International Combustion (India) Limited

CIN: L36912WB1936PLC008588
Regd. Office: Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP
Sector V, Salt Lake Electronics Complex, Kolkata – 700 091, West Bengal
Phone : +91(33) 4080 3000
Website: *www.internationalcombustion.in*
e-mail: *info@internationalcombustion.in*

Notice of 90th Annual General Meeting

Notice is hereby given that the 90th Annual General Meeting of the Members of International Combustion (India) Limited will be held on Wednesday, 19th August 2026 at 2:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. **Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2026**

   To receive, consider and adopt the **Audited Financial Statements** of the Company for the financial year ended **31st March 2026**, together with the Reports of the Board of Directors and the Auditors thereon, and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, drawn up in accordance with the Indian Accounting Standards (IND AS) as prescribed under the Companies (Indian Accounting Standards) Rules, 2015, i.e. the Statement of Profit & Loss, including the Statement of Other Comprehensive Income, for the financial year ended 31st March 2026, the Balance Sheet as on that date and the Cash Flow Statement and the Statement of Changes in Equity for the financial year ended on that date (including the notes, schedules, annexures & attachments thereto) together with the Reports of the Board of Directors (including its annexures & attachments) and Auditors (including its annexures) thereon, as placed before the Members at the meeting, be and are hereby considered, approved and adopted."

2. **Re-appointment of Mr. Indrajit Sen (DIN: 00216190) as Director liable to retire by rotation**

   To appoint a director in place of **Mr. Indrajit Sen (DIN: 00216190)**, who retires by rotation and, being eligible, offers himself for re-appointment, and in this regard to pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Indrajit Sen (DIN: 00216190) a Director of the Company, who retires by rotation at this meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation in accordance with Companies Act, 2013."

SPECIAL BUSINESS

3. **Re-appointment of Mr. Rana Pratap Singh, Executive Director (Whole-time Director) of the Company**

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

   "**RESOLVED THAT** pursuant to the applicable provisions of Section 152, Chapter XIII and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Schedule V to the said Act and subject to such consents, permissions, sanctions and approvals as may be required, consent and approval of the Members be and is hereby accorded to the re-appointment of Mr. Rana Pratap Singh (DIN:10186266), as Executive Director (Whole-time Director) of the Company, for a further period of three years with effect from 1st May 2026, liable to retire by rotation, on such terms and conditions including remuneration by way of salary and perquisites during the aforesaid period, as set out in the Explanatory Statement annexed to this Notice, provided that in the event of loss or inadequacy of profits in any financial year, the aforesaid remuneration shall be considered as the minimum remuneration payable to Mr. Singh during the currency of his tenure as aforesaid in terms of Schedule V, Part II, Section II of the Companies Act, 2013, as duly amended till date, and that an Agreement, a draft of which was placed before the Meeting and initialed by the Chairman for the purposes of identification, be entered into with Mr. Rana Pratap Singh, Executive Director (Whole-time Director) with a liberty to alter, vary and modify the terms and conditions of the said reappointment and/ or remuneration and/ or terms of the Agreement referred to above in such manner as may be agreed between the Board of Directors and Mr. Rana Pratap Singh, and as laid down under the Act or any amendment/ statutory modifications thereto."

4. **Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder and other applicable laws, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to borrow, from time to time, any sum or sums of money for the purposes of the business of the Company from banks, financial institutions, bodies corporate or other person(s) or entity(ies), whether in India or abroad, notwithstanding that the aggregate amount of monies borrowed and outstanding at any time, together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of such borrowings outstanding at any point of time shall not exceed ₹ 200 Crores (Rupees Two Hundred Crores Only).

   RESOLVED FURTHER THAT the Board be and is hereby authorised to determine and finalise the terms and conditions of such borrowings, including the amount, tenure, interest, repayment and security thereof, and to do all such acts, deeds, matters and things and execute all such agreements, documents and writings as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution."

5. **Creation of mortgage / charge on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013**

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to create such mortgage, charge, hypothecation, pledge and/or other security, in addition to any existing charge(s), on all or any of the movable and/or immovable properties, tangible or intangible assets, and/or the whole or any part of the undertaking(s) of the Company, present and future, in such form, manner, ranking and on such terms and conditions as the Board may deem fit, in favour of banks, financial institutions, non-banking financial companies and/or other lender(s), trustees and agents, for securing any borrowings availed or to be availed by the Company by way of loans, debentures, bonds or other debt instruments, whether in Indian or foreign currency, provided that the total borrowings outstanding at any point of time shall not exceed ₹ 200 Crores (Rupees Two Hundred Crores Only) or such higher amount as may be approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, agree, execute and deliver all documents, deeds, agreements and writings as may be required in connection with the creation of such security, and to do all such acts, deeds and things as may be necessary, proper or expedient for giving effect to this Resolution."

6. **Ratification of remuneration payable to M/s. DD & Associates, Cost Accountants, as Cost Auditor for the financial year ending 31st March 2026**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, approval of the Members be and is hereby accorded to the ratification of the remuneration of ₹ 90,000/- (Rupees Ninety Thousand Only) plus applicable Goods and Services Tax (GST) and reimbursement of out-of-pocket expenses at actuals, payable to M/s. DD & Associates, Cost Accountants, who have been appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company in respect of the products covered under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending 31st March, 2026."

By Order of the Board of Directors

Kundan Jaiswal
Company Secretary and Compliance Officer
Membership No. ACS 25867

Place: Kolkata
Date: 28th May 2026

Registered Office:
Infinity Benchmark, 11th Floor, Plot no. G-1,
Block EP & GP, Sector V, Salt Lake Electronic Complex,
Kolkata - 700091, West Bengal
Website: www. internationalcombustion.in
Email: info@internationalcombustion.in
Phone: +91(33) 4080 3000

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its Circular No. 3/2025 dated September 22, 2025, read with Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, September 25, 2023 and September 19, 2024 (collectively referred to as the "MCA Circulars"), inter alia, permitted holding of Annual General Meetings ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") without requiring the physical presence of Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the MCA Circulars and other applicable circulars, the 90th AGM of the Company will be held on **Wednesday, 19th August 2026 at 2:00 P.M. (IST)** through VC/OAVM.

Accordingly, Members may attend and participate in the AGM through VC/OAVM. Since the AGM is being conducted through VC/OAVM, the facility for appointment of proxies is not available. Accordingly, Proxy Forms, Attendance Slips and Route Map are not annexed to this Notice. The detailed instructions for attending the AGM through VC/OAVM, remote e-Voting and e-Voting during the AGM are set out in **Notes 18 to 20** below.

2. The Company has fixed **Wednesday, 12th August 2026** as the cut-off date for determining the eligibility of Members entitled to attend the AGM and cast their votes on the resolutions set out in this Notice. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the Special Businesses to be transacted at the AGM together with the recommendation of the Board in terms of Regulation 17(11) of the SEBI Listing Regulations forms part of this Notice.

4. Details of the Director(s) seeking appointment/re-appointment, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), form part of this Notice.

5. Attendance of Members participating through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.

6. Members may join the AGM through the VC/OAVM facility 15 minutes before the scheduled commencement of the meeting. The facility for joining the AGM through VC/OAVM shall be made available on a first-come-first-served basis to up to 1,000 Members. However, the participation of Promoters, Institutional Investors, Large Shareholders (holding 2% or more of the share capital), Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and

Remuneration Committee and Share Transfer & Stakeholders' Relationship Committee, Auditors and the Scrutinizer shall not be subject to such restriction.

7. Corporate Members intending to authorize their representatives to attend and vote at the AGM pursuant to Section 113 of the Act, are requested to send a certified true copy of the Board Resolution/ Authorisation to the Company Secretary at *secretarial@internationalcombustion.in* or to the Scrutinizer at *arupkroy@rediffmail.com*, with a copy to *evoting@nsdl.com*.

8. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard on General Meetings (SS-2) and the applicable MCA Circulars, the Company is providing the facility of remote e-voting and e-voting during the AGM through National Securities Depository Limited ("NSDL"). The remote e-voting period shall commence on **Sunday, 16th August 2026 at 9:00 A.M. (IST)** and end on **Tuesday, 18th August 2026 at 5:00 P.M. (IST)**. Members who have cast their votes through remote e-voting shall not be entitled to vote again during the AGM.

9. The Board has appointed **Mr. Arup Kumar Roy**, Practising Company Secretary (ACS No. 6784; C.P. No. 9597), as the Scrutinizer to scrutinize the remote e-Voting process and e-Voting conducted during the AGM in a fair and transparent manner.

10. The voting results together with the Scrutinizer's Report shall be declared within the prescribed timelines and shall be placed on the websites of the Company and NSDL and simultaneously communicated to BSE Limited.

11. In compliance with the MCA Circulars and the SEBI Listing Regulations, the Notice of the AGM together with the Annual Report for the financial year 2025-26 is being sent only by electronic mode to Members whose email addresses are registered with the Company/Depositories. The Notice and Annual Report are also available on the websites of the Company, BSE Limited and NSDL. Physical copies shall be sent only to Members who specifically request the same.

Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, the Company shall send a communication to those Members whose email addresses are not registered, providing the web-link where the complete Annual Report is available for access and download.

12. Members holding shares in physical form who have not yet registered or updated their email addresses are requested to register or update the same with the Company's Registrar and Share Transfer Agent ("RTA"), **MUFG Intime India Private Limited** (*formerly C B Management Services Private Limited*), or with the Company Secretary. Members holding shares in dematerialised form are requested to register/update their email addresses with their respective Depository Participants.

13. Pursuant to Regulation 40 of the SEBI Listing Regulations, transfer of securities shall be processed only in dematerialised form. Members holding shares in physical form are advised to dematerialise their holdings. SEBI has also mandated that investor service requests such as transmission, transposition, issue of duplicate share certificates and similar requests shall be processed only in dematerialised form.

14. Members holding shares in identical names in multiple folios are requested to consolidate their holdings into a single folio.

15. Members holding shares in physical form are requested to furnish/update their Permanent Account Number (PAN), KYC details (including postal address with PIN code, mobile number and e-mail address), bank account details, specimen signature and nomination particulars with the Company/ Registrar and Share Transfer Agent ("RTA"), in accordance with the applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), as amended from time to time. In terms of the said SEBI Circulars, furnishing of the aforesaid details is mandatory for holders of securities in physical form. Members are requested to submit the prescribed forms and supporting documents to the Company/RTA at the earliest to facilitate seamless processing of investor service requests and receipt of corporate benefits.

Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to avail the nomination facility in respect of their shareholding. Members holding shares in physical form may submit Form SH-13 for registration of nomination or Form SH-14 for cancellation or variation of nomination with the RTA. Members holding shares in dematerialised form are requested to contact their respective Depository Participants for registering, updating or cancelling their nomination. Members are encouraged to avail the nomination facility, if not already done.

The prescribed forms, namely ISR-1, ISR-2, ISR-3, SH-13 and SH-14, together with detailed instructions and the relevant SEBI Circulars, are available on the Company's website under the Investor Relation at *https://internationalcombustion.in*.

16. The statutory registers and documents referred to in the Notice, including:

- Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act;
- Register of Contracts or Arrangements maintained under Section 189 of the Act;
- the draft agreement proposed to be entered into with Mr. Rana Pratap Singh in connection with his re-appointment as Executive Director (Whole-time Director);
- the certificate dated 28th May 2026 issued by the Practising Company Secretary regarding non-disqualification of Directors, shall be available for electronic inspection by Members during the AGM.

These documents shall also remain available for electronic inspection from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection may send an email to the Company Secretary at *secretarial@internationalcombustion.in*.

17. Members are informed that pursuant to Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends remaining unpaid or unclaimed for seven consecutive years and the corresponding equity shares are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Members who have not claimed dividend for the financial year ended **31st March 2019** and onwards are requested to lodge their claims with the Company's RTA immediately. The dividend declared for the financial year ended **31st March 2019** at the AGM held on **4th September 2019** is due for transfer to the IEPF on **10th October 2026**.

The details of Members whose shares are liable to be transferred to the IEPF are available on the Company's website under the Investor Relations section. Members may reclaim the transferred dividend/shares by filing **Form IEPF-5** with the IEPF Authority. **Mr. Kundan Jaiswal, Company Secretary & Compliance Officer**, is the Nodal Officer of the Company for verification of such claims. It is clarified that if any dividend is claimed or paid during the period of seven consecutive years, the corresponding shares shall not be transferred to the IEPF.

18. INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:-

The remote e-voting period begins on Sunday, 16th August 2026 at 9:00 A.M. and ends on Tuesday, 18th August 2026 at 5:00 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. Wednesday, 12th August 2026, may cast their vote electronically. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 12th August 2026.

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 the NSDL E-Voting system

A) Login Method for E-Voting and Joining the 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.	1. For OTP based login you can click on *https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp*. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider 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.
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices. nsdl.com 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 & voting during the meeting.
	3. If you are not registered for IDeAS e-Services, option to register is available at *https:// eservices.nsdl.com*. Select **"Register Online for IDeAS Portal"** or click at *https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp*
	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: *https://www.evoting.nsdl.com/* either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon **"Login"** which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider 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.
	5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 *www.cdslindia.com* and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website *www.cdslindia.com* and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on *www.cdslindia.com* home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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 abovementioned 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 evoting@nsdl.com 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 *helpdesk.evoting@cdslindia.com* or contact at toll free no. 1800-21-09911

B) Login Method for E-Voting and Joining the Virtual Meeting for Shareholders Other than Individual Shareholders Holding Securities in Demat Mode and Shareholders Holding Securities in Physical Mode.

How to Login 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 e-Services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-Services 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:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) 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.
   c) How to retrieve your 'initial password'?
   (i) 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’.

(ii) 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:
   a) 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*.
   b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on *www.evoting.nsdl.com*.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at *evoting@nsdl.com* mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

<u>**Step 2: Cast Your Vote Electronically and Join the AGM on the NSDL E-Voting System**</u>

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. 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.
2. 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”.
3. Now you are ready for e-voting at the voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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 to reset the password.
2. 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, DVP, NSDL at *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 email 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 (selfattested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) by email to the Company's email id at *secretarial@internationalcombustion.in* or, Company's RTA email id at *investor.helpdesk@in.mpms.mufg.com*.
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 the Company's email id at *secretarial@internationalcombustion.in* or, Company's Registrar to an issue and share transfer agent email id at *investor.helpdesk@in.mpms.mufg.com*. If you are an individual shareholder 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* 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 (DPs). Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

19. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for remote e-Voting.

20. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:-

1. Members will be provided with a facility to attend the 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 link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 a better experience.
3. Further Members will be required to allow a camera and use the 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance, mentioning their name, Demat Account Number/Folio Number, email ID, and mobile number, at *secretarial@internationalcombustion.in* latest by **5:00 p.m. (IST) on Friday, 14th August 2026**. The same will be replied to by the Company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address, mentioning their name, DP ID and Client ID/Folio Number, PAN, and mobile number, at *secretarial@internationalcombustion.in* latest by **5:00 p.m. (IST) on Friday, 14th August 2026**.
7. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
8. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, DVP, NSDL at evoting@nsdl.com or call on : 022 – 4886 7000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN ITEM NOS. 3 TO 6 OF THE NOTICE CONVENING THE 90TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY TO BE HELD ON WEDNESDAY, 19TH AUGUST 2026

Item No. 3

Re-appointment of Mr. Rana Pratap Singh, Executive Director (Whole-time Director) of the Company

Mr. Rana Pratap Singh was appointed as Executive Director (Whole-time Director) of the Company for a period of three years with effect from 1st May 2023, pursuant to a Special Resolution passed by the Members at the 87th Annual General Meeting held on 30th August 2023. The tenure of office of Mr. Rana Pratap Singh, in terms of the said appointment, having expired on 30th April 2026, the Board of Directors of the Company, at their meeting held on 6th February, 2026, based on the recommendations of the Nomination & Remuneration Committee of the Board at its meeting held on the same day, re-appointed Mr. Singh as Executive Director (Whole-time Director) for a further period of three years with effect from 1st May 2026.

Accordingly, an Agreement is to be entered into between the Company and Mr. Singh specifying the remuneration effective 1st May 2026, and also the other terms and conditions of his re-appointment as Executive Director (Whole-time Director), a draft of the Agreement shall be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of the AGM and shall also be available electronically during the AGM.

The proposed remuneration has been structured considering the increased responsibilities entrusted to Mr. Singh, industry benchmarks and the long-term business plans of the Company.

An extract of the remuneration effective from 1st May 2026, along with the terms and conditions of re-appointment, is set out below for consideration of the Members:

“Subject to the provisions of the Companies Act, 2013, (“the Act”), Mr. Singh, during the currency of his tenure as Executive Director (Whole-time Director), for a period of three years with effect from 1st May 2026, shall be entitled to the following remuneration by way of salary and perquisites, irrespective of the fact that the said remuneration may exceed the ceiling on remuneration as provided in Chapter XIII of the Companies Act, 2013, read with Schedule V to the said Act and irrespective of the fact that the Company may, in any or all the financial years, have no or inadequate profits.

PART A

(₹ In Lakhs)

Sl. No.	Particulars of Remuneration	1st May 2026 to 30th April 2027	1st May 2027 to 30th April 2028	1st May 2028 to 30th April 2029
1.	Salary	84.00	94.00	105.00
2.	Perquisites (HRA/ Conveyance, Furnishing/ Gas & Electricity/ LTA/ Medical / Club Fees, etc.)	84.00	94.00	105.00
	TOTAL	**168.00**	**188.00**	**210.00**

PART B

Besides, Mr. Singh shall also be entitled to Provident Fund, Gratuity and encashment of leave in accordance with the rules of the Company.

PART C

a) Expenses for Telephone, mobile phone and broadband facilities provided by the Company shall not be considered as perquisites provided that personal long distance calls shall be billed by the Company to him.

b) Mr. Singh shall be entitled to earn Privilege Leave on full pay as per the rules of the Company but not more than one month's leave for every eleven months' of service.

c) Mr. Singh shall be entitled to reimbursement of entertainment expenses incurred by him in connection with the business of the Company.

d) Mr. Singh shall not, as long as he functions as the Executive Director (Whole-time Director) of the Company, be entitled to receive any fee for attending any meeting of the Board or of any committee thereof.

Termination – Either the Company or the Executive Director (Whole-time Director) may terminate the reappointment at any time by giving to the other party not less than six months' notice in writing provided that either party may, in the alternative, terminate this appointment by paying to the other party six months' salary in lieu of such notice."

The proposed remuneration of Mr. Singh, is permissible under the Companies Act, 2013, notwithstanding the fact that the same may, in the event of absence or inadequacy of profits, exceed the limits specified in Chapter XIII of the said Act, read with Schedule V to the said Act, by virtue of Para A & B, Section II, Part II of the said Schedule V, as amended, as the following conditions have been / are being fulfilled –

(i) the re-appointment and the remuneration therefore it is proposed to be approved as a Special Resolution by the Members for a period not exceeding three years.

(ii) Mr. Singh is a managerial person, who is functioning in a professional capacity, and having no interest in the capital of the Company and not having any direct or indirect interest or related to the promoters or directors of the Company in any way and possesses a qualification with expert and specialized knowledge in the field in which the Company operates.

(iii) the proposed remuneration has been approved by the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 6th February 2026.

(iv) the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holder or any other secured creditor, and

(v) a Statement forming part of this explanatory statement alongwith the notice calling this Annual General Meeting and containing the specified information is being circulated to the Members.

Accordingly, the re-appointment of Mr. Singh as Executive Director (Whole-time Director) of the Company and the remuneration payable to him require the approval of the Members at their ensuing 90th Annual General Meeting by way of a Special Resolution in terms of the provisions of Chapter XIII of the Companies Act, 2013 read with Schedule V thereto, and approval of the Members is being sought for the same. The resolution set out in Item No.3 is intended for this purpose. In view of the relevant experience, expertise and specialized knowledge possessed by Mr. Rana Pratap Singh, the Board of Directors and the Nomination and Remuneration Committee are of the opinion that his re-appointment would be in the best interests of the Company and accordingly recommend the Special Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution except Mr. Rana Pratap Singh.

Item No. 4 and 5

Borrowing Powers of the Board of Directors and Creation of Charge on the Assets of the Company

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company may borrow monies, together with the existing borrowings of the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up share capital, free reserves and securities premium account of the Company only with the approval of the Members by way of a Special Resolution.

In order to meet the Company's business requirements including working capital needs, capital expenditure and general corporate purposes, the Company may, from time to time, require financial assistance by way of loans, credit facilities and other borrowings from banks, financial institutions, bodies corporate and other eligible lenders.

Accordingly, approval of the Members is sought under Section 180(1)(c) of the Act to authorise the Board of Directors to borrow monies, from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company, provided that the total outstanding borrowings shall not exceed ₹ 200 Crores (Rupees Two Hundred Crores only) at any point of time.

Further, as a part of financing arrangements, lenders generally require security for the financial assistance granted by them. Accordingly, the Company may be required to create mortgage(s), charge(s), hypothecation(s), pledge(s) and/or other encumbrances on its movable and/or immovable properties and assets, both present and future, in favour of lenders.

The Members had earlier approved creation of security over the assets of the Company under Section 180(1)(a) of the Act by way of a Special Resolution passed at the 78th Annual General Meeting held on 12th September 2014. In view of the proposed borrowing limits under Section 180(1)(c) of the Act, it is necessary to obtain fresh approval and align the authority of the Board under Section 180(1)(a) of the Act to create security on the assets and undertakings of the Company for securing borrowings up to ₹ 200 Crores (Rupees Two Hundred Crores only).

Accordingly, approval of the Members is sought by way of Special Resolutions under Section 180(1)(c) and Section 180(1)(a) of the Act, as set out at Item Nos. 4 and 5 of the Notice.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 4 and 5 for approval of the Members.

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

Item No. 6

Ratification of remuneration payable to M/s. DD & Associates, Cost Accountants, as Cost Auditor for the financial year ending 31st March 2026

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") the Company is required to appoint a cost auditor to audit the cost records of the Company, for products and services, specified under Rules made thereunder. The Company has manufacturing units at several locations. The cost records of these units and such other units of the Company as may be included from time to time are required to be audited by the Cost Auditors.

In view of the above, on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 31st July 2025, had approved the appointment of M/s. DD & Associates, Cost Accountants (Regn. No.000612), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2025-26, at a remuneration of ₹ 90, 000/- (Rupees Ninety Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals if any. The remuneration of the Cost Auditors is being determined in consensus with the Cost Auditors taking into consideration the agreed scope of work for all units, the performance of the Cost Auditors and turnover of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Consequently, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending 31st March 2026.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

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

By Order of the Board of Directors

Kundan Jaiswal
Company Secretary and Compliance Officer
Membership No. ACS 25867

Place: Kolkata
Date: 28th May 2026

Registered Office:
Infinity Benchmark, 11th Floor, Plot no. G-1,
Block EP & GP, Sector V, Salt Lake Electronic Complex,
Kolkata - 700091, West Bengal
Website: www. internationalcombustion.in
Email: info@internationalcombustion.in
Phone: +91(33) 4080 3000

STATEMENT FORMING PART OF THE EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NO. 3 OF THE NOTICE, RELATING TO THE RE-APPOINTMENT OF MR. RANA PRATAP SINGH AS EXECUTIVE DIRECTOR (WHOLE-TIME DIRECTOR) OF THE COMPANY AND HIS REMUNERATION

I. GENERAL INFORMATION

(1) **Nature of Industry**

The Company operates in the engineering sector and caters to the requirements of core sector industries, including steel, cement, fertiliser, chemical, mining, and infrastructure, among others. The Company is engaged in the manufacture of heavy-duty grinding mills, screening and feeding equipment, conveyors, bulk material handling equipment, omni-screens, sizers, screen decks, crushers, dryers, flip flow screens, as well as industrial gear boxes and geared motors. The Company operates a Building Material Division at Ajmer, Rajasthan, engaged in the manufacture of high-quality building material products catering to the construction industry.

(2) **Date or Expected Date of Commencement of Commercial Production**

The Company was incorporated on 22nd April 1936. The Commercial production of the Heavy Engineering and Geared Motors/Gear Boxes Divisions commenced several years ago and the Building Material Division commenced on 31st March 2016.

