



Atul2.0

# Uplifting Lives

Atul Auto Limited | Annual Report **2024-25**





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Not every journey begins with a **destination**.

Some begin with **purpose**.  
A purpose so grounded,  
it doesn't shout.

**It moves—  
quietly, powerfully,  
unwaveringly.**



Our story is built on momentum—the kind that turns possibility into a livelihood and roads into lifelines.

In a world that races to reinvent, we've chosen something rarer—to stay rooted while rising.

**Because for us, growth isn't change for changes sake. It's evolution with intention.**



Atul 2.0 isn't just a version.  
It's a voice.

Of every rider chasing dignity.  
Of every family  
chasing dreams.

Of an India on the move, and  
a company moving with it,  
not ahead of it, but for it.

This is not a restart.

This is a recommitment.

A reaffirmation that,  
**what we began wasn't  
a business.**

**It was a promise.**

**And we're just  
getting started.**



# We are Uplifting India. **Everyday.**

**Stability has never been our pause; it has always been our power.**

Our story is built on resilience, innovation, and an unwavering sense of direction.

While the market evolved, our leadership remained constant. Because leadership is in our DNA, and we never had to chase it.

Today, Atul Auto stands as the only player in the 3-wheeler segment with a **complete range across fuels: Diesel, Petrol, CNG and Electric.**

From deep rural networks to buzzing cities, from livelihoods on three wheels to seamless last-mile delivery, we don't just make vehicles, we create value.

# Not Just a Statement, **It's Our Commitment.**

**Last year, we declared our vision: Atul 2.0, Uplifting Lives.**

This year, we bring that same vision forward, with greater clarity, renewed momentum, and a deeper sense of responsibility.

Because uplifting lives isn't a marketing line, it's our mission.

It shows in the products we build, the people we serve, and the possibilities we unlock across India.

**Atul 2.0 is not just about evolution. It's about inclusion, empowerment, and progress across every life we touch.**





# Uplifting with **Every Innovation.**

AGPL is Atul Auto's dedicated electric vehicle arm, focusing on L5 category electric three-wheelers and critical EV components, including battery packs, battery management systems, and chargers.

With strategic capital infusion last year, AGPL is well-positioned to scale innovation, enhance cost efficiency, and drive the widespread adoption of electric 3-wheelers in India.

**This investment underscores our unwavering belief in the potential of clean mobility and our ambition to lead it.**

# We are Financing Growth to Empower **Dreams and Lives.**

As mobility enablers, we know that true progress is incomplete without access. In FY25, we invested ₹24.95 crore in our wholly owned NBFC, Khushbu Auto Finance Ltd. (KAFL), thereby increasing our total investment to ₹82.72 crore.

KAFL is Atul Auto's financing arm, supporting thousands of customers - drivers, fleet operators, and small business owners - through tailored vehicle loans.

With a turnover of ₹52.00 crore and a net worth of nearly ₹136.70 crore, KAFL has grown steadily, helping us uplift not just sales but also aspirations.

**This strategic focus ensures that every 3-wheeler dream finds a path to reality and a repayment plan.**



## About the Company

# A Future on the Move

Atul Auto Limited is one of India's top five three-wheeler manufacturers and a globally recognised name in the segment, committed to delivering reliable, affordable, and future-ready mobility solutions.

Our journey began in 1970 with a spark of ingenuity. Tasked by the Maharaja of Jamnagar to revive non-functional golf carts, the visionary Late Shree Jagjivanbhai Karsanbhai Chandra identified a broader need: practical and accessible transportation for the people of Saurashtra. His innovation led to the creation of the iconic three-wheeled "Chhakada" - a local solution that soon became a regional lifeline.

What started as a grassroots response to a mobility challenge has grown into a pioneering enterprise with a pan-India presence and global aspirations. Today, Atul Auto stands at the intersection of

legacy and innovation, being committed to uplifting lives and redefining the future of three-wheeler mobility.

With a rich legacy rooted in ingenuity and progress, we have evolved into a fast-growing force in the last-mile transportation segment, serving customers across India and beyond.

What sets Atul Auto apart is our relentless pursuit of innovation and our rapid scale of growth. Unlike many traditional players in the industry, we are a dynamic, expanding enterprise, having tripled our production turnover over the past five years.

Our diverse product portfolio spans multiple fuel platforms, including diesel, petrol, CNG, LPG, and electric, catering to the varied needs of fleet operators, small businesses, and self-employed individuals.

Our operations are powered by two state-of-the-art manufacturing facilities with a combined annual capacity of 1.20 Lakh vehicles. Each unit is a testament to our commitment to quality, efficiency, and sustainable mobility.



# The Light that Guides Us Through



## Purpose

Create self-dependency in common people with the use of our technology driven products and services so as to uplift the lives of common people, stakeholders and communities that we come in touch with. CORE VALUES

## Customer Sensitivity

We are conscious to the need of our customers and go about fulfilling the same with a mindset of service, empathy, warmth and attentiveness which we call SEWA Bhawana.

## Core Values

### Good Corporate Citizenship

Act with integrity in a responsible way caring for people, planet and society.

### Professionalism

We have standards for performance, we believe in conversation and competence of people. We empower people to deliver their best.

## Dignity And Respect

We empathetically listen to our stakeholders, show respect and treat them with care, compassion and believe in Trust and Trusting relationship.

## Numbers that Define Us

# 421.51

Net worth  
(₹ crore)

# 435.39

Capital employed  
(₹ crore)

# 1224.94

Market capitalisation, BSE  
(₹ crore)

# 2.5x

EPS compared  
to FY 2023-24

# 34%

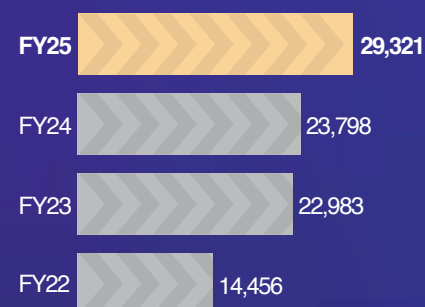
Increase in  
sales compared  
to FY 2023-24

# Key Performance Indicators

## NO. OF VEHICLES SOLD

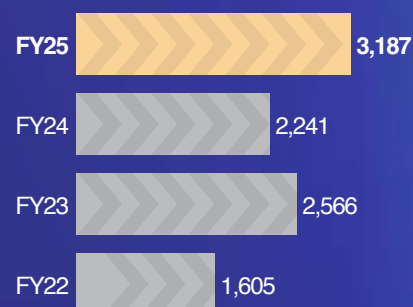
### Domestic

(Units)



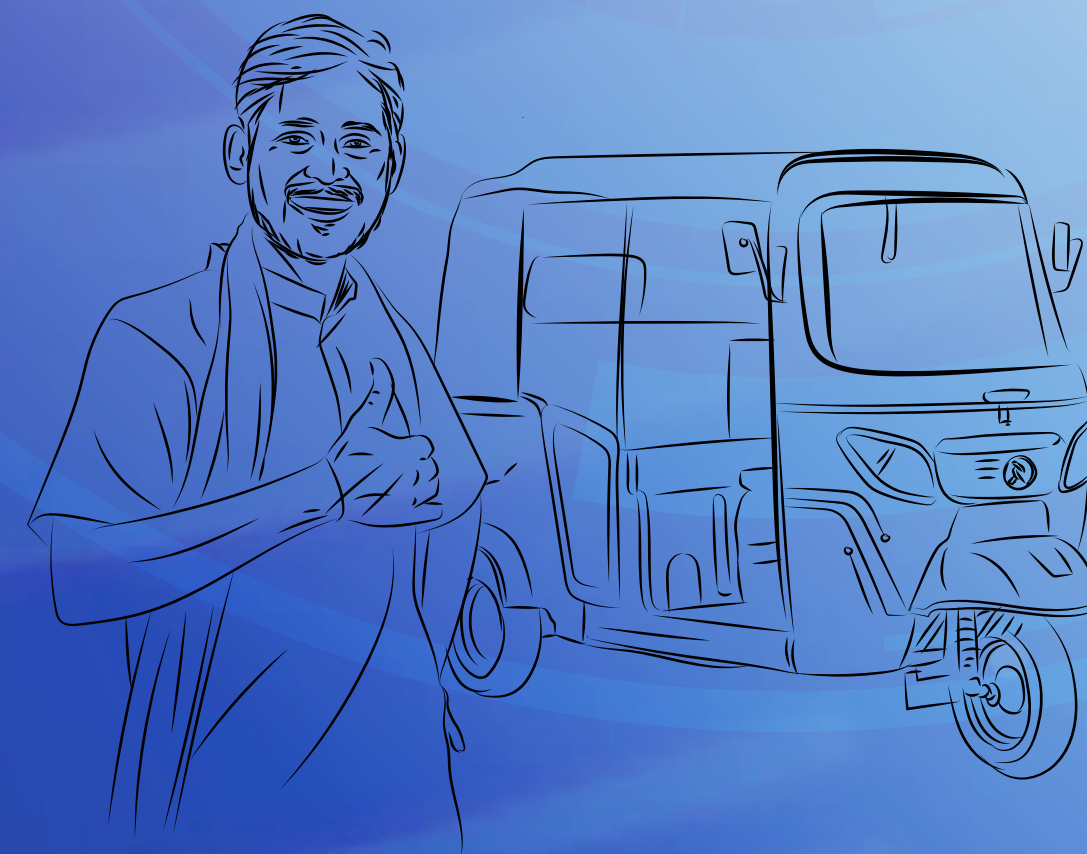
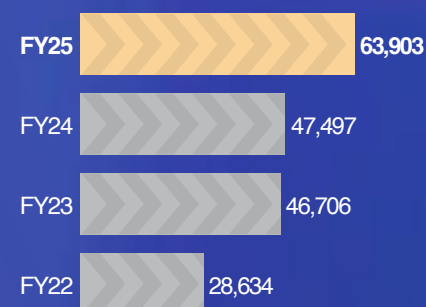
### Export

(Units)



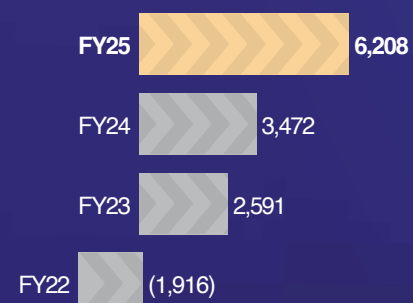
### Turnover

(₹ in Lacs)



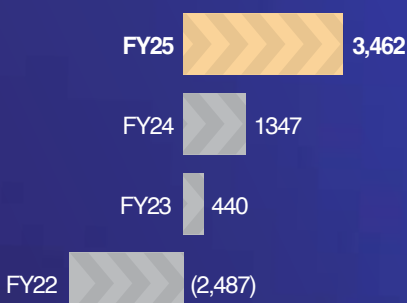
### EBITDA

(₹ in Lacs)



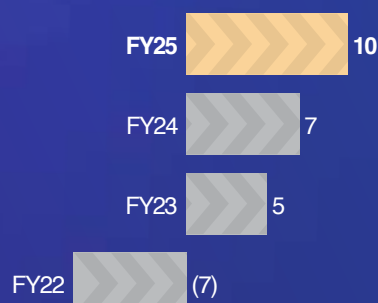
### Profit after tax

(₹ in Lacs)



### EBITDA Margin

(%)



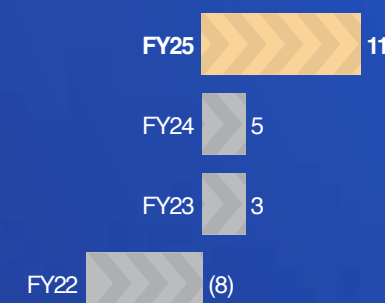
### PAT Margin

(%)



### Return on capital employed

(%)



### Debt equity ratio

(x)





# Our Footprint Accelerating Across Continents

400+

Touchpoints  
Around the Globe

35+

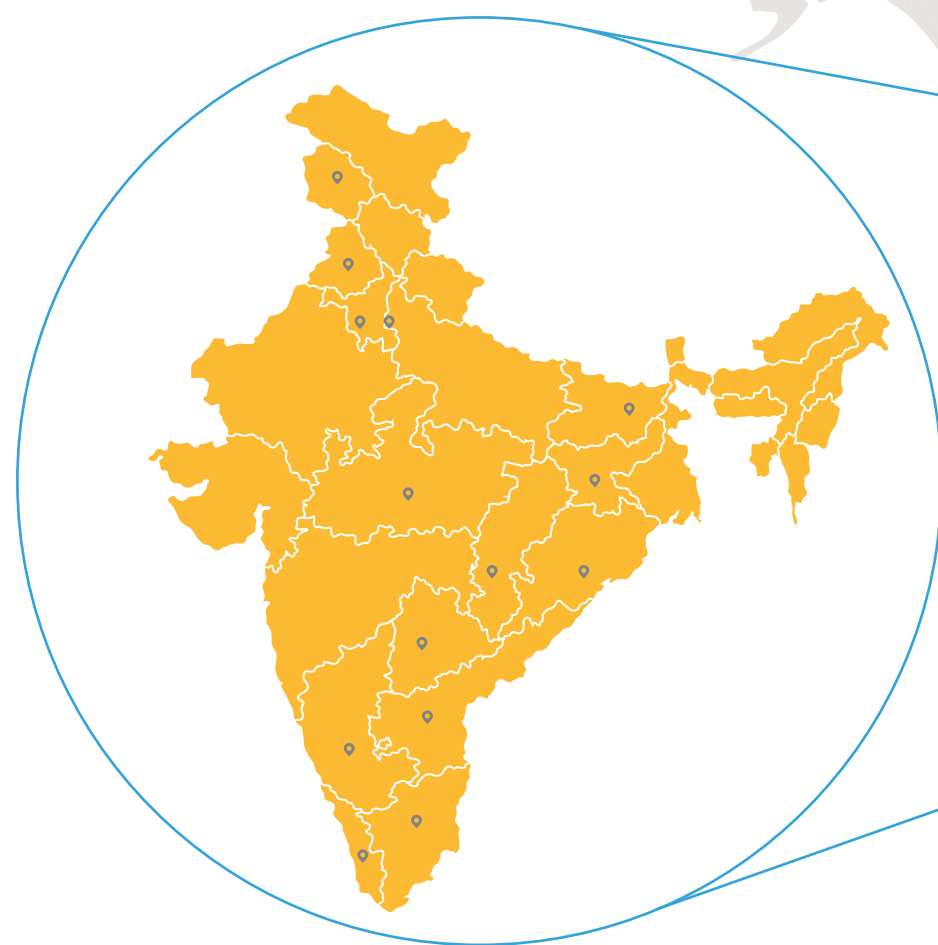
Years of Trust

27+

Countries Reached

10+

Revolutionary Models



## Latin America

Bolivia  
Ecuador  
Guatemala  
Honduras  
Mexico  
Peru  
Dominican Republic  
Colombia

## Africa

Ethiopia  
Ghana  
Kenya  
Liberia  
Madagascar  
Nigeria  
Sierra Leone  
DR Congo

South Africa  
Sudan  
Tanzania  
Zambia

## Europe

United Kingdom  
Italy

## Asia

Bangladesh  
Cambodia  
Lebanon  
Myanmar  
Nepal  
Philippines



# Products

**ATUL / Gemini**  
(For export only)



PASSENGER 3+1

**ATUL / GEM**  
DIESEL/CNG



CARGO

**ATUL RIK**  
CNG



PASSENGER

**ATUL RIK+**



PASSENGER

**ATUL / Shakti**  
DIESEL CARGO



CARGO

**ATUL / Elite**  
ELECTRIC



PASSENGER

**ENERGIE**



CARGO

**ATUL RIK EV**



PASSENGER



PASSENGER 3+1



CARGO



PASSENGER

**ATUL GEMi PAXX**



PASSENGER

**ATUL GEMi**  
DIESEL CARGO



CARGO



CARGO



CARGO



CARGO



Tipper

PASSENGER 3+1

PASSENGER



# Sharing our vision through the Managing Director's Statement



Dear Members,

During the year, our respected founder and mentor, Shri JJ Chandra, stepped down from the position of Whole-time Director and Chairman of the Board. His visionary leadership laid the foundation for Atul Auto over three decades ago, transforming a local innovation into national and global brand. On behalf of the management and board, I extend heartfelt appreciation for his enduring contributions. His legacy will continue to inspire our future direction.

## Uplifting Lives through Clean Mobility

Under the Atul 2.0 vision, clean and future-ready mobility remains a strategic pillar. Our subsidiary, Atul Greentech Private Limited (AGPL), plays a central role in this commitment. Focused on the L5 category of electric three-wheelers, AGPL also in to developing key EV components, including battery packs, battery management systems, and chargers, paving the way for long-term self-reliance in electric mobility.

In FY25, AGPL made significant progress in scaling its operations, enhancing product performance, and expanding its market reach, AGPL successfully sold 1,755 electric vehicles in FY 2024-25, compared to 455 electric vehicles in previous year marking a strong upward trajectory in its adoption curve while product development milestones reinforced AGPL's position as a future-ready, innovation-led arm of Atul Auto.

This performance strengthens our confidence in AGPL's potential to lead in the evolving EV landscape and contribute significantly to our Group's long-term value creation.

## Uplifting Access through Financing

Financial inclusion remains central to our mission of uplifting lives. Through our wholly owned NBFC subsidiary, Khushbu Auto Finance Limited (KAFL), we continue to empower individuals and micro-entrepreneurs by offering access to flexible and affordable vehicle financing solutions. In FY25, we deepened our commitment to this objective with two capital infusions into KAFL.

On September 6, 2024, we invested ₹20.03 crore through a rights issue, increasing our total investment to ₹77.81 crore. This was followed by an additional investment of ₹4.91 crore on September 28, 2024, bringing the cumulative investment in KAFL to ₹82.72 crore. KAFL plays a crucial role in enabling vehicle ownership and fostering economic progress, particularly among first-time buyers and small business owners in India's semi-urban and rural regions.

## Uplifting Growth with Financial Discipline

Atul Auto continued to demonstrate financial resilience and operational efficiency in FY2024-25 through a focused approach to cost management, product innovation, and market responsiveness. The Company reported a total revenue of ₹65,095 lacs, with EBITDA standing at ₹6,208 lacs and profit before tax (PBT) at ₹4,641 lacs. Profit after tax (PAT) was ₹ 3,462 lacs, with an EBITDA margin of 9.61% and a PAT margin of 5.36%. A total of 32,508 units were sold during the year, including 29,321 units in the domestic market and 3,187 units exported. As of March 31, 2025, the Company held cash and bank balances amounting to ₹1,507 lacs, while its net worth stood at ₹43,539 Lacs. Capital expenditure for FY25 was ₹1,303 Lacs. These performance metrics reflect Atul Auto's continued commitment to financial prudence and sustainable, value-driven growth.

## Moving Ahead, Together

As we move forward under the unified theme of Atul 2.0 — Uplifting Lives — we remain deeply committed to creating a meaningful impact across every

stakeholder touchpoint. Whether it is through product diversification, clean energy solutions, or inclusive financing, we aim to serve with purpose and lead with responsibility.

On behalf of the Board and leadership team, I would like to thank our employees, partners, customers, shareholders, and community members for their unwavering trust and support. The road ahead is one of opportunity, and we are fully geared to uplift every journey we touch.

Warm regards,

**NEERAJ J CHANDRA**

Managing Director

“

Financial Year 2024-25 marked a defining chapter in Atul Auto's journey, a year of stability, strategic growth, and purposeful transition. As we continue to build on our legacy under the banner of Atul 2.0 — Uplifting Lives, we remain guided by the same values that have shaped our path: resilience, inclusivity, and innovation.”



# Management Team

as on March 31, 2025



**Neeraj J Chandra**  
Managing Director



**Mahendra J Patel**  
Whole-time Director & CFO



**Vijay K Kedia**  
Non-Executive Director



**Mohan Jit Walia**  
Independent Director<sup>#</sup>  
Up to August 08, 2025



**Jaichander Swaminathan**  
Independent Director<sup>§</sup>  
Up to August 24, 2025



**Gurudeo Yadwadkar**  
Independent Director



**R C Maheshwari**  
Independent Director



**Honey Sethi**  
Independent Director



**J V Adhia**  
President – Accounts & Finance

# Corporate Information

## AUDIT COMMITTEE

Honey Sethi, Chairperson  
Mohan Jit Walia, Member  
Jaichander Swaminathan, Member  
Gurudeo Yadwadkar, Member

## NOMINATION AND REMUNERATION COMMITTEE

Mohan Jit Walia, Chairperson  
Jaichander Swaminathan, Member  
Gurudeo Yadwadkar, Member  
Honey Sethi, Member

## STAKEHOLDERS RELATIONSHIP COMMITTEE

Gurudeo Yadwadkar, Chairperson  
Mohan Jit Walia, Member  
Jaichander Swaminathan, Member  
Honey Sethi, Member

## RISK MANAGEMENT COMMITTEE

Mahendra J Patel, Chairperson  
Neeraj J Chandra, Member  
Jaichander Swaminathan, Member  
Hiren V Patel, Member

## STATUTORY AUDITORS

M/s. Maharishi & Co.

## INTERNAL AUDITORS

M/s. KPMG Assurance and Consulting Services LLP

## SECRETARIAL AUDITORS

M/s Hardik Hudda & Associates

## COMPANY SECRETARY AND COMPLIANCE OFFICER

Paras J. Viramgama

## REGISTERED OFFICE

Atul Auto Limited  
Survey No. 86, Plot No. 1-4,  
National Highway 8-B,  
Near Microwave Tower,  
Shapar (Veraval),  
Dist. Rajkot, Gujarat, India 360024  
Phone: 02827-252999  
E-Mail: investorrelations@atulauto.co.in/ info@atulauto.co.in  
Website: www.atulauto.co.in

## REGISTRAR & SHARE TRANSFER AGENT

MUFG Intime India Private Limited  
C101, 247 Park, L B S Marg,  
Vikhroli West,  
Mumbai, Maharashtra, India 400 083  
Phone: 022 4918 6270  
E-Mail: rent.helpdesk@in.mpms.mufig.com  
Website: www.in.mpms.mufig.com  
SEBI Reg. No: INR000004058

## BANKERS

IDBI Bank  
EXIM Bank  
ICICI Bank

## STOCK EXCHANGES

BSE Limited  
Script Code - 531795  
National Stock Exchange of India Limited  
Script Symbol - ATULAUTO

\*Constitution of Committees shown is as on March 31, 2025



# Management Discussion and Analysis

## The Economic Overview

### World Economy

2025 finds the global economy at a familiar crossroads—steady on paper, but textured with uncertainty underneath.

According to the International Monetary Fund (IMF), global GDP growth is projected at 3.2% in 2025, maintaining the pace from 2024 but remaining below the pre-pandemic average of 3.8% recorded between 2000 and 2019. This reflects a stabilisation of macroeconomic conditions following a period of heightened volatility caused by inflationary surges and geopolitical tensions.

Advanced economies are expected to grow at a modest 1.6%, as high interest rates, demographic shifts and weaker productivity gains weigh on expansion. In contrast, emerging markets and developing economies are projected to grow at a stronger 4.2%, supported by improving external conditions and resilient domestic consumption.

Inflation is finally loosening its grip, with a forecast to ease to 5.9% in 2025, down from its peak in 2022. This decline is driven by tighter monetary policies, normalising supply chains and softening energy prices. However, core inflation remains elevated in several economies, keeping monetary authorities cautious and maintaining uncertainty over interest rates in the short term.

Despite encouraging signals, downside risks continue to weigh on sentiment. These include:

- Escalating geopolitical tensions, especially in Eastern Europe and the Middle East.
- Renewed disruptions in global supply chains.
- Energy market volatility.
- Fragility in the financial sectors of some emerging economies.

### Outlook

Looking ahead, the global economy is expected to remain on a moderate growth trajectory in the near term, with momentum supported by steady progress in disinflation, improving labour markets and recovering global trade volumes. The automotive sector, particularly in low-emission and last-mile mobility solutions, is poised to benefit from a growing focus on sustainable transportation and expanding infrastructure in emerging economies.

For Atul Auto, this macroeconomic environment presents an opportunity to strengthen its global presence, especially in markets with growing demand for affordable, fuel-efficient mobility solutions. However, agility in supply chain management, strategic pricing and sustained focus on innovation will be critical to navigating the evolving global landscape effectively.

### Indian Economy

India's economic trajectory in FY25 reflected resilience and reform-driven momentum amid global headwinds. The country posted a robust GDP growth of 6.5%, building on the 9.2% expansion in the previous year. This performance was underpinned by positive consumption trends, a recovery in rural demand, a buoyant services sector and a steady increase in high-value manufacturing exports.

Inflation pressures eased considerably during the year, averaging 4.7%, with April 2025 recording a low of 3.2%, the lowest since August 2019. Lower food and energy prices, favourable monsoons, and prudent monetary policy aided this moderation. With inflation largely within the Reserve Bank of India's comfort zone, the central bank undertook calibrated monetary policy measures to support growth and liquidity.

The Standing Deposit Facility (SDF) rate under the Liquidity Adjustment Facility (LAF) was adjusted to 5.25%, while the Marginal Standing Facility (MSF) rate and the Bank Rate were brought down to 5.75%. These interventions played a pivotal role in supporting borrowing activity, improving rural liquidity and spurring automobile financing.

Industrial activity, as measured by the Index of Industrial Production (IIP), grew by 5.9% in FY25, driven by stronger performance in manufacturing and capital goods. In April 2025 alone, the IIP rose by 2.7%, signalling steady momentum despite global trade volatility.

India's external sector also demonstrated strength. Exports touched a record US\$824.9 Billion, supported by a sharp uptick in service exports and a stable rupee. High-value exports, such as electronics and engineering goods, continued to gain global traction, thereby enhancing India's role in global value chains.

Crude oil remains a critical input for India's transportation-intensive sectors. According to the Petroleum Planning &



Analysis Cell (PPAC), the Indian basket price averaged around US\$70.92 per barrel as of July 18, 2025, providing much-needed relief to India's energy import bill and helping to moderate domestic inflation, crucial for sectors such as the automotive and logistics industries.

Crucially, India has now become the fourth-largest economy in the world by nominal GDP, ahead of Japan, a testament to its expanding economic footprint. This milestone is accompanied by increased infrastructure development, expanded public investment and improved access to credit.

The Union Budget for FY2025–26 earmarked ₹11.21 lakh crore for capital expenditure, with a large share focused on rural connectivity, road building and logistics corridors. These developments are expected to significantly boost demand for mobility solutions across urban and rural India.

India's growing economic heft, a demographic dividend and a policy focus on infrastructure and manufacturing collectively provide a fertile environment for growth in the automotive and transport sector.





# Industry Overview

## Auto Industry

India, the world's third-largest auto market by sales and fourth-largest by production in 2025

India's automotive industry is a significant economic driver, accounting for 7% of the country's GDP and employing over 37 Million people. Production reached 28.4 Million vehicles in FY 2023-24, comprising 4.2 Million passenger vehicles, 0.97 Million commercial vehicles, 0.69 Million three-wheelers and 17.9 Million two-wheelers. The industry is dominated by two-wheelers (92.7% of production) and is the global leader in two-wheeler and tractor manufacturing, third in heavy trucks and fourth in cars.

## Recent Developments

**Market Growth:** The Indian automotive market was valued at USD 118.92 Billion in 2024 and is projected to surge to USD 276.46 Billion by 2034, reflecting a robust compound annual growth rate (CAGR) of 8.8% over the forecast period (2025–2034). This sustained expansion is fuelled by accelerating urbanisation, an expanding middle-class demographic, and heightened consumer preference for SUVs, electric vehicles (EVs), and hybrid models.

Passenger vehicle sales reached 4.3 Million units in 2025 and are forecasted to grow to 6 Million units by 2030, marking a CAGR of 6.8%. This trajectory underscores the sector's resilience and evolving market dynamics driven by innovation and shifting mobility preferences.

**Electric Vehicles (EVs):** India's electric mobility sector sustained strong growth in FY2024–25, led by continued demand in the two- and three-wheeler segments. Electric two-wheeler sales reached 946,448 units, marking a marginal 0.3% increase as the segment stabilised after a high-growth phase. In contrast, electric three-wheeler sales grew by 9.5% to 691,338 units, driven by PM eDrive subsidies, lower operating

costs and rising demand for last-mile delivery and urban transport. E-rickshaws and passenger carriers remained key contributors, supported by their strong economic viability.

Globally, the EV market was valued at USD 255.54 Billion in 2023 and is projected to expand to USD 2,108.80 Billion by 2033, registering a compound annual growth rate (CAGR) of 23.42% from 2024 to 2033. The sustained trajectory reflects structural shifts toward clean mobility and decarbonisation.

India's EV landscape is further catalysed by strategic initiatives such as FAME II, PM E-DRIVE and the Electric Mobility Promotion Scheme 2024. These programs promote demand incentives, manufacturing capability and ecosystem readiness. Additionally, infrastructure investments—2,877 charging stations across 68 cities—are strengthening operational viability and consumer confidence.

**Exports:** India's automobile exports have shown a dynamic trend over the past five financial years, culminating in a strong performance in FY2024-25. The Grand Total exports for FY2024-25 reached 5,363,089 units, marking a significant recovery and surpassing pre-pandemic levels from FY2019-20 (4,748,738 units).

**Policy Support:** The Government of India's Production-Linked Incentive (PLI) Scheme for the automotive and auto component sector is a significant step toward strengthening domestic manufacturing and accelerating the transition to advanced, green mobility solutions. While the scheme offers strategic benefits to eligible players, Atul Auto Limited does not currently qualify under the defined eligibility criteria. However, the Company remains committed to aligning with the broader objectives of the scheme by investing in electric vehicle development, improving operational efficiency, and exploring partnerships that support long-term value creation and competitiveness in the evolving mobility landscape. The Automotive Mission Plan 2047 aims to make India a global hub for manufacturing. Bharat NCAP and AIS 197 mandate enhancements to safety and connectivity features.

**Technological Advancements:** The adoption of AI, IoT, and Industry 4.0 principles (including robotics and automation) is boosting efficiency by 30%. Connected car features (telematics, diagnostics) and ADAS (Level 2) are gaining traction. Generative AI is prioritised by 63% of automotive CEOs for real-time data processing.

**Sustainability:** Focusing on green manufacturing, sustainable materials, and hydrogen-powered vehicles aligns with stricter CAFE III & IV norms (2027–2032). The EV and hybrid segments are the fastest-growing, driven by environmental goals.

## India's Three-Wheeler Market

India's three-wheeler market demonstrated steady performance in FY2024–25, maintaining its critical role in the country's public and goods transportation ecosystem. Total domestic sales stood at approximately 7,41,420 units in year 2025 against the 6,94,801 units in year 2024, , reflecting sustained demand across both passenger and cargo segments. Total export sales stood at approximately 3,06,914 units in 2025 against the 2,99,977 units in 2024, reflecting sustained demand across both passenger and cargo segments.

This demand was largely driven by the affordability, manoeuvrability and utility of three-wheelers, especially in Tier II and III cities where they remain a primary mode of last-mile connectivity. The passenger carrier segment continued to dominate volumes, supported by urban and semi-urban mobility needs. In contrast, the cargo segment saw increasing traction due to the rise of e-commerce and intra-city logistics.

Despite the growing penetration of electric variants, internal combustion engine (ICE) models still form a significant share of the market, particularly in regions where EV charging infrastructure remains underdeveloped. Three-wheeler exports decreased from 3.66 lakh to 3.00 lakh units between FY 2023-24 and FY 2024- 25. Backed by strong demand from both rural and urban areas and its continued relevance in India's low-cost mobility framework, the three-wheeler segment is expected to remain resilient and integral to the country's transportation landscape.

## Growth Drivers

**Infrastructure Development in Cities:** The rapid pace of urbanisation, combined with Smart City initiatives and evolving municipal frameworks, is accelerating demand for agile last-mile mobility solutions. Electric three-wheelers (e-3Ws) are uniquely positioned to meet these needs, designed to navigate congested streets and support intra-city transport with efficiency and minimal environmental impact. As urban ecosystems transition toward intelligent infrastructure, e-3Ws play a pivotal role in shaping inclusive, low-emission transport networks. Their affordability, compact form and sustainability advantages make them a strategic asset within India's expanding urban mobility landscape.

**E-commerce for Goods:** The exponential growth of e-commerce and hyperlocal delivery models has sharply increased demand for agile, cost-effective logistics solutions. Cargo three-wheelers have emerged as the preferred mode for doorstep deliveries across Tier I, II, and III cities, offering unmatched scalability, fuel efficiency, and affordability for fleet operators and small enterprises. Their compact design and low operating costs make them ideal for navigating congested streets and optimising delivery routes. At the same time, their economic viability supports inclusive growth across urban and semi-urban markets. As digital commerce continues its rapid expansion, cargo three-wheelers are cementing their role as a foundational element of India's last-mile logistics ecosystem.

**Better Roads and Highways:** Strategic investments in highway modernisation and last-mile road connectivity—through flagship schemes such as Bharatmala and PM Gati Shakti—are significantly enhancing roadway quality across urban and rural corridors. These improvements have expanded the operational range of three-wheelers, enabling smoother transit and increased service coverage. Improved infrastructure directly lowers maintenance costs and optimises travel time, making three-wheeler operations more economically viable across both passenger and cargo segments. This infrastructure-led efficiency is not only boosting fleet productivity but also catalysing greater adoption, particularly in emerging logistics hubs and underserved transit zones.

Government policies, including FAME II, EMPS-2024 and PM E-DRIVE, have been instrumental in providing incentives of ₹25,000–₹50,000 per unit, driving affordability for operators and fleet buyers. The cost-efficiency of e-rickshaws is compelling, delivering significant savings in lifecycle costs. Technological shifts, from lead-acid to lithium-ion batteries and advanced telematics, are improving vehicle uptime, reliability and ROI for operators.

**Sustainability Policies:** India's commitment to cleaner mobility is accelerating the shift towards electric three-wheelers. Backed by policy support such as FAME II and state-level EV incentives, the market is witnessing rising adoption of electric variants. These vehicles not only reduce emissions and running costs but also align with the broader ESG goals of fleet operators, making them increasingly attractive for both commercial and passenger use.



**E-3 Wheeler Industry:** India continues to dominate the global electric three-wheeler (e-3W) market, with 691,306 units sold in 2024—an 18% year-on-year increase—capturing 57% of all three-wheeler sales in the country. The momentum has carried into 2025, with 235,157 electric 3Ws sold in just the first four months, marking a 14% YoY growth. This robust adoption is supported by the PM e-Bus Sewa and PM e-Drive schemes, which offer subsidies of up to ₹50,000 per vehicle. Factors such as rapid urbanisation, the rise in last-mile delivery needs and significantly lower operating costs—nearly 80% less than internal combustion engine (ICE) counterparts—continue to drive the segment's rapid electrification.



# Opportunities and Threats

Atul Auto is strategically positioned to capitalise on multiple growth avenues in both domestic and international markets:

## Opportunities

We are holding on each market scope:

**Market Expansion and Network Growth:** The Company is focused on penetrating untapped rural and semi-urban regions by increasing its dealership and service network. This initiative, supported by its new Ahmedabad facility with an additional annual capacity of 60,000 units, will significantly enhance market reach and operational agility.

**Government Policy Support and EV Momentum:** The continued thrust on clean mobility through programs like FAME-II, state EV policies, and incentives for electric vehicle adoption provides a strong tailwind for Atul's growing electric three-wheeler portfolio. The Company aims to play a leading role in India's transition to sustainable last-mile mobility.

**Export Market Acceleration:** With a presence in over 16 countries, Atul is actively working to expand its international business. Focused efforts in logistics partnerships, regional compliance, and product localisation are expected to increase export contribution from 7% to over 20% of total revenue.

**Product Innovation and Electrification:** Investments in R&D and strategic collaborations in the electric vehicle value chain (e.g., battery tech, drivetrain systems) will help Atul to upgrade its electric and CNG vehicles to meet future demand.

**Digital Enablement and Customer Engagement:** Enhanced use of digital platforms for lead generation, after-sales service, and finance partnerships will improve customer experience and retention, particularly in underpenetrated markets.

## Threats

While the business environment presents robust opportunities, Atul Auto remains cautious of evolving industry headwinds and structural risks:

**Rising Competitive Intensity:** The domestic three-wheeler market continues to face aggressive competition from both legacy OEMs and emerging EV startups. The fight for market share in both ICE and electric segments may lead to pricing pressures.

**Technology and Supply Chain Risks:** Dependence on external suppliers for critical components, such as diesel engines, Atul may face cost volatility and margin reduction. The need to secure a robust, vertically integrated EV supply chain remains a strategic imperative.

**Global Economic Volatility:** Foreign exchange fluctuations, import/export regulations, and geopolitical tensions in key international markets may impact the scale-up of the export business.

# Operational Performance

Atul Auto delivered commendable performance in FY 2024–25, registering robust growth in sales volumes across both domestic and international markets. The Company's marketing team played a pivotal role in leveraging emerging opportunities, while the operations team ensured timely deliveries, reinforcing customer trust and strengthening the Atul brand. The successful stabilisation of manufacturing and assembly operations at its new facility further marked a key operational milestone.

During the year, Atul Auto significantly enhanced its innovation capability by upgrading its R&D infrastructure,

advancing technology systems and upskilling its teams. Notably, the Company made meaningful progress in its swappable battery pilot initiative, moving steadily toward full-scale deployment.

Looking ahead to FY 2025–26, the Company will intensify its focus on enhancing man-machine productivity to increase overall output and meet the growing market demand for three-wheelers.



# Financial Performance

Revenue from operations grew substantially by 34.46%, reaching ₹64,596 Lacs, as against ₹48,040 Lacs in FY24. This growth reflects enhanced market penetration and efficiency to grab the increased demand, Export revenue witnessed a healthy uptick, rising to ₹5,228 Lacs from ₹3,691 Lacs in the previous year - a testimony to the Company's growing global footprint. Profit before depreciation, interest, and tax stood at ₹6,208 Lacs, marking a strong growth over ₹3,472 Lacs recorded in

FY24 - highlighting improved operational efficiency. PBT for the year surged to ₹4,641 Lacs, compared to ₹1,783 Lacs in the previous financial year - a growth of over 160%, reflecting disciplined cost control and better realisations. Net Profit After Tax stood at ₹3,462 Lacs, a significant improvement over ₹1,347 Lacs in FY24, underlining the Company's strong bottom-line performance.

## The key financial ratios of the Company are as under:

Particulars	2024-25	2023-24	Details of significant changes
Debtors Turnover (Days)	34	38	--
Inventory Turnover (Days)	35	41	The improvement in inventory turnover days is primarily because of increase in sales volumes.
Interest Coverage Ratio (Times)	93.82	11.87	Company has prepaid the term debt, which has resulted into increase in interest coverage ratio.
Debt Equity Ratio	NA	NA	--
Current Ratio (Times)	2.18	2.29	--
Operating Profit (Before Tax) (%)	6.41	2.75	The growth in sales volume during the period has led to improved capacity utilisation and higher operating leverage, thereby positively impacting the company's bottom line.
Net Profit Margin (%)	5.36	2.84	
Return on Net Worth (%)	7.95	3.36	





# Segmental Performance

Atul Auto delivered a robust performance in FY25 across all key segments, registering a total sales volume of 32,508 units, up from 26,039 units in FY24. This growth reflects the company's focused execution, strong product portfolio, and expanding distribution footprint.

31%

year-on-year growth across all segments



## ICE

ICE (Internal Combustion Engine) vehicles continued to be the largest contributor, with sales rising from **16,439** units in FY24 to **22,188** units in FY25, a **35%** increase. Within the ICE category, Diesel Cargo vehicles grew by **41%**, from **8,738** to **12,315** units, while Diesel Passenger models grew by an impressive **68%**, from **3,309** to **5,567** units. However, CNG vehicles witnessed a marginal **2%** decline, from **4,392** to **4,306** units.



## EV

The company made significant strides in its electric vehicle portfolio, particularly in the L5 category under Atul Greentech. Sales of EV-L5 vehicles surged **286%**, from 455 units in FY24 to **1,755** units in FY25, underscoring growing market acceptance and the strength of the EV product lineup. Meanwhile, EV-L3 volumes remained stable, recording a modest 1% growth from **6,904** to **6,970** units.



## Export

Exports made a significant contribution to overall performance, with overseas sales increasing by **44%**, from **2,241** units in FY24 to 3,236 units in FY25. This reinforces Atul Auto's growing presence in international markets and its ability to address mobility needs beyond domestic boundaries.



## Aftermarket

The Company also achieved strong traction in its aftermarket business, with spares sales reaching **₹51.20** crore in FY25, compared to **₹39.83** crore in FY24. Oil sales rose from **384 KL** to **549 KL**, supported by the onboarding of Veedol Corporation as a genuine oil partner and the addition of 3 new distributors. The launch of a mechanic loyalty program, enrolling over **4,000** mechanics, further strengthened Atul Auto's service ecosystem.



## Distribution Network

The network continued to expand with the addition of **85** new dealers during FY25, including **45 EV-L5** dealers and **40** ICE dealers, taking the total dealer count to **218**. The company has also laid out a plan to add 50 new dealers in FY26, reinforcing its commitment to deeper market penetration and enhanced customer reach.

This segment-wise growth illustrates Atul Auto's balanced performance across product categories, geographies, and business verticals.



# Human Resources

Atul Auto firmly believes that its workforce is the cornerstone of sustainable growth and long-term success. The Company's human resource development strategy is grounded in a comprehensive, multidimensional framework designed to unlock workforce potential and align talent with evolving business imperatives.

This framework spans key strategic pillars, including workforce planning, employee engagement, performance and rewards, learning and development, career advancement, succession planning and enterprise-wide

organisational development. Each element is governed by robust policies and well-defined standard operating procedures, regularly reviewed to ensure alignment with emerging priorities and industry benchmarks.

Atul Auto places strong emphasis on attracting, developing and retaining high-performing talent. Through ongoing capability-building programs, employees are equipped with the skills and perspectives needed to thrive in an increasingly dynamic and competitive market environment. The Company views learning and development as a critical

enabler of professional growth, fostering meaningful contributions across all levels of the organisation.

As of March 31, 2025, Atul Auto employed 1334 individuals, including contractual staff.

The Company maintained harmonious industrial relations throughout the year, with no reported labour disruptions—testament to a workplace culture rooted in trust, collaboration and shared purpose. These enduring values continue to inspire employee engagement and reinforce Atul Auto's vision for a resilient and future-ready workforce.



# Internal Control System

Atul Auto Limited maintains a robust internal control framework designed to ensure operational efficiency, accuracy in financial reporting and adherence to applicable laws and regulations. These systems are continuously monitored and evaluated by reputable professional auditors, ensuring they remain effective and aligned with evolving business requirements.

The Company remains committed to strengthening its internal control

environment by introducing well-defined policies and procedures across all critical areas. A significant focus has been placed on embedding controls and checks within the SAP ERP system to enhance automation, traceability and oversight.

For the financial years 2023–24 and 2024–25, KPMG has been appointed as the Internal Auditor for Atul Auto Limited, as well as its subsidiaries—Atul Greentech Private Limited and Khushbu Auto Finance Limited. This partnership

underscores the Company's commitment to rigorous internal review and governance standards.

With an increased emphasis on internal vigilance and risk mitigation, Atul Auto's internal control systems continue to evolve as a strategic tool to support sound decision-making and safeguard the Company's assets and operations.

# Risk Management

Atul Auto operates in a dynamic landscape, marked by evolving opportunities and inherent risks. To navigate this environment effectively, the Company has established a proactive and structured risk governance framework that enables the early identification, informed evaluation, and timely mitigation of potential threats to value creation.

This framework integrates rigorous risk assessment protocols that evaluate both the nature and the evolving probability-

impact profile of identified risks. It empowers decision-makers with dynamic insights, ensuring strategic responses are aligned with business realities.

Robust processes and articulated guidelines support active monitoring and effective management of key risk areas. The management team maintains continuous oversight, aligning risk mitigation efforts with the Company's strategic objectives and operational priorities.

To uphold transparency and accountability, Atul Auto has implemented structured procedures that keep the Board of Directors regularly apprised of critical risk assessments and mitigation initiatives. This governance approach is underpinned by a strong organisational culture committed to ethical conduct, integrity and stakeholder trust—core values that remain central to safeguarding long-term sustainability.



**CAUTIONARY STATEMENT:** THIS DOCUMENT CONTAINS FORWARD-LOOKING STATEMENTS REGARDING ATUL AUTO LIMITED'S EXPECTED FINANCIAL AND OPERATIONAL PERFORMANCE, WHICH ARE BASED ON CURRENT ASSUMPTIONS AND SUBJECT TO INHERENT RISKS AND UNCERTAINTIES. FACTORS SUCH AS GLOBAL ECONOMIC CONDITIONS, COMPETITIVE PRESSURES, RAW MATERIAL COST FLUCTUATIONS, AND REGULATORY CHANGES MAY CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED OR IMPLIED. STAKEHOLDERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE STATEMENTS, AS THEY REFLECT PROJECTIONS THAT MAY NOT FULLY MATERIALISE



# Board's Report

Dear Members,

The Board of Directors are pleased to present Thirty Seventh Annual Report along with the audited financial statements for the financial year ended March 31, 2025.

## FINANCIAL RESULTS

The financial performance of the Company on standalone basis for the year ended March 31, 2025 is summarized below:

(₹ in lacs except per share data)		
Particulars	2024-25	2023-24
<b>Revenue from Operations</b>	<b>64,596</b>	<b>48,040</b>
Other Income	499	462
<b>Total Income</b>	<b>65,095</b>	<b>48,502</b>
Operating Costs	58,887	45,030
<b>Profit Before Depreciation, Interest, Exceptional Items and Tax (PBDIT)</b>	<b>6,208</b>	<b>3,472</b>
Depreciation & Amortization Expense	1,517	1,525
<b>Profit before Interest, Exceptional Items and Tax</b>	<b>4,691</b>	<b>1,947</b>
Interest	50	164
Exceptional Items	-	-
<b>Profit before Tax (PBT)</b>	<b>4,641</b>	<b>1,783</b>
Tax Expense	1,179	436
<b>Profit after Tax (PAT)</b>	<b>3,462</b>	<b>1,347</b>
Other Comprehensive Income	-43	-49
<b>Total Comprehensive Income for the period</b>	<b>3,419</b>	<b>1,298</b>
<b>Opening Balance in Profit and Loss Account</b>	<b>24,897</b>	<b>23,599</b>
<b>Balance carried to Balance Sheet as Retained Earnings</b>	<b>28,316</b>	<b>24,897</b>
<b>Earnings per Share (₹)</b>	<b>12.47</b>	<b>5.09</b>

## FINANCIAL REVIEW AND HIGHLIGHTS

FY 2024-25 was a year of robust growth and operational excellence for Atul Auto Limited. The Company recorded a commendable improvement across all key financial indicators, reflecting its focus on efficiency, customer satisfaction, and market expansion. The highlights of the standalone financial performance for the year are summarized below:

### • Strong Growth in Vehicle Sales

The Company sold 32,508 vehicles during FY 2024-25, compared to 26,039 units in the previous year - registering a notable increase of 24.84% in volumes.

### • Significant Rise in Revenue from Operations

Revenue from operations grew substantially by 34.46%, reaching ₹64,596 Lacs, as against ₹48,040 Lacs in FY 2023-24. This growth reflects enhanced market penetration and efficiency to grab the increased demand.

