categories.

SPR Engenious Limited (SEL)

SPR Engenious Limited, a wholly-owned subsidiary of Shriram Pistons & Rings Limited (SPRL), pioneer in India's auto component manufacturing sector. Established by SPRL to spearhead diversification and innovation, SEL is poised to drive future growth initiatives. Committed to expanding both existing and new product lines, SPRL aims to enrich its portfolio. Recently, SPRL, via SEL, finalized strategic acquisitions of SPR EMF Innovations Pvt. Ltd., SPR Takahata Precision India Pvt. Ltd. and SPR TGPEL Precision Engineering Ltd. These endeavors underscore SPRL's dedication to evolution and excellence, cementing its position as an industry leader committed to innovation and expansion.

SPR-emf INNOVATIONS
Moving The Future

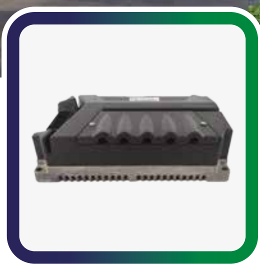
SPR EMF Innovations Pvt. Ltd. (SPR EMFI)

SPR EMF Innovations Pvt. Ltd., is a young Technology company Co-founded by engineering entrepreneurs with substantial R&D and manufacturing operations in Coimbatore, Tamil Nadu, and Singapore, thereby providing localized e-mobility solutions to customers in India and abroad.

Shriram Pistons & Rings Ltd (SPRL) is now the majority shareholder in SPR EMFI post the majority share acquisition in SPR EMFI through its wholly owned subsidiary SPR Engenious Ltd. With the majority Shareholding, SPRL aims to expand its presence in Electric Vehicles (EV) space to supply Electric Powertrain Components such as Motors and Controllers ranging from 250W ~ 300KW covering all vehicle segments from Two - wheelers, Three - wheelers, Passenger Vehicles, Commercial Vehicles, and Buses to both Domestic and Global clients in the Automotive and Industrial sectors.

Hub Motor

Mid-Drive Motor



Controller

SPR TAKAHATA

SPR Takahata Precision India Pvt. Ltd. (SPR TPIPL)

SPR Takahata Precision India Pvt. Ltd. (SPR TPIPL), is the leading precision engineering company engaged in the manufacturing of precision moulded/assembled parts and precision metal moulds located at Neemrana, Rajasthan. Shriram Pistons & Rings Limited (SPRL) acquired (through its subsidiary, SPR Engenious Ltd.) a majority stake in SPR Takahata Precision India Pvt. Ltd. With this strategic investment, SPRL aims to diversify its product portfolio beyond the current Pistons, Rings, Engine Valves, and EV components to precision plastic injection moulded parts. With the operations & technology support of Takahata Japan to SPR TPIPL, we will be able to service the Domestic and Global customers requiring precision moulded parts both for Automotive & Industrial applications. The product range of SPR TPIPL includes Power Window Parts, Wiper Motor Parts, Door Lock Parts, Seat Belt Parts, Junction & Relay Box, Fuel Pump Module, Throttle Sensor, ECU, Steering Part, Headlamp Unit Assembly, Case Parts, Starter Motor Parts, Steering Parts, Air/C Parts, Brake Unit Assembly and Accelerator Pedal Sensor. Major customers include: Hitachi Astemo, Denso, Mitsubishi Electric, etc.

Housing ECU - Steering System Part

Head Lamp Level Actuator

Gear Assy. - Steering System Part

Subtank - Fuel System Part

Flange - Fuel System Part

Supporter Fuel Tube - Fuel System Part

SPR TGPEL

SPR TGPEL Precision Engineering Limited (SPR TGPEL)

Shriram Pistons & Rings Limited (SPRL), a leader in India's auto component industry, has acquired 100% shareholding in SPR TGPEL Precision Engineering Limited (originally Timex Group Precision Engineering Limited) through its wholly-owned subsidiary, SPR Engenious Limited (SEL). This strategic acquisition marks SPRL's entry into high-precision mould-making and injection-moulded components, strengthening its capabilities across diverse industries.

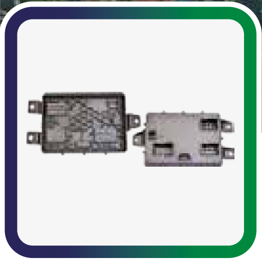
Founded in 2008, SPR TGPEL Precision Engineering Limited is a leading manufacturer of:

- High-Precision Injection Moulds: Designing and producing state-of-the-art moulds for various applications.
- Injection-Moulded Components: Serving industries like automotive, electrical, consumer goods, and medical, both in India and internationally.