(3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

(4) **Financial Performance based on given Indicators :**

(₹ in lakhs)

Financial Parameters	2025-26	2024-25	2023-24
(a) Revenue from Operations	29,232.11	29,298.11	29,678.31
(b) Profit/ (Loss) Before Tax	(319.63)	1,635.01	3,206.68
(c) Profit/ (Loss) After Tax	(239.15)	1,494.82	1,995.41
(d) Paid-up Share Capital	239.03	239.03	239.03
(e) Reserves & Surplus	12,834.42	13,136.86	11,816.85

(5) **Foreign Investments or Collaborations, if any**

There has been no Foreign Direct Investment in the Company. However, the Company has entered into a number of foreign technical collaborations with the leading companies of the world for different products, which are summarized below:-

SL. No.	Name of the Foreign Technical Collaborator	Products
1.	Kuper GmbH & Co. KG, Germany	Screen Decks including "Modular Snap-on" Type of Rubber & Polyurethane and Rubber & Rubber-Ceramic Liners of module & other design
2.	Bauer Geared Motor GmbH, Germany	Geared Motors & Gear Boxes
3.	IMS Engineering, South Africa	Omni Screens & Feeders
4.	FLEXIMAT Ges.m.b.H., Austria	Flip Flow Screens
5.	ADEN Advanced Engineering Ltd, Brazil	Crushers
6.	Cementos Capa, SL, Spain	Various Building Material products including Tile Adhesives of various types, Waterproofing Compounds, Applicatech Waterproofing, Tile Grouts and Epoxy Grouts

II. INFORMATION ABOUT THE APPOINTEE

(1) Background Details

Mr. Rana Pratap Singh is a seasoned engineering and management professional with over 35 years of extensive experience in the heavy engineering and manufacturing sector. He joined the Company in August 2018 as Vice President & Strategic Business Unit Head – Heavy Engineering Division and was appointed as an Executive Director (Whole-time Director) with effect from 1st June 2023.

During his tenure with the Company, Mr. Singh has played a pivotal role in strengthening the Heavy Engineering Division through improved operational efficiency, enhanced productivity, and the implementation of strategic business initiatives. His leadership, technical expertise, and strong execution capabilities have contributed significantly to the Company's operational performance, manufacturing excellence, and sustainable growth.

In view of his extensive industry experience, proven leadership, and valuable contribution to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved his re-appointment as an Executive Director (Whole-time Director) for a further term of three (3) years with effect from 1st May 2026, subject to the approval of the Members by way of a Special Resolution.

(2) Past Remuneration

(₹ In Lakhs)

Financial Year	Total Remuneration Drawn
2025-26	155.63
2024-25	117.99
2023-24	107.23

(3) **Recognition or Awards/ Achievements**

Mr. Singh is a veteran manufacturing and operations leader with over 35 years of experience across leading Indian and multinational organizations. He has held senior leadership roles including COO at Schenck Rotec India Ltd., Vice President – Operations at Bry-Air Asia Pvt. Ltd., and Head of Works at FLSmidth India Ltd., where he consistently drove operational excellence, manufacturing efficiency, and cross-functional team leadership across large-scale industrial setups. Since 2018, as Strategic Business Unit Head – Heavy Engineering Division, he has strengthened operations across the Baidyabati and Nagpur plants and contributed significantly to business growth and improved sales performance.

(4) **Job profile and his suitability**

Mr. Singh, upon his re-appointment as Executive Director (Whole-time Director) with effect from 1st May 2026, will continue to oversee the Heavy Engineering Division as SBU Head, including Crushers, Dryers, and Rubber & Polyurethane products. He will also contribute to Board deliberations and undertake additional responsibilities as assigned by the Board or Managing Director. With his qualifications, expertise, and experience, he is well suited to drive and guide the Division's growth.

(5) **Remuneration Proposed**

Subject to the provisions of the Companies Act, 2013, Mr. Singh, during the currency of his tenure as Executive Director (Whole-time Director), for a period of three years with effect from 1st May, 2026, shall be entitled to the following remuneration by way of salary and perquisites, irrespective of the fact that the said remuneration may exceed the ceiling on remuneration as provided in Chapter XIII of the Companies Act, 2013, read with Schedule V to the said Act and irrespective of the fact that the Company may, in any or all the financial years, have no or inadequate profits.

PART A

(₹ In Lakhs)

Sl. No.	Particulars of Remuneration	1st May 2026 to 30th April 2027	1st May 2027 to 30th April 2028	1st May 2028 to 30th April 2029
1.	Salary	84.00	94.00	105.00
2.	Perquisites (HRA/ Conveyance, Furnishing/ Gas & Electricity/ LTA/ Medical / Club Fees, etc.)	84.00	94.00	105.00
	TOTAL	**168.00**	**188.00**	**210.00**

PART B

Besides, Mr. Singh shall also be entitled to Provident Fund, Gratuity and encashment of leave in accordance with the rules of the Company.

PART C

a) Expenses for Telephone, mobile phone and broadband facilities provided by the Company shall not be considered as perquisites provided that personal long-distance calls shall be billed by the Company to him.

b) Mr. Singh shall be entitled to earn Privilege Leave on full pay as per the rules of the Company but not more than one month's leave for every eleven months' of service.

c) Mr. Singh shall be entitled to reimbursement of entertainment expenses incurred by him in connection with the business of the Company.

d) Mr. Singh shall not, as long as he functions as the Executive Director (Whole-time Director) of the Company, be entitled to receive any fee for attending any meeting of the Board or of any committee thereof.

(6) **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person**

Considering the nature of the industry, the size of the Company, and the responsibilities associated with the position of Executive Director (Whole-time Director), as well as the profile of Mr. Rana Pratap Singh and the responsibilities entrusted to him, the remuneration proposed is in line with prevailing industry benchmarks and is comparable to the compensation packages offered to similarly placed senior-level executives in other companies operating in the same sector and of comparable scale.

(7) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any**

Mr. Singh does not have any other pecuniary relationship with the Company other than as specified above. The Company does not have any other managerial personnel other than Mr. Indrajit Sen, Managing Director and Mr. Rana Pratap Singh, Executive Director (Whole-time Director). Mr. Singh is not related to any other Director of the Company or any of the promoters or persons belonging to the promoter group of the Company or persons acting in concert with them.

III. OTHER INFORMATION

(1) **Reasons of loss or inadequate profits**

During the last few years, the profitability of the Company has been impacted by a slowdown in the capital goods industry and the time required for the Building Material Division to achieve optimal operating levels. Although the Company has recorded improvement in revenue and profitability in certain years, the capital goods sector has continued to face challenging conditions, with uneven demand from key user industries such as steel, mining, cement, and infrastructure, primarily due to deferment of capital expenditure and delays in the implementation of greenfield and expansion projects. In addition, volatility in raw material prices, logistical constraints, and supply chain pressures have adversely affected operational efficiency and execution timelines, resulting in pressure on margins and consequently leading to loss or inadequacy of profits during the year.

(2) **Steps taken or proposed to be taken for improvement**

The Company has taken, and is in the process of taking, various initiatives to improve its profitability, including the following:

a) In the Heavy Engineering segment, the Company has diversified its product portfolio, resulting in improved capacity utilization and increased sales, thereby positively impacting profitability.

b) Through investments, technological upgradation, and addition of balancing equipment, along with planned further investment in the Industrial Geared Motors segment, the Company has progressively enhanced the manufacturing capacity of the Gear Box Division and is further strengthening its market position.

c) However, in view of the increasing number of orders in both the Heavy Engineering Division and in the Gear Boxes Division, the Company had undertaken substantial expansion / capital investment in both the divisions in order to remove the capacity constraints and production bottlenecks.

d) The Company is taking special efforts in marketing for all its products, and

e) The Company is further strengthening its presence in the Building Material Division by expanding its product base through the introduction of new products. It has also enhanced its market reach by undertaking direct sales to large projects, in addition to retail sales. Further, the Company has strengthened its marketing and sales organisation by appointing new leadership and implementing structured strategies and planning initiatives aimed at improving market penetration and driving business growth.

(3) **Expected increase in productivity and profits**

The Company has recorded an improvement in operational performance in recent years, supported by better market conditions, partial stabilisation of input costs, and recovery in demand across key user industries in the capital goods segment.

With improved order inflows and the completion of capacity expansion initiatives in the Heavy Engineering and Gear Boxes Divisions, the Company is better positioned to optimise capacity utilisation and execution efficiency. The Building Material Division is also progressively strengthening its operational performance, supported by expansion of product offerings and improved market penetration.

The various initiatives undertaken by the Company, including operational improvements, marketing focus, and capacity augmentation, are expected to support further improvement in productivity and profitability in the near to medium term, subject to prevailing market conditions.

IV. DISCLOSURES

The following disclosures have been made in the Corporate Governance Report attached to the Annual Report of the Company for the financial year 2025-26:-

i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors;

ii) Details of fixed component and performance linked incentives along with the performance criteria, if any;

iii) Service Contracts, notice period, severance fees; and

iv) Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

By Order of the Board of Directors

Kundan Jaiswal
Company Secretary and Compliance Officer
Membership No. ACS 25867

Place: Kolkata
Date: 28th May 2026

Registered Office:
Infinity Benchmark, 11th Floor, Plot no. G-1,
Block EP & GP, Sector V, Salt Lake Electronic Complex,
Kolkata - 700091, West Bengal
Website: www. internationalcombustion.in
Email: info@internationalcombustion.in
Phone: +91(33) 4080 3000

DISCLOSURE PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING (SS-2) WITH RESPECT TO DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

I. MR. INDRAJIT SEN (*ITEM/ RESOLUTION NO. 2 OF THIS NOTICE*)

a) Age: 86 years

b) Educational Qualifications: Bachelor of Engineering (Mechanical).

c) Other Professional Membership: Member of the Institution of Production Engineers, United Kingdom.

d) Brief Profile / Resume & Nature of expertise in specific functional areas: Mr. Indrajit Sen is a Mechanical Engineer with over 50 years of experience in the engineering and manufacturing sector. He joined International Combustion (India) Limited in 1971 and has since held several key leadership positions, including General Manager (Manufacturing), Director & General Manager, and Managing Director (since 1989). Under his leadership, the Company has expanded its manufacturing capabilities, strengthened technology partnerships with global organizations, and diversified its product portfolio. He has played a pivotal role in driving technology absorption, localization, and the development of advanced products such as Flip Flop Screens and Omni Screen technology, while also contributing to the establishment of multiple manufacturing facilities across India. Mr. Sen's expertise spans engineering design, manufacturing, project execution, and corporate leadership. He has also contributed to industry bodies, including the Bengal Chamber of Commerce and Industry and the Indo-German Chamber of Commerce.

e) Disclosure of relationships between directors inter-se : Nil

f) Names of other Listed Companies in which Directorship held : Nil

g) Membership of the Committees of the Board of other Listed Companies: Nil

h) Listed entities in which ceased to be Director in the last three years: Nil

i) Shareholding in the Company, including as a beneficial owner: Nil

j) Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements: Not Applicable

II. MR. RANA PRATAP SINGH (*ITEM/ RESOLUTION NO. 3 OF THIS NOTICE*)

a) Age: 60 years

b) Educational Qualifications:

- Bachelor of Engineering, Motilal Nehru National Institute of Technology, Allahabad
- Post Graduate Diploma in Management, All India Management Association – Centre for Management Education, New Delhi

c) Other Professional Membership: Nil

d) Brief Profile / Resume & Nature of expertise in specific functional areas: Mr. Rana Pratap Singh is a seasoned engineering and management professional with over 35 years of extensive experience in the heavy engineering and manufacturing sector. He has held senior leadership positions in reputed Indian and multinational organisations, with expertise in manufacturing operations, plant management, quality management systems, operational excellence, business strategy, project execution, and overall business leadership. He commenced his professional career with Schenck Rotec India Limited and subsequently served as Vice President – Operations at Bry-Air Asia Private Limited. Thereafter, he joined FLSmidth India Limited as Head of Works, where he was responsible for leading large-scale manufacturing operations, driving operational excellence, and managing cross-functional teams.