### • Impressive Performance in Export Segment

Export revenue witnessed a healthy uptick, rising to ₹5,228 Lacs from ₹3,691 Lacs in the previous year - a testimony to the Company's growing global footprint.

### • Improved Operating Profitability (EBITDA)

Profit before depreciation, interest, and tax stood at ₹6,208 Lacs, marking a strong growth over ₹3,472 Lacs recorded in FY 2023-24 - highlighting improved operational efficiency.

### • Sharp Increase in Profit Before Tax (PBT)

PBT for the year surged to ₹4,641 Lacs, compared to ₹1,783 Lacs in the previous financial year - a growth of over 160%, reflecting disciplined cost control and better realizations.

### • Remarkable Growth in Net Profit (PAT)

Net Profit After Tax stood at ₹3,462 Lacs, a significant improvement over ₹1,347 Lacs in FY 2023-24, underlining the Company's strong bottom-line performance.



The highlights of consolidated results with performance of associate and subsidiary companies are described in this report separately.

## DIVIDEND

Aiming to retain profits and support future growth in an external situation in accordance with the Company's Dividend Distribution Policy, the Board of Directors of the Company has not declared any dividend for the year ended March 31, 2025.

## CAPITAL STRUCTURE

As on March 31, 2025, the company's authorised share capital was ₹15,00,00,000/- (Rupees Fifteen Crores Only) divided into 3,00,00,000 (Three Crore only) equity shares of ₹5/- (Rupees Five only) each.

The Company's paid up capital is ₹13,87,56,400/- (Rupees Thirteen Crores Eighty Seven Lacs Fifty Six thousand and four hundred Only) divided into 2,77,51,280 (Two Crore Seventy Seven Lacs Fifty one thousand and two hundred eighty only) equity shares of ₹5/- (Rupees Five only) each.

There is no change in share capital of the Company during the year.

## CONSOLIDATED FINANCIAL STATEMENTS

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable provisions of the Companies Act, 2013 read with the rules issued thereunder, the Consolidated Financial Statements of the Company for the financial year 2024-25 have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company and its subsidiary companies, as approved by the respective Board of Directors.

In accordance with Section 136 of the Act, the financial statements, including consolidated financial statements, auditor's report and every other document required by law to be annexed or attached to the financial statements are available for inspection at Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of the Company. The financial statements including consolidated financial statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of the Company at <https://atulauto.co.in/subsidiaries-reports.aspx>

## PERFORMANCE OF SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES

Pursuant to provisions of Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the

Company's Subsidiaries, Associates and Joint Ventures in Form AOC-1 is attached to the consolidated financial statements.

During the year under review, there are no companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies. The Company does not have any Associate Company or Joint Venture. The performance of subsidiary companies during financial year 2024-25 are as under:

### Khushbu Auto Finance Limited

Khushbu Auto Finance Limited (KAFL), Wholly-Owned Retail Finance Arm of Atul Auto Limited, stood as a backbone to the financing of AAL's three wheelers during FY 2024-25. In the previous year, KAFL's market share stood at 37.25% in total retails of Company's vehicles at KAFL present locations.

The Income from operations during FY 2024-25, showed an increase of 21.50% as compared to last year but this could not positively contribute to the bottom line as the company decided to write off certain portion of COVID affected portfolio in Q1 FY 2024-25. The AUM as at March 31, 2025 stands at ₹237.21 Crores showing an increment of more than 15% as compared to last year.

Surpassing its last year's record high disbursement, KAFL achieved its highest monthly disbursement in FY 24-25 of ₹14.55 crores in October-2024 and total disbursement of ₹142.21 crores during the year. With positive market outlook, KAFL intends to achieve an even higher revenue from operations and profit in the upcoming years.

As per explanation provided under the Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the term "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. KAFL, wholly owned subsidiary of the Company is to be considered as unlisted material subsidiary for FY 2024-25 since net-worth of KAFL is more than 20% of net-worth of the Company as on March 31, 2024, end of preceding financial year.

Smt. Aarti J Juneja (DIN: 06872059), Independent Director of the Company was the Independent Director of KAFL in compliance with regulation 24 of the SEBI Listing Regulations till February 08, 2025. Due to completion of her second term in Atul Auto Limited, she also ceased to be a Director on the board of KAFL. Shri Gurudeo Madhukar Yadwadkar, Independent Director (DIN: 01432796) of the Company is the Independent Director of KAFL in compliance with regulation 24 of the SEBI Listing Regulations.

During the financial year 2024-25, for the purpose of repayment of Loan/ ICD and for meeting long term working capital and general corporate requirement of KAFL, the Company has additionally invested ₹24.94 Crore by way of subscription of 1,32,00,000 equity shares of its wholly-owned subsidiary on right basis in two tranches in September, 2024.



### **Atul Green Automotive Private Limited**

Atul Green Automotive Private Limited is wholly owned subsidiary of the Company. It is in the business of sales of spare parts of Atul vehicles to certain international markets.

The Investment in share capital of Atul Green Automotive Private Limited was ₹45 Lacs as on March 31, 2025. It does not have any operating revenue during the year.

### **Atul Greentech Private Limited**

Atul Greentech Private Limited ("AGPL"), incorporated in the year 2020 is in the business of manufacturing electric three wheelers as well as electric vehicle spares and parts including battery packs, battery management system, battery charger etc. for the purpose of L5 Category electric vehicles of Atul Auto Limited and various other applications and electric motor vehicles.

At the end of financial year 2024-25, the investment in share capital of AGPL was ₹30 Crore.

During the FY 2024-25, AGPL has ramped up its sales and recorded revenue of ₹6431 Lacs compared to ₹1454 Lacs in previous year, and reported post tax loss of ₹1593 Lacs as against ₹957 Lacs during previous year, the Company is taking all necessary steps for minimizing loss and seizing global and domestic market requirements.

Recently AGPL has entered into a strategic partnership with Amara Raja Group to develop and supply of Lithium Iron Phosphate (LHP) battery packs and chargers for electric vehicles. This collaboration aims to bolster India's 'Atma Nirbhar Bharat' initiative by enhancing domestic manufacturing capabilities in the EV sector.

AGPL has been expanding its presence and sales globally in the countries like Belgium, France, Italy, South Africa, Peru, Philippines and expecting to cover Nepal, Bangladesh, Ecuador South America, European and African Countries in near future.

AGPL has also partnered with Hindustan Petroleum Corporation Limited to deploy these vehicles through their dealer network.

AGPL jointly with Honda Power Pack Energy India & Valeo have formed a strategic partnership to launch battery-swapping technology and infrastructure for electric vehicles (EVs). This collaboration aims to enhance the efficiency and convenience of EV operations by providing easily swappable batteries and it will reduce downtime for re-charging batteries.

### **Atulease Private Limited**

The Company has also incorporated Atulease Private Limited in June-2024 with 80% equity stake in it for the purpose of operational leasing of three-wheeler and other vehicles. Atulease is planning to commence its business in near future.

The Investment in share capital of Atulease Private Limited was ₹8 Lacs as on March 31, 2025. It does not have any operating revenue during the year.

## **LOANS, GUARANTEES AND INVESTMENTS**

Particulars of the loans given, investment made or guarantee given pursuant to section 186 of the Companies Act, 2013 and the purpose for which the loan or guarantee or investment is proposed to be utilized by the recipient of the loan or guarantee are provided in Note No. 46 to the Standalone Financial Statements. These loan, guarantee and investments are in compliance with section 186 of the Companies Act, 2013.

## **LIQUIDITY**

The Company has cash and cash equivalents of ₹1507 Lacs as on March 31, 2025. Moreover, the Company has unutilized sanctioned working capital facilities ₹3000 Lacs from IDBI Bank, and ₹750 Lacs from ICICI Bank as on March 31, 2025 to meet the liquidity requirement.

## **TERM DEBT**

During the FY 2024-25, the Company has not availed any fund-based credit facilities and hence, the Company is enjoying debt-free status.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the financial year 2024-25, second consecutive term of Smt. Aarti Juneja completed on February 08, 2025 and she was ceased to be an Independent Director of the Company. Further with recommendation of Nomination and Remuneration Committee, the Board has appointed Shri Ramesh Chandra Maheshwari (DIN: 09343538) and Smt. Honey Sethi (DIN: 10721537) as Additional Independent Directors and shareholders also approved regularization of their office as Independent Directors at 36<sup>th</sup> AGM of the Company.

Shri Mahendra J. Patel is liable to retire by rotation at the ensuing AGM in compliance with the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and being eligible has offered himself for reappointment. The Independent Directors of Company are not liable to retire by rotation as per provisions of section 149(13) of the Companies Act, 2013.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under 149(6) of the Companies Act, 2013 read with rules issued there under as well as Regulation 16(1)(b) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). The Board is of the opinion that Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfil their duties as Independent Directors. In terms of Regulation 25(8) of the Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstances or situation which

exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA). Shri Mohan Jit Walia, Dr. Jaichander Swaminathan, Shri Ramesh Chandra Maheshwari and Smt. Honey Sethi have cleared the test. Gurudeo Madhukar Yadwadkar is exempted from passing the test pursuant to third proviso of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

During FY 2024-25, Shri Jayantibhai J Chandra has tendered his resignation from the post of Chairman and Whole-time Director of the Company with effect from closing hours on May 16, 2024 due to his unforeseen medical circumstances and restricted body functions. The Board of Directors expressed their deep sense of appreciation and gratitude to Shri Jayantibhai J Chandra, founder of the Company for his immense contribution in various capacities.

Shri J J Chandra was founding force behind the Atul Auto Limited; he has been instrumental in shaping the company's vision, culture, and trajectory since its inception in 1994. Under his leadership, Atul grew many fold from a bold idea into a respected industry leader, known for innovation and growth.

Board of Directors, expresses deepest appreciation to Shri J J Chandra for his unwavering dedication, entrepreneurial spirit, and the strong foundation he has built. His legacy will remain in the DNA of the Company, and his influence will continue to inspire us as we move forward.

Shri J J Chandra's decision to step down comes at a time of strength and momentum for the company. We remain committed to honoring the values and vision that have guided us from the beginning.

The details of policy on Directors' Appointment, its remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under subsection (3) of section 178; and performance evaluation has been described in detail in the report on Corporate Governance of the Company which forms an integral part of the report.

There was no change in the Key Managerial Personnel during the year except mentioned above.

## NUMBERS OF MEETINGS OF BOARD

The Board met five times during financial year 2024-25, the details of which are provided in the Corporate Governance Report. The gap between any two meetings was within the period prescribed by the Act and the SEBI Listing Regulations.

## COMMITTEES OF THE BOARD

The Board of Directors has the following Committees as on March 31, 2025:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

## PERFORMANCE EVALUATION

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for evaluating the performance of Individual Directors, Committees of the Board and the Board as a whole.

In terms of the requirement of the Companies Act, 2013 and the SEBI Listing Regulations, an annual performance evaluation is undertaken. The details of the evaluation process, parameters etc. are set out in the Corporate Governance Report which forms a part of this Annual Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, the Directors, based on the information and representations received from the Management of the company, confirm that:

- in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed and there are no material departures from the same;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at March 31, 2025 and of the Profit of the company for that period;
- they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively during the financial year ended March 31, 2025; and
- they had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively throughout the financial year ended March 31, 2025.



## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms an integral part of this report and gives details of the overall industry structure, economic developments, outlook, operational performance and state of affairs of your Company.

## CORPORATE GOVERNANCE

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with certificate from the Auditors on its compliance forms an integral part of this report.

## AUDITORS AND AUDITORS' REPORT

### Statutory Auditors

M/s. Maharishi & Co., Chartered Accountants (ICAI Firm Registration No. 124872W) ("Existing Auditors") were appointed as statutory auditors of the Company at Thirty Fourth AGM to hold office upto thirty ninth AGM of the Company to audit the financial statement from FY 2022-23 to FY 2026-27. They have confirmed that they are not disqualified from continuing as Auditors of the Company. The peer review certificate of M/s. Maharishi & Co. is valid upto May 31, 2028.

The Auditors' Reports for the financial year ended March 31, 2025 on the financial statements (Standalone and consolidated) of the Company is a part of Annual Report. The auditors' report does not contain any qualification, reservation or adverse remark.

### Secretarial Auditors

The Report of the Secretarial Auditor for FY25 is annexed herewith as **Annexure - A**. The said Secretarial Audit Report does not contain any qualification, reservations, adverse remarks or disclaimer.

Further, in accordance with the provision of Regulation 24A of the Listing Regulations, Secretarial Audit of its material unlisted Indian subsidiary Khushbu Auto Finance Limited is required to be conducted. The Secretarial Audit Report for the financial year ended March 31, 2025 of Material Unlisted Subsidiary of the Company is set out at **Annexure - B** to this Report.

Pursuant to 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. Hardik Hudda & Associates (Unique Code No. S2015GJ306400, CP No.14697), a peer reviewed Company Secretaries in Practice as Secretarial Auditors of the Company for a period of five years, i.e., from April 1, 2025 to March 31, 2030, subject to approval of the Shareholders of the Company at the ensuing AGM.

The Company is not required to get its cost records audited for the financial year 2024-25.

The Board has appointed KPMG Assurance and Consulting Services LLP as Internal Auditors of the Company for the period

of two years up to FY 24-25 under Section 138 of the Companies Act, 2013 as per the scope provided by the Board.

## REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee or Central Government under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## INTERNAL FINANCIAL CONTROLS

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

## RELATED PARTY TRANSACTIONS

All transactions entered with related parties for the financial year 2024-25 were on arm's length basis and in the ordinary course of business and that the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder, disclosure in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 is set out in **Annexure - C**. Further, there is no material transaction with any related party during the year under review. The Company complies with the policy on related party transactions while identification and monitoring it.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on Related Party Transactions formulated by the Company. There are no materially significant related party transactions that may have potential conflict with interest of the Company at large.

All related party transactions are placed before the Audit Committee as also to the Board for review and approval. Omnibus approval of the Audit Committee was obtained for transactions which are of repetitive nature. Transactions entered into pursuant to omnibus approval are reviewed by Audit Committee and a statement giving details of all related party transactions are placed before the Audit Committee and the Board for review on a quarterly basis. The Company regularly makes necessary modifications to the said policy in line with the amendments as introduced in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.

The details of the related party transactions as per Indian Accounting Standards (Ind AS) - 24 are set out in Note No. 42 to the Standalone Financial Statements of the Company.

## ANNUAL RETURN

The Companies (Management and Administration) Amendment Rules, 2020 has done away the requirement of attaching extract of Annual Return in Form MGT-9 to Board's Report. The annual return in Form MGT-7 as required under Section 92(3) of the Companies

Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at <https://atulauto.co.in/subsidiaries-reports.aspx>

## EMPLOYEE AND RELATED DISCLOSURES

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force).

As per the provisions of Section 136(1) of the Act and Rule 5 of the Rules, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees under Rule 5(2) of the Rules. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company

Disclosures 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 are annexed to this report as **Annexure - D**.

## CORPORATE SOCIAL RESPONSIBILITY

The Company has always laid emphasis on progress with social commitment. We believe strongly in our core values of empowerment and betterment of not only the employees but also our communities. Following this principle, the Company had laid the foundation of a comprehensive approach towards promoting and facilitating various aspects of our surrounding communities. The Report on CSR activities which is reviewed by the Board at its meeting held on May 10, 2025 as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure - E** and forms an integral part of this Report.

With notification of the Companies (Amendment) Act, 2020, the roles and responsibilities of CSR Committee is now be taken care by Board of Directors. The details of the CSR initiatives as per the CSR Policy of the Company forms part of the CSR Section in this Report.

During the financial year 2024-25 and 2023-24, the company was not liable for any CSR Expenditure. During financial year 2022-23, the company has spent ₹22.63 Lacs in excess which is entitled to be carried forward in next financial year 2025-26 in accordance with Section 135 of the Companies Act, 2013.

The Board has approved a policy for Corporate Social Responsibility and same has been uploaded on the website at <https://atulauto.co.in/policiescodes/>

## VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors

and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the Internal Rules/ Code of Conduct of the Company. The details of the same have been described in more depth in Corporate Governance Report.

The Company has established system for reporting, investigation and suitable action in line with the whistle blower policy. The whistle blower Policy is also available on Company's website at weblink: <https://atulauto.co.in/policiescodes>

## CREDIT RATING

During FY 2024-25, CRISIL has reaffirmed its rating CRISIL BBB+/ Stable for long term bank loan facilities and CRISIL A2 for short term bank loan facilities of the Company.

## CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of conservation of energy, research and development, technology absorption and foreign exchange earnings and outgo in terms of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 for the year ended March 31, 2025 are annexed to this report as **Annexure - F**.

## RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks help in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board of Directors.

The Company has Risk Management Committee with the following Members as on March 31, 2025:

Mahendra J Patel	Chairman
Neeraj J Chandra	Member
Jaichander Swaminathan	Member
Hiren V Patel	Member

Some of the risks that the Company is exposed to are: Financial Risk, Commodity Price Risk, Regulatory Risk, Human Resource Risk, Strategic Risk, Pandemic Risk etc.

## SECRETARIAL STANDARDS OF ICSI

During the financial year under review, the Company has complied with the applicable provisions of the Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

## INDIAN ACCOUNTING STANDARDS

The Company adopted Indian Accounting Standards (Ind AS) from April 1, 2017. Accordingly, the financial statements have been prepared in compliance with Ind AS as per the Companies (Indian



Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Act and other relevant provisions of the Act. In the preparation of financial statements, no treatment which is different from that prescribed in an Accounting Standard has been followed.

### INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In accordance with applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to IEPF, after completion of seven (7) years. Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for seven (7) consecutive years or more shall be transferred to the demat account of the IEPF Authority. The details relating to amount of dividend transferred to IEPF is provided in the General Shareholders Information section of this Annual Report.

### OTHER DISCLOSURES

Few statutory disclosures the Company is required to do are as under:

- The Board of Director of the Company has not proposed any amount for transfer to the reserve for the financial year ended March 31, 2025.
- During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).
- The Company has not paid any commission to any of its Directors and hence, provision of disclosure of commission paid to any Director as mentioned in Section 197(14) is not applicable.
- The Managing Director of the Company has not received any remuneration or commission from any of Company's subsidiaries.
- There has been no instance of any revision in the Board's Report or the financial statement under Section 131(1) of the Act.
- During the year under review, there were no complaints/ cases filed/ pending/ disposed-off pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Company has complied with the provisions relating to the constitution of Internal Complaints Committee and other provisions under the said Act.

- The Company has complied with the Maternity Benefit Act, 1961 and all eligible women employees are granted paid maternity leave as per the Act.
- No application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the financial year ended March 31, 2025.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- There have been no material changes/ commitments, affecting the financial position of the company which have occurred between end of the financial year of the company to which the financial statements relate and the date of the report. There has been no changes in nature of business of the Company.
- All the recommendations made by the Audit Committee were accepted by the Board of Directors.
- The Company does not have any scheme or provision of money for the purchase of its own shares by employees/ Directors or by trustees for the benefit of employees/ Directors.
- The Dividend Distribution Policy is uploaded on <https://atulauto.co.in/policiescodes/>
- The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof – Not Applicable

### APPRECIATION

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

Your Directors sincerely convey their appreciation to dealers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board of  
**Atul Auto Limited**

**Neeraj J Chandra**  
Managing Director  
DIN: 00065159

**Mahendra J Patel**  
Whole-time Director & CFO  
DIN: 00057735

Place: Bhayla (Dist. Ahmedabad)  
Date: August 07, 2025

## SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED MARCH 31, 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,  
ATUL AUTO LIMITED**

Survey No. 86, Plot No. 1 to 4,  
8B National Highway,  
Near Microwave Tower,  
Shapar (Veraval), Dist. Rajkot,  
Gujarat, India 360024

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Atul Auto Limited (CIN: L54100GJ1986PLC016999) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended March 31, 2025 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable to the Company as there was no reportable event during the Audit period under review)
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Company as there was no reportable event during the Audit period under review)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company as there was no reportable event during the Audit period under review) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company there was no reportable event during the Audit period under review);
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company:

- (i) The Motor Vehicles Act, 1988 and the Rules made thereunder to the extent of product certification before production and from time to time primarily in respect of vehicles manufactured by the Company

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



- (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

**I further report that-**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. 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 the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except meetings convened at a shorter notice), 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I 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.

I further report that during the audit period, the company has not undertaken any event/action having a major bearing on the Company's affairs.

For **Hardik Hudda & Associates,**  
Practicing Company Secretaries

**CS Hardik Hudda**

Proprietor

Membership No: A39621 CP No: 14697

Peer Review No: 1805/2022

UDIN: A039621G000952632

Place : Ahmedabad

Date : August 07, 2025

## Annexure - B

### SECRETARIAL AUDIT REPORT OF KHUSHBU AUTO FINANCE LIMITED, A MATERIAL SUBSIDIARY FOR THE FINANCIAL YEAR ENDED MARCH 31, 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 read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To,  
The Members,  
KHUSHBU AUTO FINANCE LIMITED**

SH 111 112 Jimmy Tower,  
Opp Swaminarayan Gurukul, Gondal Road,  
Bhaktinagar, Rajkot, Gujarat- 360002, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Khushbu Auto Finance Limited (CIN: U74999GJ1994PLC022816) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended March 31, 2025 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (Not Applicable during the audit period as the securities of the Company is not listed on stock exchange);
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and

External Commercial Borrowings(Not Applicable during the audit period);

I further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company:

- (i) Reserve Bank of India Act, 1934
- (ii) Master Directions issued by RBI

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.

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

#### I further report that -

In respect to the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 and 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Company Secretary w.e.f. December 01, 2024 by filing the casual vacancy aroused due to resignation of previous Company Secretary w.e.f. October 15, 2023.

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 the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except meetings called at a shorter notice with required approvals), 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.



All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I 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.

I further report that during the audit period, the company has not undertaken any event/action having a major bearing on the Company's affairs.

For **Hardik Hudda & Associates,**  
Practicing Company Secretaries

**CS Hardik Hudda**

Proprietor

Membership No: A39621 CP No: 14697

Peer Review No: 1805/2022

UDIN: A039621G000946978

Place : Ahmedabad

Date : August 06, 2025

## Annexure - C

### AOC - 2

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

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Act, including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL
2. Details of material contracts or arrangement or transactions at arm's length basis: NIL

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid As advances as on March 31, 2025 if any:
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Please refer note 42 of the accompanying standalone financial statements for details of all related party transactions which, in the opinion of the Board, are in the ordinary course of business of the Company and are at arm's length basis.



**STATEMENT OF DISCLOSURES UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND  
RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL  
PERSONNEL) RULES, 2014**

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

Sr No	Name of Director/ KMP	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1	Jayantibhai J Chandra*	Chairman and Whole-time Director	2.38	NA^
2	Neeraj J Chandra	Managing Director	20.91	7.57
3	Mahendra J Patel	Whole-time Director & CFO	16.45	-4.80
4	Vijay K Kedia	Non-Executive Director	0.12	-28.00
5	Aarti Juneja <sup>+</sup>	Independent Director	0.31	NA^
6	Mohan Jit Walia	Independent Director	0.31	6.93
7	Jaichander Swaminathan	Independent Director	0.37	3.81
9	Gurudeo M Yadwadkar	Independent Director	0.35	77.45
10	Ramesh Chandra Maheshwari <sup>#</sup>	Independent Director	0.10	NA^
11	Honey Sethi <sup>#</sup>	Independent Director	0.16	NA^
10	Paras J Viramgama	Company Secretary and Compliance Officer	2.60	12.00

**Notes:**

\* Ceased to be a Director with effect from close of business hours on May 16, 2024, upon his resignation as a Director

<sup>#</sup> Shri R C Maheshwari and Smt. Honey Sethi has been appointed as an Independent Directors from August 11, 2024.

<sup>+</sup> Smt. Aarti Juneja ceased to be Director of the Company w.e.f. February 08, 2025.

NA^ Percentage increase in Remuneration of directors cannot be ascertained as they have joined/ left during FY 2024-25.

• Percentage increase/decrease in remuneration and ratios for Independent Directors may not be relevant since they are calculated on the basis of sitting fees paid which primarily depend upon number of meetings held and attended during the financial year.

• The median and other employee related comparative figures have been calculated on the basis of employees worked throughout both the year.

- (ii) **The percentage increase in the median remuneration of employees in the Financial Year**

In the financial year 2024-25, there was an Increase of 5.67% in the median remuneration of employees. The median remuneration of employees of the Company during the financial year was ₹5,16,480/-.

- (iii) **The number of permanent employees on the rolls of Company:**

There were 575 permanent employees on the rolls of the Company as on March 31, 2025.

- (iv) **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.**

Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2024-25 was 10.44%.

The average remuneration paid to executive directors reflected a marginal increase by only 1% compared to the previous period which is due to foregone of some part of the remuneration by Shri Mahendra J Patel whereas increase in remuneration of Shri Neeraj J Chandra based on his performance which is very much below than the average percentage increase in remuneration of overall employees.

The remuneration of Non-Executive Director and Independent Directors consist of sitting fees only. While deciding the remuneration, various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees, etc. were taken into consideration.

- (v) **Affirmation that the remuneration is as per the remuneration policy of the company:**

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

## ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 [Including any statutory modification(s) or re-enactment(s) for the time being in force]]

### 1. Brief outline on CSR Policy of the Company.

The guiding principle behind our approach to see Corporate Social Responsibility is "Together We Grow". Through the CSR initiatives, the Company strives to provide equitable opportunities for sustainable growth, thereby aligning with our goal to build Atul Auto into an organization which maximizes Stakeholder Value. The Company engages in activities whereby business further contributes to make a positive and distinguishing impact on the environment, customers, employees, suppliers, and society at large.

Our CSR Policy focuses on Education, Health, Promotion of National Culture, Environment Sustainability and Eradicating Hunger and Poverty.

#### **Eradicating Hunger and Poverty**

India is the fastest growing large economy in the world today. Despite this, one in every five Indians is poor. The first consequence of being poor is hunger. The Company has aim to minimize hunger and poverty at best possible level. The Company's activities include distribution of free meals and other household things to poor people mostly children and women. It also includes support in disaster preparedness and rehabilitation activities like Reconstruction efforts through retrofitting, improvements, shelter construction and distribution of foods, clothes etc.

#### **Education**

In the area of education, the Company continues to focus on providing good infrastructure and equipment of learning whereby creating the platform to grow. The Company aims at making a positive impact on society through educational development directly and through its partners.

#### **Health**

With the growing population, sanitation and healthcare have become central to India's development agenda. By directing resources towards access to healthcare and hygiene, we look to support interventions that include Primary Healthcare Support, Free Medical Camps for Rural Communities, Setting up of Rehabilitation Centres, Yoga Centres, Development of Hospitals, Provision of Mobile

Medical Units and Ambulances, providing access to Safe Drinking Water, healthcare support through Localized Medical Camps, etc.

#### **Promotion to Culture/ Art**

Arts and culture do not only form our frames of reference, our ways of thinking and our relationships to the past, the present and the future but form also the pivot upon which humankind's development revolves. The Company contributes to setting up of handicrafts units, award ceremony which encourages people for promotion of their art and culture.

#### **Environmental Sustainability**

Environmental sustainability has now turned into the key issues for corporate economic growth, environmental management and community development. Ignoring environmental problems can lead to degradation and depletion of natural resources which could prove detrimental to both the corporate sector business and the society. The Company put their attempts to plant more and more tree nearby its vicinity and cleanliness.

#### **Women Empowerment**

Almost every country, no matter how progressive has a history of ill-treating women. In other words, women from all over the world have been rebellious to reach the status they have today. The Company focuses on betterment of women involved in prostitution. It is need of the day to create awareness against this in public, creating employment opportunities, providing education, giving guidance and counselling, establishing rehabilitation centre etc. so that they can become part of the society.

The Company belongs to the Saurashtra Region of Gujarat State. Saurashtra region comprises eleven districts of the state, Rajkot district is one of them where the Company is situated. The Company gives priority to this Saurashtra Region for CSR Expenditure.

The detailed CSR Policy of the Company can be accessed through web-link: <https://atulauto.co.in/policiescodes/>



2. **The Composition of CSR Committee:** The Board of directors at its meeting held on May 27, 2022 dissolved the CSR Committee with immediate effect in compliance with section 135 of the Companies Act, 2013

Sl. 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
		Nil		

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company - <https://atulauto.co.in/corporate-governance-reports.aspx>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) - **Not Applicable**
5. (a) Average net profit of the company as per sub-section (5) of section 135: Net Loss of ₹2,89,86,167/-  
 (b) Two percent of average net profit of the company as per section 135(5): Nil  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil  
 (d) Amount required to be set off for the financial year, if any: Nil  
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Nil
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : Not Applicable  
 (b) Amount spent in Administrative Overheads: Not Applicable  
 (c) Amount spent on Impact Assessment, if applicable: Not Applicable  
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Not Applicable  
 (e) CSR amount spent or unspent for the Financial Year : Nil

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	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.
Nil	--	--	--	--	--

- (f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (₹)
(1)	(2)	(3)
(i)	Two per cent of average net profit of the company as per sub-section (5) of section 135	0
(ii)	Total amount spent for the Financial Year	0
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	22,63,481

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY-1							
2	FY-2			NIL				
3	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

☐ Yes ☒ No

If Yes, enter the number of Capital assets created/acquired

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

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

---- Not Applicable ----

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135. – Not Applicable

For and on behalf of the Board of  
**Atul Auto Limited**

.....  
**Neeraj J Chandra**  
Managing Director  
DIN: 00065159

.....  
**Mahendra J Patel**  
Whole-time Director & CFO  
DIN: 00057735

Place: Bhayla (Dist. Ahmedabad)  
Date: May 10, 2025



## Details of Conservation of energy, Research and development, Technology absorption, Foreign exchange earnings and outgo

[Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014]

### A. CONSERVATION OF ENERGY

Your Company is committed to follow responsible business practices by contributing to environmental conservation and protection. The Company has always been conscious of need for conservation of energy. Energy conservation measures have been implemented at plant and more efforts are continuously made by the Company to minimize wastages and reduce the consumption rate of power per unit of production. Your Company ensures strict compliance with all the statutory requirements, and has taken various initiatives for energy conservation and preserving natural resources like replacing conventional lights with LED lights, use of renewable energy etc. The consumption of units of electricity per vehicle significantly decreased from 208.36 units in FY 2023-24 to 171.36 per units in FY 2024-25 on account of optimum capacity utilization available production capacity of two plants.

Particulars	2024-25	2023-24*
Electricity consumed (Electricity purchased and produced from wind mill and solar plant)		
Units	52,41,199	52,49,104
Amount (₹ In Lacs)	503.85	491
Production in no. (Excluding Units manufactured by Contract manufacturing)	30,586#	25,192
Unit consumed per unit of production	171.36	208.36

\*Figures for FY 2023-24 is different from the ones provided last year on account of inclusion of electricity units produced from wind mill for better comparison.

#Production of units manufactured includes the 1,538 frames of vehicles manufactured on job work basis and supplied to Atul Greentech Private Limited.

The company has made a significant investment of ₹7 crore in setting up a solar power plant at its Bhayla Plant, which became operational in August 2024. Since its commissioning, the plant has generated 11 Lacs units of electricity and electricity cost reduced by ₹ 1 crore in financial year 2024-25. This initiative reflects the company's commitment to sustainable energy and reducing its carbon footprint, while also contributing to long-term cost savings and environmental responsibility.

The Company is maintaining a wind turbine (KW 600) at village Gandhvi (Lamba), Ta. Kalyanpur in Jamnagar District

for utilizing renewable energy. The wind mill has generated more than 8 Lacs electricity units in FY 2024-25.

The Company makes investment of revenue nature for conservation of energy on regular basis.

### B. RESEARCH AND DEVELOPMENT & TECHNOLOGY ABSORPTION

Your Company continues to derive sustainable benefit from the strong foundation and long tradition of R&D, which differentiates it from others. New models, variants, processes and benefits flow from work done in R&D Centre. The R&D of the Company based at Pune work closely with the business to create exciting innovations that help us win with our consumers. During the year under review, your Company continued to work on technology up-gradation and capability development in the critical areas of Powertrain, Gasoline Engines, Transmission, CED, Simulations, Emission, Safety, Weight reduction, Alternate fuels, Automotive electronics and Connected Vehicles. These technology focus areas are important to stay competitive in the market today and in the times to come.

To serve the customers with better, innovative and latest technology product, the Company has invested the amount in R&D activities in financial year 2024-25 as under:

(₹ in Lacs)		
Particulars	2024-25	2023-24
Revenue expenditure	743.18	576.97
Capital expenditure	96.40	-
<b>Total</b>	<b>839.59</b>	<b>576.97</b>

The Company gets benefits in the form of upgradation of the existing products on utilization of latest technology.

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

The Company has not imported any technology during last three years reckoned from the beginning of the financial year.

#### Future Plan of Action

The Company is investing further in people and equipment so as to strengthen its R&D and thereby enhance its capability to achieve better position in the future. In the future, we will

continue following more innovative, environment friendly and practical automobile vehicles considering changes in market trends. The Company has been making the significance investment in three-wheeler EV sector through its subsidiary Atul Greentech Private Limited.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

**Detail of Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:**

As part of its core strategy, the Company is tapping on export markets where our product is suitable to the needs of

the customers. During the year, 7.90% of our total revenues were derived from export. The Company is taking further steps to widen its international marketing network.

Foreign exchange earnings and outgoes during the year under review are as under:

(₹ in Lacs)	
Particulars	2024-25
Earning	5,050
Expenditure	220
Net Foreign Exchange Earning (NFE)	4,830
NFE/Earning (%)	95.64%

# Report on Corporate Governance

## CORPORATE GOVERNANCE PHILOSOPHY

At Atul Auto Limited, we believe that sound corporate governance is fundamental to achieving long-term business objectives and enhancing stakeholder value. For us, corporate governance goes beyond mere regulatory compliance - it is a core business principle that reflects our commitment to transparency, accountability, and ethical conduct.

We view corporate governance as a culture that nurtures the organization, rooted in our core values and focused on upholding public trust and confidence. It is a strategic investment essential for maintaining our reputation and sustaining long-term business success.

The Company has embraced the values of good governance, sustainability, and teamwork to generate enduring value for all its stakeholders. Our commitment to responsible governance has enabled us to achieve sustainable growth while fulfilling the expectations of stakeholders and contributing positively to society.

Guided by the principles of integrity, operational excellence, customer-centricity, and ethical leadership, Atul Auto continues to take deliberate steps towards growth and value creation. Our robust governance framework and systems support our journey toward consistent and responsible progress.

The Company remains fully compliant with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in relation to corporate governance.

## A. BOARD OF DIRECTORS

The Board of Directors ('the Board') has ultimate responsibility for the management, general affairs, direction, performance and long-term success of business as a whole. The Company is headed by Managing Director and has business/ functional heads, which look after the management of the day-to-day affairs of the Company.

## BOARD COMPOSITION

The Board of the Company has a good mix of Executive and Non- Executive Directors with more than half of the Board of the Company comprising Independent Directors. As on March 31, 2025, the Board comprise of eight directors out of which two Executive Directors, one Non-Executive Director and Five Independent Directors (including One Women Independent Director). Both Executive Directors are Promoters/ Promoter Group Members. There is no Nominee or Shareholders' Director on the Board of the Company.

The composition of the Board represents an optimal mix of professionalism, knowledge, experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board has put in place the plans for orderly succession for appointment to the Board and senior management. As part of its succession planning exercise, it reviews its composition periodically with the help of Nomination and Remuneration Committee to ensure that the same is closely aligned with the strategy and long-term needs of the Company.

The composition of the Board is in compliance with the requirements of Regulation 17 of the Listing Regulations read with Section 149 and 152 of the Companies Act.

On an annual basis, the Company obtains from each Director details of the Board and Board Committee positions he/ she occupies in other Companies and changes, if any, regarding their Directorships. Further, all Directors provide an annual confirmation that they do not attract any disqualification as prescribed under section 164 of the Companies Act, 2013 and Independent Directors confirm annually that they meet the criteria of independence as defined under Section 149(6) of the Companies Act, 2013 and Listing Regulations. Based on the confirmation/ declarations received from the Independent Directors and on evaluation of the relationships disclosed, the Board is of the opinion that the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the management.



## DIRECTORSHIP(S)/ COMMITTEE MEMBERSHIP(S)/ CHAIRMANSHIP(S) AND OTHER DETAILS AS ON MARCH 31, 2025

The details of each member of the Board along with the number of Directorship(s) / Committee Membership(s)/ Chairmanship(s), date of joining the Board and their shareholding in the Company as on March 31, 2025 are provided herein below:

DIN	Name of Director	Date of Joining the Board	No of Shares/ Convertible Warrants held in the Company	No. of Directorship in other Companies*	Name of Other Listed Entity (Type of Directorship)	Membership / Chairmanship of Committees in other Companies#	Inter-Se Relations
<b>Executive Directors</b>							
00065159	Neeraj J Chandra Managing Director	01.03.2012	1,05,118	--	--	--	--
00057735	Mahendra J Patel Whole-time Director & CFO	30.11.1994	2,77,848	--	--	--	--
<b>Non-Executive Non-Independent Director</b>							
00230480	Vijay K Kedia	31.01.2009	50,50,505	1	Shalby Limited (Non- Executive & Independent Director)	--	--
<b>Independent Directors</b>							
08535435	Mohan Jit Walia	10.08.2019	--	--	--	--	--
08537472	Jaichander Swaminathan	26.08.2019	--	--	--	--	--
01432796	Gurudeo Madhukar Yadwadkar	11.08.2023	--	1	Khushbu Auto Finance Limited (Non- Executive & Independent Director)	Khushbu Auto Finance Limited: Chairperson Audit Committee	--
09343538	Ramesh Chandra Maheshwari	11.08.2024	--	2	--	Revent Metalcast Limited – Member Audit Committee Revent Precision Engineering Limited – Member Audit Committee	--
10721537	Honey Sethi	11.08.2024	--	--	--	--	--

\* Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

# Includes only Audit Committee and Stakeholders' Relationship Committee.

The number of Directorship(s), Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

## **APPOINTMENT/RE-APPOINTMENT OF DIRECTORS & TENURE**

The Directors of the Company are appointed/re-appointed by the Board after considering the recommendations of the Nomination and Remuneration Committee, results of performance evaluation, as part of succession planning etc. All Directors, except Independent Directors of the Company, are liable to retire by rotation at the AGM and, if eligible, offer themselves for re-appointment. The Executive Directors on the Board have been appointed as per the provisions of the Companies Act, 2013 and serve in accordance with the terms of their contract of service with the Company.

Pursuant to section 152(6) of the Companies Act, 2013, the term of office of Shri Mahendra J Patel is liable to retire by rotation. Being eligible, he offers himself for reappointment. This has been put up as one of the agenda items in the Notice of ensuing Annual General Meeting for the voting by shareholders.

## **SELECTION AND APPOINTMENT OF NEW DIRECTORS**

The Board is responsible for the appointment of new directors. The Board has delegated the screening and selection process for new directors to Nomination and Remuneration Committee. Considering the existing composition of the Board, statutory requirements and requirement of new domain expertise, if any, Nomination and Remuneration Committee reviews potential candidates. The assessment of candidates to the Board is based on a combination of criteria that include ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. For appointment of an Independent Director, Nomination and Remuneration Committee evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepares a description of the role and capabilities required of an Independent Director. The potential Independent Director is also assessed on the basis of independence criteria defined in Section 149(6) of the Act read with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. If the Board approves, the person is appointed as an Additional Director whose appointment is subject to the approval of the Members at ensuing AGM.

## **LETTER OF APPOINTMENT ISSUED TO INDEPENDENT DIRECTORS**

The Independent Directors on the Board of the Company are given a formal appointment letter inter alia containing the term of appointment, role, duties and responsibilities, time commitment, remuneration, code of conduct, training and development, performance evaluation process, disclosure, confidentiality, etc. The terms and conditions of appointment of IDs are available on the Company's website at <https://atulauto.co.in/policiescodes/>

In accordance with the provisions of Regulation 26(5) and 26(6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

## **DECLARATIONS OF INDEPENDENCE**

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that Independent Directors meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act and that they are independent of the management.

## **BOARD MEETINGS**

The Board meets at regular intervals to discuss and decide on business policy and strategy apart from other Board businesses. The tentative date of Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meetings.

Five Board Meetings were held during the year. The details of attendance of the Directors in the Board Meeting and Last AGM are given below:

Name of Director	Board Meeting Dates and Attendance					Last AGM Date and Attendance
	17.05.2024	10.08.2024	12.09.2024	09.11.2024	08.02.2025	26.09.2024
Neeraj J Chandra	Y	Y	Y	Y	Y	Y
Mahendra J Patel	Y	Y	Y	Y	Y	Y
Vijay K Kedia	Y	Y	Y	N	N	Y
Aarti Juneja*	Y	Y	Y	Y	Y	Y
Mohan Jit Walia	Y	Y	Y	Y	Y	Y
Jaichander Swaminathan	Y	Y	Y	Y	Y	Y
Gurudeo M. Yadawadkar	Y	Y	Y	Y	Y	Y
Ramesh Chandra Maheshwari <sup>#</sup>	NA	NA	Y	N	Y	Y
Honey Sethi <sup>#</sup>	NA	NA	Y	Y	Y	Y

Y: Attended, N: Not Attended, NA: Not Applicable

\*Smt. Aarti Juneja ceased to be a Director with effect from closing of business hours on February 08, 2025, upon completion of her second term as an Independent Director.

<sup>#</sup>Shri Ramesh Chandra Maheshwari and Smt. Honey Sethi were appointed as a Director from August 11, 2024.

The maximum interval between any two meetings was well within the maximum allowed gap as per provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.

## BOARD PROCEDURES

The Board has complete access to all information of the Company and is regularly provided advanced detailed information as a part of the agenda papers or is tabled therein. In addition, detailed quarterly performance report by CFO/ President - Finance is presented in the quarterly Board meetings, encompassing all facets of the Company's operations during the quarter, including update of key projects, outlook and matters relating to environment, health & safety, performance of subsidiaries etc. The Company provides the information as set out in Regulation 17 read with Part-A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. The Board periodically reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances.

The Company Secretary attends the Board and Committee meetings and advises the Board on Compliances with applicable laws and governance. The important decisions taken at the Board/ Committee meetings are communicated to the concerned departments/ divisions. The draft minutes of the Board and its Committees are sent to the members for their comments and then the minutes are entered in the minute book within the time period provided in the Secretarial Standard.

## SEPARATE INDEPENDENT DIRECTORS' MEETINGS

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, the

Independent Directors meet at least once in a year, without the presence of Executive Directors or Management representatives. During the financial year ended March 31, 2025, the Independent Directors met on March 25, 2025. All Independent Directors except Mohan Jit Walia were present in the meeting. They review the performance of non-Independent Directors and the Board as a whole and the performance of the Chairperson of the Company, considering the views of Executive Directors and Non-Executive Directors. They have also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## FAMILIARISATION PROGRAMME

At the time of appointing a Director, a formal letter of appointment is given to him/ her, which inter alia explains the role, function, duties and responsibilities expected of him/ her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, SEBI Listing Regulations and other various statutes and an affirmation is obtained. The Chairman/ Managing Director also has one to one discussion with the newly appointed Director to familiarize him/ her with the Company's operations.

On an ongoing basis, the familiarization activities are done in the separate session on the day of meeting of board of directors, preferably after the completion of the meetings. Three such sessions around one and half hours each have been held during the year. The sessions have been conducted by Shri Paras Viramgama, Company Secretary,



Shri J V Adhia, President – Finance, Shri Rajendra Thanawala, Head – R&D and Shri Neeraj J Chandra, Managing Director of the Company. All Independent Directors have attended the same.

The details of familiarization programme have been posted on the website of the Company and can be accessed through the following link: <https://atulauto.co.in/policiescodes/>

## PERFORMANCE EVALUATION

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and Part D of Schedule II of Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has put in place performance evaluation policy to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director including Independent Directors to be carried out on an annual basis. The same can be accessed through web-link: <https://atulauto.co.in/policiescodes/>

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2024-25. A structured questionnaire was prepared after circulating the draft forms, covering various parameters. The performance evaluations of all the independent directors have been done by the entire Board of Directors, excluding the director being evaluated. Independent Directors have evaluated the performance of non-independent directors and Board as a whole at the separate meeting of Independent Directors. Independent directors have also reviewed the performance of the Chairperson of the company, considering the views of executive directors, non-executive directors and members of senior management. The guidance note issued by SEBI on Board Evaluation was duly considered while conducting the evaluation exercise.

The parameters of the performance evaluation process for the Board, inter alia, considers work done by the Board around long-term strategy, rating the composition & mix of Board members, discharging its governance & fiduciary duties, handling critical and dissenting suggestions etc. The parameters of the performance evaluation process for Directors including Independent Directors includes effective participation in meetings of the Board, domain knowledge, vision, strategy, attendance of Director(s), etc. The performance evaluation of committees was carried out based on the degree of fulfillment of key responsibilities as outlined by the charter, adequacy of committee composition, effectiveness of meetings, quality of deliberations at the meetings and information provided to the Committees.

The Board of Directors at its meeting held on May 10, 2025, has noted the overall feedback on the performance of the Directors and the Board as a whole and its Committees. Based on the outcome of the evaluation, the Board and Committees have agreed on the action plan to improve on the identified parameters.

## KEY BOARD QUALIFICATIONS, EXPERTISE AND ATTRIBUTES

The Company's core business is manufacturing and sales of three-wheeler automobiles including sells of spare parts and after sales support to the customers through dealership network.

In terms of requirement of Listing Regulations, the Board has identified the following skills/ expertise/ competencies of the Directors as required in the context of the Company's aforesaid business for it to function effectively and those available with the Board as a whole as given below:

Skills / expertise / competencies	Neeraj J Chandra	Mahendra J Patel	Vijay Kedia	Mohan Jit Walia	Jaichander Swaminathan	Gurudeo M. Yadawadkar	Ramesh Chandra Maheshwari	Honey Sethi
Understanding of the consumer and automobile industry	✓	✓	✓	✓		✓	✓	
Managing Sales and After Sales Service through Dealership Network	✓			✓			✓	✓
International Business Expansion	✓			✓		✓		✓
Manufacturing the quality products including its testing, homologation, designing, upgradations, research and development etc.		✓		✓	✓		✓	

Skills / expertise / competencies	Neeraj J Chandra	Mahendra J Patel	Vijay Kedia	Mohan Jit Walia	Jaichander Swaminathan	Gurudeo M. Yadawadkar	Ramesh Chandra Maheshwari	Honey Sethi
Strategic thinking, decision making to protect interest of all stakeholders		✓	✓		✓	✓	✓	✓
Financial management, risk management, taxes and duties, legal and regulatory aspects etc.	✓	✓	✓			✓		✓
Good Corporate Governance	✓			✓	✓	✓		✓

## B. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas and activities as mandated by applicable regulations; which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committees inform the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review.

The Board has established the following statutory Committees:

### AUDIT COMMITTEE

The Audit Committee met four times during the financial year 2024-25. The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2024-25 are detailed below:

Name of Director	Designation	17.05.2024	10.08.2024	09.11.2024	08.02.2025
Aarti J Juneja*	Chairperson*	Y	Y	Y	Y
Honey Sethi <sup>#</sup>	Chairperson <sup>#</sup>	NA	NA	NA	NA
Mohan Jit Walia	Member	Y	Y	Y	Y
Jaichander Swaminathan	Member	Y	Y	Y	Y
Gurudeo M Yadwadkar	Member	Y	Y	Y	Y

Y: Attended, N: Not Attended, NA: Not Applicable

\*Smt. Aarti Juneja ceased to be a Director with effect from closing of business hours on February 08, 2025, upon completion of her second term as an Independent Director and accordingly, ceased to be a chairperson of Audit Committee.