SPR TGPEL operates out of two advanced manufacturing facilities in Noida, Uttar Pradesh, equipped with cutting-edge technology for in-house tool design, development, and production of complex, high-precision components. The company primarily supplies these precision products to OEMs and other automotive companies.

As a trusted name in precision engineering, SPR TGPEL now stands at the forefront of SPRL's journey to redefine innovation and excellence in the automotive and allied sectors.

Flange



Fuse Box Cover

Encapsulations

CRB Housing

Gears

Regd. Office: 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi-110001 (India)
Tel.: +91 11 2331 5941 Fax: +91 11 2331 1203 E-mail: compliance.officer@shrirampistons.com Website: www.shrirampistons.com
CIN: L29112DL1963PLC004084 PAN: AAACS0229G

COMPANIES IN GROUP

Pistons, Pins, Rings & Engine Valves	Electric Motors & Controllers	Plastic Precision Injection Moulding Components & Moulds		Die Casting and Metal Forming tools	
SHRIRAM PISTONS & RINGS LTD.	SPR-emf INNOVATIONS Moving The Future	SPR TAKAHATA	SPR TGPEL		SEL SPR Engenious Ltd

SHRIRAM PISTONS & RINGS LIMITED

Registered Office: 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001

Ph.: +91 11 2331 5941, Fax: +91 11 2331 1203, Website: www.shrirampistons.com

E-mail: compliance.officer@shrirampistons.com

CIN: L29112DL1963PLC004084

SHRIRAM

NOTICE

The 61st (sixty-first) Annual General Meeting (AGM) of Shriram Pistons & Rings Limited ('Company') will be held on **Friday, August 1, 2025** at 4:00 p.m. Indian Standard Time (IST) through **Video Conferencing/Other Audio-Visual Means** ('VC/ OAVM') for which purpose the Registered Office of the Company situated at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business(es):-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025, the Board's Report and Auditors' Report thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Klaus Semke (DIN: 10133032), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Meenakshi Dass (DIN: 00524865), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

5. **Remuneration of Cost Auditors for the financial year 2025-26**

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

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239), appointed by the Board of Directors as Cost Auditors to conduct audit of the cost records of the Company for the financial year ending March 31, 2026, amounting to Rs. 3,65,000/- (Rupees Three Lakh Sixty Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and approved.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

6. **Appointment of Mr. Akihiro Ozaki (DIN: 11152072) as Non-Executive Independent Director for a term commencing from 12.6.2025 to 28.7.2029 (both days inclusive)**

   To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:-

   "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 ('Act') read with schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') and other applicable provisions sections, rules of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') (including any statutory modification(s), or amendment(s), or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee & the Board of Directors, Mr. Akihiro Ozaki (DIN: 11152072), who has submitted a declaration that he meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period commencing from 12.6.2025 to 28.7.2029 (both days inclusive) in the casual vacancy caused due to resignation of Mr. Shinichi Unno.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. **Appointment of Secretarial Auditors of the Company for a period of 5 years**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), or amendment(s), or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s APAC & Associates LLP, Company Secretaries (Registration No. AAF-7948), as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

8. **Payment of profit commission to Non-Executive Directors**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with relevant rules framed thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015') (including any statutory modification(s), or amendment(s), or re-enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded to pay profit commission upto 1% of annual profits of the Company (profits before depreciation, donation and taxes) be paid to some or any of the Directors of the Company, other than Executive Directors for whole or proportionately for a part of each financial years commencing from 1st April 2025 to 31st March 2030 in the following manner:

a) Chairman - 0.60%

b) All other Non-Executive Directors – up to 0.40%. The distribution amount shall be finalized by the Chairman.

RESOLVED FURTHER THAT pursuant to the Regulation 17(6)(ca) of the SEBI Listing Regulations, consent of the Members be and is hereby accorded that out of the above profit commission of upto 1% of annual profits, 0.60% of the annual profits be paid to the Chairman and upto 0.40% of the annual profits be paid to all other Non-Executive Directors of the Company for financial year 2025-26, in such manner as may be determined by the Board."

By order of the Board of Directors
For Shriram Pistons & Rings Limited

Pankaj Gupta
Company Secretary
Membership No. FCS 4647
3rd Floor, Himalaya House, 23, K.G. Marg, New Delhi -110 001

New Delhi
June 12, 2025

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') as amended from time to time, setting out the material facts concerning the special business(es) specified in Item Nos. 5 to 8 of the accompanying notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3, 4 and 6 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed. The Company has received relevant disclosures/consent from the Directors seeking appointment/re-appointment.