Mr. Singh joined the Company in August 2018 as Vice President & Strategic Business Unit Head – Heavy Engineering Division. In recognition of his leadership, strategic vision, and significant contribution to the Company's operational performance and business growth, he was appointed as an Executive Director (Whole-time Director) with effect from 1st June 2023. His key areas of expertise include manufacturing and plant operations, operational excellence, quality management, business strategy, process improvement, project management, and leadership of large engineering businesses.

e) Disclosure of relationships between Directors inter-se: Nil

f) Names of other Listed Companies in which Directorship held: Nil

g) Membership of the Committees of the Board of other Listed Companies: Nil

h) Listed entities in which ceased to be Director in last three years: Nil

i) Shareholding in the Company, including as a beneficial owner: Nil

j) Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements: Not Applicable

By Order of the Board of Directors

Kundan Jaiswal
Company Secretary and Compliance Officer
Membership No. ACS 25867

Place: Kolkata
Date: 28th May 2026

Registered Office:
Infinity Benchmark, 11th Floor, Plot no. G-1,
Block EP & GP, Sector V, Salt Lake Electronic Complex,
Kolkata - 700091, West Bengal
Website: www. internationalcombustion.in
Email: info@internationalcombustion.in
Phone: +91(33) 4080 3000

International Combustion (India) Limited

Acknowledged Leadership in Technology

Annual Report 2025-26

Corporate Information

Board of Directors
Mr. Sanjay Bagaria *Chairman*
Mr. Indrajit Sen *Managing Director*
Mr. Rana Pratap Singh *Executive Director (Whole-time Director)*
Mr. Sandipan Chakravortty
Ms. Nayantara Palchoudhuri
Mr. Srikumar Menon

Board Committees

Audit Committee
Mr. Srikumar Menon *Chairman*
Mr. Sandipan Chakravortty
Mr. Indrajit Sen

Share Transfer & Stakeholders' Relationship Committee
Mr. Sanjay Bagaria *Chairman*
Mr. Indrajit Sen
Ms. Nayantara Palchoudhuri

Nomination & Remuneration Committee
Ms. Nayantara Palchoudhuri *Chairperson*
Mr. Srikumar Menon
Mr. Sanjay Bagaria

Corporate Social Responsibility (CSR) Committee
Mr. Sanjay Bagaria *Chairman*
Ms. Nayantara Palchoudhuri
Mr. Indrajit Sen

Company Secretary
Mr. Kundan Jaiswal

Chief Financial Officer
Mr. Asish Kumar Neogi

Presiding Officer of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013
Mrs. Indrani Roy Chowdhury

Nodal Officer for IEPF Matters
Mr. Kundan Jaiswal

Deputy Nodal Officer for IEPF Matters
Mr. Asoke Kamal Manna

Statutory Auditors
M/s. Ray & Ray, Chartered Accountants

Bankers
UCO Bank
Axis Bank Ltd.
HDFC Bank Ltd.
ICICI Bank Ltd.

Registrars & Share Transfer Agents
M/s. MUFG Intime India Private Limited
(*Formally M/s. C. B. Management Services Pvt. Ltd.*)
Rasoi Court, 5th Floor,
20, Sir R. N. Mukherjee Road, Kolkata – 700001
Phone: (033) 6906 6200
E-mail: investor.helpdesk@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

Internal Auditors
M/s. Swapan De & Associates
Chartered Accountants

Secretarial Auditors
Mr. Arup Kumar Roy
Company Secretary in Practice

Cost Auditors
M/s. DD & Associates
Cost Accountants

Registered Office
Infinity Benchmark,
11th Floor, Plot No. G-1
Block EP & GP, Sector – V
Salt Lake Electronics Complex,
Kolkata – 700091
Telephone : (033) 4080-3000
Email: info@internationalcombustion.in
Website: www.internationalcombustion.in

Contents

Board's Report

Dear Members,

Your Directors are pleased to present the **90th Annual Report** of **International Combustion (India) Limited** ("the Company") together with the Audited Financial Statements and Auditor's Report thereon for the financial year ended 31st March 2026.

FINANCIAL HIGHLIGHTS

The financial performance of the Company for the financial year ended 31st March 2026 is summarized below:

(₹ in lakh)

Particulars	2025-26		2024-25	
Revenue from operations		29340		**29298**
Profit before finance costs, tax, depreciation and amortization		756		**2489**
Less: Finance costs	346		500	
Depreciation & amortization expenses	679	1025	635	1135
Profit / (Loss) before exceptionals & extraordinary items and tax		(269)		**1354**
Less: Exceptional items		51		-
Profit / (Loss) before extraordinary items and tax		(320)		**1354**
Extraordinary item		-		281
Profit / (Loss) before tax		(320)		**1635**
Less: Current tax	(12)		403	
Deferred tax	(69)	(81)	(263)	140
Profit / (Loss) for the year		(239)		**1495**
Other comprehensive income (net of tax)		32		(55)
Total comprehensive income / (loss)for the year		(207)		**1440**

OPERATIONS AND STATE OF THE COMPANY'S AFFAIRS

During the financial year under review, the Company recorded Revenue from operations of ₹ 29,340 Lakhs as against ₹ 29,298 Lakhs during the previous financial year, registering a marginal increase in revenue. Loss before tax from operations stood at ₹ 320 Lakhs as against a Profit before tax of ₹ 1,354 Lakhs in the previous financial year.

During the year under review, the market for capital goods and other industrial machinery and equipment faced a challenging situation where large number of new projects got shelved or even those which were under execution faced major slowdown, as a result of this despite having orders in hand, these could not be executed.

During the current year there has been some improvement in the market demand and execution of the pending projects. However, the increase in input costs continues to remain a major challenge.

This slowdown also resulted in severe competition in the market which led to high price pressure.

Furthermore, to worsen the situation, the input costs continued to increase and the position has become even more critical on account of ongoing Gulf war.

Board's Report (Contd.)

FUTURE OUTLOOK

The Company presently operates through three business divisions, namely Heavy Engineering Division, Geared Motors & Industrial Gear Box Division and Building Material Division.

The Company remains cautiously optimistic about future business prospects considering the expected recovery in infrastructure, industrial investments and increasing focus on domestic manufacturing initiatives and continued growth in the construction sector, which are expected to support the outlook across its business divisions.

Heavy Engineering Division

The Heavy Engineering Division, catering mainly to steel, mining, mineral beneficiation and material handling industries, is expected to witness gradual improvement in demand driven by infrastructure development and revival in industrial activity.

Geared Motors & Industrial Gear Box Division

The Geared Motors & Industrial Gear Box Division continues to receive encouraging market response and the Company expects steady growth in this segment supported by increasing industrial demand and expanding customer acceptance.

Building Material Division

The Building Material Division has witnessed positive market response for its advanced dry mortar and related products. The Company is focused on strengthening its marketing and distribution network and expects significant growth opportunities from the construction and infrastructure sectors.

DIVIDEND

In view of the loss incurred during the financial year under review and with a view to conserving the Company's resources, the Board of Directors has decided not to recommend any dividend for the financial year 2025–26.

TRANSFER TO RESERVE

During the year, no amount was transferred to the reserves in view of the loss incurred by the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The Company does not presently have any subsidiary, associate or joint venture company within the meaning of the Companies Act, 2013 (hereinafter referred as the 'Act'). Accordingly, the requirement for preparation of Consolidated Financial Statements is not applicable to the Company for the financial year 2025–26.

SHARE CAPITAL

The authorized share capital on 31st March 2026 was ₹ 5,00,00,000 divided into 50,00,000 equity shares with a face value of ₹ 10/- each and the issued, subscribed and fully paid-up share capital of the Company was ₹ 2,39,02,760 divided into 23,90,276 equity shares with a face value of ₹ 10/- each. During the year, the Company did not issue any shares with differential rights or convertible securities.

Board's Report (Contd.)

CREDIT RATINGS

During the financial year 2025–26, CRISIL Ratings Limited reviewed and reaffirmed the credit ratings assigned to the fund-based and non-fund based working capital facilities availed by the Company from its bankers on consortium basis. The details about the ratings assigned by the above-mentioned agency is clearly drawn up in the Corporate Governance Report forming part of the Board's Report.

CAPITAL EXPENDITURE

The total capital expenditure incurred by the Company during the financial year under review was ₹ 574.49 Lakhs.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. As on 31st March 2026, the Board comprised 6 (six) Directors, consisting of 1 (one) Non-Executive Promoter Director, 3 (three) Non-Executive Independent Directors [including 1 (One) Woman Director], and 2 (two) Executive Directors, comprising the Managing Director and Whole-time Director. The Chairperson of the Board is a Non-Executive Promoter Director. The brief profiles of all the Directors are available on the Company's website at https://internationalcombustion.in/wp-content/uploads/2026/04/Brief-Profile-of-Board-of-Directors.pdf

None of the Directors of the Company have incurred any disqualification under Section 164(1) & 164(2) of the Act. Further, all the Directors have confirmed that they are not debarred from accessing the capital market as well as from holding the office of Director pursuant to any order of Securities and Exchange Board of India or Ministry of Corporate Affairs or any other such regulatory authority.

During the year under review, the Board has accepted the recommendations of the Committees of the Board. The details of the Board composition and composition of Committees are provided separately in the Corporate Governance Report.

Changes in Board Composition and Key Managerial Personnel

During the financial year 2025-26, the Board, based on the recommendation of the Nomination and Remuneration Committee, in its meeting held on 6th March 2026, has re-appointed Mr. Rana Pratap Singh (DIN: 10186266) as a Whole-time Director for a further term of 3 (three) consecutive years with effect from 1st May 2026 to 30th April 2029 (both days inclusive), subject to approval of the Members of the Company.

During the financial year 2025-26, the Board complies with the requirements of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'SEBI Listing Regulations').

Further, Mr. P. R. Sivasankar (ACS 17812), Company Secretary & Compliance Officer of the Company, resigned from his position on 31st December 2025, with his resignation taking effect from the close of business hours on 31st March 2026. The Board places on record its sincere appreciation for the valuable contributions made by Mr. P. R. Sivasankar during his tenure with the Company. Consequent to his

Board's Report (Contd.)

resignation, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Kundan Jaiswal (ACS 25867) as the Company Secretary & Compliance Officer of the Company with effect from 1st April 2026.

Directors retire by rotation

In accordance with the provisions of Section 152 of the Act read with Rules made thereunder, Mr. Indrajit Sen (DIN: 00216190), Executive Director is liable to retire by rotation and being eligible and offer himself for re-appointment. The Board recommends the said re-appointment at the 90th Annual General Meeting (AGM) of the Company.

Further, the brief resume and other details relating to the Director(s) seeking appointment/re-appointment, as stipulated under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2, are provided in the Notice convening the ensuing AGM.

None of the Directors of your Company is disqualified under the provisions of Section 164(2) of the Act. A certificate dated 28th May 2026 received from Mr. Arup Kumar Roy, Practising Company Secretaries (Unique Document Identification Number A006784H000526842), certifying that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India ("SEBI")/Ministry of Corporate Affairs (MCA) or any such statutory authority is annexed to the Corporate Governance Report. During the year under review, none of the Directors of the Company is disqualified as per the applicable provisions of the Act.

MEETINGS OF THE BOARD

During the financial year 2025-26, the Board met 5 (Five) times. Details of the meetings of the Board and its Committees, including the dates of such meetings and the attendance of Directors thereat, are provided in the Corporate Governance Report, which forms part of this Annual Report.

DECLARATION FROM INDEPENDENT DIRECTORS

During the financial year 2025-26, all the Independent Directors of the Company have submitted the requisite declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) and 149(7) of the Act, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations.

The Board has taken on record the declarations and confirmations submitted by the Independent Directors and, after undertaking due assessment, is of the opinion that all the Independent Directors possess the requisite integrity, expertise, experience and proficiency as required under the Act and the SEBI Listing Regulations. The Board further confirms that the Independent Directors are independent of the management.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of the business of the Company during the financial year.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments have occurred from the date of close of the financial year till the date of this Report, which might affect the financial position of the Company.

Board's Report (Contd.)

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Directors, to the best of their knowledge and belief, confirm that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed by the Company, along with proper explanation relating to material departures, if any;

b) appropriate accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2026 and of the profit / (loss) of the Company for the year ended on that date;

c) proper and sufficient care has been taken for the 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 fraud and other irregularities;

d) the Annual Accounts have been prepared on a going concern basis ;

e) the Board had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and were operating effectively; and

f) proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

REMUNERATION POLICY

The Nomination and Remuneration Committee ("NRC") of the Board has formulated a Nomination and Remuneration Policy relating to the appointment, remuneration and evaluation of Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel of the Company, which has been approved by the Board. The Policy is reviewed and amended from time to time in line with the applicable statutory requirements and business needs of the Company. The Policy is available on the Company's website at https://internationalcombustion.in/wp-content/uploads/2026/06/Nomination-and-Remuneration-Policy.pdf

The Nomination and Remuneration Policy is designed to ensure that the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate competent personnel required for the successful conduct of the Company's business. The Policy lays down the guiding principles and criteria for determining qualifications, positive attributes, independence of Directors, and remuneration payable to Directors, KMPs and Senior Management Personnel.