<sup>#</sup>Smt. Honey Sethi has been appointed as a Chairperson of the Audit Committee with effect from February 09, 2025.

All members of audit committee are financially literate and Smt. Honey Sethi, Chairperson of the committee has accounting and related financial management expertise.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia, performs the following functions:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) 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 Companies Act, 2013;

- (b) changes in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;
  - Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  - 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 utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
  - Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - Approval or any subsequent modification of transactions of the listed entity with related parties;
  - Scrutiny of inter-corporate loans and investments;
  - Valuation of undertakings or assets of the listed entity, wherever it is necessary;
  - Evaluation of internal financial controls and risk management systems;
  - Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - Discussion with internal auditors of any significant findings and follow up there on;
  - 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 the matter to the board;
  - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - 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;
  - To review the functioning of the whistle blower mechanism;
  - Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  - Reviewing the utilization of loans and/ or advances from/investment by the Company in the subsidiary Company exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
  - Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively; and
  - The Committee shall also consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders
- In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.
- The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Companies Act, 2013 and the Listing Regulations. The detailed terms of reference of the Audit Committee is contained in 'Charter of Audit Committee' which is available on the website of the Company at <https://atulauto.co.in/policiescodes/> The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed.
- The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and President - Finance as permanent invitee. The Company Secretary acts as the Secretary to the Committee. The minutes of Audit



Committee meetings are placed in the Board Meeting. The Audit Committee also meets auditors separately, without the presence of the Management representatives, as and when required.

The Chairperson of the Audit Committee attended the 36<sup>th</sup> AGM of the Company for the financial year ended March 31, 2024 held on September 26, 2024.

## NOMINATION AND REMUNERATION COMMITTEE

The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2024-25 is detailed below:

Name of Director	Designation	17.05.2024	10.08.2024
Mohan Jit Walia	Chairman	Y	Y
Aarti J Juneja*	Member	Y	Y
Jaichander Swaminathan	Member	Y	Y
Gurudeo M Yadwadkar	Member	Y	Y
Honey Sethi <sup>#</sup>	Member	NA	NA

Y: Attended, N: Not Attended, NA: Not Applicable

\* Smt. Aarti Juneja Ceased to be a Director with effect from closing of business hours on February 08, 2025, upon completion of her second term as an Independent Director and accordingly, ceased to be a member of the Committee.

<sup>#</sup>Smt. Honey Sethi has been inducted as a member of the Committee with effect from February 09, 2025.

The composition, powers, role and terms of reference of Nomination and Remuneration Committee are as per Part D of the Schedule II of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. The role of Nomination and Remuneration Committee, inter alia, includes:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and Independence of Director;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc.;
- Specify the manner for effective evaluation of performance of Board, its committees and individual directors.
- Recommend to the Board appointment / removal and remuneration payable to the Senior Management.

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board which is available on website of the Company at <https://atulauto.co.in/policiescodes/>. The Committee also recommends to the Board on extension or continuation of the term of appointment of Independent Directors on the basis of the report of performance evaluation of Directors.

## REMUNERATION OF DIRECTORS

The detailed terms of reference of the Nomination and Policy on Remuneration is contained in the 'Nomination and Remuneration Policy' which is available on the website of the Company at <https://atulauto.co.in/policiescodes/>

- Non-Executive Director Shri Vijay Kedia holds 50,50,505 equity shares of face value of ₹5/- each i.e. 18.20% equity shares and Shri Vijay Kedia with his relatives and persons acting in concert collectively hold 58,03,935 equity shares of face value of ₹5 each i.e. 20.91% equity share capital of the Company. No pecuniary relationship exists between the Company and Non-Executive Directors except mentioned above.
- All Non-Executive Directors have been paid sitting fees for attending Board and Committee Meetings.
- No other transaction has been made with Non-Executive Directors except payment of professional fees to Shri Ramesh Chandra Maheshwari. In FY 2024-25 all Non-Executive and Independent Directors were entitled for receiving sitting fees of ₹9,500/- per committee meeting/ separate meeting of Independent Directors and ₹21,000/- per Board Meeting attended by them.

During FY 2024-25, the Company has paid total sitting fees to Non-executive and Independent Directors as below:

Name of Director	Total Sitting fees paid in FY 2024-25 (In ₹)
Vijay Kedia	63,000
Aarti Juneja*	1,62,000
Mohan Jit Walia	1,62,000
Jaichander Swaminathan	1,90,500
Gurudeo M Yadwadkar	1,81,000
Ramesh Chandra Maheshwari <sup>#</sup>	51,500
Honey Sethi	82,000

\*Smt. Aarti Juneja Ceased to be a Director with effect from closing of business hours on February 08, 2025, upon completion of her second term as an Independent Director.

<sup>#</sup>Shri Ramesh Chandra Maheshwari and Smt. Honey Sethi were appointed as an additional Independent Director from August 11, 2024.

- The Directors have not been paid any commission, performance linked incentives, and performance

linked remuneration or any stock option during financial year 2024-25.

- The following is the bifurcation of fixed component of the remuneration package of executive Directors paid during FY 2024-25:

Fixed Component of Remuneration	Annual Remuneration (Amount in ₹)		
	J J Chandra*	Neeraj Chandra	Mahendra Patel
Basic	12,28,519	1,06,28,400	83,24,400
Contribution to Super Annuation Fund	12,500	1,50,000	1,50,000
Contribution to Provident Fund	--	21,600	--
<b>Total</b>	<b>12,41,019</b>	<b>1,08,00,000</b>	<b>84,74,400</b>

\*Shri J J Chandra has resigned with effect from May 16, 2024

- The annual remuneration limit as approved by the Shareholders for Shri Neeraj J Chandra and Shri Mahendra Patel are ₹1,08,00,000/- and ₹1,39,68,000/- for FY 2024-25 respectively.
- In addition to the above, the Company pays for the health insurance of Director and his family members upto ₹40,000/- per Executive Director annually and yearly premium for personal accident cover upto ₹30,000/- per Executive Director as part of the Company policy.
- The contract period of employment for Shri Mahendra J Patel as Whole-time Director & CFO is for five years from April 01, 2022 to March 31, 2027 and Shri Neeraj J Chandra is of five years from June 01, 2023 to May 31, 2028.
- The notice period applicable to all two Executive Directors is three months. There are no severance fees.

## PARTICULARS OF SENIOR MANAGEMENT PERSONNEL

As on March 31, 2025, Senior Management Personnel of the Company includes Shri Jitendra V Adhia, President – Finance, Shri Hiren V Patel, Vice President - Supply Chain Management, Shri Deepender Sharma, Senior Vice President – Marketing, Shri Rajendra Thanawala, Head - Research and Development, Shri Jai Prakash Chaurasia, Senior General Manager Manufacturing & Planning and Shri Paras Viramgama – Company Secretary and Compliance Officer.

The details of top ten employees in terms of the remuneration drawn and employees drawing remuneration in excess of the limits set out in Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, available on the website of the Company at <https://atulauto.co.in/subsidiaries-reports.aspx>

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the

details of the meetings held and attended by the members of the Committee during the financial year 2024-25 is detailed below:

Name of Director	Designation	25.03.2025
Gurudeo M Yadwadkar	Chairman	Y
Aarti Juneja*	Member	NA
Mohan Jit Walia	Member	N
Jaichander Swaminathan	Member	Y
Honey Sethi#	Member	Y

Y: Attended, N: Not Attended, NA: Not Applicable

\* Smt. Aarti Juneja Ceased to be a Director with effect from closing of business hours on February 08, 2025, upon completion of her second term as an Independent Director and accordingly, ceased to be a member of the Committee.

\*Smt. Honey Sethi has been inducted as a member of the Committee with effect from February 09, 2025.

The role of Stakeholders' Relationship Committee includes supervision of shareholder grievances mechanism, ensuring expeditious share transmission/ transposition process, evaluating performance and service standards of the Registrar and Share Transfer Agent of the Company. The Committee also reviews matters relating to unclaimed equity shares and dividend/ shares transferred to Investor Education and Protection Fund (IEPF) pursuant to the IEPF Rules. The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transmission/ transposition of shares, non-receipt of annual report and non-receipt of declared dividends etc.

The Committee has periodic interaction with the representatives of the Registrar and Transfer Agent of the Company.

Shri Paras Viramgama, Company Secretary, is Compliance Officer for resolution of Shareholder's/ Investor's complaints. During the financial year ended March 31, 2025, one complaint was received from the shareholders and resolved to the satisfaction of shareholders during the year. No complaint was pending or unresolved as on March 31, 2025.

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ("CSR COMMITTEE")

With notification of the Companies (Amendment) Act, 2020, the requirement of having CSR Committee waived off where the amount to be spent for CSR does not exceed fifty lakh rupees and the functions of such Committee provided under section 135 can be discharged by the Board of Directors of such company. The Board of Directors at its meeting held on May 27, 2022 dissolved the CSR Committee with immediate effect. The liability for CSR for FY 2024-25 for the Company was Nil.

Now, the roles and responsibilities of CSR Committee are taken care by Board of Directors. The details of the CSR initiatives as per the CSR Policy of the Company forms part of the CSR Section in the Board Report.

## RISK MANAGEMENT COMMITTEE

Pursuant to regulation 21(5) read with 3(2) of the SEBI Listing Regulations, 2015, the provisions in respect of Risk Management Committee is applicable to the Company for FY 2024-25 even if it was not falling in the list of top 1000 listed entities based on market capitalization as on March 31, 2024.

The composition of Risk Management Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2024-25 is detailed below:

Name of Director/ Member	Designation	12.10.2024	26.03.2025
Mahendra J Patel	Chairman	Y	Y
Neeraj J Chandra	Member	Y	Y
Jaichander Swaminathan	Member	Y	N
Hiren V Patel	Member	Y	Y

Y: Attended, N: Not Attended

The role of Risk Management Committee includes:

- To formulate and monitor the implementation of Risk Management Policy of the Company and periodical review of the same, which shall include:
  - A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability, information, cyber security risks or any other risk as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan
- Monitor and review risk management plan (including plan for cyber security).
- Monitor and review the process and progress of risk identification and definition, risk classification, risk assessment and prioritization, risk mitigation, risk tracking and reporting mechanism
- Review periodically and suggest changes in the Risk Management Policy to the Board.

## SECURITIES ALLOTMENT COMMITTEE

The Board of Directors at its meeting held on August 10, 2024 dissolved Securities Allotment Committee with immediate effect as it was not required.

## C. GOVERNANCE OF SUBSIDIARY COMPANIES

The Board of Directors of the Company is also responsible for governance of the subsidiary companies namely Atul Green Automotive Private Limited (CIN:

U74999GJ2018PTC100815) and Khushbu Auto Finance Limited (CIN: U74999GJ1994PLC022816), Wholly-owned subsidiary companies and Atul Greentech Private Limited (CIN: U31909GJ2020PTC112350) and Atulease Private Limited (CIN: U77100GJ2024PTC152436), Subsidiary Companies as on March 31, 2025.

The minutes of the Board Meetings of all the subsidiary companies along with the details of significant transactions and arrangements entered into by the subsidiary companies are shared with the Board of Directors. The financial statements of subsidiary companies are presented to the Audit Committee.

As per explanation provided under Regulation 24 of the SEBI Listing Regulations, 2015, the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Accordingly, Khushbu Auto Finance Limited incorporated on August 19, 1994, a wholly owned subsidiary of the Company is to be considered as unlisted material subsidiary since net-worth of KAFL (₹110 Crore) is more than 20% of consolidated net-worth of AAL (₹428 Crore) as on March 31, 2024.

Shri Gurudeo Yadwadkar (DIN: 01432796), Independent Director of the Company has been appointed on the Board of KAFL as per regulation 24(1) which states that at least one Independent Director of the Board of Directors of the listed entity shall be a director on the Board of Directors of an unlisted material subsidiary. M/s. Maharishi & Co. (Firm Registration No. 124872W) are the Statutory Auditors of KAFL appointed at Thirtieth AGM of KAFL held on September 30, 2024 to audit the financial statements of KAFL from FY 2024-25 to FY 2029-30.

Whereas Atul Green Automotive Private Limited is in the business of sales of spare parts of Atul vehicles to certain international markets on need basis. During FY 2024-25, there was no business in this WOS.

## D. COMPANY POLICIES

### VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct.

The Company has provided dedicated e-mail address [whistleblowing@atulauto.co.in](mailto:whistleblowing@atulauto.co.in) for reporting such concerns. Alternatively, employees can also send written communications to the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee. No personnel have been denied



access to the Audit Committee pertaining to the Whistle Blower Policy. The Company Secretary and CFO have been made responsible for effective implementation of the policy and dealing with the complaints registered under the policy. All cases registered under the Whistle Blower Policy of the Company, are reported to the Audit Committee and are subject to the review of the Audit Committee.

The Whistle Blower Policy is available on the website of the Company <https://atulauto.co.in/policiescodes/>

## CODE OF CONDUCT

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by the Board Members and Senior Management Personnel. The Company has adopted a Code of Conduct for members of the Board and the Senior Management Personnel. The same have been posted on the website. The Codes aim at ensuring consistent standards of conduct and ethical business practices across the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2025. The declaration to this effect signed by Shri Neeraj J Chandra, Managing Director of the Company forms part of the report. A copy of the said Code of Conduct is available on the website of the Company <https://atulauto.co.in/policiescodes/>

## POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

The Company has not entered into any material Related Party Transaction during the financial year 2024-25 that may have potential conflict with the interests of listed entity at large. In line with requirement of the Companies Act, 2013 and Listing Regulations, the Company has formulated a Policy on Related Party Transactions which is also available at Company's website under the web link: <https://atulauto.co.in/policiescodes/> The Company makes necessary modifications to the said policy in line with the amendments as and when introduced by the SEBI.

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties.

This policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. As per policy, the Audit Committee and Board of Directors consider total income from operations on consolidated basis for determining material related party transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at Arm's Length. All Related Party Transactions entered during the year were

in Ordinary Course of the business and on Arm's Length basis. The details of the related party transactions are set out in the Notes to Financial Statements forming part of this Annual Report.

## INSIDER TRADING CODES

The Company has adopted a Code of Conduct to Regulate, Monitor and Report trading by Designated Persons (Insider Trading Code) under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Trading Regulations). The Code of Conduct to Regulate, Monitor and Report trading by Designated Persons and Code of Fair Disclosure Policy have been uploaded on website of the Company and can be accessed through <https://atulauto.co.in/policiescodes/>

The Company has been updating its Code/ Policy from time to time to comply with the several amendments made by SEBI to the SEBI Insider Trading Regulations.

## POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES

The Company has formulated a Policy for determining 'Material' Subsidiaries as defined in Regulation 16 of the SEBI Listing Regulations. This Policy has also been posted on the website of the Company and can be accessed through the web link: <https://atulauto.co.in/policiescodes/>

## E. OTHER DISCLOSURES AND AFFIRMATIONS

**Risk Management:** The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization. The Board of Directors has approved the framework of Risk Management Policy. The implementation and monitoring of the same is being reviewed periodically by Risk Management Committee/ Board.

**Disclosure of pending cases / Instances of non-compliance:** There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

**Secretarial Compliance Report:** SEBI vide its Circular No. CIR/CFD/ CMD1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial Compliance Audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. This Report is in addition to the Secretarial Audit Report by Practicing Company Secretaries in Form MR-3 and is required to be submitted to Stock Exchanges within sixty days from the end of the financial year.

The Company has engaged the services of CS Hardik Hudda, M/s. Hardik Hudda & Associates (Membership No: A39621, CP No.: 14697), Peer Reviewed Practicing Company Secretary and Secretarial Auditor of the Company for providing the

said report. The said report has been submitted with the stock exchanges within the time-limit.

**Secretarial Audit of Material Unlisted Indian Subsidiary:**

The Secretarial Audit of Khushbu Auto Finance Limited ("KAFL"), a material unlisted subsidiary of the Company carried out for the Financial Year 2024-25 pursuant to section 204 of the Companies Act, 2013 and Regulation 24A of the Listing Regulations. The Secretarial Audit Report of KAFL for FY 2024-25 has been issued by CS Hardik Hudda, M/s. Hardik Hudda & Associates.

**Description of voting rights:** All equity shares issued by the Company carry equal voting rights.

**Total fees paid to Statutory Auditors of the Company:**

Total fees of ₹36.00 Lacs for financial year 2024-25, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

**Disclosure of accounting treatment in preparation of financial statements:**

The Company adopted Indian Accounting Standards (Ind AS) from April 01, 2017. Accordingly, the financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Act and other relevant provisions of the Act.

**Commodity price risks and Commodity hedging activities:**

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through efficient Inventory management, proactive vendor development practices, and increase in product pricing as per risk management policy of the Company. The Company's reputation for quality, products differentiation and after sale service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods. The Company don't do any other commodity hedging activities other than mentioned above.

The Company does not have direct exposure in the commodity. Accordingly, the Board does not consider it material. Hence, the disclosure of commodity and commodity risks faced by the entity as required under SEBI Circular dated November 15, 2018 is not applicable.

**CEO/CFO Certification:** As required under Regulation 17 of the Listing Regulations, the CEO/ CFO Certificate for the financial year 2024-25 signed by Shri Neeraj J Chandra, Managing Director and Shri Mahendra J Patel, Whole-time Director & CFO, was placed before the Board of Directors of the Company at its meeting held on May 10, 2025. The same has been annexed.

**Certificate on Non-Disqualification of Directors:**

The Certificate as required under Part C of Schedule V of Listing Regulations, received from CS Hardik Hudda, M/s. Hardik Hudda & Associates, Practicing Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The same is attached as **Annexure A**.

**Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** None

**Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:** None

**Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** The details of number of complaints filed and disposed of during the year and pending as on March 31, 2025 along with other details is given in the Boards' report.

**Disclosure by listed entity and its subsidiaries of loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount:** During the Financial Year 2024-25, the Company has given Inter Corporate deposit (ICD) of ₹7420 Lacs to Atul Greentech Private Limited, out of which ₹ 6720 Lacs was repaid during the year with interest at 9% per annum and ₹700 Lacs was outstanding as on March 31, 2025. Shri Vijay Kedia is holding 19.73% of total share capital of Atul Greentech Private Limited and his son Shri Pratik Kedia is Director in Atul Greentech Private Limited. No such loan or advances are given by Atul Auto Limited or any of its subsidiaries to firms/ companies in which directors are interested during FY 2024-25 except mentioned above.

**Disclosure of certain types of agreements binding listed entities as described under clause 5A of paragraph A of Part A of Schedule III of SEBI Listing Regulations:** None

**Compliance with Discretionary Requirements of regulation 27(1):** In addition to mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also complied with following discretionary requirements of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

**Unmodified opinion in audit report:** During the year under review, there was no audit modification/ qualification on the Company's financial statements.

## GENERAL SHAREHOLDER INFORMATION

### GENERAL BODY MEETINGS OF LAST THREE YEARS:

#### (i) Annual General Meetings held during past three years

Financial Year	Date and Time	Venue*	Details of special resolutions passed
2021-22	September 27, 2022 11:00 am (IST)	Through VC/OAVM	<ul style="list-style-type: none"> <li>Re-appointment of Shri Mohan Jit Walia (DIN: 08535435) as Independent Director</li> <li>Re-appointment of Shri Jaichander Swaminathan (DIN: 08537472) as Independent Director</li> </ul>
2022-23	September 30, 2023 01:00 pm (IST)	Through VC/OAVM	<ul style="list-style-type: none"> <li>Appointment of Shri Gurudeo Madhukar Yadwadkar (DIN: 01432796) as Independent Director</li> <li>Approval of material related party transaction(s) with Khushbu Auto Private Limited for sale/ supply of goods and rendering of services.</li> <li>Approval of material related party transaction(s) by Atul Greentech Private Limited with Khushbu Auto Private Limited for sale/ supply of goods and rendering of services.</li> </ul>
2023-24	September 26, 2024 at 03:30 pm (IST)	Through VC/OAVM	<ul style="list-style-type: none"> <li>Appointment of Shri Ramesh Chandra Maheshwari (DIN: 09343538) as an Independent Director.</li> <li>Appointment of Smt. Honey Sethi (DIN: 10721537) as an Independent Director</li> </ul>

#### (ii) Extra-Ordinary General Meetings held during past three years

Financial Year	Date and Time	Venue*	Details of special resolutions passed
2022-23	November 05, 2022 11:00 am (IST)	Through VC/OAVM	<ul style="list-style-type: none"> <li>To consider and approve the alteration of articles of association of the company (in respect of issue of warrants)</li> <li>To issue fully convertible warrants on a preferential issue basis</li> </ul>

\*For statutory purposes, the above meetings are considered to be held at registered office of the Company at R.S. No. 86, Plot No. 1 to 4, 8B National Highway, Near Microwave Tower, Shapar (Veraval), Dist. Rajkot, Gujarat, India 360024

#### (iii) Resolution(s) passed through Postal Ballot during FY 2024-25

No special resolution was passed through postal ballot during the year.

### ANNUAL GENERAL MEETING FOR FY 2024-25:

Date : Friday, September 19, 2025  
Time : 03:30 pm (IST)  
Venue : VC/ OAVM

### DIVIDEND DETAILS:

No Dividend declared during Financial Year 2024-25

### FINANCIAL YEAR:

From April 01, 2024 to March 31, 2025

### LISTING DETAILS:

- BSE Limited - Scrip Code: 531795  
25<sup>th</sup> Floor Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra, 400001
- National Stock Exchange of India Limited - Scrip Symbol: ATULAUTO  
Exchange Plaza, C-1, Block G. Bandra Kurla Complex Bandra, East, I-51., Mumbai, Maharashtra, 400051

### ISIN

ISIN for equity share of ₹5/- each : INE951D01028



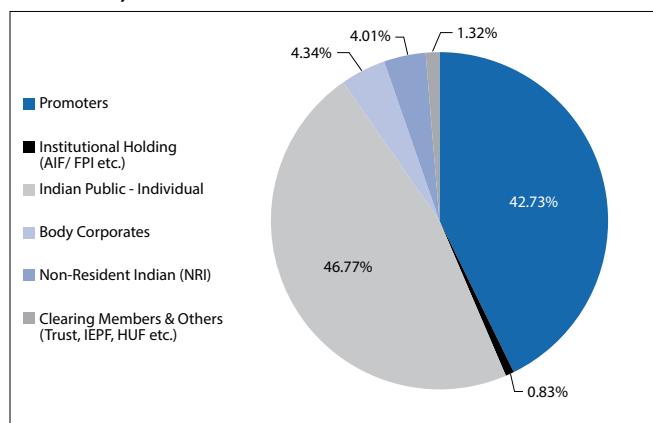
The Company has paid the listing fees to BSE and NSE and the custodian charges to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year ended March 31, 2025.

## DISTRIBUTION OF SHAREHOLDING

Distribution of shareholding of shares of the Company as on March 31, 2025 is as follows:

No. of Shares		Shareholders		Shareholding	
From	To	No. of holders	% of holders	Total Shares	% of Shares
1	500	58514	95.96%	3447118	12.42%
501	1000	1311	2.15%	1005012	3.62%
1001	2000	589	0.97%	854158	3.08%
2001	3000	176	0.29%	445573	1.61%
3001	4000	88	0.14%	312074	1.12%
4001	5000	67	0.11%	305778	1.10%
5001	10000	105	0.17%	784154	2.83%
10001	Above	127	0.21%	20597413	74.22%
<b>Total</b>		<b>60,977</b>	<b>100.00%</b>	<b>27751280</b>	<b>100.00%</b>

## CATEGORY-WISE SHAREHOLDING PATTERN AS ON MARCH 31, 2025



## OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY;

As on March 31, 2025, Company has no outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments.

## DEMATERIALIZATION AND LIQUIDITY

The break-up of shares in physical and dematerialized form as on March 31, 2025 are as under:

Mode of Holding	No. of shares	% of shares
NSDL Holding	1,93,79,233	69.83%
CDSL Holding	82,38,345	29.69%
Physical Mode	1,33,502	0.48%
<b>Total</b>	<b>2,77,51,280</b>	<b>100.00%</b>

The shares of the Company can be held and traded in electronic form only. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialization form.

The shareholders holding shares in physical form are requested to update their KYC and dematerialize their shares at the earliest and avail various benefits of dealing in securities in electronic/ dematerialized form. For any clarification, assistance or information, please contact the Registrar and Transfer Agent of the Company. Necessary details in this regard are part of notes to the Notice of Annual General Meeting for FY 2024-25.

## UNCLAIMED DIVIDEND/ SHARE CERTIFICATE

Pursuant to provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer, such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act.

The details of unclaimed/ unpaid dividend are available on the website of the Company viz. <https://atulauto.co.in/unclaimed-dividend.aspx>

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time), the shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be transferred. Upon transfer of such shares, all benefits (like bonus,

etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

In terms of the provisions of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, ₹3,62,322/- of unpaid/ unclaimed dividend and 6249 shares of face value of ₹5/- each transferred during the financial year 2024-25 to the Investor Education and Protection Fund/ Demat account of IEPFA.

Shri Paras Viramgama, Company Secretary and Compliance Officer is a Nodal Officer under the provisions of IEPF rules, the details of which are available on the website of the Company: <https://atulauto.co.in/unclaimed-dividend.aspx>

Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

#### SHARE TRANSFER SYSTEM

M/s. MUFG Intime India Private Limited (previously known as Link Intime India Private Limited) is the Company's Registrar and Share Transfer Agent (RTA) for carrying out share related activities like transmission of shares, transposition of shares, name deletion, change of address amongst others.

The Board of Directors of the Company have delegated the authority to approve the transmission of shares or requests for deletion of name of the shareholder etc., as mentioned in regulation 9 of the Listing Regulations to the designated official of the Company. The transactions in respect of loss of share certificates, split, rematerialization, consolidation and renewal of share certificates are approved by the designated official of the Company and reviewed by the Stakeholders' Relationship Committee.

A summary of approved transmissions, deletion requests etc. are placed before the Board of Directors from time to time as per the Listing Regulations.

#### CREDIT RATING

During FY 2024-25, CRISIL has reaffirmed the CRISIL A2 on short term and CRISIL BBB+/Stable for long term bank facilities of the Company.

#### MEANS OF COMMUNICATIONS

##### Publication of quarterly financial results

Quarterly, half-yearly and annual financial results of the Company were published in leading English and vernacular newspaper like Indian Express, Financial Express.

#### Website and News Releases

A separate section under "INVESTORS RELATIONS" on the Company's website [www.atulauto.co.in](http://www.atulauto.co.in) gives information on various announcements made by the Company, status of unclaimed dividend/ share, Annual Report, Quarterly, Half-yearly and Annual financial results along with the applicable policies of the Company. The Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website.

#### Stock Exchange

The Company makes timely disclosures of necessary information to BSE Limited and National Stock Exchange of India Limited in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Rules and Regulations issued by SEBI.

#### Designated Email Address for Investor Services

The designated email address for investor complaints is [investorrelations@atulauto.co.in](mailto:investorrelations@atulauto.co.in)

#### Physical Communication

For any queries related to shares of the Company, the correspondence may please be addressed to the Company's Registrar & Share Transfer Agent or to the Company at following address:

##### MUFG Intime India Private Limited

(Previously known as Link Intime India Private Limited)

(Unit: Atul Auto Limited)

C101, 247 Park,

Lal Bahadur Shastri Marg,

Vikhroli (West),

Mumbai - 400083

Phone : 022 4918 6000

E-Mail : [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)

Web : [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

##### Atul Auto Limited

Survey No.86, Plot No. 1 to 4, 8B National Highway, Near Microwave Tower, Shapar (Veraval), Dist. Rajkot, Gujarat, INDIA 360024

Phone : 02827 252999

E-Mail : [investorrelations@atulauto.co.in](mailto:investorrelations@atulauto.co.in)

Web : [www.atulauto.co.in](http://www.atulauto.co.in)

#### PLANT LOCATION:

##### Shapar Plant

R.S. No. 86, Plot No. 1 to 4,  
8B National Highway,  
Near Microwave Tower,  
Shapar (Veraval),  
Dist. Rajkot,  
Gujarat, INDIA 360024

##### Ahmedabad Plant

New R. S. No. 521,  
525, 530, 541, 542,  
Rajkot-Ahmedabad Highway,  
Near Super Gas Plant,  
Village: Bhayla, Taluka: Bavla,  
Dist. Ahmedabad,  
Gujarat, INDIA 382220

## ANNEXURE TO REPORT ON CORPORATE GOVERNANCE

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

### DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that Atul Auto Limited ("the Company") has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2025.

Bhayla (Dist. Ahmedabad)  
May 10, 2025

Neeraj J Chandra  
Managing Director  
(DIN: 00065159)

### CEO/CFO CERTIFICATE UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,  
The Board of Directors,  
**Atul Auto Limited.**

We, Mr. Neeraj J Chandra (DIN: 00065159), Managing Director and Mr. Mahendra J Patel (DIN: 00057735), Whole-time Director & CFO of Atul Auto Limited ("the Company") hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the step we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee that:
  - (i) Significant changes, if any in internal control over financial reporting during the year;
  - (ii) Significant changes, if any in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**Neeraj J Chandra**  
Managing Director  
(DIN: 00065159)

**Mahendra J Patel**  
Whole-time Director & CFO  
(DIN: 00057735)

Place: Bhayla (Dist. Ahmedabad)  
Date: May 10, 2025



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members of Atul Auto Limited  
Survey No.86, Plot No. 1 to 4,  
8B National Highway,  
Nr. Microwave Tower,  
Shapar (Veraval),  
Rajkot - 360024, Gujarat, INDIA

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Atul Auto Limited** having **CIN L54100GJ1986PLC016999** and having registered office at Survey No. 86, Plot No. 1 to 4, 8B National Highway, Nr. Microwave Tower, Shapar (Veraval), Rajkot, Gujarat, INDIA - 360024 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mahendra Jamnadas Patel	00057735	30/11/1994
2	Neeraj Jayantibhai Chandra	00065159	01/03/2012
3	Vijay Kishanlal Kedia	00230480	31/01/2009
4	Mohan Jit Walia	08535435	10/08/2019
5	Swaminathan Jaichander	08537472	26/08/2019
6	Gurudeo Madhukar Yadwadkar	01432796	11/08/2023
7	Ramesh Chandra Maheshwari	09343538	11/08/2024
8	Honey Sethi	10721537	11/08/2024

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

For **Hardik Hudda & Associates,**  
Practicing Company Secretaries

**CS Hardik Hudda**

Proprietor

Membership No: A39621 CP No.: 14697

Peer Review No. 1805/2022

UDIN: A039621G000310298

Place: Ahmedabad

Date: May 09, 2025

## INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members of  
**ATUL AUTO LIMITED**

1. This certificate is issued in accordance with the terms of our engagement letter dated May 10, 2025.
2. We, Maharishi & Co, Chartered Accountants, the Statutory Auditors of Atul Auto Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31<sup>st</sup> March, 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the company's 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 compliances with the conditions of Corporate Governance stipulated in the Listing Regulations.

### Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31<sup>st</sup> March, 2025.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certificate of Corporate Governance issued by the institute of the Chartered Accountants of India (ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for special Purpose issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. In our opinion and to the best of our information and according to explanations given to us, and the representations made by the Management we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the 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 **Maharishi & Co.,**  
Chartered Accountants  
ICAI Firm Registration No. 124872W

**Kapil Sanghvi**  
Partner

Date: August 07, 2025  
Place: Jamnagar

Membership No. 141168  
UDIN: 25141168BMJIAR7245

# INDEPENDENT AUDITOR'S REPORT

## On the Standalone Indian Accounting Standards (Ind AS) Financial Statements

To the Members of  
**ATUL AUTO LIMITED**

### OPINION

We have audited the accompanying Ind AS Standalone financial statements of **ATUL AUTO LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2025, the Statement of Profit and Loss which also includes Other Comprehensive Income and Cash Flow Statement and the statement of Changes in Equity for the year ended, and notes to financial statements including summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Ind AS Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ('The Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2025, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### BASIS OF OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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 on standalone Ind AS financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS Financial statements for the year ended 31<sup>st</sup> March, 2025. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the Key Audit Matters to be communicated in our Report: -

Sr. No.	Key Audit Matter	Auditor's Response
1.	Investment in Khushbu Auto Finance Limited (Wholly on Subsidiary Company)	<p>Company has infused equity capital worth ₹ 2,495 Lacs</p> <p>We have performed following procedure in relation to the given matter</p> <ul style="list-style-type: none"><li>• Shares issued at Book Value. Hence, it is not jeopardised interest of parent company by funding to wholly owned subsidiary company.</li><li>• Reviewed forms filled with Registrar of companies in relation to share-holding.</li><li>• Resolution passed in Board Meeting for further capital Infusion in WOS.</li><li>• Update in Demat Account of Parent Company.</li></ul>

### OTHER INFORMATION

The Company's Board of Directors is responsible for the preparation of the other information.

The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does

not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS 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 Ind AS 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 Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

## RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

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

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

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

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

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 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.
2. As required by section 143(3) of the Act, we report that: -
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. In so far as the modification on maintaining an audit trail in the accounting software is concerned refer paragraph (l) below;
  - (c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account. The company is having SAP system for maintenance of books of accounts through which Standard Trial Balance of both units (Shapar & Bhayla) is being generated and consolidated through the system.
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.
  - (e) The observations relating to the maintenance of accounts and other matters connected therewith are as stated in the Emphasis of Matter paragraph above.
  - (f) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2025, from being appointed as a director in terms of Section 164(2) of the Act.

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the managerial remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act, read with Schedule V of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- (h) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (i)
  - (a) The respective Managements of the Company and its subsidiaries which are companies 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, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The respective Managements of the Company and its subsidiaries which are companies 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, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or

provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (j) The Company has not declared or proposed to declare any dividend during the year.
- (k) 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, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its

Ind AS financial statements – Refer Note No. 35 to the Ind AS financial statements.

- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There is no instance found where the company had made any delay in transferring the amount required to be transferred to Investor education provident fund.
- (l) Based on our examination which included test checks, the Company has used the SAP S4 Hana accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility in respect of the application and the same has operated throughout the year for all relevant transactions. We did not come across any instance of the audit trail feature being tampered with in respect of accounting software. Normal/Regular users are not granted direct database or super user level access. However, unauthorised changes to the database by a super user specifically does not carry the feature of a concurrent real time audit trail.

For **Maharishi & Co.,**  
Chartered Accountants  
ICAI Firm Registration No. 124872W

**Kapil Sanghvi**  
Partner

Membership No. 141168  
UDIN: 25141168BMJHZI1992

Date: 10<sup>th</sup> May, 2025  
Place: Jamnagar



## Annexure-A to Independent Auditor's Report

**Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date of Atul Auto Limited**

### I. FIXED ASSETS

- (a) (i) The Company is maintaining the Property, Plant & Equipment records on SAP platform. Property, Plant & Equipment records contain full particulars including classification, quantitative details and location.
- (ii) The Company is maintaining the Intangible Assets records on SAP platform. Intangible records contain full particulars of such assets.
- (b) According to information provided by the management, the company has performed physical verification, and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following:

Description	Gross Carrying Value	Held in Name of	Relationship with person in whose name Held	Period Held	Reasons for not being held in name of company
Right to use Common Approach Road to Bhayla Plant (Ahmedabad)	₹ 30 Lacs	Jayantilal Jagjivandas Chandra	Relative of Key Managerial Personnel	Since 2014	It is an Agricultural Land and agreement of right to use of road has been entered into the name of Chairman at the time of Agreement.

- (d) Based on the information and explanation provided to us, the company has not carried out any revaluation activity of its Property Plant and Equipment and therefore this clause is not applicable to the company.
- (e) Based on information and explanation provided to us, 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 and therefore this clause is not applicable to the company.

### II. INVENTORIES

- (a) As informed to us, Physical verification (PV) of Inventory (Except WIP, stock-in-transit & Stock with third parties) has been carried out by the company during the year. The discrepancies, wherever noticed have been adjusted in the books of accounts as excess/short inventory. For stocks lying with third parties at the year-end, written confirmations have been obtained, and goods-in-transit, primarily pertaining to export sales, have been verified through subsequent shipping documents and matching entries in inventory records, supporting their correctness and reconciliation.

In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its Inventory.

- (b) Refer to Note no. 10 of Financial Statements and based on information and explanation provided to us, the company has been sanctioned working capital limits in excess of limits specified in the order, in aggregate, from banks or financial institutions on the basis of security of current assets & the periodic returns as well as revised returns filed by the Company with such banks are in agreement with the books of accounts of the Company except for the Q4; details of the deviation are given below:

(₹ in Lakhs)

Quarter	Inventory as per Books	Inventory as per Stock Statement	Difference
Q4	6,813	6,839	(26)

- (c) The Deviations in the inventory shown in stock statement and books is due to the value of stock of finished goods in transit and in the raw material of the company. The percentage of deviation found is less than 10% of the total inventory holding of the company.

### III. LOANS/ GUARANTEES/ SECURITIES PROVIDED

- a) Refer to Note no. 46 of Financial Statements and as informed to us, company has made investments in, provided guarantee and/or security and/or granted loans or advances in the nature of secured/unsecured loans to companies, firms, Limited Liability Partnerships, and other Parties.

(₹ In Lakhs)

Nature	Aggregate Amount	Maximum Outstanding Balance	Balance Outstanding	Party	Relationship with Party
Inter-Corporate Deposit	1,200	1,200	700	Atul Greentech Private Limited	Subsidiary
Inter-Corporate Deposit	3,100	3,100	3,100	Khushbu Auto Finance Limited	Wholly-Owned Subsidiary
Guarantee to Chola Mandalam Finance in respect of finance made as per tri-party agreement	46	-	46	Khushbu Auto Finance Limited	Wholly-Owned Subsidiary
Guarantee to Bankers	5,000	2,029	870	Atul Greentech Private Limited	Subsidiary
Guarantee to Bankers	16,889	9,115	6,548	Khushbu Auto Finance Limited	Wholly Owned Subsidiary

- (i) Details of Aggregate amount of Loans, Advances, Guarantees and Securities made to other than Subsidiaries, Associates and Joint Ventures are as below-

(₹ In Lakhs)

Nature	Aggregate Amount (₹)	Balance Outstanding (₹)	Party
Guarantee to Chola Mandalam Finance in respect of finance made to end user	4,338	4,338	End Users of vehicle of AAL (Considering business requirement of the company)
Staff Advances	16	6	Employees of Atul Auto Limited.

- (b) Based on the information and explanation provided to us, the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- (c) The Company has not stipulated any repayment schedule for the loan to the subsidiary and the employee loans. Accordingly, the question of regularity of repayment does not arise.
- (d) As there are no defined due dates, the concept of "overdue for more than 90 days" is not applicable.
- (e) Based on the information and explanation provided to us, the Company has not renewed or extended any loans or granted fresh loans to settle over dues during the year.
- (f) Financial Statements and based upon information and explanation provided to us, the company has granted following loans which are either repayable on demand or loans without any terms or period of repayment.

(₹ In Lakhs)

Party to which loan is granted	Relation with Party to which the Loan is granted as per section 2(76)	Aggregate Amount of Loan	Percentage (%) to Total Loans Granted	Remarks
Atul Greentech Private Limited (Payable on Demand)	Subsidiary	1,200*	27.80%	Repayable on Demand
Khushbu Auto Finance Limited (Payable on Demand)	Wholly-Owned Subsidiary	3,100*	71.83%	Repayable on Demand
Staff Advances	Employees	16*	0.37%	Without specifying terms

\*Maximum loan granted during the year

#### IV. LOANS, INVESTMENTS, GUARANTEES AND SECURITIES

In our opinion and according to the information and explanations given to us, Company has not provided the loans or advances in the form of loans to any of the director or the relative of the director.

The Company has not acquired the securities of any body corporate or given any loan either directly or indirectly to any other person. so, this Clause is not applicable to the company.

#### V. DEPOSITS

In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit and hence the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014 with regard to the deposits accepted is not applicable to the Company. Therefore, the provision of Clause (v) of paragraph 3 of "the Order" is not applicable to the Company.

#### VI. COST RECORDS

The Central Government has not prescribed maintenance of cost records under section 148 (1) of the Companies Act, 2013 therefore clause (v) of paragraph 3 of "the Order" is not applicable to the Company.

#### VII. STATUTORY DUES

(a) According to the information given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Value Added Tax, Service Tax, Customs Duty, Excise Duty, GST, CESS and other applicable statutory dues with the appropriate authorities. As per information and explanations given to us there are no arrears of undisputed statutory dues outstanding as at 31<sup>st</sup> March, 2025, for the period of more than six months from the date they become payable.

(b) According to the information and explanations to the extent provided to us, the details of the disputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Value Added Tax, Service Tax, Customs Duty, Excise Duty, GST, CESS and other applicable statutory dues, which have not been deposited on account of dispute, are as under: -

Name of Statute	Nature of the dues	Related to F.Y.	Amount Demanded	Amount Deposited	Forum where dispute is pending
The goods and services tax	Interest + Penalty	2018-19	10,95,908	54,796	GST Appeal before Commissionerate
The goods and services tax	Interest + Penalty	2019-20	27,78,121	96,075	GST Appeal before Commissionerate
The goods and services tax	Interest + Penalty	2019-20	6,54,168	32,944	GST Appeal before Commissionerate
The Gujarat VAT Act, 2006	Sales Tax	2001-02 and 2002-03	14,83,791	3,00,000	Supreme Court
The Gujarat VAT Act, 2006	VAT	2006-07	13,54,543	-	VAT Tribunal
The Central Sales Tax, 1956	CST	2001-02 and 2002-03	2,52,531	50,000	Supreme Court
Central Excise Act, 1944	Excise	2007-10	1,23,650	7,227	CESTAT
Income Tax Act, 1961	Income tax	2011-12	50,36,971*	-	Gujarat High Court
Income Tax Act, 1961	Income tax	2013-14	7,75,610	7,75,610	CIT (A)
Income Tax Act, 1961	Income tax	2016-17	29,28,740	22,12,292	CIT (A)
Income Tax Act, 1961	Income tax	2019-20**	18,95,506	18,95,506	CIT (A)

\*Demand does not include interest on outstanding demand.

\*\*Company has surrendered for the matter for FY 2019-20 and opted for VSV Scheme 2.0 as per Income Tax Act, 1961 in April, 2025.

#### VIII. UNDISCLOSED INCOME

As informed to us and on basis of explanations provided to us, the company has not surrendered or disclosed any transaction not recorded in books of accounts as income during the year in the tax assessments under the Income Tax Act, 1961.



## IX. REPAYMENT OF LOANS AND OTHER BORROWINGS

- (a) As informed to us and on basis of explanations provided to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) As informed to us, company is not declared as a wilful defaulter by any bank or financial institution or other lender.
- (c) As informed to us, the company has not utilised the funds raised on short term basis for long term purposes.
- (d) According to the information and explanations to the extent provided to us, the company has not taken obtained any funds from lenders to meet the obligations of its subsidiaries, associates and joint ventures.
- (e) According to the information and explanations to the extent provided to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and therefore this sub-clause is not applicable to the company.

## X. IPO/FPO/PRIVATE PLACEMENT/PREFERENTIAL ALLOTMENT

- (a) In our opinion and according to the information and explanations given to us, the Company has not raised money by way of Initial Public Offer or further Public Offer during the Year.
- (b) In our opinion and according to the information and explanations given to us, the Company has not raised money by way of Private Placement.

## XI. FRAUD

- (a) During our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company or any fraud on the company has been noticed or reported during the year.
- (b) No report has been filed by the us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government under sub-section 12 of Section 143 of Companies Act, 2013.
- (c) We have not come across any whistle-blower complaints made in the company during the year.

## XII. NIDHI COMPANY

The Company is not a Nidhi Company as defined under section 406 of Companies Act, 2013. Therefore, clause (xii) of paragraph 3 of the order is not applicable to the Company.

## XIII. RELATED PARTY TRANSACTIONS

In our opinion and according to the information and explanations given to us the Company is in compliance with section 188 and 177 of the Companies Act, 2013, where applicable, for all the transactions with related parties and the details of related party transactions have been disclosed in Note No. 42 to the financial statements.

## XIV. INTERNAL AUDIT

- (a) On the basis of Information and explanations given to us the company has Internal Audit Division. Hence, internal audit system commensurate with the size & nature of the business are under development.
- (b) An Internal Audit has been carried out by the external Chartered Accountant Firm. Report of Internal Auditor has been considered by us.

## XV. NON-CASH TRANSACTIONS WITH DIRECTORS

As per the information and explanation given to us, Company has not entered into any non-cash transactions with directors or persons connected with him/her.

## XVI. NBFC REGISTRATION

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 as NBFC. Therefore, clause (xvi) of paragraph 3 of "the order" is not applicable to the Company.

## XVII. CASH LOSSES

During our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the company has not incurred cash losses in the Financial Year.

## XVIII. RESIGNATION BY STATUTORY AUDITORS

As informed to us and on basis of explanations provided to us, we are the statutory auditors from preceding two financial year. Therefore, clause (xviii) of paragraph 3 of "the order" is not applicable to the Company.

## XIX. MATERIAL UNCERTAINTY

According to the information and explanations to the extent provided to us and on basis of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of opinion that no material uncertainty exists as on the date of the audit report and that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

## XX. CORPORATE SOCIAL RESPONSIBILITY

- (a) According to the information and explanations to the extent provided to us, no amount is required to be transferred to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the Act.
- (b) As informed to us, the company has transferred unspent amount under section 135(5) of Companies Act, 2013 to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.