2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 2/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No. 19 & 20/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 3/2022 dated May 5, 2022, No. 10 & 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 9/2024 dated September 19, 2024 (hereinafter collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the 61st Annual General Meeting (AGM) of the Company is being held through Video Conferencing (VC)/Other Audio Visual Mode (OAVM). The Registered Office of the Company shall be deemed to be the venue for the AGM.

3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India (collectively referred to as 'SEBI Circulars'), the Notice of the 61st AGM along with the Annual Report for FY 2024-25 is being sent only by electronic mode to those Members/Shareholders whose e-mail addresses are registered with the Company/RTA, National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL'), collectively "Depositories".

   Further, in terms of SEBI Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email addresses are not registered with the Company/RTA/Depositories/Depository Participants, a letter providing the web-link, including the exact path where complete details of Annual Report and Notice of the 61st AGM are available, will be sent at their registered address.

   In case any Member is desirous of obtaining a physical copy of the Annual Report for the FY 2024-25 and Notice of the 61st AGM of the Company, he/she/they may send a request to the Company by writing at compliance.officer@shrirampistons.com mentioning their Folio No./DP ID and Client ID.

4. Members may note that the Notice convening 61st AGM and the Annual Report for the FY 2024-25, will also be available on the Company's website at https://shrirampistons.com/investors-guide-2/ and the website of the Stock Exchanges where the securities of the Company are listed, i.e. BSE limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.The Notice will also be available on the CDSL's website at www.evotingindia.com.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars read with SEBI Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Further, SEBI vide its Notification dated 12th December, 2024, amended ('SEBI Listing Regulations, 2015'), whereby the requirement to send proxy forms shall not be applicable to general meetings held only through electronic mode. Accordingly, the facility for appointment of proxy (ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Corporate/Institutional Members (i.e. other than individuals, HUFs, NRIs, etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a scanned copy (PDF/JPG format) of the certified copy of the Board resolution/

authorisation letter to the Scrutiniser at cspreeti96@gmail.com with a copy marked to CDSL helpdesk.evoting@cdslindia.com and to the Company at compliance.officer@shrirampistons.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.

The scanned image of the above-mentioned documents should be in the naming format "Company Name and Event No./EVSN".

8. Book Closure and Dividend:

i) Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, July 26, 2025 to Friday, August 1, 2025 (both days inclusive)** for the purpose of 61st AGM of the Company and for determining the entitlement of the shareholders for final dividend for the FY 2024-25, as may be approved by the Members at the meeting.

ii) The Board of Directors ("Board") of the Company at its meeting held on May 7, 2025, have, interalia, approved and recommended dividend of Rs. 10/- per equity share including Interim Dividend of Rs. 5/- per equity share already paid, of the face value of Rs. 10/- each fully paid up for the financial year ended 31st March, 2025, subject to the approval of members at the ensuing AGM.

iii) The dividend, as recommended by the Board, if approved at this AGM, would be paid subject to deduction of tax at source, as may be applicable, within a period of 30 days from the date of declaration, to those persons or their mandates :

a) whose names appear as Beneficial Owners as at the end of the business hours on **Friday, July 25, 2025 (Record Date)**, in the list of Beneficial Owners to be furnished by NSDL and CDSL in respect of the shares held in electronic form; and

b) whose names appear as Members in the Register of Members of the Company as of the end of the business hours on **Friday, July 25, 2025 (Record Date)** after giving effect to valid request(s) received for transmission/transposition of shares.

iv) Pursuant to the amendments introduced in the Income Tax Act, 1961 vide Finance Act, 2020, dividend income is taxable in the hands of the shareholders/members w.e.f. 1.4.2020. The Company shall, therefore, be required to deduct TDS/ Withholding Tax (TDS/WHT) at the time of payment of the dividend at the applicable tax rates. The rates of TDS/WHT would depend upon the category and residential status of the shareholder as briefed hereunder:

A. Tax on Dividend to Resident Shareholders

I. Tax on dividend amount to Resident Individual Shareholders

a) Tax shall not be deducted on payment of dividend to **Resident Individual Shareholder**, if the total amount of dividend payable during the financial year 2025-26 does not exceed Rs. 10,000/-.