The remuneration payable to the Executive Directors is recommended by the NRC based on the guiding principles set out in the Policy and is subject to the approval of the Board, shareholders and such other authorities as may be required under the applicable laws.

In respect of the Non-Executive Directors, the Board determines, from time to time, the sitting fees payable for attending meetings of the Board and its Committees, within the limits prescribed under the Act and the Rules made thereunder. The Non-Executive Chairperson may also be paid commission, subject to the limits prescribed under the applicable laws and approvals of the NRC, the Board and the shareholders, as may be required.

Board's Report (Contd.)

The Company's remuneration framework for employees is structured to recognize individual qualifications, experience, competencies, performance, roles and responsibilities. Employees are assigned appropriate grades, and their remuneration is determined based on factors such as job profile, skill sets, experience, performance, seniority and prevailing industry remuneration levels for comparable positions.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in **Annexure – I**, forming part of this Board's Report. The statement containing the particulars of the top ten employees and the employees drawing remuneration in excess of the limits prescribed under Section 197(12) of the Act, read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be made available at the registered office of the Company during working hours from 21 days prior to the AGM up to the date of the AGM. In terms of Section 136(1) of the Act, the Report and Accounts as set out therein are being sent to all the shareholders of the Company excluding the aforesaid information. Any shareholders interested in obtaining such details may write to the Company Secretary at secretarial@internationalcombustion.in, stating their Folio No./DPID & Client ID.

BOARD EVALUATION

The annual evaluation of the performance of the Board of Directors, its Committees, the Chairperson of the Board and individual Directors were carried out in accordance with the provisions of the Act and the SEBI Listing Regulations.

The Independent Directors, at their separate meeting, evaluated the performance of the Executive Directors after considering the views of the Executive and Non-Executive Directors, as well as the performance of the Board as a whole. They also assessed the quality, quantity and timeliness of the flow of information between the Company's Management and the Board, which is necessary for the Board to effectively and reasonably perform its duties.

The evaluation process focused on various aspects of the functioning of the Board and its Committees, including their composition, experience and competencies, effectiveness in the discharge of duties and responsibilities, and governance-related matters. A separate exercise was undertaken to evaluate the performance of individual Directors based on parameters such as attendance, participation, contribution and exercise of independent judgement. Further, in accordance with the criteria and manner prescribed by Nomination and Remuneration Committee for the annual performance evaluation of the Board, its Committees and individual Directors, the Board carried out a formal evaluation of its own performance, the performance of its Committees and that of the individual Directors.

During the financial year 2025-26, all members of the Board and its Committees met the performance evaluation criteria established by the Nomination and Remuneration Committee. The Board expressed satisfaction with the overall functioning and effectiveness of the Board and its Committees.

LOANS, GUARANTEES OR INVESTMENTS

During the financial year 2025–26, the Company did not grant any loans to bodies corporate, nor did it provide any guarantee or security in connection with any loan to anybody corporate under the provisions of Section 186 of the Act.

Board's Report (Contd.)

The surplus funds of the Company, wherever available, were invested in fixed deposits with banks and in fixed maturity plans/debt-oriented mutual funds of reputed mutual fund houses, being fixed income bearing investment instruments, in accordance with the applicable provisions of the Act and the investment policy of the Company. The details of investments made by the Company pursuant to the provisions of Section 186 of the Act, are set out in the notes to the financial statements forming part of this Annual Report.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the draft Annual Return of the Company for FY 2025–26 in Form MGT-7 has been made available on the website of the Company at https://internationalcombustion.in. The annual return uploaded on the website is a draft in nature and the final annual return shall be uploaded at the same link on the website of the Company once the same is filed with the Ministry of Corporate Affairs after the AGM.

CORPORATE SOCIAL RESPONSIBILITY

In compliance with the provisions of Section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Corporate Social Responsibility ("CSR") Committee of the Board. The provisions relating to CSR continued to be applicable to the Company during the financial year 2025–26. As on 31st March 2026, the CSR Committee comprised of Mr. Sanjay Bagaria as Chairman of the Committee and Ms. Nayantara Palchoudhuri and Mr. Indrajit Sen as the other members of the Committee. The CSR Committee has formulated a CSR Policy, which has been approved by the Board and is available on the website of the Company at https://internationalcombustion.in/wp-content/themes/ic/pdf/CSR_Policy.pdf

The Committee is responsible for monitoring the implementation of the CSR Policy and recommending CSR activities to the Board from time to time. The Annual Report on CSR activities for the financial year ended 31st March 2026, as required under Section 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is set out in **Annexure – II** forming part of this Report.

RISK MANAGEMENT

The Company has a Risk Management Plan approved by the Board of Directors, which provides a structured framework for the identification, assessment, monitoring and mitigation of key business risks. The framework is designed to safeguard the Company's business objectives, enhance operational resilience and support sustainable growth.

During the financial year under review, the Board periodically reviewed the key risks and the adequacy and effectiveness of the risk mitigation measures. The Company continued to monitor the evolving business environment, including market conditions, order execution risks, input cost volatility and competitive pricing pressures, and undertook appropriate measures to manage and mitigate their impact on the Company's operations and financial performance.

AUDITORS AND AUDITORS' REPORTS

Your Company's Statutory Auditors, M/s. Ray & Ray, Chartered Accountants (Firm Registration No.

Board's Report (Contd.)

301072E), were re-appointed as Statutory Auditors of the Company for a second term of five consecutive years, commencing from the conclusion of the 86th Annual General Meeting held on 21st September 2022, and continuing up to the conclusion of the 91st Annual General Meeting to be held in the calendar year 2027.

The Audit Report issued by M/s. Ray & Ray, Chartered Accountants, on the financial statements of the Company for the financial year 2025-26 forms part of this Annual Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer. Further, the Statutory Auditors have not reported any instance of fraud under the second proviso to Section 143(12) of the Act.

SECRETARIAL AUDITOR

Pursuant to the provisions of Regulation 24A and Regulation 36 of the SEBI Listing Regulations read with Section 204 and other applicable provisions, if any, of the Act and the Rules framed thereunder, the shareholders of the Company, at 89th Annual General Meeting held on 10th September 2025, approved the appointment of Mr. Arup Kumar Roy, Practising Company Secretary, as the Secretarial Auditor of the Company for a term of five consecutive financial years, commencing from the financial year ending 31st March 2026 up to the financial year ending 31st March 2030.

The Secretarial Audit Report issued by the Secretarial Auditor for the financial year 2025–26 in Form MR-3 is annexed to this Report as **Annexure III**. The said Report does not contain any qualification, reservation, adverse remark or disclaimer. The Company has generally complied with the applicable provisions of the Act, the SEBI Listing Regulations, and other applicable laws, rules, regulations, guidelines and standards.

Further, Mr. Arup Kumar Roy has issued the Annual Secretarial Compliance Report for the financial year ended 31st March 2026, pursuant to the requirements of the Listing Regulations, and the same has been submitted to the Stock Exchanges within the prescribed timelines.

COST RECORDS AND AUDIT

Pursuant to the provisions of Section 148(1) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost accounting records in respect of the products manufactured by the Company and accordingly, such accounts and records are duly prepared and maintained.

In the view of the above, on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 31st July 2025, appointed M/s. DD & Associates (Firm Registration Number: 000612) as the Cost Auditors of the Company for the financial year 2025–26. The Cost Auditors have furnished their consent to act as Cost Auditors of the Company and have confirmed that their appointment is within the limits prescribed under the Act and that they satisfy the criteria of independence and eligibility applicable to cost auditors.

In accordance with the provisions of Section 148 of the Act, read with the applicable Rules thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, a resolution seeking ratification of the remuneration payable to the Cost Auditors forms

Board's Report (Contd.)

part of the Notice convening the ensuing Annual General Meeting, and the Board recommends the same for approval by the Members.

INTERNAL AUDITORS

The Board appointed M/s. Swarup De & Associates, Chartered Accountants, as the Internal Auditor of the Company for the financial year 2025-26. The Audit Committee considers and reviews the Internal Audit Report submitted by the Internal Auditor.

VIGIL MECHANISM

Pursuant to the provisions of Section 177 of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI Listing Regulations, the Company has established a Vigil Mechanism / Whistle Blower Policy.

The said mechanism provides an adequate safeguard and reporting framework for Directors and employees to report genuine concerns relating to unethical behaviour, actual or suspected fraud, violation of the Company's Code of Conduct or any other improper practices. The mechanism also provides for adequate safeguards against victimization of persons who use such mechanism.

The Audit Committee of the Board oversees and monitors the implementation and effectiveness of the Vigil Mechanism. The Vigil Mechanism/ Whistle Blower Policy is available on the Company's website at https://internationalcombustion.in/wp-content/uploads/2026/06/Vigil-Mechanism-Whistle-Blower-Policy.pdf.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The Company continues to undertake necessary measures for conservation and efficient utilization of energy across its operations. Continuous efforts are being made to optimize energy consumption and implement feasible energy conservation initiatives in a phased manner.

Pursuant to the provisions of Section 134(3)(m) of the Act, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the particulars relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are provided in **Annexure – IV** forming part of this Report.

INTERNAL FINANCIAL CONTROLS

In the opinion of the Board, the Company has in place adequate internal financial controls with reference to the Financial Statements, commensurate with the nature and size of its business operations. The effectiveness of such controls was reviewed during the financial year 2025–26 and no material weakness or deficiency in the design, implementation or operation of the said controls was noticed.

QUALITY CERTIFICATIONS

The Quality Management Systems of the Company in respect of its manufacturing facilities located at Baidyabati, Nagpur, Aurangabad and Ajmer, as well as its Corporate Office at Kolkata, continue to be aligned with established quality standards and practices. The Company's Quality Management Systems have been certified by Indian Register Quality Systems (IRQS), accredited by RvA, The Netherlands, as conforming to the requirements of ISO 9001:2008 standards.

Board's Report (Contd.)

ENVIRONMENT, HEALTH AND SAFETY (EHS)

During the financial year 2025–26, the Company continued to strengthen its Environment, Health and Safety (EHS) framework through the development and implementation of comprehensive EHS Rules and safety practices aimed at proactively identifying and mitigating operational hazards and risks.

The Company's EHS initiatives are guided by continuous evaluation of past incidents, near-miss cases, EHS audits and inspections, customer feedback and applicable ISO standards and industry best practices. These measures are intended to foster a safe and healthy work environment for employees, contractors and other stakeholders associated with the Company's operations.

The Company has continued to invest in enhancing safety infrastructure, systems and processes at its manufacturing facilities. A structured incident reporting and monitoring mechanism is in place to ensure timely identification of risks and implementation of appropriate corrective and preventive actions. Detailed investigations are undertaken to ascertain the root causes of incidents, and the learnings therefrom are communicated across the organisation to minimise recurrence of similar incidents.

The Company also maintains a contractor safety management system to ensure compliance with applicable safety and occupational health requirements by contractors engaged at various locations. The system includes contractor assessment procedures, safety induction and training programmes, communication of safety expectations and periodic monitoring of contractor performance with an objective to promote and maintain a safe workplace culture.

RELATED PARTY TRANSACTIONS

The Board of Directors has adopted a Policy on Related Party Transactions in accordance with the applicable provisions of the Act and the SEBI Listing Regulations. The said Policy is available on the website of the Company at https://internationalcombustion.in/wp-content/uploads/2026/06/Related-Party-Transactions-Policy.pdf.

During the financial year ended 31st March 2026, the Company did not enter into any material related party transaction or any contract, arrangement or transaction with related parties which could be considered material in terms of the aforesaid Policy and applicable provisions of law.

The related party transactions entered into during the year were in the ordinary course of business and on an arm's length basis. Such transactions primarily relate to remuneration and sitting fees paid to Directors and Key Managerial Personnel, which are duly covered under the applicable policies of the Company and were approved by the Audit Committee, Nomination and Remuneration Committee, Board of Directors and/or Shareholders, wherever required. Further, the Company did not have any subsidiary, associate or joint venture company during the financial year 2025–26 and accordingly there were no related party transactions arising on such account.