For **Maharishi & Co.,**  
Chartered Accountants  
ICAI Firm Registration No. 124872W

**Kapil Sanghvi**  
Partner  
Membership No. 141168  
UDIN: 25141168BMJHZI1992

Date: 10<sup>th</sup> May, 2025  
Place: Jamnagar

## ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

### REPORT ON THE INTERNAL FINANCIAL CONTROLS FOR FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

We have audited the internal financial control over financial reporting of ATUL AUTO LIMITED ('The company') as of 31<sup>st</sup> March, 2025 in conjunction with our audit of the standalone Ind AS financial statement of the company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, and accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

### MEANING OF INTERNAL FINANCIAL CONTROL OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 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 authorization of the management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

Date: 10<sup>th</sup> May, 2025  
Place: Jamnagar

## **OPINION**

In our opinion, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2025 based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Maharishi & Co.,**  
Chartered Accountants  
ICAI Firm Registration No. 124872W

**Kapil Sanghvi**  
Partner  
Membership No. 141168  
UDIN: 25141168BMJHZI1992

## Standalone Balance Sheet

As at 31<sup>st</sup> March, 2025

(₹ in Lacs)

Sr. No.	Particulars	Note	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>ASSETS</b>				
<b>(1) Non-Current Assets</b>				
	(a) Property, Plant and Equipment	2(i)	22,616	22,808
	(b) Capital Work-In-Progress	2(ii)	125	14
	(c) Right-of-use Asset	2(i)	14	19
	(d) Investment Property	3	113	117
	(e) Intangible Assets	4	28	37
	(f) Financial Assets			
	(i) Investments	5(a)	11,326	8,823
	(ii) Trade Receivables	6(a)	130	199
	(g) Deferred Tax Assets	7	-	179
	(h) Income Tax Assets (Net)	8	139	173
	(i) Other Non-Current Assets	9(a)	544	350
	<b>Total Non-Current Assets</b>		<b>35,035</b>	<b>32,719</b>
<b>(2) Current Assets</b>				
	(a) Inventories	10	6,813	5,288
	(b) Financial Assets			
	(i) Investments	5(b)	-	2,180
	(ii) Trade Receivables	6(b)	5,843	4,710
	(iii) Cash and Cash Equivalents	11	1,507	1,078
	(iv) Bank Balance other than (iii) above	12	109	111
	(v) Loans	13	3,806	10
	(vi) Other Financial Assets	14	26	31
	(c) Other Current Assets	9(b)	883	936
	<b>Total Current Assets</b>		<b>18,987</b>	<b>14,344</b>
	<b>Total Assets</b>		<b>54,022</b>	<b>47,063</b>
<b>EQUITY AND LIABILITIES</b>				
<b>(3) EQUITY</b>				
	(a) Equity Share Capital	15	1,388	1,388
	(b) Other Equity	16	42,151	38,732
	<b>Total Equity</b>		<b>43,539</b>	<b>40,120</b>
<b>LIABILITIES</b>				

## Standalone Balance Sheet As at 31<sup>st</sup> March, 2025

(₹ in Lacs)

Sr. No.	Particulars	Note	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>(4) Non-Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	17(a)	-	-	-
(ii) Lease Liabilities	18(a)	5	10	
(iii) Other Financial Liabilities	19(a)	788	649	
(b) Provisions	20(a)	28	40	
(g) Deferred Tax Liabilities	7	942	-	
<b>Total Non-Current Liabilities</b>		<b>1,763</b>	<b>699</b>	
<b>(5) Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	17(b)	-	-	
(ii) Lease Liabilities	18(b)	11	11	
(iii) Trade Payables	21			
(A) Total Outstanding dues of Micro Enterprise and Small Enterprise		2,325	1,538	
(B) Total Outstanding dues other than Micro Enterprise and Small Enterprise		3,695	2,266	
(iv) Other Financial Liabilities	19(b)	846	903	
(b) Other Current Liabilities	22	1,126	1,033	
(c) Provisions	20(b)	663	438	
(d) Current Tax Liabilities	23	54	55	
<b>Total Current Liabilities</b>		<b>8,720</b>	<b>6,244</b>	
<b>Total Liabilities</b>		<b>10,483</b>	<b>6,943</b>	
<b>Total Equity and Liabilities</b>		<b>54,022</b>	<b>47,063</b>	

The accompanying notes are an integral part of these financial statements  
As per our report of even date

**For Maharishi & Co.**  
Chartered Accountants  
FRN 124872W

**KAPIL SANGHVI**  
Partner  
Membership No. 141168  
UDIN : 25141168BMJHZI1992

**Signed at Jamnagar on 10<sup>th</sup> May, 2025**

**For and on behalf of the Board of Directors**  
**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**  
Managing Director  
DIN : 00065159

**PARAS J. VIRAMGAMA**  
Company Secretary & Compliance Officer

**MAHENDRA J PATEL**  
Whole-time Director & CFO  
DIN : 00057735

**Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025**



## Standalone Statement of Profit and Loss For the year ended 31<sup>st</sup> March, 2025 (₹ in Lacs)

Sr. No.	Particulars	Note	For the year ended 31 <sup>st</sup> March, 2025	For the year ended 31 <sup>st</sup> March, 2024
<b>1</b>	<b>REVENUE FROM OPERATIONS</b>			
a.	Revenue from Sale of Products	24(a)	63,903	47,497
b.	Other Operating Income	24(b)	693	543
	<b>TOTAL REVENUE FROM OPERATIONS</b>		<b>64,596</b>	<b>48,040</b>
<b>2</b>	Other Income	25	499	462
<b>3</b>	<b>TOTAL INCOME</b>		<b>65,095</b>	<b>48,502</b>
<b>4</b>	<b>EXPENSES</b>			
a.	Cost of Materials Consumed	26	48,103	37,042
b.	Change in inventory of Finished Goods, Work-in-Progress and Stock-in-Trade	27	(308)	(343)
c.	Employee Benefits Expense	28	6,259	4,932
d.	Finance Costs	29	50	164
e.	Depreciation and Amortisation Expense	30	1,517	1,525
f.	Other Expenses	31	4,833	3,399
<b>5</b>	<b>TOTAL EXPENSES</b>		<b>60,454</b>	<b>46,719</b>
<b>6</b>	<b>Profit Before Exceptional Items</b>		<b>4,641</b>	<b>1,783</b>
<b>7</b>	Exceptional Items		-	-
	<b>Profit/(Loss) Before Tax</b>		<b>4,641</b>	<b>1,783</b>
<b>8</b>	<b>Tax Expense</b>			
a.	Current Tax	32(a)	35	(11)
b.	Deferred Tax	32(b)	1,144	447
	<b>TOTAL TAX EXPENSE</b>		<b>1,179</b>	<b>436</b>
<b>9</b>	<b>Profit / (Loss) for the Period</b>		<b>3,462</b>	<b>1,347</b>
<b>10</b>	<b>Other Comprehensive Income, Net of Tax</b>	33	<b>(43)</b>	<b>(49)</b>
	<b>a. Items that will not be Reclassified to Profit or Loss</b>			
(i)	Remeasurement of Post Employment Benefit Obligation		(58)	(66)
(ii)	Income Tax Relating to Remeasurement of Defined Benefit Obligation		15	17
	<b>b. Items that will be Reclassified to Profit or Loss</b>		-	-
<b>11</b>	<b>Total Comprehensive Income / (Expense) for the Period</b>		<b>3,419</b>	<b>1,298</b>
<b>12</b>	<b>Earnings Per Equity Share</b>	34		
	Basic & Diluted		12.47	5.09

The accompanying notes are an integral part of these financial statements  
As per our report of even date

**For Maharishi & Co.**  
Chartered Accountants  
FRN 124872W

**KAPIL SANGHVI**  
Partner  
Membership No. 141168  
UDIN : 25141168BMJHZ11992

Signed at Jamnagar on 10<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors**  
**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**  
Managing Director  
DIN : 00065159

**PARAS J. VIRAMGAMA**  
Company Secretary & Compliance Officer

Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025

**MAHENDRA J PATEL**  
Whole-time Director & CFO  
DIN : 00057735

## Standalone Statement of Cash Flow For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Sr. No.	Particulars	For the year ended 31 <sup>st</sup> March, 2025	For the year ended 31 <sup>st</sup> March, 2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
	<b>Net Profit Before Taxation</b>	<b>4,583</b>	<b>1,717</b>
	Adjustment for:		
	Add/(Less):-		
	Bad Debts and Provision for Doubtful Debts (Reversal of Provision)	105	(26)
	Depreciation & Impairment	1,517	1,525
	Finance Cost	50	164
	<b>Sub Total</b>	<b>1,672</b>	<b>1,663</b>
	Less :-		
	Loss/(Profit) on Sale of Property Plant and Equipment	3	34
	Profit on Redemption/Revaluation of Mutual Fund	22	64
	Interest Received on Deposits	150	126
	<b>Sub Total</b>	<b>175</b>	<b>224</b>
	<b>Operating Profit Before Working Capital Changes</b>	<b>6,080</b>	<b>3,156</b>
	Movements in Working Capital:		
	Decrease/-Increase in Trade Receivable	(1,169)	(1,876)
	Decrease/-Increase in Inventories	(1,525)	108
	Decrease/-Increase in Loans and Other Assets	38	393
	Increase/-Decrease in Trade Payables	2,216	(667)
	Increase/-Decrease in Liabilities/Provisions	387	85
	<b>Total Movement in Working Capital</b>	<b>(53)</b>	<b>(1,957)</b>
	Cash Generated from Operations	6,027	1,198
	Direct Taxes Paid (Net of Refunds)	(9)	60
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>6,018</b>	<b>1,258</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
	Purchase of Property Plant and Equipment, Capital WIP and Advances for Capital Goods & of Payable	(1,600)	(785)
	Proceeds from Sale of Property Plant and Equipment	15	94
	Net (Investment)/ Net Proceeds from Sale of Mutual Fund	2,202	(451)
	Investment in Subsidiary Companies	(2,503)	(2,000)
	(Increase)/Decrease in Other Bank Balance	2	(20)
	(Increase)/Decrease in Inter Corporate Deposits	(3,800)	500
	Interest Received on Deposits	150	126
	<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(5,534)</b>	<b>(2,536)</b>
<b>C. CASH FLOW FORM FINANCING ACTIVITIES</b>			
	Increase in Lease Liability	(5)	(3)
	Proceeds from Issue of Equity Shares/Share Warrant	-	5,750
	Repayment of Bank Borrowing	-	(3,564)
	Other Borrowing Cost	(50)	(164)
	<b>NET CASH CLOW FROM FINANCING ACTIVITIES</b>	<b>(55)</b>	<b>2,019</b>
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>429</b>	<b>742</b>

## Standalone Statement of Cash Flow For the year ended 31<sup>st</sup> March, 2025 (₹ in Lacs)

Sr. No.	Particulars	For the year ended 31 <sup>st</sup> March, 2025	For the year ended 31 <sup>st</sup> March, 2024
	<b>Effect of Change in Cash or Cash Equivalent held in Foreign Currency due to Exchange Rate Fluctuation</b>		
	Cash and Cash Equivalents at the Beginning of the Year	1,078	336
	Cash and Cash Equivalents at the End of the Year	1,507	1,078
	<b>Components of Cash and Cash Equivalents as at the End of the Year</b>		
	Cash on Hand	1	14
	Cheques on Hand	-	-
	<b>With Bank</b>		
	- In Current Accounts	1,506	1,064
	<b>TOTAL</b>	<b>1,507</b>	<b>1,078</b>

### Notes

- 1 Previous year's figures have been regrouped wherever necessary.
- 2 The cash flow statement has been prepared under the indirect method as set out in the Indian Accounting Standard - 7 on Cash Flow Statement

The accompanying notes are an integral part of these financial statements

As per our report of even date

**For Maharishi & Co.**  
Chartered Accountants  
FRN 124872W

**KAPIL SANGHVI**  
Partner  
Membership No. 141168  
UDIN : 25141168BMJHZI1992

**Signed at Jamnagar on 10<sup>th</sup> May, 2025**

**For and on behalf of the Board of Directors**  
**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**  
Managing Director  
DIN : 00065159

**MAHENDRA J PATEL**  
Whole-time Director & CFO  
DIN : 00057735

**PARAS J. VIRAMGAMA**  
Company Secretary & Compliance Officer

**Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025**

## Standalone Statement of Changes in Equity For the year ended 31<sup>st</sup> March, 2025

### (A) EQUITY SHARE CAPITAL (NOTE NO. 15)

(₹ in Lacs)

Particulars	Note	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024
At the beginning of the year	15	1,388	1,194
Changes in equity share capital during the year		-	194
<b>At the end of the year</b>		<b>1,388</b>	<b>1,388</b>

### (B) OTHER EQUITY (NOTE NO. 16)

(₹ in Lacs)

Particulars	Note No.	Capital Reserve	Equity Share Warrant	Security Premium On Share Warrant	Security Premium	General Reserve	Shares Forfeiture	Retained Earnings	Total Other Equity
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>16</b>	<b>30</b>	<b>49</b>	<b>1,868</b>	<b>4,215</b>	<b>2,094</b>	<b>23</b>	<b>23,599</b>	<b>31,878</b>
<b>Addition :</b>	-	-	-	-	-	-	-	-	-
Proceeds from Conversion of Warrants	-	-	-	-	7,473	-	-	-	<b>7,473</b>
Profit /(Loss) for the year	-	-	-	-	-	-	-	1,347	<b>1,347</b>
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	-	-49	<b>-49</b>
<b>Total Comprehensive Income for the year ended 31<sup>st</sup> March, 2024</b>	-	-	-	-	-	-	-	<b>1,298</b>	<b>1,298</b>
Deletions :	-	-	-	-	-	-	-	-	-
Warrants converted into Equity Shares	-	-	49	1,868	-	-	-	-	<b>1,917</b>
Transaction with owners in their capacity as owners	-	-	-	-	-	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2024</b>	-	<b>30</b>	-	-	<b>11,688</b>	<b>2,094</b>	<b>23</b>	<b>24,897</b>	<b>38,732</b>
<b>Addition :</b>	-	-	-	-	-	-	-	-	-
Profit /(Loss) for the year	-	-	-	-	-	-	-	3,462	<b>3,462</b>
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	-	-43	<b>-43</b>
<b>Total Comprehensive Income for the year ended 31<sup>st</sup> March, 2025</b>	-	-	-	-	-	-	-	<b>3,419</b>	<b>3,419</b>
Transaction with owners in their capacity as owners	-	-	-	-	-	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	-	<b>30</b>	-	-	<b>11,688</b>	<b>2,094</b>	<b>23</b>	<b>28,316</b>	<b>42,151</b>

The accompanying notes are an integral part of these financial statements

As per our report of even date

**For Maharishi & Co.**

Chartered Accountants

FRN 124872W

**KAPIL SANGHVI**

Partner

Membership No. 141168

UDIN : 25141168BMJHZI1992

**Signed at Jamnagar on 10<sup>th</sup> May, 2025**

**For and on behalf of the Board of Directors**

**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**

Managing Director

DIN : 00065159

**MAHENDRA J PATEL**

Whole-time Director & CFO

DIN : 00057735

**PARAS J. VIRAMGAMA**

Company Secretary & Compliance Officer

**Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025**



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### BACKGROUND

Atul Auto Limited (the company) is a public company domiciled in India and situated at Shapar(Gujarat), incorporated on June 18, 1986. Its shares are listed on two stock exchanges in India - Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company manufactures and sales Auto rickshaws in domestic and overseas market.

The standalone financial statements were approved for issue in accordance with a resolution of the Board of Directors of the Company on May 10, 2025

### 1 BASIS OF PREPARATION

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013

The financial statements are presented in ₹, which is also the Company's functional currency and all values are rounded to the nearest lacs (₹ ,00,000), except when otherwise indicated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### Summary of Material Accounting Policies followed by the Company

#### 1.1 System of Accounting

- (i) The Company follows the mercantile system of accounting and recognises income and expenditure on an accrual basis except in case of significant uncertainties. This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### Use of Estimates, Judgement & Assumptions

- (ii) Estimates, judgements and assumptions used in the preparation of these financial statements and disclosures made therein are based upon Management's evaluation of the relevant facts and circumstances as of the date of the financial statements, which may differ from the actual results at a subsequent date. The following are items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about basis of calculation for each affected line item in the financial statement.

- (a) Provision for warranty claims
- (b) Valuation of employee benefits
- (c) Provision for tax expenses
- (d) Provision for expected credit loss
- (e) Provision for after sales activities

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company.

### 1.2 Revenue Recognition

#### (A) Sales

- (i) Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue is presented exclusive of Goods & Services tax. Post the applicability of GST with effect from 1<sup>st</sup> July 2017, Sales are required to be disclosed net of GST. The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the Company.
- (ii) As per contract with the customers/dealers, terms of sales is ex-factory. Hence, Company's performance obligation gets complete on vehicles being ready for dispatch. Sales is recognised as and when performance obligation of the company gets completed.
- (iii) Export sales are recognised on completion / significant completion of performance obligation of the company as per the terms of the contract with customer.

(iv) **Sale of Products:**

The Company earns revenue primarily from sale of automotive vehicles, parts and accessories.

Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component.

The Company's contracts with customers do not provide for any right to returns, refunds or similar obligations. The nature of contracts of the Company are such that no material part performance obligations would remain unfulfilled at the end of any accounting period

The Company provides warranties for general repairs of defects as per terms of the contract with ultimate customers. These warranties are considered as assurance type warranties and are accounted for under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets Refer Note 35.

Revenue is recognised when the performance obligations are satisfied and the control of the product is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the goods, customer has possession and legal title to the asset, customer bears significant risk and rewards of ownership and the customer has accepted the asset or the Company has objective evidence that all criteria for acceptance have been satisfied.

The Company, on behalf of its customers (dealers and distributors), dispatch the goods to agreed locations for an agreed fee. The Company has determined that the performance obligation of the Company is to arrange for those goods and services (Company is an agent) to the dealers and hence the amount charged to the customer offset by freight charges paid to the freight service providers is shown as revenue and disclosed as other operating income or other operating expenses, depending upon the results of the offsetting.

**(B) Export Incentives**

Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.

**(C) Other Income**

The Company recognises income (including rent etc.) on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty,

revenue recognition is postponed to the extent of uncertainty.

**1.3 Property, Plant and Equipment and Depreciation**

- (i) Capital work in process, Property, plant and equipment except land are carried at historical cost of acquisition, construction or manufacturing cost, as the case may be, less accumulated depreciation and impairment thereon if any. Freehold land is carried at cost of acquisition. Cost represents all expenses directly attributable to bringing the asset to its working condition capable of operating in the manner intended.
- (ii) Costs incurred to manufacture property, plant and equipment and intangible are charged to particular property plant & equipment. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.
- (iii) Land and buildings acquired/constructed, not intended to be used in the operations of the Company and held for earning long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, are categorised as investment property.
- (iv) Other expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.
- (v) Assets in the course of construction are capitalised in the assets under construction account. At the point when an asset is operating at Management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset are capitalised where the asset is available for use.

**1.3.1 Depreciation and Amortisation Methods, Estimated Useful Lives and Residual Value**

**On Tangible Assets**

- (a) Depreciation is calculated on a pro rata basis on the straight line method to allocate the cost, over the estimated useful lives of the assets.
- (b) Useful life of assets are determined by the Management by internal technical assessments and such useful life is in conformity with Schedule - II of companies act. Depreciation on additions is being provided on pro rata basis from the month of such additions.

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

- (c) Depreciation on assets sold, discarded or demolished during the year is being provided up to the month in which such assets are sold, discarded or demolished.

The property taken under operating lease is depreciated over the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

### 1.3.2 Impairment of Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units).

### 1.4 Intangible Assets

#### (a) Product Development Cost

Product Development Cost incurred on new vehicles platforms, variants on existing platforms and new vehicles aggregates are recognized as intangible assets and are included under Property Plant and Equipment. These amounts are amortized over sixty months from the commencement of commercial production.

#### (b) SAP Implementation Charges

Expenses incurred for implementation of SAP are recognized as intangible assets and are included under Property Plant and Equipment. The amounts are amortized over sixty months from the implementation of SAP.

### 1.5 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Depreciation on investment property is provided on a pro rata basis on straight line method over the estimated useful lives. Useful life of assets, as assessed by the Management,

corresponds to those prescribed in Part 'C' Schedule II of companies act.

### 1.6 Investments , Financial Assets and Financial Liability

#### (a) Investment in Subsidiary

Interest in Subsidiary is recognised at cost and not adjusted to fair value at the end of each reporting period. Cost represents amount paid for acquisition of the said investments. The Company assesses at the end of each reporting period, if there are any indications that the said investments may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

#### (b) Other Investments and Financial Assets

##### (i) Classification

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those measured at amortised cost.
- The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will be recorded in profit or loss.

##### (ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value.

**Fair value through Profit or Loss:** Assets that do not meet the criteria for amortised cost, are measured at fair value through profit or loss e.g. investments in mutual funds.

##### (iii) Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk and if so, assess the need to provide for the same in the Statement of Profit and Loss.

##### (iv) Derecognition of Financial Assets

A financial asset is derecognised only when Company has transferred the rights to receive cash flows from the financial asset. Where the

entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

**(v) Income Recognition**

**Dividend**

Company recognises dividend in the statement of Profit & Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the company and the amount of the dividend can be measured reliably.

**Interest Income**

- Interest income from fixed deposits and overdue amount receivable from dealers are recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.
- Interest on Inter Corporate Deposit is recognised as per agreement with respective Group Companies.

**Corporate Guarantee Fees**

Corporate Guarantee Fees are recorded as per terms of contract.

**(c) Financial Liability**

**(i) Classification as Debt or Equity**

Debt and Equity instruments issued by the Company are classified either as financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

**(ii) Initial Recognition and Measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings

and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables.

**(iii) Subsequent Measurement**

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

**Trade and Other Payable**

These amounts represent obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. These payable are classified as current liabilities if payment is due within one year or less otherwise they are presented as non-current liabilities. Trade and payables are subsequently measured at amortised cost using the effective interest rate method.

**Derecognition**

Liability is removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/ (losses).

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Liability is classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### 1.7 Foreign Currency Transactions

- (i) Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (₹), which is Company's functional and presentation currency.
- (ii) On initial recognition, all foreign currency transactions are recorded at foreign exchange rate on the date of transaction.
- (iii) Monetary items of current assets and liabilities in foreign currency outstanding at the close of financial year are revalued at the appropriate exchange rates prevailing at the close of the year.
- (iv) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates, in case of monetary current assets and liabilities in foreign currency, are recognised in the Statement of Profit and Loss.

### 1.8 Inventories

Cost of inventories have been computed to include all costs of purchases (including materials), cost of conversion and other costs incurred, as the case may be, in bringing the inventories to their present location and condition.

- (i) Finished stocks of vehicles are valued at cost of manufacturing or net realisable value whichever is lower.
- (ii) Raw materials, Stores, Packing Materials, Tools and Components are valued at cost arrived at on moving average basis or net realisable value, whichever is lower, as circumstances demand. However, obsolete and slow moving items are valued at cost or estimated realisable value whichever is lower.
- (iii) Goods in transit are stated at actual cost incurred up to the date of Balance Sheet.

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.

### 1.9 Research & Development Expenditure

Research & Development expenditure is charged to revenue under the natural heads of account in the year in which it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

### 1.10 Taxation

Provision for tax is made for the current accounting period (reporting period) on the basis of the taxable profits computed in accordance with the Income-tax Act, 1961 and the Income Computation and Disclosure Standards prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred taxes are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences.

Current and Deferred Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### 1.11 Provisions and Contingent Liabilities

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation such as product warranty costs. 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 of outflow of resources is remote, no provision or disclosure is made.

### 1.12 Operating lease including Investment Properties

#### As a Lessor

The company has leased out its assets and such leases where the company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the statement of profit & loss on a straight line basis over the lease term in a manner which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the statement of profit & loss in the period in which they are incurred.

Under operating lease, the asset is capitalised within property plant & equipment and depreciated over its useful economic life. Therefore, Ind AS 116 does not have an impact for leases where the company is the lessor.

### As a Lessee

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease. The Company's lease asset primarily consists of building. The company assesses whether a contract contains a lease, at inception of contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases), and lease contract for which the underlying asset is of low value (low-value assets). For these short-term, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial measurement of the lease liability adjusted plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate of cost of capital. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

### 1.13 Government Grants

Grants and subsidies from the government are recognized when there is reasonable assurance that

- (i) the company will comply with the conditions attached to them, and
- (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and transfer to income in equal amounts over the expected useful life of the related asset.

Where the company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost, it is recognized at a nominal value.

### 1.14 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

### 1.15 Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, balance with banks.

### 1.16 Employee benefits

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, and other terminal benefits.

#### (i) Gratuity

Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully covers the same under Cash Accumulation Policy and Debt fund of the Life Insurance Corporation of India (LIC). However, any deficit in plan assets managed by LIC as compared to the liability based on an independent actuarial valuation is recognised as a liability.

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method in conformity with the principles and manner of computation specified in Ind AS 19.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

- (ii) Provident fund contributions are made to Company's Provident Fund . The contributions are accounted for as defined benefit plans and the contributions are recognised as employee benefit expense when they are due.
- (iii) Defined contribution to superannuation fund is being made as per the scheme of the Company and recognised as expense as and when due.

### 1.17 Power Generation Income

The Company having solar and wind power plants which is separately shown in Note no. 2 for Property, Plant and Equipment, primarily for the purpose of captive consumption of electricity in its manufacturing and operational processes. The power generated and consumed internally is netted off against power and fuel expenses.

### 1.18 Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity

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

### 1.19 Segment Reporting

The company is engaged mainly in the business of automobile products. These, in the context of Indian Accounting Standard 108 on Operating Segment, as specified in the Companies (Indian Accounting Standards) Rules, 2015, are considered to constitute one single primary segment. Operating segments are reported in a manner consistent with the internal reporting provided to the Core Management Committee which includes the Managing Director who is the Chief Operating Decision Maker.

### 1.20 Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31<sup>st</sup> March, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases, relating to sale and lease back transactions, applicable from April 1, 2024. The amendment notified by MCA is not applicable to the company.

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 2 PROPERTY, PLANT AND EQUIPMENT

#### (i) Tangible Assets

Current year

Particulars	Gross Block			Depreciation			Net Block
	As at 1 <sup>st</sup> April, 2024	Additions	Adjustments	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2025	As at 1 <sup>st</sup> April, 2024	As at 31 <sup>st</sup> March, 2025
Freehold Land	4,200	-	-	-	4,200	-	4,200
Buildings	9,036	-	-	-	9,036	1,636	7,077
Plant & Machinery (Including Electric Fitting)	17,255	515	-	18	17,752	6,946	9,871
Solar Power Plant	-	705	-	-	705	-	675
Windmill	341	-	-	-	341	327	10
Furniture & Fittings	811	-	-	-	811	196	534
Computers	405	58	-	-	463	352	77
Office Equipment	229	13	-	-	242	176	47
Vehicles	516	12	-	39	489	352	125
<b>TOTAL</b>	<b>32,793</b>	<b>1,303</b>	<b>-</b>	<b>57</b>	<b>34,039</b>	<b>9,985</b>	<b>22,616</b>
Leasehold Assets (Right-of-Use Asset)	58	9	-	-	67	39	14

(₹ in Lacs)

Previous year

Particulars	Gross Block			Depreciation			Net Block
	As at 1 <sup>st</sup> April, 2023	Additions	Adjustments	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2024	As at 1 <sup>st</sup> April, 2023	As at 31 <sup>st</sup> March, 2024
Freehold Land	4,200	-	-	-	4,200	-	4,200
Buildings	8,947	159	(2)	68	9,036	1,330	7,400
Plant & Machinery (Including Electric Fitting)	16,245	757	253	-	17,255	5,732	10,309
Windmill	341	-	-	-	341	323	14
Solar Power Plant	-	-	-	-	-	-	-
Furniture & Fittings	1,062	-	(251)	-	811	324	615
Computers	375	30	-	-	405	330	53
Office Equipment	218	11	-	-	229	166	53
Vehicles	528	46	-	58	516	352	164
<b>TOTAL</b>	<b>31,916</b>	<b>1,003</b>	<b>-</b>	<b>126</b>	<b>32,793</b>	<b>8,557</b>	<b>22,808</b>
Leasehold Assets (Right-of-Use Asset)	143	9	-	94	58	121	19

(₹ in Lacs)



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### (ii) Capital Work-In-Progress

Current year

(₹ in Lacs)

Particulars	As at 1 <sup>st</sup> April, 2024	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2025
Capital Work-In-Progress	14	1,230	1,119	125
<b>TOTAL</b>	<b>14</b>	<b>1,230</b>	<b>1,119</b>	<b>125</b>

Previous year

(₹ in Lacs)

Particulars	As at 1 <sup>st</sup> April, 2023	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2024
Capital Work-In-Progress	129	683	798	14
<b>TOTAL</b>	<b>129</b>	<b>683</b>	<b>798</b>	<b>14</b>

#### 2(ii).1 (a) For CWIP Ageing Schedule

Current year

(₹ in Lacs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	125	-	-	-	125
Projects Temporarily Suspended	-	-	-	-	-

#### 2(ii).1 (b) For CWIP whose Completion is Overdue

(₹ in Lacs)

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	125	-	-	-	125
Projects Temporarily Suspended	-	-	-	-	-

#### 2(ii).1 (c) For CWIP whose cost has exceeded compared to its original plan : None

Previous Year

(₹ in Lacs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	14	-	-	-	14
Projects Temporarily Suspended	-	-	-	-	-

#### 2(ii).1 (b) For CWIP whose Completion is Overdue

(₹ in Lacs)

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	14	-	-	-	14
Projects Temporarily Suspended	-	-	-	-	-

#### 2(ii).1 (c) For CWIP whose cost has exceeded compared to its original plan : None

Notes:

- As per IND AS - 40 'Investment Property' assets which is held to earn rentals or for capital appreciation or both is treated as investment property
- Refer to clause 1.3 of notes to material accounting policies

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

- c) IND AS 116 requires leases to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease. The Company's lease asset primarily consists of Building. The right-of-use assets are initially recognised at cost, which comprises the initial measurement of the lease liability adjusted plus any initial direct costs less any lease incentives.

### NOTE - 3 INVESTMENT PROPERTY

Current year

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block
	As at 1 <sup>st</sup> April, 2024	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2025	As at 1 <sup>st</sup> April, 2024	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2025
Investment Property	152	-	-	152	35	4	-	39	113
<b>TOTAL</b>	<b>152</b>	<b>-</b>	<b>-</b>	<b>152</b>	<b>35</b>	<b>4</b>	<b>-</b>	<b>39</b>	<b>113</b>

Previous year

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block
	As at 1 <sup>st</sup> April, 2023	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2024	As at 1 <sup>st</sup> April, 2023	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2024
Investment Property	152	-	-	152	31	4	-	35	117
<b>TOTAL</b>	<b>152</b>	<b>-</b>	<b>-</b>	<b>152</b>	<b>31</b>	<b>4</b>	<b>-</b>	<b>35</b>	<b>117</b>

Disclosure Income from Investment Property as per Sch III

(₹ in Lacs)

Particulars	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024
Rental Income	33	31
Direct operating expense from property that generated income	-	-
Profit from investment before depreciation	33	31
Depreciation	4	4
<b>Net Profit from investment property</b>	<b>29</b>	<b>27</b>

Fair Value

(₹ in Lacs)

Particulars	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024
Investment Property	193	193

The best evidence of fair value is current prices in an active market for similar properties. Since investment properties leased out by the Company are cancellable, the market rate for sale/purchase of such premises are representative of fair values. Company's investment properties are at a location where active market is available for similar kind of properties. Hence, fair value is ascertained on the basis of market rates prevailing for similar properties in those location determined by the valuer vide report dated 27<sup>th</sup> June, 2017 and consequently classified as a level 2 valuation. For Bhayla (Ahmedabad) Properties the Purchase Value or the value as capitalized in the books of account has been considered as Fair Value.

### NOTE - 4 INTANGIBLE ASSETS

Current year

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block
	As at 1 <sup>st</sup> April, 2024	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2025	As at 1 <sup>st</sup> April, 2024	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2025
Product Development	195	-	-	195	195	-	-	195	-
Computer Software	202	7	-	209	165	16	-	181	28
<b>TOTAL</b>	<b>397</b>	<b>7</b>	<b>-</b>	<b>404</b>	<b>360</b>	<b>16</b>	<b>-</b>	<b>376</b>	<b>28</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

Previous year									(₹ in Lacs)
Particulars	Gross Block				Depreciation				Net Block
	As at 1 <sup>st</sup> April, 2023	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2024	As at 1 <sup>st</sup> April, 2023	Additions	Disposals/ Transfer	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2024
Product Development	195	-	-	195	195	-	-	195	-
Computer Software	202	-	-	202	150	15	-	165	37
<b>TOTAL</b>	<b>397</b>	<b>-</b>	<b>-</b>	<b>397</b>	<b>345</b>	<b>15</b>	<b>-</b>	<b>360</b>	<b>37</b>

### NOTE - 5 INVESTMENTS

#### (a) Non-Current Investment

			(₹ in Lacs)	
Particulars	31-Mar-25	31-Mar-24		
<b>Investment in Wholly Owned Subsidiaries</b>				
<b>(i) Investment carried at cost (Unquoted)</b>				
a. Khushbu Auto Finance Limited				
Extent of holding	100.00%	100.00%		
No. of Shares owned	5,26,00,000	3,94,00,000		
Investment in Khushbu Auto Finance Limited	8,273	5,778		
b. Atul Green Automotive Private Limited				
Extent of holding	100.00%	100.00%		
No. of Shares owned	4,50,000	4,50,000		
Investment in Atul Green Automotive Private Limited	45	45		
<b>(ii) Investment in Subsidiaries</b>				
a. Atul Greentech Private Limited				
Extent of holding	79.39%	79.39%		
No. of Shares owned	1,02,63,055	1,02,63,055		
Investment in Atul Greentech Private Limited	3,000	3,000		
b. Atulease Private Limited				
Extent of holding	80.00%	-		
No. of Shares owned	80,000	-		
Investment in Atulease Private Limited	8	-		
<b>Sub-Total (a)</b>	<b>11,326</b>	<b>8,823</b>		

#### (b) Current Investment

			(₹ in Lacs)	
Particulars	31-Mar-25	31-Mar-24		
<b>Investment in Mutual Fund</b>				
<b>Investment carried at fair value through Profit &amp; Loss</b>				
<b>Quoted :</b>				
<b>Aditya Birla Sun Life Overnight Fund [Growth]</b>	-	301		
(Units: PY - 23,216 , CY - Nil)				
Market Value of above fund in P.Y. is ₹ 301 lacs and in C.Y. is Nil.				
<b>Tata Overnight Fund [Growth]</b>	-	352		
(Units: PY - 27,829 , CY - Nil)				
Market Value of above fund in P.Y. is ₹ 352 lacs and in C.Y. is Nil.				

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>SBI Overnight Fund [Growth]</b>	-	200
(Units: PY - 5,142 , CY - Nil)		
Market Value of above fund in P.Y. is ₹ 200 lacs and in C.Y. is Nil.		
<b>HDFC Overnight Fund [Growth]</b>	-	300
(Units: PY - 8,449 , CY - Nil)		
Market Value of above fund in P.Y. is ₹ 300 Lacs and in C.Y. is Nil.		
<b>LIC Overnight Fund [Growth]</b>	-	251
(Units: PY - 20,216 , CY - Nil)		
Market Value of above fund in P.Y. is ₹ 251 Lacs and in C.Y. is Nil.		
<b>Kotak Overnight Fund [Growth]</b>	-	200
(Units: PY - 15,683 , CY - Nil)		
Market Value of above fund in P.Y. is ₹ 200 Lacs and in C.Y. is Nil.		
<b>DSP Overnight Fund [Growth]</b>	-	351
(Units: PY - 27,386 , CY - Nil)		
Market Value of above fund in P.Y. is ₹ 351 Lacs and in C.Y. is Nil.		
<b>ICICI Prudential Overnight Fund [Growth]</b>	-	225
(Units: PY - 17,464 , CY - Nil)		
Market Value of above fund in P.Y. is ₹ 225 Lacs and in C.Y. is Nil.		
<b>Sub-Total (b)</b>	-	<b>2,180</b>
<b>Total Investment (a)+(b)</b>	<b>11,326</b>	<b>11,003</b>

(₹ in Lacs)

Particulars	Book Value		Market Value	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Quoted	-	2,180	-	2,180
Unquoted	11,326	8,823	NA	NA

### NOTE - 6 FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Non Current Trade Receivables*</b>		
Significant Increase in Credit Risk	535	824
Less: Provision for Expected Credit Loss	(405)	(625)
<b>Sub-Total (a)</b>	<b>130</b>	<b>199</b>
<b>(b) Current Trade Receivables</b>		
Unsecured, Considered Good	5,770	4,646
Unbilled Revenue	88	76
Less: Provision for Expected Credit Loss	(15)	(12)
<b>Sub-Total (b)</b>	<b>5,843</b>	<b>4,710</b>
<b>Total Trade Receivables</b>	<b>5,973</b>	<b>4,909</b>
Debts due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member	2,159	641



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

**Note - 6.1 The Age wise Analysis of the Trade Receivable as per Sub Ledger is given below:-**

(₹ in Lacs)

Particulars	31-Mar-2025					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables- considered good	5,795	46	2	-	-	5,843
(ii) Undisputed Trade Receivables- significant increase in credit risk*	2	5	5	29	89	130
(iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables- significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-

(₹ in Lacs)

Particulars	31-Mar-2024					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables- considered good	4,676	25	6	3	-	4,710
(ii) Undisputed Trade Receivables- significant increase in credit risk*	-	1	31	17	150	199
(iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables- significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-

\*Undisputed Trade Receivables- significant increase in credit risk are considered as Non-Current Trade Receivable as recovery is not expected within 12 months, irrespective of time period from outstanding.

### NOTE - 7 DEFERRED TAX ASSET / LIABILITY

**Statement of Deferred Tax Asset / Liabilities**

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Deferred tax liabilities</b>		
<b>On account of timing difference in</b>		
Property, Plant and Equipment	1,114	921
<b>Gross Deferred Tax Liabilities</b>	<b>1,114</b>	<b>921</b>
<b>Deferred Tax Assets</b>		
<b>On account of timing difference in-</b>		
Lease Liability	4	5
Retiral and Other Benefits	62	40
Provision for Bad/Doubtful Debts	106	160
Current Year Loss & Unabsorbed Depreciation	-	895
<b>Gross Deferred Tax Assets / (Liability)</b>	<b>172</b>	<b>1,100</b>
<b>Net Deferred Tax Assets</b>	<b>(942)</b>	<b>179</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### Note - 7.1 Movement in Deferred Tax Asset / Liabilities

(₹ in Lacs)

Particulars	Property, Plants & Equipment	Retiral and Other Benefits	Other Items	Total
<b>As At 1<sup>st</sup> April, 2024</b>	<b>(921)</b>	<b>40</b>	<b>1,060</b>	<b>179</b>
<b>Charged</b>				
to Profit & Loss	(193)	7	(958)	<b>(1,144)</b>
to Current Year Loss & Depreciation	-	-	8	<b>8</b>
to Other Comprehensive Income	-	15	-	<b>15</b>
<b>As At 31<sup>st</sup> March, 2025</b>	<b>(1,114)</b>	<b>62</b>	<b>110</b>	<b>(942)</b>
<b>As At 1<sup>st</sup> April, 2023</b>	<b>(837)</b>	<b>18</b>	<b>1,426</b>	<b>607</b>
<b>Charged</b>				
to Profit & Loss	(84)	5	(368)	<b>(447)</b>
to Current Year Loss & Depreciation	-	-	2	<b>2</b>
to Other Comprehensive Income	-	17	-	<b>17</b>
<b>As At 31<sup>st</sup> March, 2024</b>	<b>(921)</b>	<b>40</b>	<b>1,060</b>	<b>179</b>

### NOTE - 8 INCOME TAX ASSET

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Income Tax Asset (Net)	139	173
<b>Total Income Tax Asset</b>	<b>139</b>	<b>173</b>

### NOTE - 9 OTHER ASSETS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Other Non Current Assets</b>		
Security Deposit	133	109
Advances to Suppliers for Capital Goods	407	237
Balance with Govt. Authorities	4	4
<b>Sub-Total (a)</b>	<b>544</b>	<b>350</b>
<b>(b) Other Current Asset</b>		
Advances for Goods and Services	291	395
Prepaid Expenses	128	86
Balances with Government Authorities	55	216
Other Receivables	409	239
<b>Sub-Total (b)</b>	<b>883</b>	<b>936</b>
<b>Total Other Assets (a+b)</b>	<b>1,427</b>	<b>1,286</b>
Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member	-	-

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 10 INVENTORIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Raw Materials (including Goods in Transit)	4,419	3,279
Consumables	923	747
Work in Progress	17	16
Semi Finished Goods	412	511
Finished Goods (including Goods in Transit)	1,042	731
Stock of Traded Goods	-	4
<b>Total Inventories</b>	<b>6,813</b>	<b>5,288</b>
Less: Provision for Obsolete Inventory / Short Inventory	-	-
<b>Total inventories valued at Cost and Net Realisable Value whichever is lower</b>	<b>6,813</b>	<b>5,288</b>

The Company has sanctioned facilities from banks on the basis of security of current assets.

whether quarterly returns filed by the companies with banks or financial institutions are in agreement with the books of accounts - Yes except for the Q4 details of deviation are as below:

(₹ in Lacs)

Quarter	Inventory as per Books	Inventory as per Stock Statement	Difference
Q4	6,813	6,839	(26)

### NOTE - 11 CASH & CASH EQUIVALENTS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Balances with banks</b>		
Cash on hand	1	14
Balances with Banks - In current account including sweep-in-deposit	1,506	1,064
<b>Total Cash &amp; Cash Equivalents</b>	<b>1,507</b>	<b>1,078</b>

### NOTE - 12 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Unpaid Dividend Bank Balances	9	11
Bank deposits with original maturity of more than three months but up to twelve months. (Including bank guarantee, margin money, etc.)	100	100
<b>Total Other Bank Balances</b>	<b>109</b>	<b>111</b>

The Company is having its deposits with bank having maturity less than 12 months. The same are under lien against guarantees given by the bank.

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 13 CURRENT FINANCIAL ASSETS - LOANS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Unsecured, Considered Good</b>		
<b>To Related Parties</b>		
Inter Corporate Deposit	3,800	-
<b>To Others</b>		
Loans to Staff	6	10
<b>Total Loans</b>	<b>3,806</b>	<b>10</b>

**Note - 13.1** Following Loans has been given on Demand by the company which has no repayment terms

(₹ in Lacs)

Party to which Loan is Granted	Relation With the Party to Which Loan is Granted	31-Mar-25		31-Mar-24	
		Aggregate Amount of Loan outstanding	Percentage of total loan granted	Aggregate Amount of Loan outstanding	Percentage of total loan granted
Atul Greentech Private Limited	Subsidiary	1,200	27.80%	-	0%
Khusbu Auto Finance Limited	Wholly Owned Subsidiary	3,100	71.83%	-	0%
Staff Advances	Employees	16	0.37%	10	100%

### NOTE - 14 OTHER CURRENT FINANCIAL ASSETS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Other Income Receivable	26	31
<b>Total Other Current Financial Assets</b>	<b>26</b>	<b>31</b>

### NOTE - 15 SHARE CAPITAL

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Authorised Shares</b>		
Equity Shares of ₹ 5 each		
No. of Shares	3,00,00,000	3,00,00,000
Amount(₹)	1,500	1,500
<b>Issued and Subscribed Shares</b>		
Equity Shares of ₹ 5 each		
No. of Shares	2,90,32,680	2,90,32,680
Amount(₹)	1,452	1,452
<b>Paid up Shares</b>		
Equity Shares of ₹ 5 each		
No. of Shares	2,77,51,280	2,77,51,280
Amount(₹)	1,388	1,388
<b>Total Share Capital</b>	<b>1,388</b>	<b>1,388</b>



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### b. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period - Equity Shares

(₹ in Lacs)

Particulars	31 <sup>st</sup> March, 2025		31 <sup>st</sup> March, 2024	
	No. of Shares	Amount ( in Lacs)	No. of Shares	Amount ( in Lacs)
At Beginning of the Period	2,77,51,280	1,388	2,38,79,227	1,194
Issued during the Year	-	-	38,72,053	194
Outstanding at the End of the Period	2,77,51,280	1,388	2,77,51,280	1,388

### c. Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share.

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

### d. Details of Shareholders

Particulars	31-Mar-25		31-Mar-24	
	No. of Shares	% of Holding	No. of Shares	% of Holding
<b>A Promotor Group</b>				
Maheshbhai Jagjivandas Chandra	19,69,242	7.10%	19,69,242	7.10%
Jayantibhai Jagjivandas Chandra	14,52,752	5.23%	14,52,752	5.23%
Dharmendrabhai Jagjivandas Chandra	12,67,326	4.57%	12,67,326	4.57%
Harishbhai Jagjivandas Chandra	10,58,923	3.82%	10,58,923	3.82%
Bharat Jagjivandas Chandra	9,75,906	3.52%	9,75,906	3.52%
Manishaben Atulkumar Chandra	8,60,529	3.10%	8,60,529	3.10%
Mahendrakumar Jamnadas Patel	2,77,848	1.00%	2,77,848	1.00%
Prafullaben Jayantibhai Chandra	1,05,800	0.38%	1,05,800	0.38%
Rekhaben Maheshbhai Chandra	2,55,300	0.92%	2,55,300	0.92%
Ushaben Dharmendrabhai Chandra	1,25,714	0.45%	1,25,714	0.45%
Vasantraai Kurjibhai Patel	2,28,000	0.82%	2,28,000	0.82%
Chetankumar Vasantraai Patel	2,20,536	0.79%	2,20,536	0.79%
Harshaben Harishbhai Chandra	2,11,800	0.76%	2,11,800	0.76%
Krunal J. Chandra	2,02,650	0.73%	2,02,650	0.73%
Manjulaben Vasantraai Patel	1,91,304	0.69%	1,91,304	0.69%
Ramaben Dayalal Patel	1,58,689	0.57%	1,58,689	0.57%
Hetal Alpesh Chandra	1,53,720	0.55%	1,53,720	0.55%
Alpesh Bharatbhai Chandra	1,46,160	0.53%	1,46,160	0.53%
Kapilaben Bharatbhai Chandra	1,41,504	0.51%	1,41,504	0.51%
Hiren Vasantraai Patel	1,38,960	0.50%	1,38,960	0.50%
Ashokkumar Jamnadas Patel	1,36,944	0.49%	1,36,944	0.49%
Anita Nirajbhai Chandra	1,31,000	0.47%	1,31,000	0.47%
Krishnaben Chetankumar Patel	1,27,368	0.46%	1,27,368	0.46%
Manishaben Mahendrakumar Patel	1,21,712	0.44%	1,21,712	0.44%
Minaben Ashokkumar Patel	1,21,712	0.44%	1,21,712	0.44%

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

Particulars	31-Mar-25		31-Mar-24	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Niraj Jayantibhai Chandra	1,05,118	0.38%	1,05,118	0.38%
Shivam Mahendra Patel	78,872	0.28%	78,872	0.28%
Vivek Ashokkumar Patel	78,872	0.28%	78,872	0.28%
Patel Ashoskkumar Jamnadas HUF	78,872	0.28%	78,872	0.28%
Patel Mahendrakumar Jamnadas HUF	78,872	0.28%	78,872	0.28%
Khushbu Auto Pvt Ltd	6,56,565	2.37%	6,56,565	2.37%
<b>B Details of shareholders holding more than 5% shares in the company</b>				
Vijay Kedia	50,50,505	18.20%	50,50,505	18.20%
Maheshbhai Jagjivandas Chandra	19,69,242	7.10%	19,69,242	7.10%
Jayantibhai Jagjivandas Chandra	14,52,752	5.23%	14,52,752	5.23%

As per records of the Company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

### NOTE - 16 OTHER EQUITY

Particulars	(₹ in Lacs)	
	31-Mar-25	31-Mar-24
<b>a. Capital Reserve</b>		
Balance at the beginning of the year	30	30
Additions during the year	-	-
Deductions during the year	-	-
<b>Balance at the end of the year</b>	<b>30</b>	<b>30</b>
<b>b. Securities Premium</b>		
Balance at the beginning of the year	11,688	4,215
Additions during the year	-	7,473
Deductions during the year	-	-
<b>Balance at the end of the year</b>	<b>11,688</b>	<b>11,688</b>
<b>c. Equity Share Warrant</b>		
Balance at the beginning of the year	-	49
Additions during the year	-	-
Deductions during the year	-	49
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
<b>d. Security Premium On Share Warrant</b>		
Balance at the beginning of the year	-	1,868
Additions during the year	-	-
Deductions during the year	-	1,868
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
<b>e. General reserve</b>		
Balance at the beginning of the year	2,094	2,094
Additions during the year	-	-
Deductions during the year	-	-
<b>Balance at the end of the year</b>	<b>2,094</b>	<b>2,094</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>f. Share Forfeiture</b>		
Balance at the beginning of the year	23	23
Additions during the year	-	-
Deductions during the year	-	-
<b>Balance at the end of the year</b>	<b>23</b>	<b>23</b>
<b>g. Retained earnings</b>		
Balance of profit and loss at the beginning	24,897	23,599
Add: Profit/(Loss) for the year	3,462	1,347
Other Comprehensive Income	(43)	(49)
Balance at the end of the year	28,316	24,897
<b>Total Other Equity</b>	<b>42,151</b>	<b>38,732</b>

### NOTE - 17 FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Non-Current Borrowings</b>		
Term Loan	-	-
<b>Sub-Total (a)</b>	<b>-</b>	<b>-</b>
<b>(b) Current Borrowings</b>		
FCNR Loan- IDBI Bank	-	-
EXIM Bank WCTL	-	-
EXIM Bank Term Loan (Current Maturities)	-	-
<b>Sub-Total (b)</b>	<b>-</b>	<b>-</b>
<b>Total Borrowings</b>	<b>-</b>	<b>-</b>

### NOTE - 18 LEASE LIABILITIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
(a) Non-Current Lease Liability	5	10
(b) Current Lease Liability	11	11
<b>Total Lease Liability</b>	<b>16</b>	<b>21</b>

### NOTE - 19 OTHER FINANCIAL LIABILITIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Non-Current</b>		
Dealers' Deposit	788	649
<b>Sub-Total (a)</b>	<b>788</b>	<b>649</b>
<b>(b) Current</b>		
Unpaid Dividends*	9	11
*Investor Education and Protection Fund will be credited by amount (as and when due)		
Expenses Payable	819	724
Payable for Capital Goods	18	168
<b>Sub-Total (b)</b>	<b>846</b>	<b>903</b>
<b>Total Other Financial Liabilities (a+b)</b>	<b>1,634</b>	<b>1,552</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### 19.1 Total Payable for Capital Goods

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Total outstanding dues of Micro Enterprises and Small Enterprises	10	2
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	8	166

### NOTE - 20 PROVISIONS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Non-Current Provisions</b>		
Warranty Claims	28	40
<b>Sub-Total (a)</b>	<b>28</b>	<b>40</b>
<b>(b) Current Provisions</b>		
Gratuity	186	157
Provision for After Sales Services	91	85
Provision for Warranty Claims	46	72
Leave Encashment Provision	62	-
P.D.I./WRC Coupon Exp. Payable	22	18
Provision for Expected Credit loss and Loss Sharing	256	106
<b>Sub-Total (b)</b>	<b>663</b>	<b>438</b>
<b>Total Provisions (a+b)</b>	<b>691</b>	<b>478</b>

### 20.1 Provision for After Sales Activities

The estimated liability for after sales activities are recorded when products are sold. The estimate of such after sales activities related costs is revised annually.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
At the beginning of the year	85	86
Arising during the year	124	95
Utilised during the year	118	96
At the end of the year	91	85

### 20.2 Provision for Warranties

Provision is made for estimated warranty claims in respect of product sold which are still under warranty at the end of the reporting period. These claims are expected to be settled in the next financial year. Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claims could differ from historical amounts.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
At the beginning of the year	112	299
Arising during the year	247	45
Utilised during the year	285	232
At the end of the year	74	112



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### 20.3 Provision for Expected Credit Loss on Risk Sharing Arrangement 1.0

The company has entered into risk sharing arrangement with Cholamandalam Investment and Finance Co. Limited ("Chola") for sales of vehicle on finance. On account of this arrangement company has agreed to pay non-refundable delinquency fund ('Fund') of ₹ 2000/- per vehicle to Chola towards each of the vehicle sold under this arrangement, irrespective of the loan granted on the said vehicles which shall be used for setting off loss arising out of sale of vehicle repossessed/commission of default by customers.