b) Tax to be deducted on payment of dividend to Resident Individual Shareholder, if the total amount of dividend payable during the financial year 2025-26 exceeds Rs. 10,000/- in the following manner:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Resident individual shareholders with PAN	10%	PAN is to be updated with the Depository Participant / RTA.
Resident individual shareholders without PAN / invalid PAN	20%	NA

c) Resident Individual Shareholders, who desire to avail exemption from deduction of tax on payment of dividend exceeding Rs. 10,000/- during the financial year can do so in the following manner:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Resident Individual shareholders with PAN :- a) for **individuals** with no tax liability on total income b) For **individuals above the age of 60 years** with no tax liability on total income	Nil	Copy of self-attested PAN & Declaration in Form 15G Copy of self-attested PAN & Declaration in Form 15H

II. Tax on dividend amount to Resident Non-Individual Shareholders

Tax on dividend payable during the financial year to Resident Non-Individual Shareholders shall be deducted either @ 10% or at applicable rates. They can avail the exemption from TDS by submitting the following documents:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Mutual Fund specified under Section 10(23D) of the Income Tax Act, 1961	Nil	Copy of self-attested PAN & Certificate of registration with SEBI Declaration under Section 10(23D) of the Income Tax Act, 1961
An Insurance Company exempted under Section 194 of the Income Tax Act	Nil	Copy of self-attested PAN & Certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC GIC Declaration qualifying as Insurer as per section 2(7A) of the Insurance Act, 1938.
An Alternate Investment Fund (AIF established in India)	Nil	Copy of self-attested PAN & registration certificates for either Category I or Category II AIF as per SEBI (AIF) Regulations, 2012 Declaration under Section 10(23FBA) of the Income Tax Act, 1961 for exemption.
Other Non-Individual shareholders	Nil	Copy of self-attested PAN Declaration along with self-attested copy of documentary evidence supporting the exemption.
Shareholders who have submitted order u/s 197 of the Income Tax Act, 1961	As per Order	Copy of self-attested PAN Lower/NIL withholding tax certificate for the FY 2025-26 obtained from tax authority to be submitted to claim the lower tax rates.

B. Tax on Dividend to Non-Resident Shareholders

TDS/WHT on payment of dividend during the financial year to Non-Resident Shareholders shall be as follows:

Non-resident shareholders shall be taxed @ 20% plus applicable surcharge and cess on the dividend payable during the financial year. They can avail beneficial rates under the tax treaty between India and country of residence of the shareholder, subject to submission of necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Format for submission of various declarations mentioned above are made available on the Company's website and the shareholders are requested to provide signed declarations to the Company at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001 or to the Company's RTA viz. Alankit Assignments Limited, 205 - 208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110 055, Tel: 011- 42541234, E-mail ID: info@alankit.com on or before 01.08.2025 (Date of AGM).

C. For shareholders having multiple accounts under different status / category

Members holding shares under multiple accounts under different status/category and a single PAN may note that, higher the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts. In the case of joint shareholding, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

Members may note that in case the tax on said dividend is deducted at a higher rate in the absence of timely receipt, or insufficiency/incomplete/incorrectness of the aforementioned details/documents from you, an option is available to you to file the return of income as per the Act and claim an appropriate refund, if eligible.

No claim shall lie against the Company for such tax deductions.

9. Updation of mandate for receiving dividend directly in a bank account through an Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: In order to receive dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic

Clearing Service or any other means ("Electronic Bank Mandate"), can register their 'Electronic Bank Mandate' to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents by e-mail to the Company at compliance.officer@shrirampistons.com :

a) Form ISR-1 along with supporting documents as follows. The said form is available on the Company's website at https://shrirampistons.com/investors-guide-2/ under the **"Investor Forms"** tab.

b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly; In case name of the holder is not available on the cheque, kindly submit the following documents:

   i) Cancelled cheque in original

   ii) Bank-attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.

c) Self-attested scanned copy of the PAN Card; and

d) Self-attested scanned copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Further, for the members holding shares in physical form and whose bank particulars are already registered with RTA, the same will be considered by the Company for payment of the final dividend. However, in case the Company's dividend banker is unable to process the final dividend to any member by electronic mode, due to the non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts to such Member by post on their registered address.

Shares held in demat form: Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) of the members.

Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

10. Updation of PAN, KYC and nomination details

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney and bank details such as, the name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

a) **For shares held in electronic form:** To their Depository Participants ("DPs")

b) For shares held in physical form: To the Company/RTA in prescribed Form **ISR-1** and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The relevant Circular(s) and necessary forms in this regard have been made available on the Company's website at https://shrirampistons.com/investors-guide-2/.