None of the transactions with related parties had any potential conflict with the interest of the Company at large. The details of related party transactions are disclosed in Note No. 42 to the Financial Statements forming part of the Annual Report for the financial year ended 31st March 2026. Accordingly, disclosure of related party transactions in Form AOC-2 pursuant to Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable to the Company.

Board's Report (Contd.)

DEPOSITS

During the year under review, the Company did not accept any deposits from the public within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof) for the time being in force.

SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS, COURT, OR TRIBUNAL

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

TRANSFER OF UNCLAIMED DIVIDEND AND UNCLAIMED SHARES TO INVESTOR EDUCATION & PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government upon completion of seven years from the date of transfer of such dividend to the unpaid dividend account.

Further, in accordance with the IEPF Rules, the shares in respect of which dividends have remained unpaid or unclaimed for seven consecutive years or more are also required to be transferred to the demat account of the IEPF Authority.

During the year under review, the Company had sent individual notices to the concerned shareholders and also published notices in newspapers requesting them to claim their unpaid/ unclaimed dividends. Thereafter, the Company transferred the corresponding unpaid/ unclaimed dividends and shares to the IEPF Authority in compliance with the applicable provisions.

Shareholders whose unpaid dividends and corresponding shares have been transferred to the IEPF Authority may claim the same by making an application to the IEPF Authority in the prescribed Form IEPF-5, available on the MCA portal, and by following the procedure prescribed under the IEPF Rules.

The dividend declared for the financial year ended 31st March 2019, which remains unpaid or unclaimed, is due for transfer to the IEPF upon completion of the statutory period of seven years. The due dates for transfer of unpaid / unclaimed dividend amounts to the IEPF are provided in the Corporate Governance Report. Further, the corresponding shares on which dividends remain unpaid or unclaimed for seven consecutive years shall also be transferred to the IEPF Authority in accordance with the provisions of Section 124 of the Act and the applicable Rules.

Shareholders are requested to claim their unpaid/ unclaimed dividends at the earliest to avoid transfer of such dividends and corresponding shares to the IEPF Authority.

CORPORATE GOVERNANCE

In compliance with the provisions of the SEBI Listing Regulations relating to Corporate Governance, the following Reports and Certificates form part of this Annual Report:

i) Management Discussions and Analysis Report.

ii) Corporate Governance Report

Board's Report (Contd.)

iii) Certificate by a Practicing Company Secretary regarding compliance with conditions of Corporate Governance and Non-Disqualifications of Directors

iv) Declaration from the Managing Director on compliance of Code of Conduct by the Directors and Senior Management Personnel.

v) Compliance Certificate by CEO/CFO.

LISTING ON STOCK EXCHANGE

The Company's 23,90,276 equity shares of ₹ 10/- each, as on 31st March 2026, are listed on BSE Limited (BSE).

DEMATERIALISATION OF SHARES

There were 23,90,276 equity shares of the Company as on 31st March 2026. Out of the total 23,90,276 equity shares, 23,55,920 shares were held in electronic form, representing 98.56% of the total paid-up share capital, whereas the balance 34,356 shares were held in physical form, representing 1.44% of the total paid-up share capital of the Company. The Company's equity shares are compulsorily required to be traded in dematerialised form; therefore, members are advised to expedite the conversion of their physical shareholdings into dematerialised form through their respective Depository Participants (DPs).

E-VOTING FACILITY AT AGM

In terms of Regulation 44 of SEBI Listing Regulations and in compliance with the provisions of Section 108 of the Act read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 (as amended), the items of business specified in the Notice convening the 90th AGM of the Company shall be transacted through electronic voting system only and for this purpose the Company is providing e-Voting facility to its' Members whose names will appear in the register of members as on the cut-off date (fixed for the purpose), for exercising their right to vote by electronic means through the e-voting platform to be provided by National Securities Depository Ltd ("NSDL"). The detailed process and guidelines for e-Voting have been provided in the notice convening the AGM.

PREVENTION OF SEXUAL HARASSMENT IN THE WORKPLACE

The Company is committed to providing a safe, secure and inclusive work environment for all its employees and has zero tolerance towards sexual harassment at the workplace. The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. The Company remains committed to providing equal opportunity and maintaining a work environment free from discrimination on the basis of gender, race, caste, religion, colour, nationality, disability or any other protected category.

During the financial year 2025–26, the Company reconstituted the Internal Complaints Committees ("ICCs") at its registered office, manufacturing plants and branch locations in compliance with the requirements of the aforesaid Act. The ICCs have been duly constituted with the prescribed composition, including a woman Presiding Officer, employee representatives and an external member.

The Company has established an appropriate mechanism for prevention and redressal of complaints relating to sexual harassment at the workplace and has circulated the policy to all employees.

Board's Report (Contd.)

Further, awareness and sensitisation programmes were organised for employees across locations to promote understanding of workplace conduct standards and the available grievance redressal mechanism. During the year under review, no complaint pertaining to sexual harassment was received by the Internal Complaints Committees.

COMPLIANCE OF STANDARDS

During FY 2025-26 the Company has followed the applicable Secretarial Standards, with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

DISCLOSURE OF MATERNITY BENEFIT COMPLIANCE

Your Company complies with the Maternity Benefit Act, 1961 for the year under review.

HUMAN RESOURCE MANAGEMENT

The human resource development programmes in various areas are undertaken on an ongoing basis.

REGISTRATION UNDER MSMED ACT

Your Company is currently registered as a medium enterprise under the Micro, Small & Medium Enterprises Development Act, 2006.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank all government authorities, banks, customers, suppliers, shareholders and other stakeholders, for the continuous support extended by them to the Company. Your Directors also place on record their appreciation for the dedication and commitment of the employees at all levels in achieving and sustaining excellence in all areas of operations of the Company.

For and on behalf of the Board of Directors

Sanjay Bagaria
Chairman
DIN:00233455

Place: Kolkata
Date 28th May 2026

ANNEXURE – I of the Board's Report

STATEMENT OF DISCLOSURE OF REMUNERATION

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. **The ratio of remuneration of each Director to median remuneration of employees of the Company for the financial year 2025-26:**

Sl. No.	Name of the Directors	Designation	Ratio
1.	Mr. Sanjay Bagaria	Non-Executive Chairman	0.82
2.	Mr. Srikumar Menon	Independent Director	0.90
3.	Mr. Sandipan Chakravortty	Independent Director	0.75
4.	Ms. Nayantara Palchoudhuri	Independent Director	0.90
5.	Mr. Indrajit Sen	Managing Director	56.55
6.	Mr. Rana Pratap Singh	Whole-time Director	29.14

2. **The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2025-26:**

Sl. No.	Name of the Directors/ KMPs	Designation	Increase in remuneration
1	Mr. Sanjay Bagaria	Non-Executive Chairman	-
2	Mr. Srikumar Menon	Independent Director	-
3	Mr. Sandipan Chakravortty	Independent Director	-
4	Ms. Nayantara Palchoudhuri	Independent Director	-
5	Mr. Indrajit Sen	Managing Director	2.16
6	Mr. Rana Pratap Singh	Whole-time Director	31.90
7	Mr. Asish Kumar Neogi	Chief Financial Officer	11.04
8	Mr. P. R. Sivasankar	Company Secretary	6.97

3. **The percentage increase in the median remuneration of employees in the financial year 2025-26:** The percentage increase in the median remuneration of employees is 6.00%
4. **The number of permanent employees on the rolls of the Company:** There were 585 permanent employees on the rolls of the Company as on 31st March 2026.
5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** The average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2025-26 was 7.60% and the increase in managerial remuneration for the same financial year was 10.65%.
6. **Affirmation that the remuneration is as per the remuneration policy of the Company:** It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and other employees is as per the Nomination and Remuneration Policy of the Company.

   Note: It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

Sanjay Bagaria
Chairman
DIN:00233455

Date 28th May 2026
Place: Kolkata

ANNEXURE – II of the Board's Report

THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR ENDED 31ST MARCH 2026

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

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

A brief outline of the Company's CSR policy has been presented below:

It is the Company's policy -

a) To direct its CSR Programmes, inter alia, towards achieving one or more of the following:

i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation;

ii) promoting education, including special education and employment enhancing vocational skills (including apprenticeship training), especially among children, women, elderly, and the differently abled and livelihood enhancement projects (including apprenticeship training) among youth;

iii) protection of national heritage, art and culture;

iv) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government/ State Governments for socio-economic development;

v) ensuring environmental sustainability, ecological balance, protection of flora and fauna, conservation of natural resources and maintaining quality of soil, air and water;

vi) creating livelihoods for people, especially those from disadvantaged sections of society, in rural and urban India;

b) To develop the required capability and self-reliance of beneficiaries at the grass roots, in the belief that these are prerequisites for social and economic development;

c) To pursue CSR Programmes primarily in areas that fall within the economic vicinity of the Company's operations to enable close supervision and ensure maximum development impact;

d) To carry out CSR Programmes in relevant local areas to fulfill commitments arising from requests by government/regulatory authorities;

e) To provide equal opportunities to beneficiaries of the Company's CSR Programmes such as vendors or employees on merit;

f) To promote sustainability in partnership with industry associations, like the Bengal Chamber of Commerce & Industry, Indian Chamber of Commerce, Confederation of Indian Industry (CII), Indo-German Chamber of Commerce, etc. of which the Company is a member through various activities and programmes.

2. **Composition of CSR Committee:**

Sl. No.	Name of Directors	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Sanjay Bagaria	Non-Executive Chairman	1	1
2.	Ms. Nayantara Palchoudhuri	Independent Director	1	1
3.	Mr. Indrajit Sen	Managing Director	1	1

ANNEXURE – II of the Board's Report (Contd.)

3. **The web-links where composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company are provided below:**

The composition of the CSR Committee:	https://internationalcombustion.in/board-of-directors/
The CSR Policy and CSR projects	https://internationalcombustion.in/wp-content/themes/ic/pdf/CSR_Policy.pdf

4. **The executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable :** Not Applicable.

5. (a) Average net profit of the company as per section 135(5): ₹ 1912.89 Lakhs
   (b) Two percent of average net profit of the company as per section 135(5): ₹ 38.26 Lakhs
   (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)]: ₹ 38.26 Lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Projects): ₹ 38.26 Lakhs
   (b) Amount spent in Administrative Overheads: Nil
   (c) Amount spent on Impact Assessment, if applicable: Not Applicable
   (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 38.26 Lakhs
   (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ In Lakhs)	Amount Unspent (₹ In Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
38.26	-	-	-	-	-

   (g) Excess amount for set off, if any

(₹ In Lakhs)

Sl. No.	Particular	Amount
(i)	Two percent of average net profit of the Company as per section 135(5)	38.26
(ii)	Total amount spent for the Financial Year	38.26
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set-off in succeeding financial years [(iii)-(iv)]	-

ANNEXURE – II of the Board's Report (Contd.)

7. **Details of Unspent CSR amount for the preceding three financial years:**

(₹ In Lakhs)

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Section 135 (6)	Balance Amount in Unspent CSR Account under Section 135(6)	Amount spent in the Financial Year	Amount transferred to a Fund specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount	Date of transfer		
1.	2024-25	-	-	-	-	-	-	-
2.	2023-24	-	-	-	-	-	-	-
3.	2022-23	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through CSR spent in the financial year: No

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

For and on behalf of the Board of Directors

Indrajit Sen
Managing Director
DIN:00216190

Sanjay Bagaria
Chairman, CSR Committee
DIN: 00233455

Date: 28th May 2026
Place: Kolkata

ANNEXURE – III of the Board's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
International Combustion (India) Limited
Infinity Benchmark, 11th Floor, Plot No. G-1
Block EP & GP, Sector – V,
Salt Lake Electronics Complex,
Kolkata – 700 091

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, 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 on 31st March, 2026 [hereinafter called the "Audit Period"], complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);

(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 (**Not applicable to the Company during the Audit Period**);

ANNEXURE – III of the Board's Report (Contd.)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Audit Period);**

(e) 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;

(f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);

(g) The Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;

(h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company during the Audit Period**).

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

(i) Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and approved by the Ministry of Corporate Affairs, Government of India; and

(ii) The Listing Agreement entered into by the Company with BSE Limited (BSE).