In event of any vehicle financed under this arrangement is repossessed/surrendered due to non-payment of loan & default as per loan agreement and on sale of vehicle or on making 100% provisioning towards loan accounts than AAL agrees to share loss with Chola on the outstanding (principal & instalment) of loan accounts over and above 20% of such outstanding. Company has recognized the provision based on Ind AS - 109 'Financial Instruments'.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>At the beginning of the year</b>		
Delinquency Fund	-	-
Additional Provision	106	140
<b>Arising during the year</b>		
Delinquency Fund	-	-
Additional Provision	84	55
<b>Utilised during the year</b>		
Delinquency Fund	-	-
Additional Provision	75	89
<b>At the end of the year</b>		
Delinquency Fund	-	-
Additional Provision	115	106

### 20.4 Provision for Expected Credit Loss on Risk Sharing Arrangement 2.0

The company has entered into an new risk sharing arrangement with Cholamandalam Investment and Finance Co. Limited ("Chola") for sales of vehicle on finance. Company has guaranteed vehicles financed by Chola under this arrangement. Further, as per arrangement with Chola and Dealers, company has received payout on vehicle financed by Chola. Such payout is retained as pool to mitigate any future loss on account of default by the borrower. Further, in case company expects higher expected credit loss, than additional provision is also made for the same.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>At the beginning of the year</b>		
Payout Pool	-	-
Additional Provision	-	-
<b>Arising during the year</b>		
Payout Pool	140	-
Additional Provision recognised in Profit & Loss A/c.	26	-
<b>Utilised during the year</b>		
Payout Pool	-	-
Additional Provision	-	-
<b>At the end of the year</b>		
Payout Pool	140	-
Additional Provision	26	-

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 21 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Total outstanding dues of Micro Small and Medium Enterprises	2,325	1,538
Total outstanding dues other than Micro Small and Medium Enterprises	3,695	2,266
<b>Total Trade Payables</b>	<b>6,020</b>	<b>3,804</b>

#### 21.1 MSME

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
The principal amount due to suppliers	2,325	1,538
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006	-	-
The amount of interest due and payable for the period of delay in making payment.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years as per Section 23 of MSMED Act, 2006.	-	-

#### 21.2 The age wise analysis of the Trade Payables as per Sub Ledger is given below:-

(₹ in Lacs)

Particulars	31-Mar-25				
	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	2,325	-	-	-	2,325
(ii) Others	3,679	11	2	3	3,695
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

(₹ in Lacs)

Particulars	31-Mar-2024				
	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	1,538	-	-	-	1,538
(ii) Others	2,259	2	2	3	2,266
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 22 OTHER CURRENT LIABILITIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Other Current Liabilities</b>		
Advance from Dealers	403	349
Statutory Dues	723	684
Others	-	-
<b>Total Other Current Liabilities</b>	<b>1,126</b>	<b>1,033</b>

### NOTE - 23 TAX LIABILITIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Current Tax Liability	54	55
<b>Total Current Tax Liabilities</b>	<b>54</b>	<b>55</b>

### NOTE - 24 REVENUE FROM OPERATIONS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Revenue from Sale of Products</b>		
<b>Sale of Vehicles</b>		
Domestic	51,920	40,296
Export (Including Merchant Export)	4,575	3,218
<b>Total Sale of Vehicles</b>	<b>56,495</b>	<b>43,514</b>
<b>Sale of Spares</b>		
Domestic	4,467	3,510
Export (Including Merchant Export)	653	473
<b>Total Sale of Spares</b>	<b>5,120</b>	<b>3,983</b>
<b>Sale of Chassis</b>		
Domestic	2,288	-
Export (Including Merchant Export)	-	-
<b>Total Sale of Chassis</b>	<b>2,288</b>	<b>-</b>
<b>Total Revenue from Sale of Products (a)</b>	<b>63,903</b>	<b>47,497</b>
<b>(b) Other Operating Revenue</b>		
Export Incentive	163	113
Other Operating Income	58	35
Excess Recovery of Freight	78	99
Royalty Income	343	259
Technical Service Income	34	23
Jobwork Income	9	2
Scrap Sale	8	12
<b>Total Other Operating Revenue (b)</b>	<b>693</b>	<b>543</b>
<b>Total Revenue from Operation (a+b)</b>	<b>64,596</b>	<b>48,040</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs except Nos.)

Particulars		31-Mar-25	31-Mar-24
<b>Details of Product Sold under Broad Category - Domestic</b>			
Cargo	Amount	25,433	17,953
	Nos.	12,788	9,104
Passenger	Amount	17,541	13,279
	Nos.	9,400	7,335
E-Rickshaw	Amount	8,946	9,064
	Nos.	7,133	7,359
Spares	Amount	4,467	3,510
	Nos.	-	-
Chassis	Amount	2,288	-
	Nos.	1,538	-
<b>Total Value of Domestic Sales</b>		<b>58,675</b>	<b>43,806</b>
<b>Details of Product Sold under Broad Category - Export</b>			
Cargo	Amount	166	162
	Nos.	101	106
Passenger	Amount	4,409	3,057
	Nos.	3,086	2,135
E-Rickshaw	Amount	-	-
	Nos.	-	-
Spares	Amount	653	473
<b>Total Value of Export Sales</b>		<b>5,228</b>	<b>3,692</b>

### NOTE - 25 OTHER INCOME

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Interest income on</b>		
Deposits with Banks	7	8
Inter Corporate Deposit (ICD)	135	115
Dealer Outstanding	204	89
Income Tax Refund	2	17
Other Deposits	8	3
<b>Sub-Total (a)</b>	<b>356</b>	<b>232</b>
<b>Other non-operating income</b>		
Gain on Sale /Revaluation of Mutual Fund	22	64
Insurance Claim Income	3	1
Corporate Guarantee Fee	86	100
Profit on Sale of Property Plant and Equipment	3	34
Rent Income	33	31
Profit Sharing from Chola	(4)	-
<b>Sub-Total (b)</b>	<b>143</b>	<b>230</b>
<b>Total Other Income (a+b)</b>	<b>499</b>	<b>462</b>

Refer to Note No. 42 for transaction with Related Parties.

### NOTE - 26 COST OF MATERIAL CONSUMED

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Consumption of Materials	47,403	36,362
Consumables	47	41
Direct Expenses (Purchase Expenses)	653	639
<b>Total Cost of Material Consumed</b>	<b>48,103</b>	<b>37,042</b>



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 27 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Work in Progress</b>		
Opening Stock	16	15
Closing Stock	17	16
	(1)	(1)
<b>Finished Goods</b>		
Opening Stock	731	389
Closing Stock	1,042	731
	(311)	(342)
<b>Stock in Trade</b>		
Opening Stock	4	4
Closing Stock	-	4
	4	-
<b>Total Change in Inventories</b>	<b>(308)</b>	<b>(343)</b>

### NOTE - 28 EMPLOYEE BENEFITS EXPENSE

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Salaries, Wages, Directors Remuneration, Allowance and Other Benefits	5,396	4,277
Contribution towards Employees Provident Fund, ESIC and Super Annuation Fund	436	350
Gratuity Expense	70	44
Staff Welfare Expenses	357	261
<b>Total Employee Benefit Expenses</b>	<b>6,259</b>	<b>4,932</b>

### NOTE - 29 FINANCE COST

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Interest Expense on</b>		
Bank Borrowings	1	96
Dealer Deposits	21	19
Lease Liability	2	3
<b>Sub-Total (a)</b>	<b>24</b>	<b>118</b>
<b>Other Borrowing Costs</b>		
Loan Processing Fees and Expenses	8	11
Bank Charges	18	35
<b>Sub-Total (b)</b>	<b>26</b>	<b>46</b>
<b>Total Finance Cost (a+b)</b>	<b>50</b>	<b>164</b>

#### 29.1 Interest on Bank Borrowings

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Total Interest on Term Loan	-	72
Interest on Working Capital	1	24
<b>Interest on Bank Borrowings</b>	<b>1</b>	<b>96</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 30 DEPRECIATION AND AMORTIZATION

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Depreciation on Property, Plant and Equipment	1,483	1,494
Amortisation of Intangible Asset	16	15
Depreciation of Right to use Asset	14	12
Depreciation on Investment Property	4	4
<b>TOTAL DEPRECIATION AND AMORTIZATION</b>	<b>1,517</b>	<b>1,525</b>

### NOTE - 31 OTHER EXPENSES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Advertising & Sales Promotion	1,047	624
Communication Cost	22	20
Donation Expenditure	1	-
Director's Sitting Fees	9	7
Expected Credit Loss / (Reversal of Expected Credit Loss)	(216)	(73)
Foreign Exchange Rate Difference	11	6
Freight & Forwarding Expense	734	533
Insurance	46	50
Legal & Consultancy Charges	274	192
Loss on Sales of Property Plant and Equipment	3	1
Office Admin Expenses	108	82
Amount Written Off	323	53
Computer Software Exp.	337	80
Other Miscellaneous Expenses	45	46
Payment to Auditor	21	17
Power & Fuel	340	423
Printing & Stationary	34	18
Product Development Expenses	101	258
Rates and Taxes	49	35
Rent	58	50
Repairs to Buildings	174	106
Repairs to Machinery	149	112
Repairs and Maintenance (Others)	234	176
Testing Expenses	106	110
Travelling & Conveyance	441	322
Warranty & After Sales Services	369	139
Windmill Operation Charges	13	12
<b>Total Other Expenses</b>	<b>4,833</b>	<b>3,399</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### 31.1 Payment to Statutory Auditor Includes

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
For Audit Fees	13	12
For Limited Review	3	2
For Tax Audit	3	2
For Certification on Corporate Governance	1	1
Other Certification	-	-
Audit Reimbursement Expense	1	-
<b>Total Payment to Auditors</b>	<b>21</b>	<b>17</b>

### NOTE - 32 TAX EXPENSES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Current Tax on Profits for the year	-	-
Income Tax Provision for Current year	3	-
Adjustment for Current Tax of Prior Periods	32	(11)
	<b>35</b>	<b>(11)</b>
Deferred Tax	1,144	447
<b>Total Tax Expenses</b>	<b>1,179</b>	<b>436</b>
<b>Reconciliation of Tax Expense and the Accounting Profit multiplied by India's Tax Rate</b>		
Profit /(Loss) Before Tax	4,641	1,783
Tax at the Indian Tax of 25.168%	1,168	449
<b>Tax effect of amount which are not deductible (taxable) in calculating taxable income :</b>		
Donation Expense which is not allowable	-	-
Interest on Income Tax	-	-
Rent Expense as per Ind AS 116	-	-
<b>Tax effect of amount which are deductible (non- taxable) in calculating taxable income :</b>		
Deduction for wages paid to additional employees	-	-
Other Deductions	(21)	(2)
Adjustment for Current Tax of prior period	32	(11)
Reduction in Deferred Tax due to change in Tax Rate	-	-
<b>Total Tax Expenses</b>	<b>1,179</b>	<b>436</b>

### NOTE - 33 OTHER COMPREHENSIVE INCOME

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Items that will not be Reclassified to Tax</b>		
Remeasurement of Post Employment Benefit Obligation	(58)	(66)
Income tax relating to Remeasurement of Defined Benefit Obligation	15	17
	<b>(43)</b>	<b>(49)</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 34 EARNINGS PER SHARE

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Net profit /(loss) as per statement of Profit & Loss	3,462	1,347
Weighted average number of shares outstanding during the year (Nos)	2,77,51,280	2,64,61,626
Earning per share in ₹ (Basic & Diluted)	12.47	5.09
Face Value per Share in ₹	5	5

### NOTE - 35 CONTINGENT LIABILITIES NOT ACKNOWLEDGED AS DEBT

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>A. Disputed Liabilities*</b>		
Sales Tax	27	27
Excise Duty	1	1
Goods and Service Tax	45	90
Income Tax	8	61
Case Pending before Consumer Forum	58	55
Case filed for Infringement of copyright where company is one of the defendant	200	200
<b>B. Financial Guarantees</b>		
Financial Guarantees in respect of loan given by finance company to end user - Amount outstanding	4,384	931
Financial Guarantees in respect of loan given by Banks to Subsidiary company - Amount outstanding (Amount of Guarantee is ₹ 16,889 lacs for Khushbu Auto Finance Limited in F.Y. 24-25, which was ₹ 15,000 Lacs during PY)	6,548	8,953
Amount of guarantee for Atul Greentech Private limited (Amount of total guarantee is ₹ 5,000 lacs during CY which was ₹ 5,000 lacs during PY)	870	2,029
*(Show-cause notices received from various Government Agencies & pending formal demand notices have not been considered as contingent liabilities.)		
<b>Total Contingent Liabilities</b>	<b>12,141</b>	<b>12,347</b>

### NOTE - 36 ESTIMATED AMOUNT OF CONTRACTS REMAINING TO BE EXECUTED ON CAPITAL ACCOUNTS AND NOT PROVIDED

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
For Purchase of Assets	347	810
<b>TOTAL</b>	<b>347</b>	<b>810</b>



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 37 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Amount required to be spent by the company during the year,	-	-
Amount of Expenditure incurred,	-	-
Excess paid during the year	-	-
Shortfall at the end of the year	-	-
Total of previous year shortfall	-	-
Reason for shortfall,	NA	NA
Nature of CSR activities	NA	NA
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,	-	-
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	NA	NA
<b>Nature of CSR activities</b>		
Contribution to trusts/associations for Education	-	-
Contribution to trusts/associations for National Heritage and Culture	-	-
Contribution to trusts/associations for Disaster Management	-	-
Contribution to trusts/associations for Promoting Healthcare	-	-
Contribution to trusts/associations for Women Empowerment	-	-
Contribution to trusts/associations for Eradicating Hunger, Poverty	-	-
<b>CSR Expenditure</b>	-	-
Administrative Overheads for CSR Activity	-	-
<b>Total CSR Expenditure</b>	-	-

During the Financial Year 2024-2025 and 2023-2024 the company was not Liable for any CSR Expenditure. During Financial Year 2022-2023 the company has spent ₹ 22 lakhs in excess which is entitled to be carried forward in next financial year 2025-2026 in accordance with Section 135 of Companies Act, 2013. The excess amount spent has been utilized for Contribution to trusts/associations for eradicating hunger, poverty.

### NOTE - 38 LEASE

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>As a Lessor :</b>		
The Company has given premises on operating leases. This lease arrangement is renewable for further period on mutually agreeable terms and also includes escalation clauses.		
The total future minimum lease rentals receivable at the balance sheet date is as under :		
Within one year	6	6
After one year but not more than five year	-	-
<b>TOTAL</b>	<b>6</b>	<b>6</b>
<b>As a Lessee :</b>		
The Company has entered into commercial leases on office building. These leases have an average life of between one and three years with renewal option included in the contracts. There are no restrictions placed upon the Company by entering into these leases.		
The total future minimum rentals payable under non-cancellable leases are as follows:		
Within one year	32	11
After one year but not more than five year	4	11
<b>TOTAL</b>	<b>36</b>	<b>22</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 39 EXCHANGE DIFFERENCE GAIN / (LOSS) RECOGNISED IN THE STATEMENT OF PROFIT & LOSS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Relating to export during the year as a part of sales / other Income	11	6
On settlement of other transaction as part of other expenses & import	-	-
<b>TOTAL</b>	<b>11</b>	<b>6</b>

### NOTE - 40 PARTICULARS OF UNHEDGED FOREIGN CURRENCY AT THE REPORTING PERIOD

(₹ in Lacs)

Particulars		31-Mar-25	31-Mar-24
Export Trade Receivable	USD	7	2
	₹	554	191

### NOTE - 41 EMPLOYEE BENEFITS

#### a. Gratuity

Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully covers the same under Cash Accumulation Policy of the Life Insurance Corporation of India (LIC). However, any deficit in plan assets managed by LIC as compared to the liability on the basis of an independent actuarial valuation is recognised as a liability.

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method in conformity with the principles and manner of computation specified in Ind AS 19.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Amount Recognised in Balance Sheet</b>		
Present Value of Funded Defined Benefit Obligation	600	460
Fair Value of Plan Assets	(414)	(303)
<b>Net Funded Obligation</b>	<b>186</b>	<b>157</b>
<b>Expense Recognised in the Statement of Profit &amp; Loss</b>		
Current Service Cost	59	39
Interest on Net Defined Benefit Liability /(Assets)	11	5
<b>Total Expense Charged to Profit &amp; Loss</b>	<b>70</b>	<b>44</b>
<b>Amount Recorded as Other Comprehensive Income</b>		
Opening Amount Recognised in OCI Outside Profit & Loss Account	4	(62)
Remeasurements during the Period due to	-	-
Actuarial (Gain)/Losses on Obligation for the Period	62	59
Actual Return on Plan Assets less Interest on Plan Assets	(4)	7
<b>Closing Amount Recognised in OCI Outside Profit &amp; Loss Account</b>	<b>62</b>	<b>4</b>
<b>Reconciliation of Net Liability/(Assets)</b>		
Opening Net Defined Benefit Liability/(Assets)	158	72
Expense Charged to Profit & Loss Account	70	44
Amount Recognised Outside Profit & Loss Account	58	66

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Employer Contributions	-	-
Employer Contributions	(100)	(25)
<b>Closing Net Defined Benefit Liability/(Assets)</b>	<b>186</b>	<b>157</b>
<b>Movement in Benefit Obligation</b>		
Opening of Defined Benefit Obligation	460	498
Current Service Cost	59	39
Interest on Defined Benefit Obligation	33	37
Past Service Cost	-	-
<b>Remeasurements due to :-</b>		
Actuarial Loss /(Gain) Arising from Change in Financial Assumptions	24	13
Actuarial Loss /(Gain) Arising on Account of Experience Changes	38	46
Benefits Paid	(14)	(173)
<b>Closing of Defined Benefit Obligation</b>	<b>600</b>	<b>460</b>
<b>Movement in Plan Assets</b>		
Opening Fair Value of Plan Assets	303	426
Employer Contributions	100	25
Interest on Plan Assets	21	32
<b>Remeasurements due to :-</b>		
Actual Return on Plan Assets less Interest on Plan Assets	4	(6)
Benefits paid	(14)	(174)
<b>Closing fair value of plan assets</b>	<b>414</b>	<b>303</b>
<b>Disaggregation of Assets</b>		
<b>Category of Assets</b>		
Insurer Managed Funds	414	303
<b>Grand Total</b>	<b>414</b>	<b>303</b>
<b>Key Actuarial Assumptions</b>		
Discount Rate (p.a)	6.78%	7.18%
Expected Return on Plan Assets	7.18%	7.52%
Rate of Salary Increase	7.00%	7.00%
Rate of Employee Turnover	For service upto 4 years 15% & Above 4 years 2% for all years	For service upto 4 years 15% & Above 4 years 2% for all years

### Sensitivity Analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

(₹ in Lacs)

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

Particulars	31-Mar-25	31-Mar-24
Projected Benefit Obligation on Current Assumptions	600	460
Delta Effect of +0.5% Change in Rate of Discounting	(30)	(19)
Delta Effect of -0.5% Change in Rate of Discounting	33	20
Delta Effect of +1% Change in Rate of Salary Increase	55	36
Delta Effect of -1% Change in Rate of Salary Increase	(51)	(33)
Delta Effect of +5% Change in Rate of Employee Turnover	1	5
Delta Effect of -5% Change in Rate of Employee Turnover	4	(10)
Delta Effect of +1% Change in Rate of Discounting	-	-
Delta Effect of -1% Change in Rate of Discounting	-	-
Delta Effect of +1% Change in Rate of Employee Turnover	-	-
Delta Effect of -1% Change in Rate of Employee Turnover	-	-

### b. Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund. Amount recognised in statement of Profit & Loss is ₹ 419 lacs (Previous year ₹334 lacs).

## NOTE - 42 DISCLOSURE OF TRANSACTION WITH RELATED PARTIES AS REQUIRED BY THE INDIAN ACCOUNTING STANDARD - 24

### (a) Name Of Related Parties

1. Wholly on Subsidiary Companies	Khushbu Auto Finance Limited	
	Atul Green Automotive Private Limited	
2. Subsidiary Companies	Atul Greentech Private Limited	
	Atulease Private Limited	
3. Enterprises owned or significantly influenced by key personal management or their relatives	Khushbu Auto Private Limited	
	Atul Auto Industries	
	Atul Enterprise	
	Atul Motors Private Limited	
	New Chandra Motor Cycle House	
	New Chandra Motor Cycle Agency	
	Atul Motors Jam LLP	
4. Key Managerial Personnel:	Jayantibhai J Chandra	Chairman
	Mahendra J Patel	Whole Time Director and Chief Financial Officer
	Niraj J Chandra	Managing Director
	Paras Viramgama	Company Secretary
	Gurudeo Madhukar Yadwadkar	Independent Director
	Vijay Kedia	Non-executive Director
	Aarti Juneja (until 08.02.2025)	Independent Director
	Mohan Jit Walia	Independent Director
	Jaichander Swaminathan	Independent Director
	Honey Sethi (w.e.f 11.08.2024)	Independent Director
	Ramesh Chandra Maheshwari (w.e.f 11.08.2024)	Independent Director
	Pratik Vijay Kedia	Relative of the director of the Company

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### (b) Transaction with Related Parties

(₹ in Lacs)

Name of related party		Nature of transaction	31-Mar-25			31-Mar-24		
			Trans- actions	Closing Balance	Dr / CR	Trans- actions	Closing Balance	Dr / CR
Atul Green Automotive Private Limited	Wholly Owned Subsidiary	Investment in Equity Shares (4,50,000 shares of ₹ 10 each)	-	45	Dr	-	45	Dr
		<b>Total</b>	-	<b>45</b>	<b>Dr</b>	-	<b>45</b>	<b>Dr</b>
Atul Greentech Private Limited	Subsidiary	Investment in Equity Shares	-	3,000	Dr	2,000	3,000	Dr
		Inter Corporate Deposit (ICD given/(repaid) during the year: 700 Lacs)	1,200	700	Dr	(500)	-	-
		Maximum Outstanding during the year: 1200 Lacs)						
		Sales of Vehicles and Spares (Exclusive of Taxes)	3,835	1,248	Dr	960	73	Dr
		Sale of Raw Material (Purchased on behalf of Subsidiary)	-	-	-	-	-	-
		Purchase of Raw Material and spares	167	-	-	13	-	-
		Interest on inter Corporate Deposit	14	5	Dr	114	-	-
		Debit note for miscellaneous expenses like postage, courier, stationary etc.	1	-	-	-	-	-
		Interest On corporate guarantee fee	14	-	-	24	-	-
		Rent Income	24	-	-	24	-	-
		Outstanding Amount of loans in books of Subsidiary company for which Guarantee is given to Bank on behalf of a Subsidiary	-	870	Cr	-	2,029	Cr
		Amount of ₹ 5,000 lakhs Guarantee given on behalf of Subsidiary.						
		Interest Recover on Dealer Outstanding	8	-	-	21	-	-
		Warranty Claims/After Sales Service/ PDI/WRC Charges	35	-	-	-	-	-
		Reimbursement of Factory Power	28	8	Dr	20	-	-
		Sales of RODTEP Licenses	45	14	Dr	14	-	-
		Reimbursement of Transportation	1	-	-	-	-	-
		<b>Total</b>	<b>5,372</b>	<b>4,975</b>	<b>Dr</b>	<b>2,690</b>	<b>3,073</b>	<b>Dr</b>
Atulease Private Limited	Subsidiary	Investment in Equity Shares (80,000 shares of ₹ 10 each)	8	8	Dr	-	-	-
		<b>Total</b>	<b>8</b>	<b>8</b>	<b>Dr</b>	<b>-</b>	<b>-</b>	<b>-</b>



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Name of related party		Nature of transaction	31-Mar-25			31-Mar-24		
			Trans- actions	Closing Balance	Dr / CR	Trans- actions	Closing Balance	Dr / CR
Khushbu Auto Finance Limited	Wholly Owned Subsidiary	Investment in Equity Shares (C.Y. 5,26,00,000 & P.Y. 3,94,00,000 shares of ₹ 10 each)	2,495	8,273	Dr	-	5,778	Dr
		Inter Corporate Deposit (ICD given/(repaid) during the year: 3,100 Lacs) Maximum Outstanding during the year: 3,100 Lacs)	3,100	3,100	Dr	-	-	-
		Receipt of Lease/ Rent (Exclusive of Taxes)	7	-	-	6	-	-
		Payment of Subvention Charges / Incentive (Exclusive of Taxes)	612	184	Cr	265	81	Cr
		Chola Loss Reimbursement	(4)	-	-	28	-	-
		Interest Income on ICD	121	18	Dr	1	-	-
		Sale of vehicle/Spares	1	-	-	3	-	-
		Interest Income on Corporate Guarantee	72	7	Dr	77	-	-
		Outstanding Amount of loans in books of Subsidiary company for which Guarantee is given to Bank on behalf of a Subsidiary Amount of ₹ 16,889 lakhs (P.Y. 15,000 Lacs) Guarantee given on behalf of Subsidiary	-	6,548	Cr	-	8,953	Cr
		<b>Total</b>	<b>6,404</b>	<b>11,214</b>	<b>Dr</b>	<b>380</b>	<b>5,697</b>	<b>Dr</b>
<b>Key management personnel and their relatives :-</b>								
Jayantibhai J Chandra	Chairman	Short term Employee Benefits	12	-		104	6	Cr
Mahendra J Patel	Whole Time Director and Chief Financial Officer	Short term Employee Benefits	85	5	Cr	89	5	Cr
Niraj J Chandra	Managing Director	Short term Employee Benefits	108	4	Cr	100	4	Cr
Paras Viramgama	Company Secretary	Short term Employee Benefits	13	-	-	12	-	-
Gurudeo Madhukar Yadwadkar	Independent Director	Director Sitting fees	2	-	-	1	-	-
Vijay Kedia	Non-executive Director	Director Sitting fees	1	-	-	1	-	-
Aarti Juneja (until 08.02.2025)	Independent Director	Director Sitting fees	2	-	-	2	-	-

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Name of related party		Nature of transaction	31-Mar-25			31-Mar-24		
			Trans- actions	Closing Balance	Dr / CR	Trans- actions	Closing Balance	Dr / CR
Mohan Jit Walia	Independent Director	Director Sitting fees	2	-	-	2	-	-
Jaichander Swaminathan	Independent Director	Director Sitting fees	2	-	-	2	-	-
Honey Sethi (w.e.f 11.08.2024)	Independent Director	Director Sitting fees	1	-	-	-	-	-
Ramesh Chandra Maheshwari (w.e.f 11.08.2024)	Independent Director	Director Sitting fees	1	-	-	-	-	-
Pratik Vijay Kedia	Relative of the director of the Company	Travelling Expenses	0	-	-	-	-	-
Ramesh Chandra Maheshwari (w.e.f 11.08.2024)	Independent Director	Reimbursement of Travelling Expenses	0	-	-	-	-	-
Ramesh Chandra Maheshwari (w.e.f 11.08.2024)	Independent Director	Consultation charges	22	-	-	-	-	-
<b>Other entities :-</b>								
Atul Auto Industries	Entity owned and controlled by relatives of key managerial personal	Purchase of Raw Material Spares	325	4	Cr	255	1	Cr
		Warranty Claims/After Sales Service/ PDI/WRC Charges/Freight Charges	-	-	-	1	-	-
		<b>Total</b>	<b>325</b>	<b>4</b>	<b>Cr</b>	<b>256</b>	<b>1</b>	<b>Cr</b>
Atul Enterprise		Purchase of Raw Material and spares	-	-	-	1	-	-
Atul Motors Private Limited	Entity owned and controlled by relatives of key managerial personal	Other Expenses	1	-	-	1	-	-
		<b>Total</b>	<b>1</b>	-	-	<b>1</b>	-	-
Khushbu Auto Private Limited	Entity owned and controlled by relatives of key managerial personal	Sales of Vehicles and Spares (Exclusive of Taxes)	7,098	876	Dr	4,849	565	Dr
		Warranty Claims/After Sales Service/ PDI/WRC Charges	21	-	-	11	-	-
		Receipt of Lease/ Rent	2	-	-	1	-	-
		Sales Promotion	8	-	-	-	-	-
		Dealer Deposit	-	3	Cr	-	3	Cr
		<b>Total</b>	<b>7,129</b>	<b>873</b>	<b>Dr</b>	<b>4,861</b>	<b>562</b>	<b>Dr</b>

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Name of related party		Nature of transaction	31-Mar-25			31-Mar-24		
			Trans- actions	Closing Balance	Dr / CR	Trans- actions	Closing Balance	Dr / CR
New Chandra Motor Cycle Agency	Entity owned and controlled by relatives of key managerial personal	Sale (Exclusive of Tax)	82	13	Dr	103	1	Dr
		Warranty Claims/After Sales Service/ PDI/WRC Charges/Lgo Meet Exp	4	-	-	2	-	-
		Interest Recover on Dealer Outstanding	-	-	-	2	-	-
		<b>Total</b>	<b>86</b>	<b>13</b>	<b>Dr</b>	<b>107</b>	<b>1</b>	<b>Dr</b>
New Chandra Motor Cycle House	Entity owned and controlled by relatives of key managerial personal	Purchase of Raw Material Spares	21	2	Cr	4	1	Cr
		<b>Total</b>	<b>21</b>	<b>2</b>	<b>Cr</b>	<b>4</b>	<b>1</b>	<b>Cr</b>
Atul Motors Jam LLP	Entity owned and controlled by relatives of key managerial personal	Purchase of Property Plant and Equipment & other Expense	13	-	-	26	-	-
		Vehicle Repairing Expenses	1	-	-	1	-	-
		<b>Total</b>	<b>14</b>	<b>-</b>	<b>-</b>	<b>27</b>	<b>-</b>	<b>-</b>

The Figure "0" represents the amount less than ₹ 50000/- in the transaction and "-" represents NIL.

### NOTE - 43 FINANCIAL INSTRUMENTS

#### a. Capital Management

The Company manages its capital to ensure that the Company will be able to continue as going concern, while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements. The Company is currently utilizing term loan to meet long term requirements and have adequate sanctioned limits available to meet its short term capital requirements. The Company is not subject to any externally imposed capital requirements. The management of the Company reviews the capital structure of the Company on regular basis.

The following table summarises the capital of the Company:

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Equity Share Capital	1,388	1,388
Other Equity	42,151	38,732
<b>TOTAL EQUITY</b>	<b>43,539</b>	<b>40,120</b>
<b>Total Debt</b>	<b>-</b>	<b>-</b>
Debt to Equity Ratio	0%	0%

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### b. Category-wise classification for applicable financial assets

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Measured at fair value through Profit or Loss (FVTPL):</b>		
Investment in Mutual Fund	-	2,180
	-	<b>2,180</b>
<b>Measured at amortised cost:</b>		
Trade Receivable	5,973	4,909
Cash & Cash Equivalents	1,507	1,078
Loans to Staff & Inter corporate Deposit	3,806	10
Balance in Unpaid Dividend	9	11
Investment in Fixed Deposits	100	100
Other Income Receivable	26	31
	<b>11,421</b>	<b>6,139</b>
<b>Measured at cost in accordance with para 10 of Ind AS 27</b>		
Investment in Unquoted Equity Shares of wholly owned subsidiary		
Khushbu Auto Finance Limited	8,273	5,778
Atul Green Automotives Private Limited	45	45
	<b>8,318</b>	<b>5,823</b>
<b>Investment in Unquoted Equity Shares of subsidiary</b>		
Atul Greentech Private Limited	3,000	3,000
Atulease Private Limited	8	-
	<b>3,008</b>	<b>3,000</b>
<b>TOTAL</b>	<b>22,747</b>	<b>17,142</b>

### c. Category-wise classification for applicable financial liabilities

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Measured at amortised cost:</b>		
Lease Liability	16	21
Trade Payable	6,020	3,804
Unpaid Dividend	9	11
Outstanding Expenses	819	724
Dealer's Deposits	788	649
Other Payables	18	168
	<b>7,670</b>	<b>5,377</b>

### NOTE - 44 FAIR VALUE MEASUREMENT

This section explains the judgements and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed the Indian accounting standards. Explanation of each level as follows :-

Level - 1 Hierarchy includes financial instruments measured using quoted price. This includes mutual funds & listed Equity shares that have quoted price. The mutual funds are valued using the closing NAV.

Level - 2 The fair value of financial instruments that are not traded in an active market (for example trade bond, over-the-counter derivatives) is determined using valuation technique which maximise the use of observable market data and rely as little as possible on entity -specific estimates. If all significant inputs required to fair value of instrument are observable, the instrument is included in Level-2.

Level - 3 If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

During the year under consideration there is no transfer between level 1, level 2 and level 3 hierarchy.

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### Financial Assets Measured at Fair Value Measurements Recurring:-

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Level-I</b>		
<b>Financial Investment at FVTPL</b>		
Investment in Mutual Fund	-	2,180
<b>Level-II</b>	-	-
<b>Level-III</b>	-	-
<b>TOTAL</b>	-	<b>2,180</b>

### Valuation Techniques used to Determine Fair Value :-

Mutual funds are valued at the price quoted in active market at the closing of reporting date.

### Fair Value of Financial Assets and Liabilities Measured at Amortised Cost :-

The carrying amounts of trade receivables, trade payable, other financial assets/liabilities, loans and cash & cash equivalents are considered to be the same as their fair values.

## NOTE - 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

### Financial risk management objectives

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company's risk management is done in close co-ordination with the board of directors and focuses on actively securing the Company's short, medium and long-term cash flows by minimizing the exposure to volatile financial markets. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The most significant risks to which the Company is exposed are described below

Risk	Exposure Arising From	Measurement	Management
a. Credit Risk	Trade Receivables	Aging analysis	Analysis of no. of overdue days and track record of debtors. Levy of interest on overdue balances of trade receivables.
	Investment in market instrument	Rating of Instruments	Periodic review of portfolio with risk categorisation of underlying investments.
	Financial Guarantee	Financial Guarantees in respect of loan given by other finance company to end user - Amount outstanding	Periodic review of outstanding, trend analysis of defaults, contract with dealers for loss sharing, maintaining pool out of payout to mitigate losses.
	Other Financial Assets	Aging analysis	Periodic review of outstanding balances
b. Liquidity Risk	Other liabilities	Maturity analysis	Maintaining lower level of leverage, higher net interest margin and negotiation with banker for interest rates
c. Market Risk	Interest Risk for Bank Borrowing	External Benchmark Interest Rate	Maintaining lower level of leverage and negotiation with banker for interest rates.
	Foreign Currency Risk	Sensitivity analysis	Export of goods shall be made after receiving payments from customer and in other case original Bill of landing is held by company till payment received.



## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### a. Credit Risk :-

Credit Risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The company usually deals with creditworthy counterparties and obtain sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The exposure is continuously monitored.

#### (i) Trade Receivable

The Company applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses.

Reconciliation of Provision for Expected Credit Loss – Trade Receivable

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Loss allowance at the beginning of the year	637	709
Add: Expected Credit Loss / (Reversal of Expected Credit Loss)	(216)	(72)
<b>Loss allowance as at the end of the year</b>	<b>421</b>	<b>637</b>

#### (ii) Financial Guarantee

In addition, the company is exposed to credit risk in relation to financial guarantees given to bank and other Financial Company. The Group's maximum exposure in this respect is the maximum amount the Group could have to pay if the guarantee is called on. The amount recognised in Balance Sheet as liabilities and maximum exposure details are as given below:

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
i) Financial Guarantees in respect of loan given by Banks to Subsidiary company -		
a. Khushbu Auto Finance Limited		
Maximum exposure	16,889	15,000
Amount Outstanding as on Date	6,548	8,953
b. Atul Greentech Private limited		
Maximum exposure	5,000	5,000
Amount Outstanding as on Date	870	2,029
ii) Financial Guarantees in respect of loan given by other finance company to end user		
Maximum exposure	4,384	931
Amount Recognised as Liability	281	106

### b. Liquidity Risk :-

The Company's principal sources of liquidity are 'cash and cash equivalents' and cash flows that are generated from operations. The Company has no outstanding term borrowings. The Company believes that its working capital is sufficient to meet its current requirements. Additionally, the Company has sizeable surplus funds given as Inter Corporate Deposit receivable on demand to subsidiary companies ensuring safety of capital and availability of liquidity if and when required. Hence the Company does not perceive any liquidity risk.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Net working capital funds	10,267	8,100
Which includes;		
i. Cash & Cash Equivalents	1,507	1,078
ii. Current Investment	-	2,180
iii. Current Financial Assets (Inter Corporate Deposits)	3,800	-

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### Contractual maturities of significant Financial Liabilities as on 31 March 2025 & 31 March 2024:

#### Maturities of Financial Liabilities

(₹ in Lacs)

Particulars	Less than & equal to 1 Year	More than 1 Year	Total
<b>As at 31<sup>st</sup> March, 2025</b>			
Trade Payable	6,020	-	6,020
Other Financial Liabilities	846	788	1,634
Lease Liabilities	11	5	16
<b>As at 31<sup>st</sup> March, 2024</b>			
Trade Payable	3,804	-	3,804
Other Financial Liabilities	903	649	1,552
Lease Liabilities	11	10	21

#### C. Market Risk :-

##### (i) Interest Risk

Company has obtained Term Loan from Exim Bank. Interest Risk refers to change in interest rate due to change in benchmark interest rate in case of floating rate loan. During the year company has not used facility. Hence, there will be no impact on the profitability of the company due to change in external benchmark interest rate.

##### (ii) Foreign Currency Risk

The Company operates, in addition to domestic markets, significantly in international markets through its exports and is therefore exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US\$. Foreign exchange risk arises from highly probable forecast transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (₹).

#### Open Exposure

The Company's exposure to foreign currency risk at the end of the reporting period is as follows:

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Receivable (Amount in USD)	7	2
Payable (Amount in USD)	-	-
Payable (Amount in Euro)	-	-

(₹ in Lacs)

Particulars	Currency	Change in Rate	Effect on PBT/ Pre-Tax Equity
Year Ended 31 <sup>st</sup> March, 2025	US \$	+10%	55
Year Ended 31 <sup>st</sup> March, 2025	US \$	-10%	(55)
Year Ended 31 <sup>st</sup> March, 2024	US \$	+10%	19
Year Ended 31 <sup>st</sup> March, 2024	US \$	-10%	(19)

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 46 TRANSACTION OF LOANS, INVESTMENT, GUARANTEES AND SECURITIES GIVEN IN RESPECT OF WHICH PROVISION OF SECTION 186 OF THE COMPANIES ACT, 2013 AND ARE WITHIN LIMITS.

(₹ in Lacs)

Particulars	Investment	ICD	Guarantee	Purpose	Proposed Utilization
Khushbu Auto Finance Limited	8,273	-	-	Investment in Wholly Owned Subsidiary	Amount is proposed to be utilised by Subsidiary company for its three wheeler finance business as well as financing other product for risk diversification.
Khushbu Auto Finance Limited	-	3,100	16,889	Amount of Loans sanctioned to Wholly Owned Subsidiary company for which guarantee is given to bank on behalf of an Wholly Owned Subsidiary	
Cholamandalam Investment and Finance Co. Limited	-	-	4,384	For finance of three wheelers of the company to end user and guaranteed by the company	For purchase of company's three wheeler by end user
Atul Green Automotive Private Limited	45	-	-	Investment in Wholly Owned Subsidiary	Business Purpose
Atul Greentech Private Limited	3,000	700	-	Investment in Subsidiary	Business Purpose
Atul Greentech Private Limited		-	5,000	Amount of Loans sanctioned to subsidiary company for which guarantee is given to bank on behalf of an Subsidiary	Amount is proposed to be utilised for setting up battery management system plant and working capital requirement of the company
Atulease Private Limited (Incorporated during the year)	8	-	-	Investment in Subsidiary	Business Purpose

### NOTE - 47 OTHER REGULATORY NOTES

- The Title deeds of the immovable properties (other than Common Approach Road As referred to Note No 2 & other properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- As per the Company's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- The Company has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013) , which are repayable on demand or without specifying any terms or period of repayments.
- No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company has sanctioned facilities from banks on the basis of security of current assets. The deviations in Periodic returns and the books of accounts are given in Note No 10.
- The Company has adhered to debt repayment and interest service obligations on time. Wilful defaulter related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- There are no transactions with the Companies whose name are struck off under Section 248 of The Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31<sup>st</sup> March 2025.

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

8. All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31<sup>st</sup> March 2025.
9. The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
10. No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.
11. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiary
12. The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) 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
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
13. The Company has not operated in any crypto currency or Virtual Currency transactions.
14. During the year the Company has not disclosed or surrendered, any income other than the income recognised in the books of accounts in the tax assessments under Income Tax Act, 1961.

### NOTE - 48 RATIOS

(₹ in Lacs)

Ratio	Numerator	Denominator	Numerator	Denominator	FY 24-25	Numerator	Denominator	FY 23-24	% of Variance
A. Current Ratio	Current Assets	Current Liabilities	18,987	8,720	2.18 times	14,344	6,244	2.30 times	(5.22%)
B. Debt-Equity Ratio	Borrowings + Interest Accrued	Total Equity	NA	NA	NA	NA	NA	NA	NA
C. Debt Service Coverage Ratio*	Earnings for Debt Service = Net Profit after Taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + Other Adjustments like loss on sale of Property Plant and Equipment etc.	Debt Service = Interest & Lease Payments + Principal Repayments	5,029	108	46.55 times	3,036	214	14.16 times	228.81%
D. Return on Equity Ratio**	Net Profit After Taxes	Average Shareholder's Equity	3,462	41,830	8.28%	1,347	36,596	3.68%	124.93%

## Notes to Standalone Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Ratio	Numerator	Denominator	Numerator	Denominator	FY 24-25	Numerator	Denominator	FY 23-24	% of Variance
G. Trade Payables Turnover	Net Credit Purchases	Avg Trade Payables	49,420	4,912	10.06 times	36,543	4,138	8.83 times	13.94%
H. Net Working Capital Turnover Ratio	Revenue From operations	Avg Net Working Capital	64,596	9,184	7.03 times	48,040	5,976	8.04 times	(12.50%)
I. Net Profit Ratio**	Net Profit	Revenue From operations	3,462	64,596	5.36%	1,347	48,040	2.80%	91.20%
J. Return on Capital Employed**	Earning before interest & taxes	Capital Employed	4,691	43,539	10.77%	1,947	40,120	4.85%	122.06%
K. Return on Investment	Income earned on investments	Average Investment for the period	23	366	6.22%	64	971	6.60%	(5.71%)

### Reasons for Variances :

\* During the Current year there is a significant increase in Profits of the Company compared to previous year. Hence, debt coverage ratio of the Company has improved.

\*\* on account of increase in sales and reduction in material cost. Further, on account of increase in capacity utilisation the Company overall return on Equity and Capital Employed is increased. Hence, Return on equity, Return on Capital Employed and Net Profit Ratio has improved.

The accompanying notes are an integral part of these financial statements

As per our report of even date

**For Maharishi & Co.**  
Chartered Accountants  
FRN 124872W

**KAPIL SANGHVI**  
Partner  
Membership No. 141168  
UDIN : 25141168BMJHZI1992

**Signed at Jamnagar on 10<sup>th</sup> May, 2025**

**For and on behalf of the Board of Directors**  
**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**  
Managing Director  
DIN : 00065159

**PARAS J. VIRAMGAMA**  
Company Secretary & Compliance Officer

**MAHENDRA J PATEL**  
Whole-time Director & CFO  
DIN : 00057735

**Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025**



# INDEPENDENT AUDITOR'S REPORT

## On the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

To the Members of  
**ATUL AUTO LIMITED**

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### OPINION

We have audited the accompanying consolidated Ind AS financial statement of ATUL AUTO LIMITED ('the Holding Company') and its Subsidiary (collectively referred to as 'the Company' or 'the Group') (refer no. 1 to the attached consolidated financial statement) comprising of:

- the consolidated balance sheet as at 31<sup>st</sup> March, 2025,
- the consolidated statement of profit and loss (including other Comprehensive income),
- the consolidated cash flow statement and the consolidated statement of change in equity for the year ended, and
- notes to the consolidated Ind AS financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as 'consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports on separate financial statements and other financial information of the subsidiary the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31<sup>st</sup> March, 2025, consolidated profit, their consolidated cash flow and consolidated change in equity for the year ended on that date.