Accordingly, the members are advised to register their details with the Company/RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

11. Issue of securities in dematerialised form

a) In terms of Regulation 40(1) of SEBI Listing Regulations, 2015 and SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings. Members can contact the Company or RTA, for assistance in this regard.

b) Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024) has mandated Listed Companies to issue securities for the following investor service requests only in dematerialized form: (i) issue of duplicate securities certificate; (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division/splitting of securities certificate; (vi) consolidation of securities certificates/folios; (vii) transmission; and (viii) transposition.

Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at https://shrirampistons.com/investors-guide-2/ under the **'Investor Forms'** tab. **Members are requested to note that any service request will only be processed after the folio is KYC Compliant.**

12. **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No. SH-13.** If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.

The said forms can be downloaded from the Company's website https://shrirampistons.com/investors-guide-2/ under the **'Investor Forms'** tab. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to Company/RTA in case the shares are held in physical form.

13. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date i.e. **Friday, July 25, 2025** will be entitled to vote during the AGM.

14. **Online Dispute Resolution Portal ("ODR Portal")**

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as of August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website https://shrirampistons.com/investors-guide-2/ under "Online Dispute Resolution (ODR) Portal" tab.

15. Members seeking any information with regard to the financial statements or any matter to be placed at this 61st AGM are requested to write to the Company on or before August 1, 2025, through e-mail at compliance.officer@shrirampistons.com. The same will be replied to by the Company suitably.

16. **Unpaid/Unclaimed Dividend**

Members are requested to note that dividends, if not encashed for a period of 7 (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"). Further, all the shares in respect of which the dividend has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Members, whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for the issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/ or shares available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual report. The procedure for claiming the shares from IEPF Authority is available on https://shrirampistons.com/investors-guide-2/.

During the year under review, the Company had sent individual notices seeking action from the shareholders/members who have not claimed their dividends for 7 (seven) consecutive years or more. Accordingly, the Company had transferred the unclaimed/unpaid dividend and corresponding shares to the IEPF Authority.

Financial Year	Amount of unclaimed dividend transferred	No. of shares transferred
2016-17 (Final Dividend)	Rs. 76,588/-	Nil
2017-18 (Interim Dividend)	Rs. 23,992/-	1579

The voting rights on these shares shall remain frozen until the shareholder claims those shares from the IEPF authority.

17. **Scrutinizer for e-Voting:** The Board of Directors has appointed Ms. Preeti Grover, Practicing Company Secretary (ICSI M. No. FCS 5862 & COP No. 6065), Proprietor M/s PG & Associates and in her absence Ms. Shabnam Kapoor (FCS 4258), as the Scrutinizer to scrutinize that the process of remote e-voting and voting at the AGM happens in fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him in writing, who shall countersign the same and declare the results of voting forthwith. The voting results will be announced within 2 (two) working days from the conclusion of its AGM in the format specified by SEBI.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website at https://shrirampistons.com/investors-guide-2/ and on CDSL's website www.cdslindia.com simultaneously. The Company shall simultaneously forward the results to the stock exchanges where the equity shares of the Company are listed i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The results shall also be made available on the notice board of the Company at its Registered Office.

18. INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC FACILITY:

Voting through Electronic Means

(i) In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 2015 (as amended) and SEBI Circulars, the Company is pleased to provide its members the facility for voting through remote e-voting as well as e-voting during the AGM in respect of all the businesses to be transacted at the AGM and has engaged the services of the Central Depository Services (India) Limited (CDSL) (authorized e-Voting's agency) to provide remote e-voting facility, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

(ii) The **remote e-voting period** commences on **Tuesday, July 29, 2025 (9:00 a.m. IST)** and ends on T**hursday, July 31, 2025 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as of **Friday, July 25, 2025 i.e. cut-off date**, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as of the cut-off date should treat this Notice for information purposes only.

Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing on Tuesday, July 29, 2025 and ending on Thursday, July 31, 2025, or e-voting during the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

(iii) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, July 25, 2025**.