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

I further report that adequate systems and processes are in place in the Company to monitor and ensure compliance with the general laws including labour laws, industrial laws, competition law, environmental laws, foreign trade laws, foreign exchange laws and other State legislations, local and municipal laws as are applicable to the Company and its various establishments.

Based on the Statutory Auditors' Report on the Annual Financial Statements for the financial year ended 31st March 2026, I report that the Company is largely compliant with the financial and tax laws relating to income tax, wealth tax, excise duty, customs duty, service tax, Research & Development Cess, Central Sales Tax, Value-added tax, local sales tax, entry tax, Goods & Services Tax (GST), Octroi Duty, Profession & Employment Taxes and other State, local and municipal taxes, duties and cesses as are applicable to the Company and its various establishments.

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. The changes in the composition of the Board of Directors of the Company that took place during the period under review were carried out in compliance with the provisions of the Act.

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

ANNEXURE – III of the Board's Report (Contd.)

Decisions at the Board & Committee meetings are generally carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. However, in case of dissent or abstention, majority decision is carried through while the dissenting/ abstaining members' views are captured and recorded as part of the minutes. Directors interested in a particular business/ matter do not participate in the discussions or voting on the matter in accordance with the Act.

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 shareholders of the Company, by way of a Special Resolution passed at the 89th Annual General Meeting held on 10th September 2025, approved the revision in remuneration payable to Mr. Rana Pratap Singh for the remaining period of his tenure from 1st May 2025 to 30th April 2026, in accordance with the applicable provisions of the Companies Act, 2013.

Arup Kumar Roy
Company Secretary in Practice
Membership No. ACS-6784
Certificate of Practice No. 9597
UDIN: A006784H000526897

Date : 28th May 2026
Place : Kolkata

This report is to be read with my letter of even date which is annexed and marked as 'Annexure A' and forms an integral part of this Report.

'Annexure A'

To,
The Members,
International Combustion (India) Limited
Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP & GP, Sector – V,
Salt Lake Electronics Complex,
Kolkata – 700 091

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Arup Kumar Roy
Company Secretary in Practice
Membership No. ACS-6784
Certificate of Practice No. 9597
UDIN: A006784H000526897

Date: 28th May 2026
Place: Kolkata

ANNEXURE – IV of the Board's Report

PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

[*Pursuant to clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014*]

(A) Conservation of energy -

I. (a) **The steps taken for conservation of energy:**

1. The Company has undertaken energy conservation programme at all its establishments, including plants,
2. Low power consuming systems have been installed wherever considered appropriate, and
3. High power consuming systems are being replaced by low power consuming units.

(b) **Impact of the steps taken on conservation of energy:**

1. Continuous savings in cost of energy, and
2. Improvement in Power factor.

II. The steps taken by the Company for utilising alternate sources of energy – The Company is considering the alternative sources of energy wherever applicable.

III. The capital investment on energy conservation equipments – An amount as necessary shall be considered for allocation on energy conservation purpose during the financial year ending 31st March 2026.

(B) Technology absorption -

I. **Research & Development** (R & D)

i) **Specific Areas:**
The Company's in-house R & D department is engaged in the continuous upgradation of all equipments manufactured by the Company.

ii) **Benefits derived:**
Customer satisfaction and generation of more inquiries for the equipments manufactured by the Company.

iii) **Future plan of action:**
The Company shall continue its program of upgradation in line with the international business requirements.

II. **Technology Absorption, Adaptation and Innovation**

i) **Efforts made:**
The Company is in regular touch with its overseas technical collaborators for selection and upgradation of the equipments manufactured.

ii) **Benefits derived:**
The Company is updated with development in technology available in the international market.

iii) **Imported Technology:**

Technology imported	Year of Import	Has Technology been fully absorbed	If not absorbed, areas where this has not taken place, reasons therefore & future plans of action
The Company has obtained and implemented the technology imported from various overseas technical collaborators for different products. All developments done at the collaborators' end are transferred to the Company from time to time.			

C) Foreign exchange Earnings and Outgo -

During the year, foreign exchange earnings were ₹1314.36 Lakhs (Previous Year ₹ 1308.29 lakh) against outgo of ₹ 835.80 Lakhs (Previous Year ₹1345.70 lakh).

For and on behalf of the Board of Directors

Sanjay Bagaria
Chairman
DIN: 00233455

Date: 28th May 2026
Place: Kolkata

Management Discussion and Analysis Report

The Management Discussion & Analysis Report for the financial year ended 31st March 2026, as required under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V thereto, is presented below:

1. Industry Structure & Developments

During the Financial Year under review, the Company recorded Revenue from Operations of ₹ 294.40 Crores as against ₹ 292.98 Crores during the previous financial year, registering a marginal increase in revenue. Loss before tax from operations stood at ₹ 3.20 Crores as against a Profit before tax of ₹ 13.54 Crores in the previous financial year.

The capital goods industry where your company is active, witnessed a challenging business environment during the year under review. Demand from core sectors such as steel, mining, cement and infrastructure remained uneven due to deferment of capital expenditure by customers and delays in execution of industrial projects. Volatility in raw material prices, logistics constraints and pressure on supply chains also impacted operational efficiencies and project execution timelines.

Despite these challenges, the Company continued to maintain its market presence across its major business verticals, namely Heavy Engineering, Geared Motors & Industrial Gear Boxes and Building Materials. The Company also continued its efforts towards technology upgradation, operational efficiency and strengthening customer relationships.

2. Strength & Opportunities

The Company continues to enjoy a strong reputation in the market for quality engineering products and customised solutions. The Heavy Engineering Division and the Geared Motor & Industrial Gear Box Division are recognised for their technological capabilities, engineering expertise and established customer base across various industries.

The Company's long-standing technical collaborations and continuous product development initiatives enable it to offer reliable and technologically advanced products to customers in India and overseas.

The Building Material Division, operating with advanced technology under licence agreement with CAPA, Spain, has received encouraging market response. Increasing urbanisation, infrastructure growth and rising demand for high-quality construction materials are expected to create significant growth opportunities for this business segment in the coming years.

The Company also sees considerable growth potential in the Industrial Gear Box business under the brand name "IC TORQUE DRIVE", which has been introduced in line with the "Make in India" initiative. The Company expects this vertical to contribute meaningfully to future growth.

3. Threats

The Company operates in the capital machinery & equipment as well as industrial chemicals sectors, where demand is largely dependent on investments in core industries such as steel, mining, cement, power and infrastructure. Any slowdown in economic activity, reduction in capital expenditure or deferment of projects by customers may adversely impact the Company's order inflow, execution cycle and overall business performance.

Management Discussion and Analysis Report (Contd.)

The Company continues to face challenges arising from volatility in prices of steel and other key raw materials, inflationary trends, supply chain disruptions and fluctuations in foreign exchange rates. In addition, intense competition from domestic as well as international manufacturers, including low-cost imports, exerts pressure on pricing, margins and market share.

The Company remains focused on improving operational efficiencies, cost optimisation, product quality and customer service in order to mitigate the impact of these challenges.

4. Risks & Concerns

The Company has an established Risk Management framework designed to identify, assess, monitor and mitigate various business risks on a continuous basis. The Risk Management Plan approved by the Board provides for periodic review of operational, financial, strategic and regulatory risks and implementation of appropriate mitigation measures.

The key risks faced by the Company include fluctuations in raw material prices, competitive market conditions, working capital management, liquidity constraints, supply chain disruptions and changes in regulatory policies.

Managing receivables and ensuring timely collection of dues from customers continue to remain important areas of focus considering the nature of the Company's business and project execution cycle.

The management continuously reviews risk mitigation strategies and internal processes to minimise the impact of such risks on the Company's operations and financial performance.

5. Outlook

The Company presently operates through three strategic business segments/divisions, namely:

- Heavy Engineering Division;
- Geared Motors & Industrial Gear Box Division; and
- Building Material Division.

The Company remains cautiously optimistic regarding future business prospects considering the expected recovery in infrastructure and industrial investments and increasing emphasis on domestic manufacturing initiatives.

Future outlook for these segments is given below:-

Heavy Engineering Division

The Heavy Engineering Division caters primarily to steel, mining, mineral beneficiation and material handling industries. Though demand from these sectors remained subdued during the year under review, the Company expects gradual improvement in business conditions driven by infrastructure development and revival in industrial investments.

The Company continues to focus on strengthening execution capabilities, improving operational efficiencies and expanding customer reach in this segment.

Management Discussion and Analysis Report (Contd.)

Geared Motor & Industrial Gear Box Division

The Geared Motor Division manufactures geared motors under licence from Bauer, Germany, catering to OEMs and various industries including steel, mining, power and material handling.

The Company expects steady growth in this segment supported by increased industrial activity and demand for efficient drive solutions.

The market response to Industrial Gear Box has been encouraging and the Company expects this vertical to emerge as an important contributor to future business growth.

The market response to the Industrial Gear Box vertical has been encouraging. With growing acceptance across industrial sectors and continued focus on expanding the product range, the Company expects this business segment to emerge as an important contributor to future growth and profitability.

Building Material Division

The Building Material Division manufactures advanced dry mortar and related products using technology licensed from CAPA, Spain. The products have received positive response in the market owing to their superior quality, consistency and technological advantages.

The Company is undertaking various initiatives to strengthen its marketing and distribution network with a view to improving market penetration and expanding customer reach. The Company also plans to introduce high-end waterproofing systems and expects significant growth opportunities in this sector driven by increasing demand from the construction and infrastructure industries.

6. Internal Control Systems and their Adequacy

The Company has adequate Internal Financial Control Systems commensurate with the size, nature and complexity of its operations. These systems are designed to ensure safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

The Company has implemented various policies and procedures including Code of Conduct, Vigil Mechanism (Whistle Blower Policy), Related Party Transactions Policy and Risk Management framework to ensure compliance with applicable laws and corporate governance standards.

The Internal Control Systems are routinely tested by the Management, the Statutory Auditors and the Internal Auditors, who submit their Reports on half-yearly basis to the Management and the Audit Committee. The Audit Committee reviews the reports of the Internal Auditors and addresses significant issues raised by both the Internal Auditors and the Statutory Auditors.

The Audit Committee also follows up on the implementation of the corrective actions suggested by the Auditors in order to ensure the adequacy of the Internal Control Systems.

Management Discussion and Analysis Report (Contd.)

7. Financial /Operational Performance

(₹ in lakh)

Particulars	2025-26	2024-25
Revenue from operations	29,340	29,298
Profit/ (Loss) before exceptional items, extra-ordinary items and tax	(269)	1,354
Exceptional items	51	-
Profit/ (Loss) before extra-ordinary items and tax	(320)	1354
Extra-ordinary item	-	281
Profit/ (Loss) before tax	(320)	1635
Profit/ (Loss) for the year after tax	(239)	1495
Net Cash Flow from Operations	2,286	1,235
Profit/ (Loss) before tax to Sale (%)	(0.92)	4.62
Basic EPS (₹)	(10.01)	62.54

8. Segment-wise Performance

(₹ in lakh)

Particulars	2025-26	2024-25
Segment revenue (Sales & Other Operating Income)		
a) Mineral & Material processing & Handling Equipment	17,304	19,714
b) Geared Motor and Gear Box	8,183	7,584
c) Building Material	4,368	2,516
Net Sales/Income & Inter-Divisional Transfer	**29,855**	**29,814**
Less: Inter-Segment Transfer	515	516
Net Sales/Income from Operations	**29,340**	**29,298**
Segment Result (Profit before tax & Interest)		
a) Mineral & Material processing & Handling Equipment	3,936	5,320
b) Geared Motor and Gear Box	(325)	(70)
c) Building Material	(329)	(255)
Total	**3,282**	**4,994**
Less : Finance Cost	346	500
Other Unallocable Expenditure, net of unallocable Income	3,256	3,141
Total Profit/(Loss) before tax from Operations	**(320)**	**1,354**

9. Details of Key Financial Ratios & Return on the Net Worth

Details of Key Financial Ratios, alongwith detailed explanations for significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) and Return on Net Worth, alongwith detailed explanations for any changes in the same as compared to the immediately previous financial year are given below :-

Sl. No.	Particulars	Current FY ended March 31, 2026	Previous FY ended March 31, 2025	% Change between Current FY & Previous FY
1	Debtors' Turnover Ratio	4.06	4.09	(0.73)
2	Inventory Turnover Ratio	4.44	4.25	4.47
3	Interest Coverage Ratio	0.08	4.27	(98.12)
4	Current Ratio	1.72	1.87	(8.02)
5	Debt Equity Ratio	0.21	0.24	(12.5)
6	Operating Profit Margin (%)	2.13	9.42	(77.39)
7	Net Profit Margin (%)	(0.82)	5.16	(115.89)
8	Return on Net Worth (%)	(1.83)	11.18	(116.37)

Notes: 1. The above ratios are based on the financial statements of the Company.