#### BASIS FOR OPINION

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

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements for the financial year ended 31<sup>st</sup> March, 2025. 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. For the following matter, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's responsibilities for the audit of the Consolidated financial statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated financial statements. The results of our

audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Sr. No.	Key Audit Matters	How our audit addressed the key audit matter
<b>1. Evaluation of consolidation process</b>	<p>The Group's consolidation process is complex on account of its conversion of financial statements of NBFC subsidiary into Ind AS which were prepared under Previous GAAP.</p> <p>The consolidation process includes evaluation of the significant influence, alignment of Associate accounting policies with that of parent, and resultant tax adjustments which may require a high level of judgment.</p>	<p>We performed the following key audit procedures:</p> <ul style="list-style-type: none"> <li>Assessed the design, implementation and operating effectiveness of key controls in respect of Group's process of consolidation and management's procedures for alignment of group accounting policies, consolidation adjustments, and the resultant tax impact;</li> <li>Read the underlying documents relating to significant group entities, including agreements to review the management's evaluation of significant influence;</li> <li>Tested the relevant general IT and applications controls over the consolidation process to confirm the appropriateness of the alignment of Associate accounting policies with that of parent; and</li> <li>Evaluated whether the methodology applied by management for alignment of accounting policies is appropriate by reading the accounting policies of the significant group entities and matching it with the Group's accounting policies.</li> </ul>

## INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis Report and Business Responsibility 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 during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their audited financial statements.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these 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 including its associates and joint ventures in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and its joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates.

## AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from an error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as

a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 Company 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.

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

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

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

## OTHER MATTERS

1. Our opinion on the consolidated financial statement and our report on other legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and financial information certified by the management.
2. Khushbu Auto Finance Limited is Non - Banking Financial Company ("NBFC") and as per Rule 4(1)(iv) of The Companies (Indian Accounting Standards) Rules, 2015 read with Companies (Indian Accounting Standards) (Amendment) Rules, 2016 NBFCs shall comply with the Indian Accounting Standards (Ind AS) for accounting periods ending on 31<sup>st</sup> March, 2019 with comparatives for period ending 31<sup>st</sup> March, 2018, but it is not required to comply with Ind AS as the company is not covered in criteria provided therein. We have audited financial statement of Khushbu Auto Finance Limited prepared as per IGAAP. However as per explanation to Rule 4(1)(iv) of Companies (Indian Accounting Standards)

Rules, 2015 read with Companies (Indian Accounting Standards) (Amendment) Rules, 2016 such companies need to provide relevant financial statement data which is in accordance accounting policies followed by parent company. Consolidation of Subsidiary is made on the basis of relevant financial statement data provided by subsidiary which is in accordance with the accounting policies followed by the parent company for consolidation purposes. Management has provided Financial Statement as per Ind AS and reflects total asset of INR 23,856 lakhs as at 31<sup>st</sup> March, 2025, total revenue of INR 4,779 lakhs and total profit/(loss) after tax of INR (53) lakhs and total comprehensive income of INR (51) lakhs for the year ended on 31<sup>st</sup> March, 2025 as considered in the statement. We have considered audited Financial Statement as per IGAAP and Financial prepared by management.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order' or 'CARO'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, there are no matters which require reporting as specified as in paragraph 3(xxi) of the Order. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India.
2. As required by section 143 (3) of the Act, based on our audit and the other financial information of subsidiary and associate, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - a. We have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. In so far as the modification on maintaining an audit trail in the accounting software is concerned refer paragraph (k) below;
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated Ind AS Financial Statement comply with the Accounting Standards specified under Section 133 of the Act, read

with Companies (Indian Accounting Standards) Rules, 2015, as amended;

- e. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act, read with Schedule V of the Act.

- g. With respect to the adequacy of the internal financial controls over financial reporting with reference to these consolidated financial statements of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure A",
- h.
  - a) The respective management of the Holding Company and its Subsidiaries which are companies incorporated in India whose financial statement have been audited under the Act have represented to us that, to best of its knowledge and belief, and read with note 48(11) to the consolidated financial statements, no funds have been advanced and loaned or invested either from borrowed funds or share premium or any other source or kind of funds by holding company or any of such subsidiaries to or any other persons or entities, including foreign entities ('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 respective Holding Company or any such subsidiaries ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The respective management of the holding company and its subsidiaries, which are companies incorporated in India whose financial statement have been audited under the Act have represented to us that , to the best of its knowledge and belief, and read with note 48(12) to the consolidated financial statement, no funds have been received by the respective Holding Company or any of such subsidiaries from any person or entity, including foreign entities ('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 the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, which are companies incorporated in India whose financial statement have been audited to believe that the representation under sub-clause (a) and (b) contain any material mis-statement.
  - i. The Company has not declared or proposed to declare any dividend during the year.
  - j. 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, in our opinion and to the best of our information and according to the explanation given to us;
    - I. The consolidated financial statements disclose the impact, if any, of pending litigations on its financial position in its financial statements refer Note No. 36 to the consolidated financial statements;
    - II. There are no long-term contracts including derivative contracts, hence the question of reporting any material foreseeable losses does not arise;
    - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding company.
  - k. Based on our examination which included test checks;
    - a) The Holding Company has used the SAP S4 Hana accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility in respect of the application and the same has operated throughout the year for all relevant transactions. We did not come across any instance of the audit trail feature being tampered with in respect of accounting software. Normal/Regular users are not granted direct database or super user level access. However, unauthorised changes to the database by a super user specifically does not carry the feature of a concurrent real time audit trail.
    - b) In case of subsidiary companies, Tally ERP software has used for maintaining its books of account which has a feature of recording audit trail (edit log) facility in respect of the application and the same has operated throughout the year for all relevant transactions. We did not come across any instance of the audit trail feature being tampered with in respect of accounting software.

Group has preserved audit trail as per the statutory requirements for record retention as proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014.

For **Maharishi & Co.,**  
Chartered Accountants  
ICAI Firm Registration No. 124872W

**Kapil Sanghvi**  
Partner  
Membership No. 141168  
UDIN: 25141168BMJHZV7972

Date: 10<sup>th</sup> May, 2025  
Place: Jamnagar



## Annexure-A to Independent Auditor's Report

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

### REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

In Conjunction with our audit of the consolidated financial statements of Atul Auto Limited as of and for the year ended 31<sup>st</sup> March, 2025, we have audited the internal financial controls over financial reporting of the group, which are companies incorporated in India, as of that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, and accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting of the Parent, its subsidiary, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial

reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### MEANING OF INTERNAL FINANCIAL CONTROL OVER FINANCIAL REPORTING

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

A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of the management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

## OPINION

In our opinion to the best of our information and according to the explanations given to us, the company and its subsidiary which are companies incorporated in India have, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2025 based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

However, looking to the expansion of the group in terms of volume & capital expenditure either separate audit division or an appointment of external audit professional is suggested. Our opinion is not modified for this matter.

## OTHER MATTERS

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to three subsidiary company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Maharishi & Co.,**  
Chartered Accountants  
ICAI Firm Registration No. 124872W

**Kapil Sanghvi**  
Partner  
Membership No. 141168  
UDIN: 25141168BMJHZV7972

Date: 10<sup>th</sup> May, 2025  
Place: Jamnagar

## Consolidated Balance Sheet As at 31<sup>st</sup> March, 2025

(₹ in Lacs)

Sr. No.	Particulars	Note	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>ASSETS</b>				
<b>1</b>	<b>Non-current Assets</b>			
	Property, Plant and Equipment	2(i)	24,266	24,460
	Capital Work-In-Progress	2(ii)	125	14
	Right to use Asset	2(i)	14	19
	Intangible Assets	3(i)	289	533
	Intangible assets under development	3(ii)	3	-
	Financial Assets			
	(i) Investments	4(a)	-	-
	(ii) Trade Receivables	5(a)	130	199
	(iii) Loans	6(a)	14,108	12,379
	(iv) Other Financial Assets	7	-	40
	Income Tax Asset (Net)	8	162	207
	Deferred Tax Asset	9(a)	1,321	1,084
	Other Non-current Assets	10(a)	581	386
	<b>Total Non-current Assets</b>		<b>40,999</b>	<b>39,321</b>
<b>2</b>	<b>Current Assets</b>			
	Inventories	11	8,906	7,579
	Financial Assets			
	(i) Investments	4(b)	-	2,305
	(ii) Trade Receivables	5(b)	5,284	4,811
	(iii) Cash and Cash Equivalents	12	1,695	1,980
	(iv) Bank balance other than (iii) above	13	288	246
	(iv) Loans	6(b)	8,024	7,263
	(v) Other Financial Assets	14	810	473
	Other Current Assets	10(b)	2,020	1,554
	<b>Total Current Assets</b>		<b>27,027</b>	<b>26,211</b>
	<b>Total Assets</b>		<b>68,026</b>	<b>65,532</b>
<b>EQUITY AND LIABILITIES</b>				
<b>3</b>	<b>Equity</b>			
	Equity Share Capital	15	1,388	1,388
	Other Equity	16	42,708	40,597
	Non Controlling Intrest		563	888
	<b>Total Equity</b>		<b>44,659</b>	<b>42,873</b>
	<b>Liabilities</b>			

## Consolidated Balance Sheet As at 31<sup>st</sup> March, 2025

(₹ in Lacs)

Sr. No.	Particulars	Note	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>4</b>	<b>Non-current Liabilities</b>			
	Financial Liabilities			
	(i) Borrowings	17(a)	5,971	5,813
	(ii) Lease Liabilities	18(a)	5	10
	(iii) Other Financial Liabilities	19(a)	1,160	892
	Provisions	20(a)	28	40
	Deferred Tax Liabilities	9(b)	942	-
	Other Non-current Liabilities	21	218	218
	<b>Total Non-current Liabilities</b>		<b>8,324</b>	<b>6,973</b>
<b>5</b>	<b>Current Liabilities</b>			
	Financial Liabilities			
	(i) Borrowings	17(b)	4,982	8,612
	(ii) Trade Payables	22		
	(a) Total Outstanding dues to MSME		2,361	1,739
	(b) Total Outstanding dues to other than MSME		4,342	2,219
	(iii) Lease Liabilities	18(b)	11	11
	(iv) Other Financial Liabilities	19(b)	1,218	1,267
	Other Current Liabilities	23	1,390	1,314
	Provisions	20(b)	685	469
	Current tax liability (Net)	24	54	55
	<b>Total Current Liabilities</b>		<b>15,043</b>	<b>15,686</b>
	<b>Total Liabilities</b>		<b>23,367</b>	<b>22,659</b>
	<b>Total Equity and Liabilities</b>		<b>68,026</b>	<b>65,532</b>

The accompanying notes are an integral part of these financial statements  
As per our report of even date

**For Maharishi & Co.**  
Chartered Accountants  
FRN 124872W

**KAPIL SANGHVI**  
Partner  
Membership No. 141168  
UDIN : 25141168BMJHZV7972

Signed at Jamnagar on 10<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors**  
**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**  
Managing Director  
DIN : 00065159

**PARAS J. VIRAMGAMA**  
Company Secretary & Compliance Officer

**MAHENDRA J PATEL**  
Whole-time Director & CFO  
DIN : 00057735

Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025

## Consolidated Statement of Profit and Loss For the year ended 31<sup>st</sup> March, 2025 (₹ in Lacs)

Sr. No.	Particulars	Note	For the year ended 31 <sup>st</sup> March, 2025	For the year ended 31 <sup>st</sup> March, 2024
<b>1</b>	<b>Revenue from Operations</b>			
a.	Revenue from sale of products	25(a)	67,398	47,955
b.	Revenue from Finance Business	25(b)	3,984	4,179
c.	Other Operating Income	25(c)	886	595
<b>2</b>	<b>Other Income</b>	26	252	206
<b>3</b>	<b>Total Income (I)</b>		<b>72,520</b>	<b>52,935</b>
<b>4</b>	<b>Expenses</b>			
a.	Cost of Material Consumed	27	51,581	38,357
b.	Change in inventory of Finished Goods, Work-in-progress and Stock-in-Trade	28	497	(1,135)
c.	Employee Benefits Expense	29	7,398	5,848
d.	Finance Costs	30	1,018	1,325
e.	Depreciation and Amortisation Expense	31	1,802	1,807
f.	Loan Losses and Provision	32(a)	2,442	1,765
g.	Other expenses	32(b)	5,120	3,897
<b>5</b>	<b>Total Expenses (II)</b>		<b>69,858</b>	<b>51,864</b>
<b>6</b>	<b>Profit before Exceptional Items</b>		<b>2,662</b>	<b>1,071</b>
<b>7</b>	<b>Exceptional Items</b>		-	-
<b>8</b>	<b>Profit/(Loss) before Tax (III)</b>		<b>2,662</b>	<b>1,071</b>
<b>9</b>	<b>Tax Expense: (IV)</b>	33		
a.	Current Tax		100	217
b.	Deferred Tax		728	147
	<b>Total Tax Expense</b>		<b>828</b>	<b>364</b>
<b>10</b>	<b>Profit/(Loss) for the Year (III - IV = V)</b>		<b>1,834</b>	<b>707</b>
<b>11</b>	<b>Share of Profit from Associates</b>		-	-
<b>12</b>	<b>Other Comprehensive Income (VI)</b>	34		
a.	<b>Items that will not be reclassified to profit or Loss</b>		<b>(41)</b>	<b>(51)</b>
(i)	Remeasurement of Post Employment Benefit Obligation		(55)	(68)
(ii)	Income tax relating to remeasurement of Defined Benefit Obligation		14	17
b.	<b>Items that will be reclassified to profit or Loss</b>		-	-
	<b>Total Other Comprehensive Income/ (Expense) for the Year (VI)</b>		<b>(41)</b>	<b>(51)</b>
<b>13</b>	<b>Total Comprehensive Income/ (Expense) for the Year (V + VI = VII)</b>		<b>1,793</b>	<b>656</b>
	<b>Profit Attributable to</b>			
	Owner of the company (including share of profit from associates)		2,163	898
	Non Controlling Interest		(329)	(191)
	<b>Total Comprehensive Income Attributable to</b>		<b>1,834</b>	<b>707</b>
	Owners of the company		2,122	847
	Non Controlling Interest		(329)	(191)
			<b>1,793</b>	<b>656</b>
<b>14</b>	<b>Earnings Per Share</b>	35	7.79	3.39
	Basic & Diluted			

The accompanying notes are an integral part of these financial statements

As per our report of even date

**For Maharishi & Co.**  
Chartered Accountants  
FRN 124872W

**KAPIL SANGHVI**  
Partner  
Membership No. 141168  
UDIN : 25141168BMJHZV7972

Signed at Jamnagar on 10<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors**  
**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**  
Managing Director  
DIN : 00065159

**PARAS J. VIRAMGAMA**  
Company Secretary & Compliance Officer

**MAHENDRA J PATEL**  
Whole-time Director & CFO  
DIN : 00057735

Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025



## Consolidated Statement of Cash Flow

For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Sr. No.	Particulars	For the year ended 31 <sup>st</sup> March, 2025	For the year ended 31 <sup>st</sup> March, 2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
	<b>Net Profit Before Taxation</b>	<b>2,607</b>	<b>1,003</b>
	Adjustment for:		
	Add/(Less):-		
	Provision for Doubtful Debts / Loan, Losses and provision	2,548	1,739
	Depreciation & Impairment	1,802	1,807
	Finance Cost (Excluding Rs. 822 lacs (2024: Rs. 950 lacs) in respect of Financial Services Business)	196	375
	Interest on Income Tax	-	-
	<b>Sub Total</b>	<b>4,546</b>	<b>3,921</b>
	Less :-		
	Loss/(Profit) on Sale of Property, Plant & Equipment	(3)	(34)
	Profit on Redemption/Revaluation of Mutual Fund	(23)	(65)
	Interest Received on Deposits	(222)	(105)
	Rental Income	(2)	(1)
	Unrealised Foreign Exchange Gain	-	-
	<b>Sub Total</b>	<b>(250)</b>	<b>(205)</b>
	<b>Operating Profit Before Working Capital Changes</b>	<b>6,903</b>	<b>4,719</b>
	Movements in Working Capital:		
	Decrease/-Increase in Trade Receivable	(726)	(2,081)
	Decrease/-Increase in Inventories	(1,327)	(905)
	Decrease/-Increase in Loans, Other assets and Loans of Finance Activities	(5,525)	(2,234)
	Increase/-Decrease in Trade Payables	2,745	(751)
	Increase/-Decrease in Liabilities/Provisions	1,462	406
	<b>Total Movement in Working Capital</b>	<b>(3,371)</b>	<b>(5,565)</b>
	Cash Generated from Operations	3,532	(846)
	Direct Taxes Paid (Net of Refunds)	(1,006)	(184)
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>2,526</b>	<b>(1,030)</b>
<b>B. Cash Flow from Investing Activities</b>			
	Purchase of Property, Plant & Equipment, Capital WIP and Advances for Capital Goods & of Payable	(1,654)	(864)
	Proceeds from Sale of Property, Plant & Equipment	14	34
	Net (Investment)/ Net Proceeds from Sale of Mutual Fund	2,328	(575)
	Rental Income	2	1
	(Increase)/Decrease in Other Bank Balance	(42)	(80)
	Interest Received on Deposits	222	105
	<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>870</b>	<b>(1,379)</b>

## Consolidated Statement of Cash Flow For the year ended 31<sup>st</sup> March, 2025 (₹ in Lacs)

Sr. No.	Particulars	For the year ended 31 <sup>st</sup> March, 2025	For the year ended 31 <sup>st</sup> March, 2024
<b>C.</b>	<b>Cash Flow form Financing Activities</b>		
	Increase in Lease Liability	(5)	(3)
	Proceeds from Issue of Shares	-	5,751
	Proceeds from Issue of Shares to NCI shareholders	2	1,250
	Proceeds from/(Repayment of) Bank Borrowing	(3,472)	(2,626)
	Share issue expenses reduced from Security Premium	(10)	-
	Other Borrowing Cost	(196)	(375)
	<b>NET CASH CLOW FROM FINANCING ACTIVITIES</b>	<b>(3,681)</b>	<b>3,997</b>
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(285)</b>	<b>1,589</b>
	Effect of Change in Cash or Cash Equivalent held in Foreign Currency due to Exchange Rate Fluctuation		
	Cash and Cash Equivalents at the Beginning of the Year	1,980	391
	Cash and Cash Equivalents at the End of the Year	1,695	1,980
	<b>Components of Cash and Cash Equivalents as at the End of the Year</b>		
	Cash on Hand	51	58
	Cheques on Hand	-	-
	<b>With Bank</b>		
	- In Current Accounts	1,644	1,922
	<b>TOTAL</b>	<b>1,695</b>	<b>1,980</b>

### Notes

1. Previous Year's figures have been regrouped wherever Necessary
2. The cash flow statement has been prepared under the indirect method as set out in the Indian Accounting Standard - 7 on Cash Flow Statement.

The accompanying notes are an integral part of these financial statements  
As per our report of even date

**For Maharishi & Co.**  
Chartered Accountants  
FRN 124872W

**KAPIL SANGHVI**  
Partner  
Membership No. 141168  
UDIN : 25141168BMJHZV7972

Signed at Jamnagar on 10<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors**  
**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**  
Managing Director  
DIN : 00065159

**PARAS J. VIRAMGAMA**  
Company Secretary & Compliance Officer

Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025

**MAHENDRA J PATEL**  
Whole-time Director & CFO  
DIN : 00057735

## Consolidated Statement of Changes in Equity For the year ended 31<sup>st</sup> March, 2025

### (A) EQUITY SHARE CAPITAL (NOTE NO. 15)

(₹ in Lacs)

Particulars	Amount
Balance as at 1 <sup>st</sup> April, 2023	1,194
Changes in equity share capital during 2023-24	194
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>1,388</b>
Balance as at 1 <sup>st</sup> April, 2024	1,388
Changes in equity share capital during 2024-25	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>1,388</b>

### (B) OTHER EQUITY (NOTE NO. 16)

(₹ in Lacs)

Particulars	Reserves and surplus									Total
	Note	Capital reserve	Equity Share Warrant	Security Premium On Share Warrant	Securities Premium	General reserve	Share Forfeiture	Statutory Reserve	Retained earnings	
<b>Balance as at 1<sup>st</sup> April, 2023</b>	<b>16</b>	<b>174</b>	<b>49</b>	<b>1,868</b>	<b>4,215</b>	<b>2,094</b>	<b>23</b>	<b>915</b>	<b>24,282</b>	<b>33,620</b>
<b>Additions</b>										
Gain on deemed disposal		-	-	-	-	-	-	-	574	<b>574</b>
Issuance of Equity Share Warrant		-	-	-	-	-	-	-	-	-
Securities Premium on Issuance of Equity Share		-	-	-	7,473	-	-	-	-	<b>7,473</b>
Securities Premium on Share Warrant		-	-	-	-	-	-	-	-	-
Profit/(Loss) for the year		-	-	-	-	-	-	-	898	<b>898</b>
Less: Transfer to Statutory Reserves		-	-	-	-	-	-	47	(47)	-
Other comprehensive income/ (expense) for the year		-	-	-	-	-	-	-	(51)	<b>(51)</b>
<b>Total Comprehensive Income as at 31<sup>st</sup> March, 2024</b>		-	-	-	-	-	-	-	-	<b>847</b>
<b>Deletion</b>										
Conversion of Equity Share Warrants to Equity Shares'		-	49	1,868	-	-	-	-	-	<b>1,917</b>
<b>Balance as at 31<sup>st</sup> March, 2024</b>		<b>174</b>	-	-	<b>11,688</b>	<b>2,094</b>	<b>23</b>	<b>962</b>	<b>25,656</b>	<b>40,597</b>
<b>Balance as at 1<sup>st</sup> April, 2024</b>		<b>174</b>	-	-	<b>11,688</b>	<b>2,094</b>	<b>23</b>	<b>962</b>	<b>25,656</b>	<b>40,597</b>
Gain on deemed disposal		-	-	-	-	-	-	-	-	-
Issuance of Equity Share Warrant		-	-	-	-	-	-	-	-	-
Securities Premium on Issuance of Equity Share		-	-	-	-	-	-	-	-	-
Securities Premium on Share Warrant		-	-	-	-	-	-	-	-	-
Security Premium utilised for Share Issue Expenses by KAFL		-	-	-	(11)	-	-	-	-	<b>(11)</b>
Profit/(Loss) for the year		-	-	-	-	-	-	-	2,163	<b>2,163</b>
Less: Transfer to Statutory Reserves		-	-	-	-	-	-	33	(33)	-

## Consolidated Statement of Changes in Equity For the year ended 31<sup>st</sup> March, 2025

### (B) OTHER EQUITY (NOTE NO. 16)

(₹ in Lacs)

Particulars	Reserves and surplus									Total
	Note	Capital reserve	Equity Share Warrant	Security Premium On Share Warrant	Securities Premium	General reserve	Share Forfeiture	Statutory Reserve	Retained earnings	
Other comprehensive income/ (expense) for the year		-	-	-	-	-	-	-	(41)	(41)
<b>Total Comprehensive Income as at 31<sup>st</sup> March, 2025</b>		-	-	-	-	-	-	-	2,089	2,089
<b>Deletion</b>										
Conversion of Equity Share Warrants to Equity Shares'		-	-	-	-	-	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>		174	-	-	11,677	2,094	23	995	27,745	42,708

#### Notes:

#### Description of the nature and purpose of reserves

##### i) Capital Reseve

Capital Reserve represents receipt of Government grants from a package of incentive given by Government for setting up/ extension of plants in specified areas and gain on bargain purchase for acquiring 100% of Subsidiary.

##### ii) Equity Share Warrant

Equity Share Warrant represents the amount received against issue of share warrant.

##### iii) Securities Permium On Share Warrant

Securities Premium on Share Warrant represents premium on issue of warrant.

##### iv) Securities Permium

Securities Premium is used to record the premium on issue of shares.

##### iiv) General Ressrve

The general reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed / utilised by the Company in accordance with the Companies Act, 2013.

##### vi) Stuatutory Reserve

Statutory Reserve represents reserve required to be maintained as per section 45IC(1) of the Reserve Bank of India Act, 1934 for NBFC (WOS KAFL).

##### vii) Share Forfeiture

Share Forfeiture comprises of amount of share forfeitured in passed

The accompanying notes are an integral part of these financial statements

As per our report of even date

**For Maharishi & Co.**

Chartered Accountants

FRN 124872W

**KAPIL SANGHVI**

Partner

Membership No. 141168

UDIN : 25141168BMJHZV7972

**Signed at Jamnagar on 10<sup>th</sup> May, 2025**

**For and on behalf of the Board of Directors**

**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**

Managing Director

DIN : 00065159

**MAHENDRA J PATEL**

Whole-time Director & CFO

DIN : 00057735

**PARAS J. VIRAMGAMA**

Company Secretary & Compliance Officer

**Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025**

# Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

## CORPORATE INFORMATION

- 1 (a) The consolidated financial statements comprise financial statements of Atul Auto Limited (the 'Company'), and its subsidiaries (collectively, the 'Group') for the year ended 31<sup>st</sup> March, 2025. The consolidated financial statements were approved for issue in accordance with a resolution of the Board of Directors of the Company on 10<sup>th</sup> May, 2025
- (b) The consolidated financial statements include results of the subsidiaries company of Atul Auto Limited; consolidated in accordance with Ind AS 110 'Consolidated Financial Statements'.

Sr. No	Name of Company	Country of Incorporation	% Shareholding of Atul Auto Ltd.	% of Holding by others	Consolidated as
1	Atul Green Automotive Private Limited (AGAPL)	India	100.00%	0.00%	Subsidiary
2	Atul Greentech Private Limited (AGPL)	India	79.31%	20.69%	Subsidiary
3	Khushbu Auto Finance Limited (KAFL)	India	100.00%	0.00%	Subsidiary
4	Atulease Private Limited	India	80.00%	20.00%	Subsidiary

- (c) These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the 'Act') read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act, on an accrual basis.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are measured at fair value.

The financial statements are presented in INR, which is also the Company's functional currency and all values are rounded to the nearest lacs (INR ,00,000), except when otherwise indicated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Act. Deferred tax assets and liabilities are classified as non current assets and liabilities. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

### Material Accounting policies applicable in consolidated financial statements.

#### 1 Basis of consolidation

The consolidated financial statement incorporate the financial statement of the company and all its subsidiaries, being the entities that it control is evidence where the group has power over the investee or is exposed, or has right, to variable returns from its involvement with the investee and has the ability to affect those return through its power over the investee. power is demonstrated through existing right that give the ability to direct relevant activities,

which significantly affect the entity returns. The financial statements of subsidiaries are prepared for the same reporting year as the parent company. Where necessary, adjustments are made to the financial subsidiaries to align the accounting policies in line with accounting policies of the group. For non-wholly owned subsidiaries, a share of the profit/loss for the financial year and net assets is attributed to the non-controlling interests as shown in the consolidated statement of profit and loss and consolidated balance sheet. Intragroup balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated unless costs cannot be recovered.

#### 2 Taxation

- (a) Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates used to compute the amount are those that are enacted or substantively enacted, at the reporting date as per Income Tax Act, 1961.
- (b) Current income tax relating to items recognised outside Statement of Profit and Loss is recognised outside Statement of Profit and Loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.
- (c) Deferred tax is provided using the liability method on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are



## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences

- (d) Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 3 Other material accounting policies

Other material accounting policies followed by the Group are exactly similar to the material accounting policies of the parent, Atul Auto Ltd.; and hence have not been reproduced here. Refer note 1 of standalone financial statements of Atul Auto Ltd. for the year ended 31 March, 2025 for details in regard to other material accounting policies.

- (1) The Company combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated.
- (2) Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost. Under the equity method of accounting, the investments are adjusted thereafter to recognise the Company's share of the post-acquisition profits or losses of the investee in profit and loss, and the Company's share of other comprehensive income of the investee in other comprehensive income.
- (3) Khushbu Auto Finance Limited is Non Banking Financial Company and as per Rule 4(1)(iv) of The Companies (Indian Accounting Standards) Rules, 2015 read with Companies (Indian Accounting Standards) (Amendment) Rules, 2016 companies (Indian accounting standards) rules, NBFCs shall comply with the Indian Accounting Standards (Ind AS) for accounting periods beginning on or after the 1<sup>st</sup> April, 2018, with comparatives for the periods ending on 31<sup>st</sup> March, 2018, or thereafter but it is not covered in criteria provided therein. However, as per explanation to Rule 4(1)(iv) of Companies (Indian Accounting Standards) Rules, 2015 read with Companies (Indian Accounting Standards) (Amendment) Rules, 2016 such companies need to provide relevant financial statement data which is in accordance accounting policies followed by parent company. Consolidation of Khushbu Auto Finance Limited is made on the basis of relevant financial statement data provided by subsidiary which

is in accordance with the accounting policies followed by the parent company for consolidation purposes.

- (4) The consolidated statement of Profit and loss of the company comprises of the standalone profit and loss balances of following group companies:

Name of the Company	Period of Consolidation
Atul Auto Limited	01-Apr-2024 to 31-Mar-2025
Atul Greentech Private Limited	01-Apr-2024 to 31-Mar-2025
Atul Green Automotives Private Limited	01-Apr-2024 to 31-Mar-2025
Khushbu Auto Finance Limited*	01-Apr-2024 to 31-Mar-2025
Atulease Private Limited	01-Apr-2024 to 31-Mar-2025

#### Accounting policies followed by Subsidiary :-

##### Khushbu Auto Finance Limited

##### Income Recognition and Provisioning

Company has recognized its income by effective interest method, amortized processing fees and made provision for expected credit loss on its outstanding which is in accordance with Ind AS - 109.

##### Participative Preference Shares

The company has issued Participative Preference Shares(PPS) in accordance with the MoU between Atul Auto Limited, the company and its promoters on following Terms:

1. PPS shall be redeemable at the end of 5 years from the date of issue.
2. Redemption price shall be the Book value on the latest audited/ limited review balance sheet on the date of redemption.
3. The PPS shall carry fixed dividend at the rate of 0.001% per annum.
4. In the event of declaration of dividend to Equity shareholders, the PPS holders shall be entitled to same rate of dividend.
5. In the event of winding up of company, the PPS holders shall carry preferential right on distribution of assets.
6. In the event of winding up of company, the PPS holders shall have preferential right with regard to repayment of capital over and above the equity shareholders.
7. PPS holders shall not carry any voting rights.

PPS are measured at book value of Equity shares at the end of reporting period as per Audited Financial Statements. At the time of issue of PPS, the difference between the issue price and its value at initial recognition is set aside from balance of surplus in profit and loss.

## Notes to Consolidated Financial Statements

For the year ended 31<sup>st</sup> March, 2025

### NOTE - 2 PROPERTY, PLANT AND EQUIPMENT

#### (i) Tangible Assets

Current year

(₹ in Lacs)

Particulars	Gross Block			Depreciation/Impairment*			Net Block
	As at 1 <sup>st</sup> April, 2024	Additions	Deductions/ -Adjustments	As at 1 <sup>st</sup> April, 2024	Additions	Deductions/ -Adjustments	
Freehold Land	4,214	-	-	-	-	-	4,214
Buildings	9,107	-	-	1,640	326	(1)	7,140
Plant & Machinery (Including Electric Fitting)	18,716	546	(65)	7,392	1,058	10	10,887
Solar Power Plant	-	705	-	-	30	-	675
Windmill	341	-	-	327	4	-	10
Furniture & Fittings	1,155	3	-	50	90	-	1,018
Computers	501	74	-	428	45	-	102
Office Equipment	267	13	-	183	21	-	76
Vehicles	565	16	39	386	47	35	144
<b>TOTAL</b>	<b>34,866</b>	<b>1,357</b>	<b>(26)</b>	<b>10,406</b>	<b>1,621</b>	<b>44</b>	<b>24,266</b>
Leasehold Assets (Right-of-Use Assets)	58	9	-	39	14	-	14

#### (ii) Capital Work-in Progress

<b>Capital Work in Progress</b>	<b>14</b>	<b>1,230</b>	<b>1,119</b>	<b>125</b>	-	-	<b>125</b>
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\* It includes Investment Property of Parent company which is given on lease to subsidiary company.

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### Ageing of CWIP

#### (i) For CWIP Ageing Schedule

(₹ in Lacs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress FY25	125	-	-	-	125
Projects temporarily Suspended	-	-	-	-	-

#### (ii) For CWIP whose Completion is Overdue

(₹ in Lacs)

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress FY25	125	-	-	-	125
Projects temporarily Suspended	-	-	-	-	-

#### (iii) Project Completion Exceeded Cost : None

## Notes to Consolidated Financial Statements

For the year ended 31<sup>st</sup> March, 2025

### NOTE - 2 PROPERTY, PLANT AND EQUIPMENT

Previous Year

(₹ in Lacs)

Particulars	Gross Block			Depreciation/Impairment*			Net Block	
	As at 1 <sup>st</sup> April, 2023	Additions	Deductions/ -Adjustments	As at 31 <sup>st</sup> March, 2024	As at 1 <sup>st</sup> April, 2023	Additions	Deductions/ -Adjustments	As at 31 <sup>st</sup> March, 2024
Freehold Land	4,214	-	-	4,214	-	-	-	4,214
Buildings	9,018	159	70	9,107	1,331	323	14	7,467
Plant & Machinery (Including Electric Fitting)	17,700	763	(253)	18,716	6,067	1,105	(220)	11,324
Solar Power Plant	-	-	-	-	-	-	-	-
Windmill	341	-	-	341	323	4	-	14
Furniture & Fittings	1,401	5	251	1,155	169	89	208	1,105
Computers	458	43	-	501	399	29	-	73
Office Equipment	252	15	-	267	169	22	8	84
Vehicles	577	46	58	565	385	55	54	179
<b>TOTAL</b>	<b>33,961</b>	<b>1,031</b>	<b>126</b>	<b>34,866</b>	<b>8,843</b>	<b>1,627</b>	<b>64</b>	<b>24,460</b>
Leasehold Assets (Right-of-Use Assets)	143	9	94	58	121	12	94	19
(ii) Capital Work-in Progress								
Capital Work in Progress	129	683	798	14	-	-	-	14

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### (i) For CWIP Ageing Schedule

(₹ in Lacs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress FY24	14	-	-	-	14
Projects temporarily Suspended	-	-	-	-	-

### (ii) For CWIP whose Completion is Overdue

(₹ in Lacs)

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress FY24	14	-	-	-	14
Projects temporarily Suspended	-	-	-	-	-

### (iii) Project Completion Overdue or Exceeded Compared to Original Plan : None

#### Notes:

- 1 Refer to clause 1.1 of notes to standalone significant accounting policies
- 2 Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease. The Company's lease asset primarily consists of Building. The right-of-use assets are initially recognised at cost, which comprises the initial measurement of the lease liability adjusted plus any initial direct costs less any lease incentives.

#### Note on Title Deeds not held in the name of the Company

Description	Gross Carrying Value (Rs in Lacs)	Held in Name of	Relationship with person in whose name Held	Period Held	Reasons for not being held in name of company	Treatment in Books
Right to use Road	30	Jayantilal Jagjivandas Chandra	Relative of Key Managerial Personnel	Since 2014	It is an agriculture land.	Capitalized under Head 'Land'

### NOTE -3 (I) INTANGIBLE ASSETS

#### Current year

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block
	As at 1 <sup>st</sup> April, 2024	Additions	Deductions/ Adjust-ments	As at 31 <sup>st</sup> March, 2025	As at 1 <sup>st</sup> April, 2024	Additions	Deductions/ Adjust-ments	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2025
Product Development (R & D)	443	-	86	357	284	48	-	332	25
Computer Software	734	9	-	743	360	119	-	479	264
<b>TOTAL</b>	<b>1,177</b>	<b>9</b>	<b>86</b>	<b>1,100</b>	<b>644</b>	<b>167</b>	<b>-</b>	<b>811</b>	<b>289</b>

#### Previous year

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block
	As at 1 <sup>st</sup> April, 2023	Additions	Deductions/ Adjust-ments	As at 31 <sup>st</sup> March, 2024	As at 1 <sup>st</sup> April, 2023	Additions	Deductions/ Adjust-ments	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2024
Product Development (R & D)	443	-	-	443	236	48	-	284	159
Computer Software	734	-	-	734	241	119	-	360	374
<b>TOTAL</b>	<b>1,177</b>	<b>-</b>	<b>-</b>	<b>1,177</b>	<b>477</b>	<b>167</b>	<b>-</b>	<b>644</b>	<b>533</b>



## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 3 (II) INTANGIBLE ASSET UNDER DEVELOPMENT

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2025
Balance at the beginning	-
Additions	3
Capitalised during the year	-
Balance at the end	3

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024
Balance at the beginning	-
Additions	-
Capitalised during the year	-
Balance at the end	-

### NOTE - 4 INVESTMENTS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Non-Current Investment</b>	-	-
<b>(b) Current Investment</b>		
<b>Investment in Mutual Fund</b>		
Investment carried at fair value through Profit & Loss		
<b>Quoted :</b>		
<b>Aditya Birla Sun Life Overnight Fund [Growth]</b>	-	326
(Units: PY - 25,153 , CY - NIL)		
<b>Tata Overnight Fund [Growth]</b>	-	352
(Units: PY - 27,829 , CY - NIL)		
<b>SBI Overnight Fund [Growth]</b>	-	200
(Units: PY - 5,142, CY - NIL )		
<b>HDFC Overnight Fund [Growth]</b>	-	400
(Units: PY - 11,270 , CY - NIL)		
<b>LIC Overnight Fund [Growth]</b>	-	251
(Units: PY - 20,216, CY - NIL)		
<b>Kotak Overnight Fund [Growth]</b>	-	200
(Units: PY - 15,683 , CY - NIL)		
<b>Dsp Overnight Fund [Growth]</b>	-	351
(Units: PY - 27,386, CY - NIL)		
<b>ICICI Prudential Overnight Fund [Growth]</b>	-	225
(Units: PY - 17,464, CY - NIL)		
<b>Sub-Total</b>	-	<b>2,305</b>
<b>Total Current Investment (b)</b>	-	<b>2,305</b>
<b>Total Investment (a+b)</b>	-	<b>2,305</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	Book Value		Market Value	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Quoted	-	2,305	-	2,305
Unquoted	-	-	N.A.	N.A.

### Notes to Investments

- Investment made by the company other than those with a maturity of less than one year are intended to be held for short term. On an assessment of the expected credit loss due to significant changes in the risk profile, no material provisions are required to be made.
- Refer Note-1 for accounting policy and valuation principles for investments and Note-47 for credit risk management related to investments.

### NOTE - 5 TRADE RECEIVABLES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Non-Current* (A)</b>		
Significant Increase in Credit Risk	535	824
Less: Provision for Expected Credit Loss	(405)	(625)
<b>Current (B)</b>	<b>130</b>	<b>199</b>
Unsecured, Considered Good	5,211	4,747
Unbilled Revenue	88	76
Less: Provision for Expected Credit Loss	(15)	(12)
	<b>5,284</b>	<b>4,811</b>
<b>Total Trade Receivables (A+B)</b>	<b>5,414</b>	<b>5,010</b>
Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member	887	568

#### 5.1 The age wise analysis of the Trade Receivable as per Sub Ledger is given below:-

(₹ in Lacs)

Particulars	31-Mar-2025					
	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	5,233	49	2	-	-	<b>5,284</b>
(ii) Undisputed Trade Receivables- significant increase in credit risk	2	5	5	29	89	<b>130</b>
(iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables- significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	31-Mar-2024					
	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	4,774	28	6	3	-	4,811
(ii) Undisputed Trade Receivables- significant increase in credit risk	-	1	31	17	150	199
(iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables- significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-

\* Undisputed Trade Receivables- significant increase in credit risk are considered as Non Current Trade Receivable as not recovery not expected with in 12 months irrespective of time period from outstanding.

### NOTE - 6 LOANS

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2025									
	Non-Current					Current				
	At Fair Value					At Fair Value				
	Amortised Cost	Through Other Comprehensive Income	Through Profit and Loss Account	Designated at Fair Value through Profit and Loss Account	Sub-Total	Amortised Cost	Through Other Comprehensive Income	Through Profit and Loss Account	Designated at Fair Value through Profit and Loss Account	Sub-Total
	1	2	3	4	(5=1+2+3+4)	6	7	8	9	(10=6+7+8+9)
<b>Loans</b>										
A. (i) Retail Loans	15,314	-	-	-	15,314	8,024	-	-	-	8,024
(ii) Business Loans	89	-	-	-	89	-	-	-	-	-
(iii) Inter Corporate Deposits	-	-	-	-	-	-	-	-	-	-
<b>Gross</b>	<b>15,403</b>	-	-	-	<b>15,403</b>	<b>8,024</b>	-	-	-	<b>8,024</b>
Less: Impairment loss allowance	1,295	-	-	-	1,295	-	-	-	-	-
<b>Net</b>	<b>14,108</b>	-	-	-	<b>14,108</b>	<b>8,024</b>	-	-	-	<b>8,024</b>

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2025				
	At Fair Value				Total
	Amortised Cost	Through Other Comprehensive Income	Through Profit and Loss Account	Designated at Fair Value through Profit and Loss Account	
	1	2	3	4	(5=1+2+3+4)
<b>Loans</b>					
B. (i) Secured on hypothecation of automobiles	23,338	-	-	-	23,338
(ii) Secured on hypothecation of immovable properties	89	-	-	-	89
(iii) Unsecured	-	-	-	-	-
<b>Gross</b>	<b>23,427</b>	-	-	-	<b>23,427</b>
Less: Impairment loss allowance	1,295	-	-	-	1,295
<b>Net</b>	<b>22,132</b>	-	-	-	<b>22,132</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024										
	Non-Current					Current					Total
	Amortised Cost	At Fair Value			Sub-Total	Amortised Cost	At Fair Value			Sub-Total	
		Through Other Comprehensive Income	Through Profit and Loss Account	Designated at Fair Value through Profit and Loss Account			Through Other Comprehensive Income	Through Profit and Loss Account	Designated at Fair Value through Profit and Loss Account		
1	2	3	4	(5=1+2+3+4)	6	7	8	9	(10=6+7+8+9)	(11=5+10)	
Loans											
A. (i) Retail Loans	13,344	-	-	-	13,344	7,263	-	-	-	7,263	20,607
(ii) Business Loans	178	-	-	-	178	-	-	-	-	-	178
(iii) Inter Corporate Deposits	-	-	-	-	-	-	-	-	-	-	-
Gross	13,522	-	-	-	13,522	7,263	-	-	-	7,263	20,785
Less: Impairment loss allowance	1,143	-	-	-	1,143	-	-	-	-	-	1,143
Net	12,379	-	-	-	12,379	7,263	-	-	-	7,263	19,642

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2024				
	Amortised Cost	At Fair Value			Total
		Through Other Comprehensive Income	Through Profit and Loss Account	Designated at Fair Value through Profit and Loss Account	
1	2	3	4	(5=1+2+3+4)	
Loans				-	
B. (i) Secured on hypothecation of automobiles	20,607	-	-	-	20,607
(ii) Secured on hypothecation of immovable properties	178	-	-	-	178
(iii) Unsecured	-	-	-	-	-
Gross	20,785	-	-	-	20,785
Less: Impairment loss allowance	1,143	-	-	-	1,143
Net	19,642	-	-	-	19,642

### NOTE - 7 NON CURRENT FINANCIAL ASSETS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Receivables from Income Distribution Partners (Considered Dobtful)	-	40
<b>Total Non current Financial assets</b>	<b>-</b>	<b>40</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 8 INCOME TAX ASSET (NET)

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Income Tax Asset (Net)	162	207
<b>Total Income Tax Asset (Net)</b>	<b>162</b>	<b>207</b>

### NOTE - 9 DEFERRED TAX ASSETS/(LIABILITY)

#### Statement of Deferred Tax Asset / Liabilities

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>a) Deferred Tax Assets</b>		
On account of Timing differences in-		
Property, Plant and Equipment	(67)	(988)
Lease Liability	-	5
Retirement and Other Benefits	5	49
Provision for Loans/Receivables	408	444
Current year losses and unabsorbed depreciation	679	1,224
Interest income recognised as per ICDS	282	305
Ind AS Impact	-	-
Others	14	45
<b>Deferred Tax Assets (Gross) (A)</b>	<b>1,321</b>	<b>1,084</b>
<b>b) Deferred Tax Liabilities (for Holding Company)</b>		
On account of Timing differences in-		
Property Plant and Equipment	1,114	-
Lease Liability	(4)	-
Retirement and Other Benefits	(62)	-
Provision for Loans/Receivables	(106)	-
Others	-	-
<b>Deferred Tax Liabilities (Gross) (B)</b>	<b>942</b>	<b>-</b>
<b>Deferred Tax Assets(Net) (A+B)</b>	<b>379</b>	<b>1,084</b>

#### Note - 9.1a Movement in Deferred Tax Assets

(₹ in Lacs)

Particulars	Property, Plants & Equipment	Retiral and Other Benefits	Other Items	Total
<b>As At 1<sup>st</sup> April, 2024</b>	<b>(67)</b>	<b>9</b>	<b>963</b>	<b>905</b>
<b>Charged</b>				
to Profit & Loss	-	11	(274)	(263)
to Current Year Loss & Depreciation	-	-	679	679
to Other Comprehensive Income	-	(1)	-	(1)
<b>As At 31<sup>st</sup> March, 2025</b>	<b>(67)</b>	<b>19</b>	<b>1,369</b>	<b>1,321</b>
<b>As At 1<sup>st</sup> April, 2023</b>	<b>-</b>	<b>8</b>	<b>599</b>	<b>607</b>
<b>Charged</b>				
to Profit & Loss	(67)	1	383	317
to Current Year Loss & Depreciation	-	-	(19)	(19)
to Other Comprehensive Income	-	-	-	-
<b>As At 31<sup>st</sup> March, 2024</b>	<b>(67)</b>	<b>9</b>	<b>963</b>	<b>905</b>



## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### Note - 9.1b Movement in Deferred Tax Liabilities

(₹ in Lacs)

Particulars	Property, Plants & Equipment	Retiral and Other Benefits	Other Items	Total
<b>As At 1<sup>st</sup> April, 2024</b>	<b>(921)</b>	<b>40</b>	<b>1,060</b>	<b>179</b>
<b>Charged</b>				
to Profit & Loss	(193)	7	(958)	<b>(1,144)</b>
to Current Year Loss & Depreciation	-	-	8	<b>8</b>
to Other Comprehensive Income	-	15	-	<b>15</b>
<b>As At 31<sup>st</sup> March, 2025</b>	<b>(1,114)</b>	<b>62</b>	<b>110</b>	<b>(942)</b>
<b>As At 1<sup>st</sup> April, 2023</b>	<b>(837)</b>	<b>18</b>	<b>1,426</b>	<b>607</b>
<b>Charged</b>				
to Profit & Loss	(84)	5	(368)	<b>(447)</b>
to Current Year Loss & Depreciation	-	-	2	<b>2</b>
to Other Comprehensive Income	-	17	-	<b>17</b>
<b>As At 31<sup>st</sup> March, 2024</b>	<b>(921)</b>	<b>40</b>	<b>1,060</b>	<b>179</b>

### NOTE - 10 OTHER ASSETS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Other Non Current Assets</b>		
Security Deposit	136	111
Advances to Suppliers for Capital Goods	441	271
Balance with Govt. authorities	4	4
<b>Total Other Non - Current Assets (A)</b>	<b>581</b>	<b>386</b>
<b>(b) Other Current Asset</b>		
Advances to Supplier for Goods & Services	479	564
Prepaid Expenses	132	93
Balances with Government Authorities	976	716
Other Receivables	433	181
<b>Total Other Current Assets (B)</b>	<b>2,020</b>	<b>1,554</b>
<b>Total Other Assets (A+B)</b>	<b>2,601</b>	<b>1,940</b>
Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member	-	-

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 11 INVENTORIES (VALUED AT COST AND NET REALISABLE VALUE WHICHEVER IS LOWER)

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Raw Material (including Goods in Transit)	6,194	4,447
Consumables (including Goods in Transit)	923	747
Work-in-Process	310	1,005
Semi Finished Goods	412	511
Finished Goods (including Goods in Transit)	1,067	865
Stock of Traded Goods	-	4
<b>Total Inventories</b>	<b>8,906</b>	<b>7,579</b>

The Group Company has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Company with such banks are in agreement with the books of accounts of the Company except details provided in standalone financial statement of respective companies.