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

In order to increase the efficiency of the voting process, and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9.12.2020, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

A. Instructions for Individual shareholders holding securities in Demat mode for logging in for remote e-voting (before this AGM) and joining the AGM through VC are as under:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi/Easiest facility can login through their existing User Id and Password. The option will be made available to reach the e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and then click on Login icon & My Easi New (Token) Tab.. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME, as per information provided by Issuer/ Company. Additionally, CDSL is providing links to e-Voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL's website www.cdslindia.com, where the user has to click on Login icon & click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on **"Access to e-voting"** under e-voting services and you will be able to see the e-voting page. Click on the Company name or the e-voting service provider name and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting. 2) If the user is not registered for the IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select the "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Alternatively, you can directly access the e-voting page https://www.evoting.nsdl.com/ and click on "Login" which is available under the **'Shareholder/Member'** section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. After successful login, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or the e-voting service provider name and you will be re-directed to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting.

Note: Members who are unable to retrieve their User ID/Password are advised to use the 'Forget User ID'/'Forget Password' option available at the abovementioned website.

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

Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than Individuals holding in Demat form.**

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on the "Shareholders/Members" module.

(iii) Now enter your User ID:

a) For CDSL: 16 digits beneficiary ID

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

(vi) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members/Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number communicated by the Company/RTA through e-mail or contact the Company/RTA. In case email ids are not registered with the Company/depositories for such shareholders, they are requested to follow the instructions given in Para F below to obtain login credentials for e-voting.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in the instructions.

(vii) After entering these details appropriately, click on the "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

C. Common instructions for all shareholders logging in for remote e-voting (before this AGM) and joining at the AGM through VC are as under:

Upon logging in as per para A or B above, Members need to follow the instructions as mentioned below:

(i) Click on the EVSN for 'Shriram Pistons & Rings Limited' on which you choose to vote.

(ii) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option "YES/NO" for voting. Select the option **YES or NO** as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.

(iii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

(iv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(v) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(vi) You can also take a print of the votes cast by clicking on the "Click here to print" option on the Voting page.

(vii) If a demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.

(viii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

D. Note for Non–Individual Shareholders and Custodians – Remote e-voting

(i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.

(ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

(iii) After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.

(iv) The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.

(v) It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(vi) Alternatively, non-individual shareholders can send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at cspreeti96@gmail.com and to the Company at the email address at compliance.officer@shrirampistons.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

E. Instructions for members for attending the AGM through VC, and e-voting during the AGM are as under:

i) The procedure for attending the AGM through VC, and e-voting during the AGM is the same as the instructions mentioned above for remote e-voting.

ii) The link for VC to attend the AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.

iii) The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting by VC, but shall not be entitled to cast their vote again during the meeting.

iv) Only those Members, who are present in the AGM through VC and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system which shall be available during the AGM.

v) If any votes are cast by a Member through the e-voting available during the AGM and if the said Member has not participated in the meeting through VC, then the votes cast by such Member shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

vi) Members are encouraged to join the Meeting through Laptops/iPads for a better experience.

vii) Further, Members will be required to allow Camera and use the Internet at a good speed to avoid any disturbance during the meeting.

viii) Please note that Members/Participants Connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforementioned glitches.

ix) For the convenience of the members and proper conduct of the AGM, members can login and join at least 15 minutes before the scheduled time of commencement of the AGM and the meeting link shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis

x) Speaker Registration

Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at least 2 days prior to the meeting mentioning their name, demat account number/folio number, email id and mobile number at compliance.officer@shrirampistons.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to the meeting mentioning** their name, demat account number/ folio number, email id and mobile number at compliance.officer@shrirampistons.com. These queries will be replied to by the Company suitably.

The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM. Those Shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM.

F. Process for Shareholders whose email addresses/mobile no. are not registered with the Company/depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

For Physical shareholders - please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at compliance.officer@shrirampistons.com.

For Demat shareholders - please provide the Demat account number, name, client master or copy of the Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to Company at compliance.officer@shrirampistons.com.

The Company shall provide the login credentials to the abovementioned shareholders.

For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through the Depository.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact at tollfree no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

i) If you have any queries or issues regarding attending the AGM & e-voting from the e-voting System, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under the help section or write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.

ii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

H. Documents open for inspection

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for inspection through electronic mode from the date of circulation of this Notice up to the date of AGM i.e. August 1, 2025. Members are requested to write to the Company at compliance.officer@shrirampistons.com for inspection of the said documents.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS(ES) IN ITEM NOS. 5 TO 8 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 07.05.2025, has approved the appointment of M/s Chandra Wadhwa & Co., Cost Accountants, having Firm Registration No. 00239, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of Rs.3,65,000/- (Rupees Three Lakh Sixty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

Pursuant to provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2026.