### NOTE - 12 CASH & CASH EQUIVALENT

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Cash on Hand	51	58
Balances with Bank		
In Current Accounts	1,644	1,922
<b>Total Cash &amp; Cash Equivalent</b>	<b>1,695</b>	<b>1,980</b>

### NOTE - 13 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Unpaid Dividend Bank Balances	9	11
Fixed deposits having maturity of more than 12 months	1	1
Deposits with residual maturity for less than 12 months	278	234
<b>Total Other Bank Balances</b>	<b>288</b>	<b>246</b>

#### Note:

The company is having its deposits with bank having maturity less than 12 months. The same are under lien against guarantees given by the bank.

### NOTE - 14 OTHER FINANCIAL ASSETS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Other Income Receivables	255	182
Loans to Staff	13	10
Accrued Interest Income	538	269
Receivables from Income Distribution Partners	4	12
<b>Total Other Financial Assets</b>	<b>810</b>	<b>473</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 15 SHARE CAPITAL

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(a) Authorised Shares</b>		
Equity Shares of ₹ 5 each		
No. of Shares	3,00,00,000	3,00,00,000
Amount(₹)	1,500	1,500
<b>Issued and Subscribed Shares</b>		
Equity Shares of ₹ 5 each		
No. of Shares	2,90,32,680	2,90,32,680
Amount(₹)	1,452	1,452
<b>Paid up Shares</b>		
Equity Shares of ₹ 5 each		
No. of Shares	2,77,51,280	2,77,51,280
Amount(₹)	1,388	1,388
<b>Total Share Capital</b>	<b>1,388</b>	<b>1,388</b>

#### (b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period - Equity Shares

(₹ in Lacs)

Particulars	31 <sup>st</sup> March, 2025		31 <sup>st</sup> March, 2024	
	No. of Shares	Amount ( in Lacs)	No. of Shares	Amount ( in Lacs)
At the beginning of the period	2,77,51,280	1,388	2,38,79,227	1,194
Outstanding at the end of the period	2,77,51,280	1,388	2,77,51,280	1,388

#### c. Terms/Rights attached to Equity Shares

The company has only one class of equity shares having a value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share.

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

#### d. Details of Shareholders

Particulars	31 <sup>st</sup> March, 2025		31 <sup>st</sup> March, 2024	
	No. of Shares	% of total holding	No. of Shares	% of total holding
	Equity Share of 5 each		Equity Share of 5 each	
<b>A Promotor Group</b>				
Maheshbhai Jagjivandas Chandra	19,69,242	7.10%	19,69,242	7.10%
Jayantibhai Jagjivandas Chandra	14,52,752	5.23%	14,52,752	5.23%
Dharmendrabhai Jagjivandas Chandra	12,67,326	4.57%	12,67,326	4.57%
Harishbhai Jagjivandas Chandra	10,58,923	3.82%	10,58,923	3.82%
Bharat Jagjivandas Chandra	9,75,906	3.52%	9,75,906	3.52%

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

Particulars	31 <sup>st</sup> March, 2025		31 <sup>st</sup> March, 2024	
	No. of Shares	% of total holding	No. of Shares	% of total holding
	Equity Share of 5 each		Equity Share of 5 each	
Manishaben Atulkumar Chandra	8,60,529	3.10%	8,60,529	3.10%
Mahendrakumar Jamnadas Patel	2,77,848	1.00%	2,77,848	1.00%
Prafullaben Jayantibhai Chandra	1,05,800	0.38%	1,05,800	0.38%
Rekhaben Maheshbhai Chandra	2,55,300	0.92%	2,55,300	0.92%
Ushaben Dharmendrabhai Chandra	1,25,714	0.45%	1,25,714	0.45%
Vasantrai Kurjibhai Patel	2,28,000	0.82%	2,28,000	0.82%
Chetankumar Vasantrai Patel	2,20,536	0.79%	2,20,536	0.79%
Harshaben Harishbhai Chandra	2,11,800	0.76%	2,11,800	0.76%
Krunal J. Chandra	2,02,650	0.73%	2,02,650	0.73%
Manjulaben Vasantrai Patel	1,91,304	0.69%	1,91,304	0.69%
Ramaben Dayalal Patel	1,58,689	0.57%	1,58,689	0.57%
Hetal Alpesh Chandra	1,53,720	0.55%	1,53,720	0.55%
Alpesh Bharatbhai Chandra	1,46,160	0.53%	1,46,160	0.53%
Kapilaben Bharatbhai Chandra	1,41,504	0.51%	1,41,504	0.51%
Hiren Vasantrai Patel	1,38,960	0.50%	1,38,960	0.50%
Ashokkumar Jamnadas Patel	1,36,944	0.49%	1,36,944	0.49%
Anita Nirajbhai Chandra	1,31,000	0.47%	1,31,000	0.47%
Krishnaben Chetankumar Patel	1,27,368	0.46%	1,27,368	0.46%
Manishaben Mahendrakumar Patel	1,21,712	0.44%	1,21,712	0.44%
Minaben Ashokkumar Patel	1,21,712	0.44%	1,21,712	0.44%
Niraj Jayantibhai Chandra	1,05,118	0.38%	1,05,118	0.38%
Shivam Mahendra Patel	78,872	0.28%	78,872	0.28%
Vivek Ashokkumar Patel	78,872	0.28%	78,872	0.28%
Patel Ashokkumar Jamnadas HUF	78,872	0.28%	78,872	0.28%
Patel Mahendrakumar Jamnadas HUF	78,872	0.28%	78,872	0.28%
Khushbu Auto Pvt Ltd	6,56,565	2.37%	6,56,565	2.37%
<b>B Details of shareholder holding more than 5% shares in the company</b>				
Vijay Kedia	50,50,505	18.20%	50,50,505	18.20%
Maheshbhai Jagjivandas Chandra	19,69,242	7.10%	19,69,242	7.10%
Jayantibhai Jagjivandas Chandra	14,52,752	5.23%	14,52,752	5.23%

As per records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 16 OTHER EQUITY

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
(a) Capital Reserves	174	174
(b) Share Premium Account	11,677	11,688
(c) General Reserve	2,094	2,094
(e) Share Forfeiture	23	23
(f) Equity Share Warrant	-	-
(g) Security Premium On Share Warrant	-	-
(h) Statutory Reserves	995	962
(d) Retained Earning		-
Balance at the beginning of the year	25,656	24,282
Total Comprehensive Income	2,122	847
Less: Transfer to Statutory Reserves	(33)	(47)
Gain on deemed disposal	-	574
Balance in Retained Earning	27,745	25,656
Total Other Equity	42,708	40,597

### NOTE - 17 BORROWINGS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Long Term</b>		
ICICI Bank - Term Loan	401	669
IDFC First Bank - Term Loan	2,044	1,667
Participative Preference Shares	3,526	3,477
<b>Total Long Term (A)</b>	<b>5,971</b>	<b>5,813</b>
<b>Short Term</b>		
Working Capital Demand Loan	2,300	-
Cash Credits	273	418
ICICI Bank - Term Loan - Current Maturities	268	268
ICICI Bank - Working Capital Term Loan	-	1,593
ICICI Bank - Working Capital Demand Loan	-	500
YES Bank - Working Capital Demand Loan	-	4,500
IDFC First Bank - Term Loan - Current Maturities	2,141	1,333
<b>Total Short Term (B)</b>	<b>4,982</b>	<b>8,612</b>
<b>Total Borrowings (A+B)</b>	<b>10,953</b>	<b>14,425</b>

#### Terms & Conditions of Participative Preference Shares issued by Khushbu Auto Finance Limited

- PPS shall be redeemable at the end of 5 years from the date of issue.
- Redemption price shall be the Book value on the latest audited/ limited review balance sheet on the date of redemption.
- The PPS shall carry fixed dividend at the rate of 0.001% per annum.
- In the event of declaration of dividend to Equity shareholders, the PPS holders shall be entitled to same rate of dividend.
- In the event of winding up of company, the PPS holders shall carry preferential right on distribution of assets.
- In the event of winding up of company, the PPS holders shall have preferential right with regard to repayment of capital over and above the equity shareholders.
- PPS holders shall not carry any voting rights.



## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### Terms & Conditions of Bank Borrowings of Khushbu Auto Finance Ltd

#### A. Term Loan

**a. IDFC First Bank Limited Rs. 444 lakhs (P.Y. Rs.1111 lakhs)**

The Loan is secured by pari passu charge on Borrower's receivables arising out of loan, lease and trade advances, All other books debt, Receivables from pass through certificates in which company has invested (if any), Other current assets arising from time to time and charged to other lenders with a security cover of 1.25x. Corporate guarantee given by Atul Auto Limited, holding 100% equity share in the company. It carries Interest rate 3 months MCLR + Margin of 1.7% pa with minimum pricing of 9.90%. The loan shall be repaid in 36 equal monthly instalments of Rs. 55,55,555/- post 3 months of moratorium.

**b. IDFC First Bank Limited Rs. 1167 lakhs (P.Y. Rs.1889 lakhs )**

The Loan is secured by pari passu charge on Borrower's receivables arising out of loan, lease and trade advances, All other books debt, Receivables from pass through certificates in which company has invested (if any), Other current assets arising from time to time and charged to other lenders with a security cover of 1.25x. Corporate guarantee given by Atul Auto Limited, holding 100% equity share in the company. It carries Interest rate 12 months MCLR + 0.45% spread p.a. p.m. The loan shall be repaid in 36 equal monthly instalments of Rs. 55,55,555/- from succeeding month of first disbursement. Repayment on the last day on the month.

**c. IDFC First Bank Limited Rs. 2574 lakhs (P.Y. Rs.Nil )**

The Loan is secured by pari passu charge on Borrower's receivables arising out of loan, lease and trade advances, All other books debt, Receivables from pass through certificates in which company has invested (if any), Other current assets arising from time to time and charged to other lenders with a security cover of 1.25x. It carries Interest rate linked to EBLR and Bank shall have right to reset the EBLR on the expiry of every three months from first Disbursement. Currently as defined by the bank, the EBLR rate is equal to Repo rate + 2.5% . First Trench for Rs. 15 Crore disbursed in Sep, 2024 and Second Trench of Rs. 15 Crore disbursed in Dec, 2024. The loan shall be repaid in 36 equal monthly instalments of Rs. 85,78,430/- from succeeding month from second disbursement. Repayment on the last day on the month.

#### B. Cash Credit\*

**a. Yes Bank**

Cash Credit facility is secured by way of first pari passu charge on stock on hire purchase, instalments receivables and entire current assets of the borrower and corporate guarantee given by Atul Auto Limited, holding 100% equity share in the company. It carries rate of interest @ EBLR + 4.5%

**b. ICICI Bank**

Cash Credit facility is secured by way of first pari passu charge on stock on hire purchase, instalments receivables and entire current assets of the borrower and corporate guarantee given by Atul Auto Limited, holding 100% equity share in the company. It carries rate of interest @ Repo Rate + Spread of 4.10% and is repayable on demand and is valid till 02-01-2026.

**c. IDBI Bank**

Cash Credit facility is secured by way of first pari passu charge on stock on hire purchase, instalments receivables and entire current assets of the borrower and corporate guarantee given by Atul Auto Limited, holding 100% equity share in the company. It is repayable on demand and carries rate of MCLR (Y) + 2.35% up to 17-07-2025.

**d. IDFC First Bank**

Cash Credit facility is secured by way of first pari passu charge on stock on hire purchase, instalments receivables and entire current assets of the borrower and corporate guarantee given by Atul Auto Limited, holding 100% equity share in the company. It is repayable on demand and carries interest rate is EBLR plus 1.2%.

*\* Debit Balance of Cash Credit facility is shown as Balances with banks in Note no. 12 Cash and Cash Equivalents*

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### C. Working Capital on Demand Loan (WCDL) (As sub limit to CC) :

#### a. Yes Bank

WCDL is secured as per securities covered under cash credit. Rate of interest as may be as mutually agreed by borrower & Yes Bank from time to time linked to EBLR and maximum tenure for repayment is 180 days. The Facility Amount is Rs. 50,00,00,000/-

#### b. ICICI Bank

WCDL is secured as per securities covered under cash credit. Rate of interest as may be as mutually agreed by borrower & ICICI Bank from time to time linked to Repo Rate plus Spread p.a. and maximum tenure for repayment is 90 days. The Facility Amount is Rs. 25,00,00,000/-

#### c. IDFC First Bank

WCDL is secured as per securities covered under cash credit. Rate of interest as may be as mutually agreed by borrower & IDFC Bank from time to time linked to EBLR and maximum tenure for repayment is 180 days. The Facility Amount is Rs. 10,00,00,000/-

#### d. IDBI Bank

WCDL-1 is secured by way of first pari passu charge on entire current assets including current receivable under financing activities and Non-current receivables under financing activities. Rate of interest to be decided at the time of draw down and maximum tenure for repayment is 90 days. The Facility Amount is Rs. 4,00,00,000/-. This facility in addition to CC

WCDL- 2 is secured as per securities covered under cash credit. Rate of interest to be decided at the time of draw down and maximum tenure for repayment is 90 days. The Facility Amount is Rs. 6,00,00,000/-

### Terms & Conditions of Bank Borrowings of Atul Greentech Private Limited

#### A. ICICI Bank Term Loan:

Tenure for the term loan is 6 years (including moratorium of 12 months. Principle amount of the facility shall be repaid in 20 Equal Instalments. Term Loan is secured exclusive charge on Property, Plant & Equipment of greenfield project (for setting up battery manufacturing facility at ahmedabad), Second pari passu charge on entire current assets of AGPL, both present & future and personal guarantee of Director of the company and Atul Auto Limited. Interest rate for the term loan is MCLR 1Y+1.25%

#### B. Yes Bank Cash Credit:

Cash Credit Loan is secured by way of hyposthication of the company's entire stock of raw materials, semi-finished goods, consumable store and spares and such other movables including books-debts, bills whether documentary or clean outstanding monies, receivables, both present and future, in form of and manner satisfactory to the bank, ranking pari passu with other banks. Interest rate for the Cash Credit is Repo Rate + 3.00%.

### NOTE - 18 LEASE LIABILITIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Non-current Lease Liability (A)	5	10
Current Lease Liability (B)	11	11
<b>Total Lease Liability (A+B)</b>	<b>16</b>	<b>21</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 19 OTHER FINANCIAL LIABILITIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Non-Current (A)</b>		
Security Deposits	128	192
Dealer's Deposit	1,032	700
	<b>1,160</b>	<b>892</b>
<b>Current (B)</b>		
Unpaid Dividends*	9	11
*Investor Education and Protection Fund will be credited by amount (as and when due)		
Security Deposits	-	4
Expenses Payable	982	861
Payable for Capital Goods	37	-
Other payables	190	391
	<b>1,218</b>	<b>1,267</b>
<b>Total Other Financial Liabilities (A+B)</b>	<b>2,378</b>	<b>2,159</b>

### NOTE - 20 PROVISIONS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Non - Current Provisions</b>		
Warranty Claim	28	40
Other Provisions	-	-
<b>Total Non - Current Provisions (A)</b>	<b>28</b>	<b>40</b>
<b>Current Provision</b>		
<b>Provision for Employee Benefits</b>		
Gratuity	195	188
<b>Sub-Total (a)</b>	<b>195</b>	<b>188</b>
<b>Other Provisions</b>		
Provision for After Sales Activities	91	85
Provision for P.D.I./Wrc Coupon Exp. Payable	22	18
Provision for Warranty Claims	46	72
Provision for Expected Credit Loss on Risk Sharing Arrangement	256	106
Leave Encashment Provision	62	-
Provision on Loan Guaranteed to Cholamandalam Investment and Finance Company Limited	-	-
IDP Commission Provision	13	-
<b>Sub-Total (b)</b>	<b>490</b>	<b>281</b>
<b>Total Current Provisions (B = a+b)</b>	<b>685</b>	<b>469</b>
<b>Total Provisions (A+B)</b>	<b>713</b>	<b>509</b>

#### 20.1 Provision for Expected Credit Loss on Risk Sharing Arrangement 1.0

The Holding company has entered into risk sharing arrangement with Cholamandalam Investment and Finance Co. Limited ("Chola") for sales of vehicle on finance. On account of this arrangement company has agreed to pay non-refundable delinquency fund ('Fund') of ₹ 2000/- per vehicle to Chola towards each of the vehicle sold under this arrangement, irrespective of the loan granted on the said vehicles which shall be used for setting off loss arising out of sale of vehicle repossessed/commission of default by customers.

In event of any vehicle financed under this arrangement is repossessed/surrendered due to non-payment of loan & default as per loan agreement and on sale of vehicle or on making 100% provisioning towards loan accounts than AAL agrees to share loss with Chola

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

on the outstanding (principal & instalment) of loan accounts over and above 20% of such outstanding. Company has recognized the provision based on Ind AS - 109 'Financial Instruments'.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>At the beginning of the year</b>		
Delinquency Fund	-	-
Additional Provision	106	140
<b>Arising during the Year</b>		
Delinquency Fund	-	-
Additional Provision	84	55
<b>Utilised during the Year</b>		
Delinquency Fund	-	-
Additional Provision	75	89
<b>At the end of the Year</b>		
Delinquency Fund	-	-
Additional Provision	115	106

### 20.2 Provision for Expected Credit Loss on Risk Sharing Arrangement 2.0

The Holding company has entered into an new risk sharing arrangement with Cholamandalam Investment and Finance Co. Limited ("Chola") for sales of vehicle on finance. Company has gauranteed vehicles financed by Chola under this arrangement. Further, as per arrangment with Chola and Dealers, company has received payout on vehcile financed by Chola. Such payout is retained as pool to mitigate any furute loss on account of default by the borrower. Further, in case comapny expects higher expected credit loss, than additional provision is also made for the same.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>At the beginning of the year</b>		
Payout Pool	-	-
Additional Provision	-	-
<b>Arising during the Year</b>		
Payout Pool	140	-
Additional Provision recognised in Profit & Loss A/c.	26	-
<b>Utilised during the Year</b>		
Payout Pool	-	-
Additional Provision	-	-
<b>At the end of the Year</b>		
Payout Pool	140	-
Additional Provision	26	-

### NOTE - 21 OTHER NON CURRENT LIABILITIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Sundry liabilities Account(Interest Capitalised)	218	218
<b>Total other Non Current Liabilities</b>	<b>218</b>	<b>218</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 22 TRADE PAYABLES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Total outstanding dues of Micro Small and Medium Enterprises	2,361	1,739
Total outstanding dues other than Micro Small and Medium Enterprises	4,342	2,219
	<b>6,703</b>	<b>3,958</b>

The age wise analysis of the Trade Payables as per Sub Ledger is given below:-

(₹ in Lacs)

Particulars	For the year ended on 31 <sup>st</sup> March, 2025				
	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	2,361	-	-	-	<b>2,361</b>
(ii) Others	4,320	17	2	3	<b>4,342</b>
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

(₹ in Lacs)

Particulars	For the year ended on 31 <sup>st</sup> March, 2024				
	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	1,739	-	-	-	<b>1,739</b>
(ii) Others	2,212	2	2	3	<b>2,219</b>
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

### NOTE - 23 OTHER CURRENT LIABILITIES & TAX LIABILITIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Statutory Dues Payable	778	724
Advance from delaers	403	348
Advance from Customers	92	92
Other Liabilities	13	2
Income Received in Advance	104	148
<b>Total Other Current Liabilities</b>	<b>1,390</b>	<b>1,314</b>

### NOTE - 24 TAX LIABILITIES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Current Tax Liability	54	55
<b>Total Current Tax Liabilities</b>	<b>54</b>	<b>55</b>



## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 25 REVENUE FROM OPERATIONS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Sales of Vehicles</b>	<b>62,095</b>	<b>43,966</b>
Domestic	57,114	40,642
Export (Including Merchant Export)	4,981	3,324
<b>Sales of Spares</b>	<b>5,303</b>	<b>3,989</b>
Domestic	4,626	3,510
Export (Including Merchant Export)	677	479
<b>Total Revenue from Sale of Products (A)</b>	<b>67,398</b>	<b>47,955</b>
<b>Income from Financing Business (B)</b>	<b>3,984</b>	<b>4,179</b>
Financing charges	3,472	3,674
Penal/Overdue Interest Income	327	308
Service and administration charges	185	197
<b>Total Revenue from Financing Business (B)</b>	<b>3,984</b>	<b>4,179</b>
<b>Other Operating Revenue</b>		
Export Incentive	170	115
Freight Income	78	99
Royalty Income	343	259
Technical Service Income	34	23
Jobwork Income	-	2
Scrap Sale	20	30
Documentation and Subvention Income	168	20
Other Income	73	47
<b>Total Other Operating Revenue (C)</b>	<b>886</b>	<b>595</b>
<b>Total Revenue From Operations (A+B+C)</b>	<b>72,268</b>	<b>52,729</b>

### NOTE - 26 OTHER INCOME

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Discount Income	1	-
Gain on Sale /Revaluation of Mutual Fund	22	64
Interest on Bank Fixed Deposit	19	17
Insurance Claim Income	3	1
Interest on dealer outstanding	196	68
Interest on PGVCL Deposit	8	3
Insurance Commission Income	-	1
Interest on Income Tax Refund	2	17
Profit on Sale of Property, Plant & Equipment	3	34
Rent	2	1
Profit Sharing from Chola (Reversal)	(4)	-
<b>Total Other Income</b>	<b>252</b>	<b>206</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 27 COST OF MATERIAL CONSUMED

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Consumption of Materials	50,881	37,677
Consumables	47	41
Direct Expenses (Purchase Expenses)	653	639
<b>Total Cost of Material Consumed</b>	<b>51,581</b>	<b>38,357</b>

### NOTE - 28 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Work in Progress</b>		
Opening Stock	1,005	15
Closing Stock	310	1,005
	<b>695</b>	<b>(990)</b>
<b>Finished Goods</b>		
Opening Stock	865	720
Closing Stock	1,067	865
	<b>(202)</b>	<b>(145)</b>
<b>Stock in Trade</b>		
Opening Stock	4	4
Closing Stock	-	4
	<b>4</b>	<b>-</b>
<b>Total Change in Inventories</b>	<b>497</b>	<b>(1,135)</b>

### NOTE - 29 EMPLOYEE BENEFIT EXPENSES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Salary, Wages & Bonus	6,419	5,109
Contribution towards Employees Provident Fund, ESIC and Super Annuation Fund	532	423
Gratuity Expense	70	44
Staff Welfare Expenses	377	272
<b>Total Employee Benefit Expenses</b>	<b>7,398</b>	<b>5,848</b>

### NOTE - 30 FINANCE COST

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Interest on Dealer, IDP and Other Deposits	22	18
Interest on Bank Borrowings	882	1,056
Interest on Lease Liability	2	3
Interest on ICD	18	37
Premium on PPS	49	110
Other Financial Expenses	7	22
Loan Processing Fees & Expenses	18	42
Bank Charges	20	37
<b>Total Finance Cost</b>	<b>1,018</b>	<b>1,325</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 31 DEPRECIATION & AMORTIZATION

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Depreciation on Property, Plant and Equipment	1,621	1,627
Amortisation of Intangible Asset	167	168
Depreciation of Right to use Asset	14	12
Depreciation on investment property	-	-
<b>Total Depreciation &amp; Amortization</b>	<b>1,802</b>	<b>1,807</b>

### NOTE - 32 LOAN LOSSES AND PROVISIONS AND OTHER EXPENSES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>(A) Loans Losses and Provisions</b>		
Bad Debts	2,395	1,302
Impairment Allowance on Receivables from Financing activities	47	463
<b>Sub-Total (A)</b>	<b>2,442</b>	<b>1,765</b>
<b>(B) Other Expenses</b>		
Advertising & Sales Promotion	474	384
Freight & Forwarding Expense	817	559
Expected Credit Loss/(Reversal of Expected Credit Loss)	(215)	(73)
Travelling & Conveyance	522	387
CSR/Donation expenditure	11	10
Power & Fuel	421	494
Repairs to Others	270	174
Testing Expenses	106	110
Legal & consultancy Charges	343	276
Product Development Expense	135	274
Warranty & After Sales Services	369	139
Amount Written off	323	53
Computer Software Expense	337	80
Other Expenses	52	51
Commission to Income Distribution Partners	172	187
Sourcing and Credit Cost	69	58
Office Admin Expenses	112	93
Recovery Cost	59	45
IT and Communication Cost	53	39
Other Administrative Expenses	9	7
Repairs to Machinery	149	117
Foreign Exchange Rate Difference	9	7
Insurance	59	63
Rates and taxes	88	82
Communication Cost	25	22

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Printing & Stationary	35	19
Rent	80	71
Windmill Operation Charges	13	12
Repairs to Buildings	174	127
Director's Sitting Fees	10	8
Payment to Auditor	36	21
Loss on Sales of Property, Plant and Equipment	3	1
<b>Sub- Total (B)</b>	<b>5,120</b>	<b>3,897</b>
<b>Total Loans Losses and Provisions and Other Expenses</b>	<b>7,562</b>	<b>5,662</b>

### NOTE - 33 TAX EXPENSES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Current tax on profits for the year	1	230
Income Tax Provision for Current Year	3	-
Adjustment for current tax of prior periods	96	(13)
	<b>100</b>	<b>217</b>
Deferred Tax	728	147
<b>Total Tax Expenses</b>	<b>828</b>	<b>364</b>

### NOTE - 34 OTHER COMPREHENSIVE INCOME

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Items that will not be Reclassified to Tax</b>		
Remeasurement of Post Employment Benefit Obligation	(55)	(68)
Income tax relating to Remeasurement of Defined Benefit Obligation	14	17
	<b>(41)</b>	<b>(51)</b>

### NOTE - 35 EARNING PER SHARE

Particulars	31-Mar-25	31-Mar-24
Net profit /(loss) as per statement of Profit & Loss (₹ in Lacs)	2,163	898
Weighted average number of shares outstanding during the year (Nos)	2,77,51,280	2,64,61,626
Earning per share (Basic & Diluted)	7.79	3.39
Face Value per Share ₹	5	5

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 36 CONTINGENT LIABILITIES NOT ACKNOWLEDGED AS DEBT

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>A. Disputed Liabilities*</b>		
Sales Tax	27	27
Excise Duty	1	1
Goods and Services Tax	45	90
Income Tax	54	61
Case Pending before Consumer Forum	58	55
Case filed for Infringement of copyright where company is one of the defendant	200	200
<b>B. Financial Guarantees</b>		
Financial Guarantees in respect of loan given by finance company to end user - Amount outstanding	4,824	931
*(Show-cause notices received from various Government Agencies & pending formal demand notices have not been considered as contingent liabilities.)	-	-
<b>Total Contingent Liabilities</b>	<b>5,209</b>	<b>1,365</b>

### NOTE - 37 ESTIMATED AMOUNT OF CONTRACTS REMAINING TO BE EXECUTED ON CAPITAL ACCOUNTS AND NOT PROVIDED

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
For Purchase of Assets	347	810
<b>TOTAL</b>	<b>347</b>	<b>810</b>

### NOTE - 38 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURES

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Amount required to be spent by the company during the year,	NA	10
Amount of expenditure incurred,	-	10
Shortfall at the end of the year,	-	-
Excess Amount of expenditure Incurred	-	-
Total of previous years shortfall,	-	-
Reason for shortfall,	NA	NA
Nature of CSR activities	NA	As below
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	Atul Chandra Charitable Trust
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	NA	NA
<b>Nature of CSR activities</b>		
Contribution to trusts/associations for education	-	-
Contribution to trusts/associations for national heritage and culture	-	-
Contribution to trusts/associations for promoting cleanliness	-	-
Contribution to trusts/associations for Disaster Management	-	-
Contribution to trusts/associations for promoting healthcare	-	-



## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Contribution to trusts/associations for Women Empowerment	-	-
Contribution to trusts/associations for Eradicating hunger, poverty	-	10
<b>CSR Expenditure</b>	-	<b>10</b>
Administrative Overheads for CSR activity	-	-
<b>Total CSR Expenditure</b>	-	<b>10</b>

During the Financial Year 2024-2025 and 2023-2024 the Group was not Liable for any CSR Expenditure. During Financial Year 2022-2023 the Parent company has spent Rs. 22 lakhs in excess which is entitled to be carried forward in next financial year 2025-2026 in accordance with Section 135 of Companies Act, 2013. The excess amount spent has been utilized for Contribution to trusts/associations for eradicating hunger, poverty.

### NOTE - 39 LEASE

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>As a Lessor</b>		
The Group has given premise on operating lease. This arrangement is renewable for further period on mutually agreeable terms and also include escalation Clauses		
The total future minimum lease rentals receivable at the balance sheet date is under:		
Within one year	-	-
After one year but not more than five year	-	-
<b>Total</b>	-	-
<b>As a Lessee:</b>		
The Group has entered into commercial leases on office building. These leases have an average life of between one and three years with renewal option includes in the contracts. There are no restrictions placed upon the company by entering into these leases.		
The Total Future Minimum Rentals Payables under Non-Cancellable leases are as follows:		
Within one year	43	29
After one year but not more than five year	4	16
<b>Total</b>	<b>47</b>	<b>45</b>

### NOTE - 40 EXCHANGE DIFFERENCE GAIN/(LOSS) RECOGNISED IN THE STATEMENT OF PROFIT & LOSS

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Relating to export during the year as a part of sales / other Income	13	6
On settlement of other transaction as part of other expenses & import	-	-
	<b>13</b>	<b>6</b>

### NOTE - 41 PARTICULARS OF UNHEDGED FOREIGN CURRENCY AT THE REPORTING PERIOD

(₹ in Lacs)

Particulars		31-Mar-25	31-Mar-24
Export Trade Receivable	USD	8	3
	₹	661	235

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 42 EMPLOYEE BENEFITS

#### a. Gratuity

Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully covers the same under Cash Accumulation Policy of the Life Insurance Corporation of India (LIC). However, any deficit in plan assets managed by LIC as compared to the liability on the basis of an independent actuarial valuation is recognised as a liability.

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method in conformity with the principles and manner of computation specified in Ind AS 19.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<u>Amount Recognised in Balance Sheet</u>		
Present Value of funded defined benefit obligation	646	494
Fair Value of Plan Assets	(451)	(306)
<b>Net Funded Obligation</b>	<b>195</b>	<b>188</b>
<u>Expense Recognised in the statement of Profit &amp; Loss</u>		
Current Service Cost	73	50
Interest on net defined benefit liability /(assets)	13	6
<b>Total Expense Charged to Profit &amp; Loss</b>	<b>86</b>	<b>56</b>
<u>Amount recorded as other comprehensive income</u>		
<b>Opening amount recognised in OCI outside profit &amp; loss account</b>	<b>4</b>	<b>(62)</b>
Remeasurements during the period due to	-	-
Actuarial (gain)/losses on obligation for the period	59	56
Actual return on plan assets less interest on plan assets	(4)	2
<b>Closing amount recognised in OCI outside profit &amp; loss account</b>	<b>59</b>	<b>(4)</b>
<u>Reconciliation of net liability/(assets)</u>		
<b>Opening net defined benefit liability/(assets)</b>	<b>192</b>	<b>94</b>
Expense charged to profit & loss account	83	56
Amount recognised outside profit & loss account	55	63
Employer contributions	(135)	(25)
<b>Closing net defined benefit liability/(assets)</b>	<b>195</b>	<b>188</b>
<u>Movement in benefit obligation</u>		
<b>Opening of defined benefit obligation</b>	<b>494</b>	<b>520</b>
Current Service Cost	73	50
Interest on defined benefit obligation	35	38
Past Service cost	-	-
<b>Remeasurements due to :-</b>		
Actuarial Loss /(gain) arising from change in financial assumptions	26	13
Actuarial Loss /(gain) arising on account of experience changes	33	46
Benefits paid	(15)	(171)
<b>Closing of Defined benefit obligation</b>	<b>646</b>	<b>496</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<u>Movement in Plan Assets</u>		
<b>Opening Fair Value of Plan Assets</b>	<b>306</b>	<b>431</b>
Employer contributions	135	25
Interest on plan assets	21	33
Remeasurements due to :-		
Actual return on plan assets less interest on plan assets	4	(7)
Benefits paid	(15)	(171)
<b>Closing fair value of plan assets</b>	<b>451</b>	<b>311</b>
<u>Disaggregation of Assets</u>		
<b>Category of Assets</b>		
Insurer managed funds	414	303
<b>Grand total</b>	<b>414</b>	<b>303</b>

### Key actuarial assumptions

Particulars	31-Mar-25	31-Mar-24
Discount rate (p.a)	6.78%	7.18%
Expected return on plan assets	7.18%	7.52%
Rate of salary Increase	7.00%	7.00%
Rate of employee turnover	for service upto 4 years 15% p.a. and Above 4 years 2% p.a. for all years	for service upto 4 years 15% p.a. and Above 4 years 2% p.a. for all years

### Sensitivity Analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Projected Benefit Obligation on Current Assumptions	646	494
Delta Effect of +0.5% Change in Rate of Discounting	(33)	13
Delta Effect of -0.5% Change in Rate of Discounting	37	56
Delta Effect of +1% Change in Rate of Salary Increase	62	75
Delta Effect of -1% Change in Rate of Salary Increase	(57)	(3)
Delta Effect of +5% Change in Rate of Employee Turnover	(2)	37
Delta Effect of -5% Change in Rate of Employee Turnover	6	25

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### b. Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund. Amount recognised in statement of Profit & Loss is Rs. 487 lacs (Previous year Rs. 386 lacs).

### NOTE - 43 DISCLOSURE OF TRANSACTION WITH RELATED PARTIES AS REQUIRED BY THE INDIAN ACCOUNTING STANDARD - 24

#### (a) Name Of Related Parties

<b>1. Wholly owned Subsidiary Companies</b>	Khushbu Auto Finance Limited	
	Atul Green Automotive Private Limited	
<b>2. Subsidiary Companies</b>	Atul Greentech Private Limited	
	Atulease Private Limited	
<b>3. Enterprises owned or significantly influenced by key personal management or their relatives</b>	Khushbu Auto Private Limited	
	Atul Auto Industries	
	Atul Enterprise	
	Atul Motors Private Limited	
	New Chandra Motor Cycle House	
	New Chandra Motor Cycle Agency	
	Atul Motors Jam LLP	
<b>4. Key Managerial Personnel:</b>	Jayantibhai J Chandra	Chairman
	Mahendra J Patel	Whole Time Director and Chief Financial Officer
	Niraj J Chandra	Managing Director
	Paras Viramgama	Company Secretary
	Gurudeo Madhukar Yadwadkar	Independent Director
	Vijay Kedia	Non –Executive Director
	Aarti Juneja (until 07.02.2025)	Independent Director
	Mohan Jit Walia	Independent Director
	Jaichander Swaminathan	Independent Director
	Honey Sethi (w.e.f 11.08.2024)	Independent Director
	Ramesh Chandra Maheshwari (w.e.f 11.08.2024)	Independent Director
	Pratik Vijay Kedia	Relative of the director of the Company

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### (b) Transaction with Related Parties

(₹ in Lacs)

Name of related party		Nature of transaction	31-Mar-25			31-Mar-24		
			Trans- actions	Closing Balance	Dr / CR	Trans- actions	Closing Balance	Dr / CR
Key management personnel and their relatives :-								
Jayantibhai J Chandra	Chairman and Whole Time Director	Short term Employee Benefits	12	-	-	104	6	Cr
Mahendra J Patel	Whole Time Director and Chief Financial Officer	Short term Employee Benefits	85	5	Cr	89	5	Cr
Niraj J Chandra	Managing Director	Short term Employee Benefits	108	4	Cr	100	4	Cr
Paras Viramgama	Company Secretary	Short term Employee Benefits	13	-	-	12	-	-
Gurudeo Madhukar Yadwadkar	Independent Director	Director Sitting Fees	2	-	-	1	-	-
Vijay Kedia	Non-executive Director	Director Sitting Fees	1	-	-	1	-	-
Jitendra V Adhia	Director of Subsidiary Company	Short term Employee Benefits	105	4	Cr	95	6	Cr
Hiren Patel	Director of Subsidiary Company	Short term Employee Benefits	59	3	Cr	54	4	Cr
Aarti Juneja (until 07.02.2025)	Independent Director	Director Sitting Fees	2	-	-	2	-	-
Mohan Jit Walia	Independent Director	Director Sitting Fees	2	-	-	2	-	-
Jaichander Swaminathan	Independent Director	Director Sitting Fees	2	-	-	2	-	-
Honey Sethi (w.e.f 11.08.2024)	Independent Director	Director Sitting Fees	1	-	-	-	-	-
Ramesh Chandra Maheshwari (w.e.f 11.08.2024)	Independent Director	Director Sitting Fees	1	-	-	-	-	-
Ramesh Chandra Maheshwari (w.e.f 11.08.2024)	Independent Director	Reimbursement of Travelling Expenses	0	-	-	-	-	-



## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Name of related party		Nature of transaction	31-Mar-25			31-Mar-24		
			Trans- actions	Closing Balance	Dr / CR	Trans- actions	Closing Balance	Dr / CR
Ramesh Chandra Maheshwari (w.e.f 11.08.2024)	Independent Director	Consultation charges	22	-	-	-	-	-
Pratik Kedia	Relative of the Director of the Company	Reimbursement of Travelling Expenses	0	-	-	-	-	-
<b>Other entities :-</b>								
Atul Auto Industries	Entity owned and controlled by relatives of key managerial personal	Purchase of Raw Material Spares	325	4	Cr	255	1	Cr
		Warranty Claims/After Sales Service/ PDI/WRC Charges/Freight Charges	-	-	-	1	-	-
		<b>Total</b>	<b>325</b>	<b>4</b>	<b>Cr</b>	<b>256</b>	<b>1</b>	<b>Cr</b>
Atul Enterprise		Purchase of Raw Material and spares	-	-	-	1	-	-
Atul Motors Private Limited	Entity owned and controlled by relatives of key managerial personal	Other Expenses	1	-	-	1	-	-
		<b>Total</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>1</b>	<b>-</b>	<b>-</b>
Khushbu Auto Private Limited	Entity owned and controlled by relatives of key managerial personal	Sales of Vehicles and Spares (Exclusive of Taxes)	7,098	876	Dr	4,849	565	Dr
		Warranty Claims/After Sales Service/ PDI/WRC Charges	21	-	-	11	-	-
		Receipt of Lease/ Rent	2	-	-	1	-	-
		Sales Promotion	8	-	-	-	-	-
		Dealer Deposit	-	3	Cr	-	3	Cr
		<b>Total</b>	<b>7,129</b>	<b>873</b>	<b>Dr</b>	<b>4,861</b>	<b>562</b>	<b>Cr</b>
New Chandra Motor Cycle Agency	Entity owned and controlled by relatives of key managerial personal	Sale (Exclusive of Tax)	82	13	Dr	103	1	Dr
		Warranty Claims/After Sales Service/ PDI/WRC Charges/Lgo Meet Exp	4	-	-	2	-	-
		<b>Total</b>	<b>86</b>	<b>13</b>	<b>Dr</b>	<b>107</b>	<b>1</b>	<b>Dr</b>
New Chandra Motor Cycle House	Entity owned and controlled by relatives of key managerial personal	Purchase of Raw Material Spares	21	2	Cr	4	1	Cr
		<b>Total</b>	<b>21</b>	<b>2</b>	<b>Cr</b>	<b>4</b>	<b>1</b>	<b>Cr</b>
Atul Motors Jam LLP	Entity owned and controlled by relatives of key managerial personal	Purchase of Property, Plant & Equipumnt & other Expense	13	-	-	26	-	-
		Vechicle Repairing Expenses	1	-	-	1	-	-
		<b>Total</b>	<b>14</b>	<b>-</b>	<b>-</b>	<b>27</b>	<b>-</b>	<b>-</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Name of related party		Nature of transaction	31-Mar-25			31-Mar-24		
			Trans- actions	Closing Balance	Dr / CR	Trans- actions	Closing Balance	Dr / CR
Atul Greentech Private Limited								
Atul Auto Industries	Entity owend and controlled by relatives of key managerial personal	Jobwork Charges	89	22	Cr	28	-	-
		Sale of Raw Materials	-	-	-	1	-	-
		Purchase of Materials	109	20	Cr	24	0	Cr.
		<b>Total</b>	<b>198</b>	<b>42</b>	<b>Cr</b>	<b>53</b>	<b>0</b>	<b>Cr.</b>
Khushbu Auto Private Limited	Entity owend and controlled by relatives of key managerial personal	Inter Corporate Deposit (ICD taken/(repaid) during the year: Nil for CY and 200 Lacs for PY 2023-24) Maximum Outstanding during the year: Nil for CY 2024-25 and 200 Lacs for PY 2023-24	-	-	-	200	-	-
		Interest on ICD	-	-	-	10	-	-
		Insurance Reimbusment Charges	6	-	-	9	4	Cr.
		Warrenty Claim By KAPL	7	-	-	-	-	-
		Sale of Vehicle	472	238	Dr	207	72	Dr.
		<b>Total</b>	<b>485</b>	<b>238</b>	<b>Dr</b>	<b>626</b>	<b>68</b>	<b>Dr.</b>
		Vijay Kedia	Relative of Director	Issue of Equity Shares	-	-	-	497
Gurbeer Singh	Chief Executive Officer Upto October 2023	Salary	16	3	Cr	38	-	-
Divya Chandra	Director	Salary	34	3	Cr	35	2	Cr.
Pratik Vijay Kedia	Director	Salary	40	3	Cr	40	3	Cr.
Yash Vora	Company Secretary	Salary	7	1	Cr	1	1	Cr.
Hiren Patel	Director	Issue of Equity Shares	-	-	-	25	-	-
Kajal Hiren Patel	Relative of Key Managerial Person	Issue of Equity Shares	-	-	-	25	-	-
Khushbu Auto Finance Limited								
Khushbu Auto Private Limited	Entity owend and controlled by relatives of key managerial personal	Interest Paid on the ICD	18	0	Cr	27	-	-
		Vehicle Repairing Expense	0	-	-	1	-	-
		Finance Subvention Income	0	-	-	-	-	-
		Inter Corporate Deposit (ICD taken/(repaid) during the year: 3080 Lacs for CY 2024-25 and 2269 lacs for PY 2023-24) Maximum Outstanding during the year: 678 Lacs for CY 2024-25 and 938 Lacs for PY 2023-24)	678	-	-	938	-	-
		<b>Total</b>	<b>696</b>	<b>0</b>	<b>Cr</b>	<b>966</b>	<b>-</b>	

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Name of related party		Nature of transaction	31-Mar-25			31-Mar-24		
			Trans- actions	Closing Balance	Dr / CR	Trans- actions	Closing Balance	Dr / CR
Atul Motors Pvt Ltd	Enterprises owned or significantly influenced by key personal management or their relatives	Vehicle Repairing Expense	0	0	-	-	-	-
Atul Chandra Charitable Trust	Entity owned and controlled by relatives of key managerial personal	CSR Amount Spent through Implementing Agency	-	-	-	1	-	-
Atul Automotives	Entity owned and controlled by relatives of key managerial personal	Vehicle Repairing Expense	1	-	-	0	-	-
New Chandra Motor Cycle agency - Jamnagar	Entity owned and controlled by relatives of key managerial personal	Subvention Income	-	-	-	0	0	Cr.
Atul Motors Jam LLP	Entity owned and controlled by relatives of key managerial personal	Vehicle Repairing Expense	0	-	-	-	-	-
Aarti Juneja (until 07.02.2025)	Independent Director	Sitting Fees Paid to no Executive Director	1	-	-	1	-	-
Gurudeo Madhukar Yadwadkar (w.e.f 08.02.2025)	Independent Director	Sitting Fees Paid to no Executive Director	-	-	-	-	-	-
Anita N. Chandra	Chief Financial Officer	Short Term Employee Benefit	7	1	Cr	7	1	Cr.
Bhartiben G. Ajudiya	Company Secretary	Short Term Employee Benefit	-	-	-	1	-	-
Chinar Jethwani	Company Secretary	Short Term Employee Benefit	1	-	-	-	-	-

\*The figure "0" represents the amount less than Rs 50,000/- in the transaction and "-" represents Nil

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 44 FINANCIAL INSTRUMENT

#### a. Capital Management

The Company manages its capital to ensure that the Company will be able to continue as going concern, while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements. The Company is currently utilizing term loan to meet long term requirements and have adequate sanctioned limits available to meet its short term capital requirements. The Company is not subject to any externally imposed capital requirements. The management of the Company reviews the capital structure of the Company on regular basis.

The following table summarises the capital of the Company

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Equity Share Capital	1,388	1,388
Other Equity	42,708	40,597
<b>Total Equity</b>	<b>44,096</b>	<b>41,985</b>
Term Loan	4,854	3,937
Participative Preference Shares	3,526	3,477
Working Capital Loan	2,573	7,011
<b>Total Debt</b>	<b>10,953</b>	<b>14,425</b>
<b>Debt to Equity Ratio</b>	<b>24.84%</b>	<b>34.36%</b>

#### (b) Category-wise classification for applicable financial assets

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>I Measured at fair value through Profit or Loss (FVTPL):</b>		
Investment in Mutual Fund	-	2,305
	-	<b>2,305</b>
<b>II Measured at amortised cost:</b>		
Trade Receivable	5,414	5,010
Cash & Cash Equivalents	1,695	1,980
Loans to Staff	13	10
Receivable under Financing Activities	22,132	19,642
Balance in Unpaid Dividend	9	11
Investment in Fixed Deposits	279	235
Other Income Receivable	797	503
	<b>30,339</b>	<b>27,391</b>

#### (c) Category-wise classification for applicable financial liabilities

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>I Measured at amortised cost:</b>		
Term Loan	4,854	3,937
Participative Preference Shares	3,526	3,477
Working Capital Loan	2,573	7,011
Lease Liability	16	21
Trade Payable	6,703	3,958
Unpaid Dividend	9	11
Outstanding Expenses	1,209	1,256
Dealer's Deposits	1,160	892
	<b>20,050</b>	<b>20,563</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 45 FAIR VALUE MEASUREMENT

This section explains the judgements and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed the Indian accounting standards. Explanation of each level as follows :-

**Level - 1** Hierarchy includes financial instruments measured using quoted price. This includes mutual funds & listed Equity shares that have quoted price. The mutual funds are valued using the closing NAV.

**Level - 2** The fair value of financial instruments that are not traded in an active market (for example trade bond, over-the-counter derivatives) is determined using valuation technique which maximise the use of observable market data and rely as little as possible on entity -specific estimates. If all significant inputs required to fair value of instrument are observable, the instrument is included in Level-2.

**Level - 3** If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

During the year under consideration there is no transfer between level 1, level 2 and level 3 hierarchy.

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Level-I</b>		
<b>Financial Investment at FVTPL</b>		
Investment in Mutual Fund	-	2,305
<b>Level-II</b>	-	-
<b>Level-III</b>	-	-
<b>TOTAL</b>	-	<b>2,305</b>

#### Valuation Techniques used to Determine Fair Value :-

Mutual funds are valued at the price quoted in active market at the closing of reporting date.

#### Fair Value of Financial Assets and Liabilities Measured at Amortised Cost :-

The carrying amounts of trade receivables, trade payable, other financial assets/liabilities, loans and cash & cash equivalents are considered to be the same as their fair values.

#### Financial Services Receivable

The fair values of financial services receivables are calculated using a portfolio-based approach, grouping loans as far as possible into homogenous groups based on similar characteristics. The fair value is then extrapolated to the portfolio using discounted cash flow models that incorporate interest rate estimates considering all significant characteristics of the loans. This fair value is then reduced by impairment allowance which is already calculated incorporating probability of defaults and loss given defaults to arrive at fair value net of risk.

### NOTE - 46 TRANSACTION OF LOANS, INVESTMENT, GUARANTEES AND SECURITIES GIVEN IN RESPECT OF WHICH PROVISION OF SECTION 186 OF THE COMPANIES ACT, 2013 AND ARE WITHIN LIMITS.

Particulars	Investment	ICD	Guarantee	Purpose	Proposed Utilization
Cholamandalam Investment and Finance Co. Limited	-	-	4,824	For finance of three wheelers of the company to end user and guaranteed by the company	For purchase of company's three wheeler by end user



## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE - 47 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

#### Financial risk management objectives

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company's risk management is done in close co-ordination with the board of directors and focuses on actively securing the Company's short, medium and long-term cash flows by minimizing the exposure to volatile financial markets. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The most significant risks to which the Company is exposed are described below

Risk	Exposure Arising From	Measurement	Management
a. Credit Risk	Trade Receivable	Aging analysis	Analysis of no. of overdue days and track record of debtors. Levy of interest on overdue balances of trade receivables.
	Investment in market instrument	Rating of Instruments	Periodic review of portfolio with risk categorisation of underlying investments.
	Financial Guarantee	Financial Guarantees in respect of loan given by other finance company to end user - Amount outstanding	Periodic review of outstanding, trend analysis of defaults, contract with dealers for loss sharing, maintaining pool out of payout to mitigate losses.
	Credit risk related to financial service business	NPA and SMA categorisation of portfolio	Periodic review of portfolio along with trend analysis of recoveries.
	Other Financial Assets	Aging analysis	Periodic review of outstanding balances
b. Liquidity Risk	Other liabilities	Maturity analysis	Maintaining sufficient cash/cash equivalents and marketable investments and undrawn working capital limits.
c. Market Risk	Interest Risk for Bank Borrowing	External Benchmark Interest Rate	Maintaining lower level of leverage, higher net interest margin and negotiation with banker for interest rates
	Foreign Currency Risk	Sensitivity analysis	Export of goods shall be made after receiving payments from customer and in other case original Bill of landing is held by company till payment received.

#### a. Credit Risk :-

Credit Risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group usually deals with creditworthy counterparties and obtain sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The exposure is continuously monitored.

##### (i) Trade Receivable

The Group applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Group has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Group. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses.

#### Reconciliation of loss allowance for Trade Receivable

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Loss allowance at the beginning of the year	637	567
Addition/(Reversal) in loss allowance during the year	(217)	70
Loss allowance as at the end of the year	420	637

In respect of other financial assets, the maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets.

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### (ii) Financial Guarantee

In addition, the Group is exposed to credit risk in relation to financial guarantees given to other Financial Company. The Group's maximum exposure in this respect is the maximum amount the Group could have to pay if the guarantee is called on. The amount recognised in Balance Sheet as liabilities and maximum exposure details are as given below:

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Maximum exposure	4,824	931
Amount Recognised as Liability	281	106

### (iii) Credit risk related to financial service business

Financial services business has a comprehensive framework for monitoring credit quality of its Retail, SME and business loans based on days past due monitoring. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery is taken through follow ups and legal recourse.

The following tables set out information about credit quality of loan assets measured at amortised cost:

(₹ in Lacs)

Particulars	31-Mar-25
<b>Gross carrying value of Retail and SME loan Assets</b>	
Neither Past due nor Impaired	13,823
Past due but not impaired	
90 days past due	4,186
91-120 days past due	619
Impaired (more than 120 days)	3,504
<b>Total Gross carrying value as at reporting date</b>	<b>22,132</b>
Particulars	31-Mar-24
<b>Gross carrying value of Retail and SME loan Assets</b>	
Neither Past due nor Impaired	12,209
Past due but not impaired	
90 days past due	2,947
91-150 days past due	761
Impaired (more than 150 days)	3,725
<b>Total Gross carrying value as at reporting date</b>	<b>19,642</b>

### Inputs Considered in the ECL model

In assessing the impairment of loans assets under Expected Credit Loss (ECL) Model, the loan assets have been segmented into three stages. The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages, relate to the recognition of expected credit losses and the calculation and presentation of interest revenue.

The financial services business categorises loan assets (except trade advances) into stages based on the days past due status as on 31.03.2025:

- Stage 1: 0-90 days past due
- Stage 2: 91-120 days past due
- Stage 3: More than 120 days

The financial services business categorises loan assets (except trade advances) into stages based on the days past due status as on 31.03.2024:

- Stage 1: 0-90 days past due
- Stage 2: 91-150 days past due
- Stage 3: More than 150 days

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

The financial services business has made assumptions in the ECL Model for “Loss given default” (LGD) & “Probability of Default” (PD) based on loss in past portfolio and applied on Stage 3.

### Estimation Technique

The financial services business has applied the following estimation technique in its ECL model:

Probability of Default” (PD) is an estimate of likelihood or risk of default occurring over a particular time horizon. The measurement of risk of defaults is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioural trends of default across the identified homogenous portfolios.

These past trends factor in the past customer behavioural trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

– Loss given default is calculated based on past trends/data.

### Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the financial services business considers both quantitative and qualitative information and analysis based on the business’s historical experience, including forward-looking information. The financial services business considers reasonable and supportable information that is relevant and available without undue cost and effort. The financial services business’s accounting policy is not to use the practical expedient that the financial assets with ‘low’ credit risk at the reporting date are deemed not to have had a significant increase in credit risk. As a result the financial services business monitors all financial assets and loan commitments that are subject to impairment for significant increase in credit risk.

### Definition of Default

The financial services business considers a financial asset to be in “default” and therefore Stage 3 (credit impaired) for ECL calculations when the borrower becomes 120 days (150 days for March, 2024) past due on its contractual payments. Since financial services business portfolio predominantly includes retail/SME loan portfolio with homogeneous low ticket size and around eighteen thousands files making it difficult to define default at an individual loan account, it has considered 120 days (150 days for March, 2024) past due as the event of default. The same is also in line with the regulator’s definition of default of 120 days (150 days for March, 2024) past due.

### Policy for write off of Loan Assets

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the financial services business determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

### Impairment Loss

The expected credit loss allowance provision is determined as follows

(₹ in Lacs)

Particulars	Stage-1	Stage- 2	Stage-3	Total
Gross Balance as at 31 <sup>st</sup> March, 2025	18,009	619	4,799	23,427
Expected Credit Loss Rate	-	-	26.98%	-
<b>Carrying amount as at 31<sup>st</sup> March, 2025 (net of impairment provision)</b>	<b>18,009</b>	<b>619</b>	<b>3,504</b>	<b>22,132</b>
Gross Balance as at 31 <sup>st</sup> March, 2024	15,156	761	4,869	20,786
Expected credit loss rate	-	-	23.50%	-
<b>Carrying amount as at 31<sup>st</sup> March 2024 (net of impairment)</b>	<b>15,156</b>	<b>761</b>	<b>3,725</b>	<b>19,642</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### Level of Assessment - Aggregation Criteria

The financial services business recognises the expected credit losses on a collective basis that takes into account comprehensive credit risk information and considers the economic and risk characteristics, pricing range and sector concentration.

### Reconciliation of loss allowance provision for Retail and SME loans

(₹ in Lacs)

Particulars	Stage-1	Stage- 2	Stage-3	Total
<b>Balance as at 1<sup>st</sup> April, 2024</b>	<b>15,156</b>	<b>761</b>	<b>3,725</b>	<b>19,642</b>
Transferred to Stage -1	-	(11)	(2)	(13)
Transferred to Stage -2	(368)	-	(1)	(369)
Transferred to Stage -3	(1,670)	(208)	-	(1,878)
Recoveries/ Interest Recognised during the year	(5,165)	239	849	(4,077)
New Loans originated during the year	12,113	247	357	12,717
write-offs	(2,057)	(409)	(1,424)	(3,890)
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>18,009</b>	<b>619</b>	<b>3,504</b>	<b>22,132</b>

(₹ in Lacs)

Particulars	Stage-1	Stage- 2	Stage-3	Total
<b>Balance as at 1<sup>st</sup> April, 2023</b>	<b>13,945</b>	<b>907</b>	<b>3,619</b>	<b>18,471</b>
Transferred to Stage -1	-	(17)	(2)	(19)
Transferred to Stage -2	(543)	-	(1)	(544)
Transferred to Stage -3	(1,406)	(363)	-	(1,769)
Recoveries/ Interest Recognised during the year	(5,074)	436	1,187	(3,451)
New Loans originated during the year	10,038	205	85	10,328
write-offs	(1,804)	(407)	(1,163)	(3,374)
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>15,156</b>	<b>761</b>	<b>3,725</b>	<b>19,642</b>

### Concentration of Credit Risk

Financial services business's loan portfolio is predominantly to finance retail automobile loans. The financial services business manages concentration of risk primarily by geographical region in India. The following table shows the geographical concentrations of financial loans as at year end:

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Carrying Value - Concentration by Geographical Region</b>		
Central	1,228	1,131
North	3,042	2,488
South	913	2,337
East	7,199	5,223
West	9,750	8,463
<b>Total Loans</b>	<b>22,132</b>	<b>19,642</b>

### b. Liquidity Risk :-

The Company's principal sources of liquidity are 'cash and cash equivalents' and cash flows that are generated from operations. The Company has no outstanding term borrowings. The Company believes that its working capital is sufficient to meet its current requirements. Additionally, the Company has sizeable surplus funds invested in fixed income securities or instruments of similar profile ensuring safety of capital and availability of liquidity if and when required. Hence the Company does not perceive any liquidity risk.

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Net working capital funds	11,984	10,525
Which includes;		
i. Cash & Cash Equivalents	1,695	1,980
ii. Current Investment	-	2,305

### Contractual maturities of significant Financial Liabilities as on 31 March 2025 & 31 March 2024:

#### Maturities of Financial Liabilities

(₹ in Lacs)

Particulars	Less than & equal to 1 Year	1-3 Yrs	3 Yrs to 5 Yrs	5 yrs and above	Total
<b>As at 31 March 2025</b>					
Trade Payable	6,703	-	-	-	<b>6,703</b>
Other Financial Liabilities	1,218	1,160	-	-	<b>2,378</b>
Term Loan	2,409	2,445	-	-	<b>4,854</b>
Participative Preference Shares	-	3,526	-	-	<b>3,526</b>
Financial Guarantee	4,824	-	-	-	<b>4,824</b>
Working Capital Loan	2,573	-	-	-	<b>2,573</b>
Lease Liabilities	11	5	-	-	<b>16</b>
<b>Total</b>	<b>17,738</b>	<b>7,136</b>	-	-	<b>24,874</b>
<b>As at 31 March 2024</b>					
Trade Payable	3,958	-	-	-	<b>3,958</b>
Other Financial Liabilities	1,267	892	-	-	<b>2,159</b>
Term Loan	1,601	2,336	-	-	<b>3,937</b>
Participative Preference Shares	-	3,477	-	-	<b>3,477</b>
Financial Guarantee	931	-	-	-	<b>931</b>
Working Capital Loan	7,011	-	-	-	<b>7,011</b>
Lease Liabilities	11	10	-	-	<b>21</b>
<b>Total</b>	<b>14,779</b>	<b>6,715</b>	-	-	<b>21,494</b>

### C. Market Risk :-

#### (i) Interest Risk

##### Interest Rate Sensitivity

The sensitivity analysis below have been determined based on exposure to interest rate for non-derivative Financial Liabilities at the end of reporting period. For floating rate liabilities, analysis is prepared assuming the average outstanding loan amount for the year.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in Lacs)

Particulars	Currency	Increase/ Decrease in Basis Points	Effect on Profit Before Tax /Pre Tax Equity
Year Ended 31 <sup>st</sup> March, 2025	INR	0.25	22
Year Ended 31 <sup>st</sup> March, 2025	INR	(0.25)	(22)
Year Ended 31 <sup>st</sup> March, 2024	INR	0.25	25
Year Ended 31 <sup>st</sup> March, 2024	INR	(0.25)	(25)

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### ii) Foreign Currency Risk

The Company operates, in addition to domestic markets, significantly in international markets through its exports and is therefore exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US\$. Foreign exchange risk arises from highly probable forecast transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (₹).

### Open Exposure

The Company's exposure to foreign currency risk at the end of the reporting period is as follows:

(₹ in Lacs)

Particulars	31-Mar-25	31-Mar-24
Receivable (Amount in USD)	8	3
Payable (Amount in USD)	-	-
Receivable (Amount in Euro)	-	-
Payable (Amount in Euro)	-	-

(₹ in Lacs)

Particulars	Currency	Change in Rate	Effect on PBT/ Pre-Tax Equity
Year Ended 31 <sup>st</sup> March, 2025	US \$	+10%	66
	US \$	-10%	(66)
Year Ended 31 <sup>st</sup> March, 2024	US \$	+10%	23
	US \$	-10%	(23)

The Board provides guiding principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, credit risk and investment of surplus liquidity. The Company's risk management is carried out by the finance department as per the policies approved by the Board of Directors.

### NOTE - 48 OTHER REGULATORY NOTES

- The Title deeds of the immovable properties (other than Common Approach Road As referred to Note No 2 & other properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- As per the Company's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- The Company has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013), which are repayable on demand or without specifying any terms or period of repayments.
- No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Company with such banks are in agreement with the books of accounts of the Company.
- The Company has adhered to debt repayment and interest service obligations on time. Wilful defaulter related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- There are no transactions with the Companies whose name are struck off under Section 248 of The Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31<sup>st</sup> March 2025.



## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

8. All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31<sup>st</sup> March 2025
9. The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
10. No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.
11. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiary
12. The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) 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
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
13. The Company has not operated in any crypto currency or Virtual Currency transactions
14. During the year the Company has not disclosed or surrendered, any income other than the income recognised in the books of accounts in the tax assessments under Income Tax Act, 1961.

### NOTE - 49 SEGMENT REPORTING

(₹ in Lacs)

Sr. No	Particulars	31-Mar-25	31-Mar-24
<b>1</b>	<b>Segment Revenue</b>		
	A) Automobiles Business	68,103	48,518
	B) Non Banking Financial Business	4,167	4,211
	<b>Total Revenue from Operations</b>	<b>72,270</b>	<b>52,729</b>
<b>2</b>	<b>Segment Results</b>		
	Profit before tax and Interest		
	A) Automobiles Business	3,346	1,191
	B) Non Banking Financial Business	334	1,205
	<b>Total</b>	<b>3,680</b>	<b>2,396</b>
	Less: Finance Cost	1,018	1,325
	<b>Total Profit Before Tax</b>	<b>2,662</b>	<b>1,071</b>
<b>3</b>	<b>Segment Assets</b>		
	A) Automobiles Business	44,348	44,757
	B) Non Banking Financial Business (Including investment of Automobile Business)	23,697	20,775
	<b>Total Assets</b>	<b>68,045</b>	<b>65,532</b>
<b>4</b>	<b>Segment Liabilities</b>		
	A) Automobiles Business	12,530	9,265
	B) Non Banking Financial Business	10,856	13,391
	<b>Total Liabilities</b>	<b>23,386</b>	<b>22,656</b>

## Notes to Consolidated Financial Statements For the year ended 31<sup>st</sup> March, 2025

### NOTE -50 DICLOSURE IN TERM OF SCHEDULEN III OF THE COMPANIES ACT, 2013

(₹ in Lacs)

Sr. No	Particulars	Net Asset (i.e. total assets minus total liabilities)		Share In Profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
		As a % of consolidated net assets	Amount	As a % of consolidated Profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
1	<b>Parent</b>								
	Atul Auto Limited	97.49%	43,539	188.77%	3,462	104.88%	(43)	190.69%	3,419
2	<b>Subsidiaries (Indian)</b>								
	Atul Greentech Private Limited	6.09%	2,721	(86.86%)	(1,593)	0%	-	(88.85%)	(1,593)
	Atul Green Automotive Private Limited	0.13%	58	0.11%	2	0%	-	0.11%	2
	Khushbu Auto Finance Limited	22.16%	9,898	(2.89%)	(53)	(4.88%)	2	(2.84%)	(51)
	Atulease Private Limited	0.02%	9	(0.05%)	(1)	0%	-	(0.06%)	(1)
	Add/(Less): Inter-company elimination	(25.90%)	(11,566)	0.93%	17	0%	-	0.95%	17
	<b>Total</b>	<b>100.00%</b>	<b>44,659</b>	<b>100.00%</b>	<b>1,834</b>	<b>100.00%</b>	<b>(41)</b>	<b>100.00%</b>	<b>1,793</b>
	Add/(Less): Non-controlling Interest in all subsidiaries	(1.25%)	(557)	(17.94%)	(329)	0%	-	(18.35%)	(329)
3	<b>Owner of the company</b>	<b>98.75%</b>	<b>44,103</b>	<b>82.06%</b>	<b>1,505</b>	<b>100.00%</b>	<b>(41)</b>	<b>81.65%</b>	<b>1,464</b>

As per our report of even date

**For Maharishi & Co.**  
Chartered Accountants  
FRN 124872W

**KAPIL SANGHVI**  
Partner  
Membership No. 141168  
UDIN : 25141168BMJHZV7972

Signed at Jamnagar on 10<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors**  
**ATUL AUTO LIMITED**

**NEERAJ J CHANDRA**  
Managing Director  
DIN : 00065159

**MAHENDRA J PATEL**  
Whole-time Director & CFO  
DIN : 00057735

**PARAS J. VIRAMGAMA**  
Company Secretary & Compliance Officer

Signed at Bhayla (Dist. Ahmedabad) on 10<sup>th</sup> May, 2025

# FORM AOC-1

## STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES OR ASSOCIATE COMPANIES OR JOINT VENTURES

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

### PART A: SUBSIDIARIES

(₹ in Lacs)

Sr. No.	Particulars	1	2	3	4
1	Name of the subsidiary	ATUL GREEN AUTOMOTIVE PRIVATE LIMITED (Incorporated on February 12, 2018)	ATUL GREENTECH PRIVATE LIMITED (Incorporated on January 28, 2020)	KHUSHBU AUTO FINANCE LIMITED (Become Wholly owned subsidiary on September 01, 2021)	ATULEASE PRIVATE LIMITED (Incorporated on June 12, 2024)
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2025 (Same as Holding Company)	March 31, 2025 (Same as Holding Company)	March 31, 2025 (Same as Holding Company)	March 31, 2025 (Same as Holding Company)
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4	Share capital	45	1,293	7,088	10
5	Reserves & surplus	13	1,428	6,582	-1
6	Total assets	58	6,904	25,362	9
7	Total Liabilities	Nil	4,183	11,692	9
8	Investments	55	Nil	Nil	Nil
9	Turnover	Nil	6,431	5,200	Nil
10	Profit before taxation	3	-1,921	216	-1
11	Provision for taxation	1	-328	-49	0
12	Profit after taxation	2	-1,593	167	-1
13	Proposed Dividend	Nil	Nil	Nil	Nil
14	% of shareholding	100%	79.39%	100%	80%

#### Notes:

- (i) Name of subsidiaries which are yet to commence operations - Atulease Private Limited
- (ii) Names of subsidiaries which have been liquidated or sold during the year - None

## PART B: ASSOCIATES AND JOINT VENTURES

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

Sr. No.	Particular	1
1	Name of the associate	None
2	Shares of Associate held by the company on the year end	
	(i) No.	--
	(ii) Amount of Investment in Associates	--
	(iii) Extend of Holding %	--
3	Description of how there is significant	--
4	Reason why the associate is not consolidated	--
5	Net worth attributable to Shareholding as per latest audited Balance Sheet (Rs.) (as per financial statement prepared in accordance with generally accepted accounting principles in India (Indian GAAP)	--
6	(i) Considered in Consolidation (As per financial statements are prepared in accordance with Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.	--
	(ii) Not Considered in Consolidation	--

### Notes:

- (i) Names of associates or joint ventures which are yet to commence operations – Not Applicable
- (ii) Names of associates or joint ventures which have been liquidated or sold during the year - Not Applicable
- (iii) The Company do not have any Associates or Joint Venture.

**Neeraj J Chandra**

Managing Director  
DIN : 00065159

**Mahendra J Patel**

Whole-time Director & CFO  
DIN : 00057735

**Paras Viramgama**

Company Secretary &  
Compliance Officer

Signed at Bhayla (Dist. Ahmedabad) on May 10, 2025

## NOTICE OF THIRTY SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty Seventh Annual General Meeting (AGM) of Members of Atul Auto Limited (CIN: L54100GJ1986PLC016999)** will be held on **Friday, September 19, 2025 at 03:30 pm** through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") facility, to transact the following businesses:

### ORDINARY BUSINESS:

1. **Consideration and adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with Board's Report thereon and Auditors' Report thereto.**

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

**"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the Board's Report thereon and Auditors' Report thereto, as circulated to the Members, be considered and adopted."

2. **Consideration and adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and Auditors' Report thereto.**

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

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and Auditors' Report thereto, as circulated to the Members, be considered and adopted."

3. **Re-appointment of Shri Mahendra J Patel (DIN: 00057735) as a Director retire by rotation.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Mahendra J Patel (DIN: 00057735), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS:

4. **Appointment of M/s. Hardik Hudda & Associates, Practicing Company Secretary as Secretarial Auditor of the Company.**

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

**"RESOLVED THAT** pursuant to provision of section 204 of the Companies Act, 2013 read with rule 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules 2014, as well as Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded, to appoint M/s. Hardik Hudda & Associates (CP No.:14697, Peer review certificate No.1805/2022, ICSI Membership No.: A39621), Company Secretary in whole time practice, as Secretarial Auditor of the Company for conducting secretarial audit for the period of five (5) consecutive years commencing from FY 2025-26 to FY 2029-30, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the secretarial audit."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, be authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Secretarial Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or desirable for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt, that may arise in giving effect to this resolution."

5. **To approve Material Related Party Transaction(s) of the Company with Khushbu Auto Private Limited, a related party of the Company in respect of sale/ supply of vehicles etc.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in terms of applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), as amended from time to time and the policy on Related Party Transaction of the Company, and on the basis of recommendation/ approval of the Audit Committee/ Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to

the Board of Directors of the Company ("Board") to enter into any transactions/ contracts/ arrangements, inter-alia for sale/ supply of vehicles/ chassis/ spares/ engines/ services/ payment of incentives, commission, warranty, sales promotion etc. (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) with Khushbu Auto Private Limited ("KAPL"), a related party of the Company, as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for an aggregate value of all these transaction(s) up to ₹100 Crore during the financial year 2025-26, as per the details set out in the explanatory statement annexed to this notice, provided that the said transactions/ contracts/ arrangements shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the company and/or the Audit Committee as may be applicable from time to time be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company as it may consider appropriate in order to give effect to this resolution."

6. **To approve Material Related Party Transaction(s) of the Company with Atul Greentech Private Limited, a related party of the Company in respect of sale/ supply of vehicles etc.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in terms of applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), as amended from time to time and the policy on Related Party Transaction of the Company, and on the basis of recommendation /approval of the Audit Committee/ Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to enter into any transactions/ contracts/ arrangements, inter-alia for sale/ supply of vehicles/ chassis/ spares/ engines/ warranty and rendering of services including job-work, with Atul Greentech Private Limited ("AGPL"), a subsidiary of the Company and accordingly a related party as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the

SEBI Listing Regulations, for an aggregate value of all these transaction(s) up to ₹100 Crore during the financial year 2025-26, as per the details set out in the explanatory statement annexed to this notice, provided, that the said transactions/ contracts/ arrangements shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the company and/or the Audit Committee as may be applicable from time to time be and is authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company as it may consider appropriate in order to give effect to this resolution."

7. **To approve Material Related Party Transaction(s) of the Company with Atul Greentech Private Limited, a related party of the Company in respect of guarantee, inter-corporate deposit etc.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in terms of applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), as amended from time to time and the policy on Related Party Transaction of the Company, and on the basis of recommendation /approval of the Audit Committee/ Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to enter into any transactions/ contracts/ arrangements, with Atul Greentech Private Limited ("AGPL"), a subsidiary of the Company and accordingly a related party as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, inter-alia for giving Inter Corporate Deposits, to extend guarantee against any loans/ credit facilities granted or to be granted, on behalf of AGPL to the lending banks/ financial institutions of AGPL, for an aggregate value of all these transaction(s) up to ₹125 Crore from the conclusion of the Thirty Seventh Annual General Meeting (the "AGM") until the conclusion of the Thirty Eighth AGM of the Company to be held in the financial year 2026-27, as per the details set out in the explanatory statement annexed to this notice, provided, that the said contract(s)/ arrangement(s)/



transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the company and/or the Audit Committee as may be applicable from time to time be and is authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company as it may consider appropriate in order to give effect to this resolution."

By order of the Board of Directors of  
**Atul Auto Limited**

**Paras J Viramgama**

**Company Secretary & Compliance Officer**

Signed at Bhayla (Dist. Ahmedabad) on August 07, 2025

## NOTES:

1. The Thirty Seventh Annual General Meeting ("AGM") of Members of Atul Auto Limited ("the Company") will be held through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") in accordance/ as allowed by circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 as issued by Ministry of Corporate Affairs ("MCA") and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 July 11, 2023, circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (collectively referred to as 'AGM Circulars') without the physical presence of the Members at a common venue. In compliance with the provisions of the above MCA Circulars, the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/ OAVM on platform of National Securities Depositories Limited ("NSDL") for which detailed instructions are annexed to this Notice. Members attending the AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Since the AGM will be held through VC/ OAVM, the route map is not provided.
2. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and the SEBI Listing Regulations, 2015, the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on closing of September 12, 2025 i.e. cut-off date only shall be entitled to avail the facility of remote e-voting. The members may cast their votes on electronic voting system from a place other than the venue of the meeting ("remote e-voting"). The Members attending AGM through VC/ OAVM who have not cast their vote by remote e-voting shall be eligible to vote through the same system during AGM till 15 minutes after the AGM is over. The detailed instructions for e-voting (including remote e-voting) are annexed to this notice.

The remote e-voting period will commence at 9.00 AM (IST) on September 16, 2025 and will end at 5.00 PM (IST) on September 18, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter.

3. The deemed venue for thirty seventh AGM shall be the registered office of the Company at Survey No. 86, Plot No.

1 to 4, 8B National Highway, Near Microwave Tower, Shapar (Veraval), Dist. Rajkot, Gujarat, India 360024 for all secretarial compliance and other purpose.

4. 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 Securities and Exchange Board of India ("SEBI") Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate/ Institutional Members 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 upload necessary documents as per instructions for remote e-voting.
6. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote there at.
7. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of businesses to be transacted at AGM, as set out under Item No(s). 4 above along with the relevant details of the Directors as required by Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("the SEBI Listing Regulations") and as required under Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
8. The Board of Directors have considered and decided to include the Item No(s). 4 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
9. Pursuant to requirements of SEBI Listing Regulations in relation to corporate governance and the applicable Secretarial Standards, the information required to be provided in case of director(s) retiring by rotation/ seeking appointment/ re-appointment, is set out at the **Annexure I** to this Notice.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send a request email to [investorrelations@atulauto.co.in](mailto:investorrelations@atulauto.co.in)

11. In compliance with the AGM Circulars as referred above, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2024-25 are available on the website of the Company at [www.atulauto.co.in/annual-reports.aspx](http://www.atulauto.co.in/annual-reports.aspx) Websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Company's web-link as mentioned above will also be provided in advertisement being published in the newspapers.
12. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ Folio Number, PAN, Contact Number at [investorrelations@atulauto.co.in](mailto:investorrelations@atulauto.co.in) till September 15, 2025. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
14. Member may also send their query in writing to [investorrelations@atulauto.co.in](mailto:investorrelations@atulauto.co.in) on or before September 15, 2025, mentioning their name, DP ID and Client ID/ Folio Number, PAN, Contact Number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting. Members can also post their questions during AGM through active chat-board, which is available in the VC/OAVM Facility.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2025 through email on [investorrelations@atulauto.co.in](mailto:investorrelations@atulauto.co.in). The same will be replied by the Company suitably.
16. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nomination 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 ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company at <https://atulauto.co.in/kyc-update.aspx> and is also available on the website of the RTA at <https://in.mpms.mufig.com/home-KYC.html> whilst those Members holding shares in demat mode should file their nomination with their Depository Participant.
17. KYC Update: Members are requested to update/ intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, specimen Signature, Nomination bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
  - For shares held in electronic form: to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the Members.
  - The SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 and subsequent Circulars issued in this regard, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) and Nomination details by holders of physical securities through various prescribed Forms. To mitigate unintended challenges on account of freezing of folios, SEBI has, vide its Circular dated November 17, 2023, done away with the provision regarding freezing of folios that have not registered their PAN, KYC and Nomination details.
  - Further, SEBI vide its Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 mandated that the security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders. The investor service requests forms for updating said details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on the Company's website at <https://atulauto.co.in/kyc-update.aspx> and the website of the Registrar and Share Transfer Agent of the Company at <https://in.mpms.mufig.com/home-KYC.html> It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.
  - SEBI vide circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 as facilitating ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI has opened a special window for re-lodgement of transfer deeds, which were lodged prior to the April 01, 2019 and rejected/ returned/ not attended to due to deficiency in the documents/ process/ or otherwise, till January 06, 2026, investors are hereby requested for re-lodgement of transfer deeds if any, which were lodged prior to the April 01, 2019 and rejected/ returned/ not attended to due to deficiency in the documents/ process/ or otherwise. You may contact Company's Registrar and Transfer

Agents MUFG Intime Private Limited or the Company at its registered office.

- SEBI has mandated that w.e.f. April 01, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form if the folio is KYC compliant. In view of the above, we urge the shareholders to submit the Investor Service Request forms along with the supporting documents at the earliest. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at <https://atulauto.co.in/kyc-update.aspx> to furnish the abovementioned details to the Registrar and Share Transfer Agents of the Company i.e. MUFG Intime India Private Limited.
  - Members are requested to note that in line with SEBI Circular dated March 16, 2023, RTA will accept only operative PAN (those linked with Aadhar) with effect from June 30, 2023 or such other date as may be notified by Central Board of Direct Taxes (CBDT). Those folios in which PAN is not linked with Aadhar subsequent to the due date, shall be frozen by the RTA.
  - Members may note that with effect from April 1, 2024, the Company will not be able to pay dividend, in respect of frozen folios until the complete details as required including bank account details are furnished to the RTA. Further, from December 31, 2025 or such due date as may be notified by the Authority, the RTA is required to refer the details of the frozen folios to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
  - Considering the aforementioned restrictions, Members whose details are not updated with the RTA are urged to immediately register their details with the RTA in Form ISR-1. Any clarifications in this regard may be addressed to the RTA at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)
  - SEBI vide its Circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website at <https://atulauto.co.in/kyc-update.aspx> and is also available on the website of the RTA at <https://in.mpms.mufg.com/home-KYC.html> it may be noted that any service request can be processed only after the folio is KYC Compliant.
18. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31 July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/ she/ they can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). Shareholders are requested to take note of the same.
  19. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form through your DP. Members can contact the Company Secretary or MUFG Intime India Private Limited, Company's Registrar and Share Transfer Agents ("RTA") for assistance in this regard.
  20. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with RTA of the Company by sending an e-mail on [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
  21. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
  22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
24. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
25. In terms of section 124(5) of the Act, the dividend amount remaining unclaimed for a period of 7 (seven) consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends are requested to approach the Company or RTA for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account. The details of unclaimed dividend is uploaded on website of the Company <https://atulauto.co.in/unclaimed-dividend.aspx>
26. The Board of Directors has appointed Shri Hardik Hudda (ICSI Membership No.: A39621, CP No: 14697), Practicing Company Secretary as the Scrutinizer to scrutinize e-voting process in a fair and transparent manner.
27. The results shall be declared within two working days from conclusion of the Meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the

Company at <https://atulauto.co.in/announcements.aspx> and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed and shall be displayed at the Registered Office of the Company.

28. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
29. Instructions for e-voting and attending the AGM through VC/ OAVM are annexed to this Notice.

### INSTRUCTIONS IN RESPECT TO E-VOTING

The remote e-voting period begins on September 16, 2025 at 09:00 A.M. and ends on September 18, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 12, 2025, may cast their votes electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being September 12, 2025.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request

at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [huddahardik@yahoo.com](mailto:huddahardik@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Shri Vikram Chaudhary at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide 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 [investorrelations@atulauto.co.in](mailto:investorrelations@atulauto.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorrelations@atulauto.co.in](mailto:investorrelations@atulauto.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed

to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/ AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/ AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

As required under Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 the accompanying notice.

### ITEM NO. 4:

As per section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

Under the Listing Regulations, every listed entity shall basis recommendation of the Board of Directors appoint/ re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders' approval at the Annual General Meeting. Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI").

In view of the above, on the basis of recommendations of the Audit Committee, the Board of Directors at its meeting held on August 07, 2025 have appointed M/s. Hardik Hudda & Associates (CP No.:14697, Peer review certificate No.1805/2022, ICSI Membership No.: A39621), Company Secretary in whole time practice as Secretarial Auditor of the Company to conduct secretarial audit for a first term of five consecutive years from FY 2025-26 to FY 2029-30. The appointment is subject to approval of the members of the Company. While recommending CS Hardik Hudda for appointment, the Audit Committee and the Board considered the past audit experience particularly in comprehensive management of secretarial audit work and Company Law matters for listed and unlisted companies, including the CS Hardik Hudda's capability to

handle a diverse and complex business environment and his technical expertise.

### Profile:

M/s. Hardik Hudda & Associates is a distinguished peer reviewed firm of practicing Company Secretaries, registered with the Institute of Company Secretaries of India (ICSI). With over 9 years of professional experience, the firm specializes in Company Law, SEBI (LODR) Regulations, and Intellectual Property Rights (IPR), catering to a wide range of corporate clients.

CS Hardik Hudda is peer reviewed / Quality reviewed (Peer Review No.: 1805/2022, Unique Code Number: S2015GJ306400) and is eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

### Terms of Appointment:

CS Hardik Hudda, Practicing Company Secretary is proposed to be appointed for the first term of five consecutive years to conduct secretarial audit from FY 2025-26 to FY 2029-30. The proposed fees payable to CS Hardik Hudda, is ₹75,000/- per annum. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other out of pocket expenses. The Audit Committee/ Board is proposed to be authorised to revise the secretarial audit fee, from time to time.

The Board of Directors recommends the said resolution, as set out in item 4 of this Notice for your approval.

Pursuant to Section 204 of the Act and the Rules framed thereunder, read with Regulation 24A of Listing Regulations the Company has received written consent & eligibility letters from CS Hardik Hudda, Practicing Company Secretary.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

### ITEMS 5, 6 & 7:

In terms of first proviso to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), any transaction with a related party is considered to be material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower ("Material Related Party Transactions" or "Material RPT"). A Material RPT requires prior approval of the Members, by means of an Ordinary Resolution, even if such transaction(s) is/are in the ordinary course of business and/or on an arm's length basis, and no related party shall vote to approve such resolution.

Further, Section 185(2) of the Companies Act, 2013 requires approval of shareholders through special resolution in case of advancing any loans to any person in whom any of the director of the company is interested. This is for the purpose of resolution proposed at item no. 7 of the Notice. Atul Greentech Private Limited is going to utilize the said loans (Inter-corporate deposit) for the purpose of its principal business activities. The details of existing loans given, or guarantee given or security provided with purpose is mentioned in Note No. 46 of the standalone financial statements.

Through postal ballot and Annual General Meeting in the year 2023, the Company has obtained the approval of shareholders for longer period in respect of (i) sale/ supply of vehicles/ chassis/ spares/ engines/ services/ payment of incentives, commission, warranty, sales promotion etc. with Khushbu Auto Private Limited (ii) sale/ supply of goods and rendering of services

including Job-Work Services, with Atul Greentech Private Limited and (iii) provide/ extend guarantee by the Company to the lending banks/ financial institutions of Atul Greentech Private Limited. Now, the Company seeks approval of material RPTs from shareholders on yearly basis.

The Company's management has provided the Audit Committee with relevant details of the proposed Material RPT during financial year 2025-26, including rationale, material terms and the basis of pricing as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

The Audit Committee comprising of all Independent Directors, after reviewing all necessary information, has granted its approval to the Material RPTs at its meeting held on August 07, 2025, subject to approval by the Members. The Audit Committee has concluded that the said Material RPTs are on an arm's length basis and are in the ordinary course of business of the Company. Subsequently, the Board, at its meeting held on August 07, 2025, has approved the Material RPTs, subject to approval of the Members. The values of related party transactions specified in the table below exclude duties and taxes.

As per clarification to the applicability of Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025, the RPT Industry Standards shall not apply as a Material RPT is approved by Audit Committee before effective date i.e. September 01, 2025. Hence, information in accordance with regulation 23(4) of the SEBI Listing Regulations and Section III-B of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 provided as under:

Sr. No.	Description	Details																																			
		Agenda Item 5		Agenda Item 6	Agenda Item 7																																
1	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Khushbu Auto Private Limited ('KAPL'), a Company incorporated under the provisions of the Companies Act, 1956  Shri Ashokkumar J Patel, Director of KAPL is relative of Shri Mahendra J Patel, Whole-time Director and CFO of Atul Auto Limited. The shares of KAPL are held by promoter group of Atul Auto Limited. KAPL also holds 2.37% of shares of Atul Auto Limited.		Atul Greentech Private Limited ('AGPL'), a Company incorporated under the provisions of the Companies Act, 2013.  AGPL is a subsidiary company of Atul Auto Limited ('AAL').  Shri Pratik Kedia, Executive Director of AGPL is relative of Shri Vijay Kedia. AAL holds 79.39% shares of AGPL. Shri Vijay Kedia, Non-Executive Director holds 19.72% shares of AGPL, and relatives of promoter and promoter group of AAL holds ~0.25% shares of AGPL.																																	
2	Details about business of related party	KAPL is authorized dealer of AAL for more than three decades for Ahmedabad Location. KAPL exclusively provide sales and after sales services for AAL and AGPL vehicles only.  Financial of KAPL for last three years are as under:  ₹ In Lakh <table><tr><th>FY</th><th>Turnover</th><th>Profit After Tax</th><th>Networth</th></tr><tr><td>2022-23</td><td>5501</td><td>453</td><td>3175</td></tr><tr><td>2023-24</td><td>7223</td><td>397</td><td>3571</td></tr><tr><td>2024-25*</td><td>7986</td><td>383</td><td>3953</td></tr></table> <i>* Provisional</i>		FY	Turnover	Profit After Tax	Networth	2022-23	5501	453	3175	2023-24	7223	397	3571	2024-25*	7986	383	3953	AGPL is primarily in the business of manufacturing L5 category electric three wheelers; passenger and cargo.  Financial of AGPL for last three years are as under:  ₹ In Lakh <table><tr><th>FY</th><th>Turnover</th><th>Profit After Tax</th><th>Networth</th></tr><tr><td>2022-23</td><td>51</td><td>-437</td><td>2021</td></tr><tr><td>2023-24</td><td>1454</td><td>-910</td><td>4314</td></tr><tr><td>2024-25</td><td>6410</td><td>-1593</td><td>2721</td></tr></table>		FY	Turnover	Profit After Tax	Networth	2022-23	51	-437	2021	2023-24	1454	-910	4314	2024-25	6410	-1593	2721
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3	Type, material terms and particulars of the proposed transaction	To sale/ supply of vehicles/ chassis/ spares/ engines/ services/ payment of incentives, commission, warranty, sales promotion etc. from AAL to KAPL.  The terms are driven by dealership agreement executed with KAPL (which is the standard one for all dealers). Payment terms are as per credit policy of the Company under which KAPL is provided the credit upto 45 days and cash discount in case of advance payment which is at par with other dealers. The prices of the vehicles, spare parts etc. depend on the model of the vehicles and it is at par with other dealers. All other terms like dispatch, delivery, deposit etc. are at par with other dealers.		To sale/ supply of vehicles/ chassis/ spares/ engines/ warranty and rendering of services including job-work from AAL to AGPL.  AAL assembles and sales the vehicle body to AGPL, whereas crucial vehicle performance related parts like Battery, Powertrain, BMS, Telematics, Charger etc are managed by AGPL and assembled by AAL on job-work basis. The terms of sales, job-work etc. are driven by mutually agreed terms and conditions between AAL and AGPL. The prices charged are cost plus mark-up basis. Payment terms are as per credit policy of the Company under which AGPL is provided the credit upto 45 days. All other terms like dispatch, delivery etc. are at arm's length basis.																																	
				To give Inter Corporate Deposits, to extend guarantee against any loans/ credit facilities granted or to be granted, on behalf of AGPL to the lending banks/ financial institutions of AGPL.  For short-term needs, AAL grants inter-corporate deposit/ loan to AGPL on need basis. The said loan is unsecured and repayable on demand. Interest Rates for the said loan depends upon the financial markets and are at arm's length. Currently, it is charged at 9% per annum.																																	



Sr. No.	Description	Details		
		Agenda Item 5	Agenda Item 6	Agenda Item 7
		The transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.	The transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.	AAL provides corporate guarantee of repayment to the lenders for the credit facilities extend by the Bank/ Financial Institutions to AGPL. Guarantee commission is charged at arm's length basis on the utilized credit facilities.  The transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.
4	Tenure of the proposed transactions	The approval of the Members is sought for the financial year 2025-26.	The approval of the Members is sought for the financial year 2025-26.	From Thirty Seventh AGM to Thirty Eighth AGM for a period not exceeding fifteen months.
5	Value of the proposed transactions	Not exceeding ₹100 Crore [transaction(s) to be entered into individually or taken together with the previous transactions during FY 2025-26]	Not exceeding ₹100 Crore [transaction(s) to be entered into individually or taken together with the previous transactions during FY 2025-26]	Not exceeding ₹125 Crore at any point of time during the above tenure.
6	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year (i.e. 2024-25) that is represented by the value of the proposed transaction	Approximately 14%	Approximately 14%	Approximately 18%

Sr. No.	Description	Details		
		Agenda Item 5	Agenda Item 6	Agenda Item 7
7	Justification for the proposed transactions	<p>KAPL is one of the prominent dealers of the Company's products for more than three decades. Due to its strong marketing reach in Ahmedabad and nearby locations in Gujarat, the Company could maintain its top position in three-wheeler industry in Gujarat. KAPL has network of more than 15 sub-dealers in Gujarat mainly located in Ahmedabad District.</p> <p>KAPL plays crucial role in building brand of Atul in Gujarat through its presence in Ahmedabad. It helps AAL to generate large revenue and improved business volume and profits. Therefore, the proposed transaction is in interest of AAL.</p>	<p>AAL has already established infrastructure for manufacturing/ assembling conventional vehicles and its body. The transaction with AGPL becomes useful in increase capacity utilization. This gives business volume and enhanced revenue to AAL. Therefore, the proposed transaction is in interest of AAL.</p>	<p>Since AAL is holding company of AGPL, AAL needs to ensure that AGPL is equipped with necessary funds. For long term fund requirements, fund is raised through equity. For short-term needs, AAL grants inter-corporate deposit/ loan to AGPL on need basis.</p> <p>Banks/ Financial Institutions insist for the guarantee of holding company as pre-condition while extending the credit facilities to AGPL. Hence, it becomes inevitable in nature. Guarantee Commission is earned at arm's length basis on the utilized credit facilities.</p> <p>Therefore, the proposed transaction is in interest of AAL.</p>
8	Details of proposed transactions if relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or Its subsidiary.	Not Applicable	Not Applicable	<p>Details of the source of funds in connection with the proposed transaction: Own Funds</p> <p>Where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments: No</p> <p>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security: Inter corporate deposit shall be Unsecured and shall be repayable on demand.</p> <p>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT: For the purpose of short-term working capital.</p>

Sr. No.	Description	Details		
		Agenda Item 5	Agenda Item 6	Agenda Item 7
9	Details of the valuation or other external report, if any, relied upon in relation to the proposed transaction.	Not Applicable	Not Applicable	Not Applicable
10	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.		

Except Shri Mahendra J Patel, Whole-time Director & CFO, Shri Vijay Kedia, Non-Executive Directors and Promoters of the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution as set out at Item No. 5 and 6 and the Special Resolution as set out in Item No. 7 of this Notice for approval of the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no related party, whether or not party to the proposed transaction(s), shall vote to approve on the Ordinary/ Special Resolution set forth above.

## PROFILE OF DIRECTOR BEING APPOINTED/ RE-APPOINTED

<b>Name of Director</b>	<b>Mahendra J Patel</b>
<b>DIN</b>	00057735
<b>Date of Birth</b>	October 14, 1963
<b>Date of Appointment/ Re-appointment</b>	Retiring by rotation at this AGM
<b>Date of First Appointment on the Board</b>	January 31, 2009
<b>Brief Profile and Expertise in specific functional Area</b>	Shri M J Patel has rich experience of around three decades in assembling and production of the three-wheeler automobiles. He is also having an experience in production of sunrise soaps chemicals for three years. He is also expert in managing the financial matters of the Company.
<b>Academic Qualification</b>	Under Graduate
<b>Name of other Companies in which he holds Directorship</b>	Nil
<b>Name of other companies in which he holds Chairmanship/ Membership of Committees of Board</b>	Nil
<b>Details of listed entities from which Director resigned during last three years</b>	None
<b>No. of Board Meetings attended during FY 2024-25</b>	Five
<b>No. of Shares held in Atul Auto Limited as on date of Notice</b>	2,77,848
<b>Relationship with other directors</b>	None

NOTES







ATUL AUTO LIMITED  
Survey No. 86, Plot No. 1-4  
8B National Highway, Near Microwave Tower  
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Gujarat 360024  
India

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