None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6

Mr. Shinichi Unno (DIN: 09189521) was re-appointed as Non-Executive Independent Director of the Company for a second term commencing from 29.7.2024 to 28.7.2029. Mr. Unno resigned from the directorship of the Company w.e.f. close of business hours on 7.5.2025, which was acknowledged by the Board, at its meeting on 7.5.2025.

Based on recommendation of Nomination and Remuneration Committee (NRC) and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, 2015 appointed Mr. Akihiro Ozaki as Non-Executive Independent Director in the casual vacancy caused consequent to the resignation of Mr. Shinichi Unno, subject to allotment of Director's Identification Number (DIN) by Ministry of Corporate Affairs (MCA). The appointment shall be effective from the date of allotment of DIN by MCA. Further, MCA has, on 12.6.2025, allotted (DIN: 11152072) to Mr. Akihiro Ozaki. Therefore, his appointment shall be effective from 12.6.2025 upto 28.7.2029 (both days inclusive), (i.e. upto the term of appointment of Mr. Shinichi Unno as approved by shareholders in their meeting held on 24.7.2024), not liable to retire by rotation.

A brief resume of Mr. Akihiro Ozaki and details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI are provided as an Annexure -1 to this Notice.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Akihiro Ozaki for the office of Non-Executive Independent Director of the Company.

The Company has received all statutory disclosures/declarations, including;

i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;

ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;

iii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act;

iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;

v. Confirmation that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company; and

vi. Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Shriram Pistons & Rings Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board and based on its evaluation, Mr. Akihiro Ozaki is a person of integrity and fulfills the conditions specified in the Act read with Rules made thereunder and the SEBI Listing Regulations, 2015, for his appointment as Non-Executive Independent Director of the Company and he is independent of the Management of the Company.

The terms and conditions of appointment of Mr. Akihiro Ozaki as an Independent Director would be available for inspection by the Members of the Company on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at compliance.officer@shrirampistons.com. Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the date of the Annual General Meeting of the Company.

Except for Mr. Akihiro Ozaki and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 for the approval of the Members.

ITEM NO. 7

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material unlisted subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 7, 2025, has approved the appointment of M/s APAC & Associates LLP, Practicing Company Secretaries, (Firm Registration No. AAF-7948) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030 subject to approval of the shareholders at the Annual General Meeting at a remuneration of Rs. 2,00,000/- (Rupee Two Lakhs only) for FY 2025-26 and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years. The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditors.

Furthermore, in terms of the amended regulations, M/s APAC & Associates LLP has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s APAC & Associates LLP has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. The firm is presently the Secretarial Auditor of the Company and its subsidiaries.

M/s APAC & Associates LLP has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the shareholders is sought for appointment of M/s APAC & Associates LLP as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

ITEM NO. 8

The members, in their meeting held on 11.8.2020, had approved payment of a sum not exceeding 1% of the annual net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 to some or any of the Non-Executive Directors (NEDs) of the Company in such amounts or proportions and in such manner and in all respects as the Board may determine for a period of 5 years commencing from 1st April 2020 in the following manner:

i) Chairman - 0.60% of the net profits

ii) Other Directors (NEDs) - not exceeding 0.40% of the net profits

Further, the members, in their meeting held on 6.7.2021, had approved the change in the basis of calculation of Profit Commission payable to NEDs calculated on “Profit before Depreciation, Donation and Taxes” in line with the basis of calculation being followed for Whole-time Directors.

In addition, as per regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015), every listed company requires to seek approval from members every year, if remuneration payable to a single NED exceeds 50% of total annual remuneration payable to all NEDs.

On the recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors in their meeting held on May 7, 2025, has approved, subject to the approval of shareholders of the Company in the Annual General Meeting:-

i. the payment of a sum not exceeding 1% of annual profits of the Company before depreciation, donation and taxes be paid to some or any of the Directors of the Company, other than Executive Directors, for whole or proportionately for a part of each of its financial years from April 1, 2025 to March 31, 2030 in the following manner

    a) Chairman - 0.60%

    b) All other Non-Executive Directors – up to 0.40%. The distribution amount shall be finalized by the Chairman.

ii. payout of 1% profit Commission (calculated on annual profits of the Company before depreciation, donation, and taxes), 0.60% to the Chairman, and upto 0.40% to all other Non-Executive Directors of the Company for Financial Year 2025-26, subject to the member’s approval in ensuing Annual General Meeting, pursuant to Regulation17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iii. authorize the Chairman to finalize distribution of upto 0.40% of Profit Commission (calculated on annual profits of the Company before depreciation, donation, and taxes) to other Non-Executive Directors for the period commencing from April 1, 2025 to March 31, 2026.

All Non-Executive Directors and their relatives, are concerned or interested in the Resolution at Item No. 8 of the Notice. None of the Executive Directors or their relatives, except Mr. Luv D. Shriram and his relatives, or Key Managerial Personnel (KMP) or their relatives, are concerned or interested in the Resolution at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

Annexure-1

Details of Director seeking Appointment /Re-appointment in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings (SS-2)

Name of Director	**Mr. Klaus Semke**	**Ms. Meenakshi Dass**	**Mr. Akihiro Ozaki**
Director Identification Number (DIN)	10133032	00524865	11152072
Date of Birth / Age	18.3.1964 / 61 Years	4.4.1964 / 61 Years	8.1.1967 / 58 Years
Date of appointment in the Board of the Company	1.5.2023	28.3.2009	12.6.2025
Number of Board Meetings attended during last year	5	5	NA
Brief Resume (Qualification/Experience)	Mr. Semke has been on the Board of the Company since May 2023. He has obtained Metal Aircraft Builder Training and Graduated with Mechanical Engineering Studies at the Hamburg University of Applied Sciences in Hamburg, Germany. He is the Managing Director & CEO at KS Kolbenschmidt Pistons Germany GmbH. Mr. Semke has a long & varied experience and considerable exposure to international operations.	Ms. Dass has been on the Board of the Company since March 2009 and belongs to the Promoter Category. She obtained a Degree in Textile Designing. She has vast experience in managing Company's affairs.	Mr. Ozaki has long & varied experience and considerable exposure to international operations and proven record in general management.
Nature of expertise in specific functional areas	Technical knowledge of the Industry in which the Company operates and knowledge of management, sales, marketing, finance, administration, research, and corporate governance.	Knowledge of law, management, sales, marketing, finance, administration, and corporate governance.	Technical knowledge of the Industry in which the Company operates and knowledge of management, sales, research, marketing, administration, and corporate governance.
Details of remuneration sought	Sitting fee and Commission based on Profits	Sitting fee and Commission based on Profits	Sitting fee and Commission based on Profits
Remuneration last drawn	Sitting fee: Rs. 0.50 Million Commission: Rs. 3.70 Million	Sitting fee: Rs. 0.90 Million Commission: Rs. 4.40 Million	NA
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Directorships held in other companies	NIL	i) Pearey Lall & Sons (E.P.) Private limited ii) PLS Construction Equipment Limited iii) Wylie Indicators Private Limited iv) SPR Engenious Limited v) Sera Com Private Limited vi) Manisha Commercial Private Limited	NIL

Name of Director	Mr. Klaus Semke	Ms. Meenakshi Dass	Mr. Akihiro Ozaki
		vii) Sarva Commercial Private Limited viii) Shabnam Commercial Private Limited ix) Heritage Desk Solutions Private Limited	
Chairman/ Member of the Committee(s) of the Board of Directors of the Company	NIL	**Member:** i) CSR Committee ii) Risk Management Committee	NIL
Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he/ she is a Director	NIL	NIL	NIL
No. of Shares held by the Director of the Company	NIL	60,07,362 Equity Shares [shares held in the capacity of Trustee (First named shareholder) of Deepak Shriram Family Benefit Trust] 60,07,362 Equity Shares [shares held in the capacity of Trustee (Second named shareholder) of Deepak Shriram Family Benefit Trust] 16,69,440 Equity Shares held under her name	NIL
Disclosure of Relationship between Directors / KMPs inter-se	He has no relationship with any member of the Board of Directors.	Ms. Meenakshi Dass is sister of Mr. Luv Deepak Shriram, hence are related to each other and belongs to promoters category of the Company.	He has no relationship with any member of the Board of Directors and meets all the criteria for being appointed as an independent director under applicable laws including circulars issued by the stock exchanges from time to time.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Technical knowledge of the Industry in which the Company operates and has knowledge of law, management, sales, marketing, finance, administration, research, and corporate governance.	Knowledge of law, management, sales, marketing, finance, administration, and corporate governance.	Technical knowledge of the Industry in which the Company operates and has knowledge of law, management, sales, marketing, finance, administration, research, and corporate governance

By order of the Board of Directors
For Shriram Pistons & Rings Limited

Pankaj Gupta
Company Secretary
Membership No. FCS 4647
3rd Floor, Himalaya House, 23, K.G. Marg, New Delhi -110 001

New Delhi
June 12, 2025