2. Previous year's figures have been rearranged wherever necessary.

Management Discussion and Analysis Report (Contd.)

3. Interest Coverage Ratio declined substantially during the financial year 2025-26 due to the higher interest costs and lower Earnings before Interest & Taxes during the said financial year.
4. Due to the higher operating costs without growth in sales during the year under review, the operating profit margin during the said year showed significant decline.
5. Due to the higher operating costs without growth in sales during the year under review, the net profit margin during the said year showed decline.
6. Due to the higher operating costs without growth in sales during the year under review, the return on net worth during the said year showed significant decline.

10. Human Resources/Industrial Relations

The Company continues to focus on development of human resources through various training, skill enhancement and employee engagement initiatives across all divisions and operational areas.

Industrial relations at all units and offices of the Company remained cordial during the year under review. The management maintains continuous interaction with employees and workmen to ensure a productive and harmonious work environment.

The total number of employees of the Company as on 31st March 2026 was 585.

11. Cautionary Statement

Certain statements in this reports relating to Company's objectives, outlooks, projections, expectations etc. may be "forward looking statements" within the meaning of the applicable laws and regulations. Although the Company believes that the expectations reflected in such "forward looking statements" are reasonable, the Company does not and cannot guarantee the accuracy of various assumptions underlying such expectations. Accordingly, actual results or performance could differ materially from such expectations, projections etc., whether expressed or modified, due to changes in global economy and business conditions, changes in political environment, changes in Government regulations, tax laws, external economic condition affecting demand and supply, price conditions in the market in which the Company operates, natural phenomena such as flood and earthquake, customers' strategies etc. over which the Company does not have any control. The Company does not assume any responsibility/obligation in respect of such forward-looking statement which may undergo changes in future on the basis of subsequent developments or events.

For and on behalf of the Board of Directors

Sanjay Bagaria
Chairman
DIN: 00233455

Date : 28th May 2026
Place : Kolkata

Corporate Governance Report

INTRODUCTION

The Company's Corporate Governance Report for the financial year ended 31st March 2026 as required under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') read with Schedule V to the said Regulations, is furnished hereinbelow:

A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The philosophy of the Company is to aim for optimum performance at all levels. For achieving the same, the Company follows the basic Corporate Governance principles and practices viz. fair and transparent business practices, effective management control by the Board, compliance of laws, monitoring of executive performance, accountability for performance, responsibilities of the Board of Directors and monitoring of business risks. The Company believes that good Corporate Governance generates from the mind-set of the organisation and is based on the principles of equity, accountability and commitment to do things in a manner where the resources available can be effectively utilised to meet the stakeholders' aspirations and social expectations.

The Company consistently strives to protect and facilitate the exercise of shareholders' rights, to provide adequate and timely information to shareholders on relevant matters and to ensure equitable treatment of all shareholders. The Company recognizes the rights and interests of all its various stakeholders and seeks to encourage co-operation with them.

B. BOARD OF DIRECTORS

(i) Composition of the Board:

The Company recognizes the importance of a diverse and balanced Board in driving sustainable growth and long-term value creation. The Board of Directors is entrusted with the overall responsibility for the management, strategic direction, governance, and performance of the Company. It exercises its powers and discharges its duties in accordance with applicable laws, regulations, and the highest standards of corporate governance. In compliance with Section 149 of the Companies Act 2013 (hereinafter referred to as 'Act') and Regulation 17(1) of the SEBI Regulations, the Board comprises an optimum combination of Executive, Non-Executive, and Independent Directors, including one Woman Independent Director. This balanced composition promotes diversity of thought, independent judgment, and effective decision-making. As on March 31, 2026, the Board consisted of 6 (six) Directors, comprising 2 (two) Executive Directors, namely the Managing Director and the Whole-time Director, and 3 (three) Non-Executive Independent Directors, including 1 (one) Women Director and 1 (one) Non-Executive Promoter Director. The Chairperson of the Board is a Non-Executive Promoter Director. The Directors collectively bring a broad range of professional expertise, industry knowledge, and leadership experience, enabling the Board to provide effective oversight, strategic guidance, and direction to the Company in pursuit of its long-term objectives.

(ii) Meeting of the Board of Directors

The meetings of the Board are usually held at the Registered Office of the Company at Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector V, Salt Lake Electronics Complex, Kolkata – 700091. During the financial year 2025-26, the Board met 5 (Five) times, i.e., on 28th

Corporate Governance Report (Contd.)

April 2025, 26th May 2025, 31st July 2025, 4th November 2025 and 6th February 2026. The maximum gap between two Board meetings held during the year was not more than 120 days. The Board meets at least once in every quarter to review quarterly financial results, operational performance, compliance status, and other matters as specified in the agenda. The information as required under Regulation 17(7) of the SEBI Listing Regulation, read with Part A of Schedule II to the said Regulations is made available periodically to the Board.

(iii) Attendance of Directors at Board Meetings and AGM, Directorships, Committee Positions and Shareholding

Details of the attendance of the Directors at the Board Meetings held during the year ended 31st March, 2026 and at the last Annual General Meeting ("AGM"), together with the number of Directorships held in public companies, Committee Memberships/Chairpersonships, and the Directors' shareholding as on the date of this Report, are set out below:

Sr. No.	Name of the Director, DIN and Category	Number of Board Meetings held during the year	Number of Board Meetings attended during the year	Whether attended last AGM held on 10th September 2025	Directorships in public companies*	Number of Committee positions held in public companies #		Holding in Company's shares
						Chairperson	Member	
1.	Mr. Sanjay Bagaria DIN: 00233455 (Chairman, Non-Executive, Promoter)	5	5	Yes	4	1	1	45,900
2.	Mr. Indrajit Sen DIN :00216190 (Managing Director, Non-Promoter)	5	5	Yes	1	-	2	-
3.	Mr. Srikumar Menon DIN: 00470254 (Independent Non-Executive)	5	5	Yes	3	2	2	-
4.	Mr. Sandipan Chakravortty DIN: 00053550 (Independent Non-Executive)	5	5	Yes	4	-	2	-
5.	Ms. Nayantara Palchoudhuri DIN:00581440 (Independent Non-Executive)	5	5	Yes	7	-	4	-
6.	Mr. Rana Pratap Singh DIN:10186266 (Executive, Whole-time Director, Non-Promoter)	5	5	Yes	1	-	-	-

* For the purpose of computing directorship in public companies, only listed [including International Combustion (India) Limited] and other public companies have been considered.

Corporate Governance Report (Contd.)

Pursuant to Regulation 26 of the SEBI Listing Regulations, Chairpersonships and Memberships of Audit Committee and Stakeholders' Relationship Committee in all listed public companies [including International Combustion (India) Limited] have been considered.

Note: *The Directorships and Committee Memberships/Chairpersonships of all Directors are based on the latest disclosures received by the Company from the Directors and the number of such Directorships and Committee Memberships/Chairpersonships is within the limits prescribed under the Act and the SEBI Listing Regulations.*

(iv) Disclosure of Directors Relationship Inter-se

None of the Directors on the Board of the Company are related to each other.

(v) Directorships held by Directors in other Listed Entities and Category of Directorship

The names of the other listed entities where the directors of the Company are also a director and the category of their directorships therein as on 31st March 2026 are set out below:

Sr. No.	Name of the Director	Directorships in other listed entities	Category of Directorship
1.	Mr. Sanjay Bagaria	-	-
2.	Mr. Indrajit Sen	-	-
3.	Mr. Srikumar Menon	Goodricke Group Limited	Independent Director
4.	Mr. Sandipan Chakravortty	Ramkrishna Forgings Limited	Independent Director
		Asian Hotels (East) Limited	Independent Director
5.	Ms. Nayantara Palchoudhuri	Rossell India Limited	Independent Director
		Titagarh Rail Systems Limited	Independent Director
		Nicco Parks & Resorts Limited	Independent Director
		Jay Shree Tea And Industries Limited	Independent Director
6.	Mr. Rana Pratap Singh	-	-

(vi) Core skills/expertise/competencies identified by the Board of Directors

The Board of Directors has identified the following core skills, expertise and competencies required in the context of the Company's business and sectors for effective functioning of the Board. The Board is satisfied that these skills, expertise and competencies are adequately represented among its members:

Corporate Governance Report (Contd.)

Sr. No.	Core skill/ expertise/ competency required by Board as identified by it	Whether available with the Board and the names of the Directors who possess the same
1.	In-depth technical and business knowledge of the Heavy Engineering Industry	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen, Mr. Rana Pratap Singh and Mr. Sandipan Chakravortty)
2.	In-depth technical and business knowledge of the Geared Motors/ Gear Boxes Industry	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen and Mr. Sandipan Chakravortty)
3.	In-depth technical and business knowledge of the Building Materials/ Construction / Real Estate / Infrastructure Industry	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen and Mr. Sandipan Chakravortty)
4.	Knowledge of accounting, financial management and audit areas	Yes (Mr. Indrajit Sen, Mr. Srikumar Menon and Mr. Sandipan Chakravortty)
5.	Knowledge of legal/ regulatory/ secretarial / compliance and corporate governance areas	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen, Mr. Srikumar Menon, Mr. Sandipan Chakravortty and Ms. Nayantara Palchoudhuri)
6.	Knowledge of other functional business areas like purchases & procurement, sales & marketing and human resources management & general administration	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen, Mr. Rana Pratap Singh, Mr. Srikumar Menon, Mr. Sandipan Chakravortty and Ms. Nayantara Palchoudhuri)
7.	Knowledge of risk management areas	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen, Mr. Srikumar Menon and Mr. Sandipan Chakravortty)
8.	Knowledge of environmental management, sustainable development and Corporate Social Responsibility (CSR) areas	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen, Mr. Rana Pratap Singh, Mr. Srikumar Menon, Mr. Sandipan Chakravortty and Ms. Nayantara Palchoudhuri)

(vii) Independent Directors

All the Independent Directors of the Company have been appointed as per the provisions of the Act and the SEBI Listing Regulations. Formal letters of appointment are issued to the Independent Directors after their appointment. As required by Regulation 46 of the SEBI Listing Regulations, the terms and conditions of their appointment have been disclosed on the website of the Company at https://internationalcombustion.in/wp-content/uploads/2026/06/Terms-Conditions-of-Appointment-of-Independent-Non-Executive-Director.pdf.

The Board has taken on record the declaration submitted by the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which existed or may be reasonably anticipated that could impair their ability to discharge their duties.

In the opinion of the Board, the Independent Directors fulfil the conditions of independence prescribed in the Act and the SEBI Listing Regulations and are independent of the Management.

Further, the Independent Directors in terms of Section 150 of the Act, read with the Rules framed thereunder, have confirmed that they have enrolled themselves in the Independent Director's Databank maintained with the Indian Institute of Corporate Affairs ('IICA'). They are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

Corporate Governance Report (Contd.)

(viii) Performance Evaluation criteria of the Board / Independent Director

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the performance evaluation of the Independent Directors is conducted annually by the Board of Directors, excluding the Director being evaluated. The evaluation framework has been formulated by the Nomination and Remuneration Committee and approved by the Board. The evaluation criteria, inter alia, include:

(i) Adequacy of preparation for Board and Committee meetings;

(ii) Effectiveness of participation and contribution at Board and Committee meetings;

(iii) Quality of insights, guidance and observations provided on matters placed before the Board and its Committees;

(iv) Ability to express independent and constructive views;

(v) Time commitment and contribution beyond formal Board and Committee meetings;

(vi) Understanding of the Company's business, industry, operations and strategic requirements; and

(vii) Degree of confidence, trust and respect enjoyed among fellow Board members and the senior management.

In accordance with the provisions of the Act and the SEBI Listing Regulations, a separate meeting of the Independent Directors is held at least once in a financial year without the presence of Non-Independent Directors and members of the management. During such meeting, the Independent Directors review the performance of Non-Independent Directors, and the Board as a whole and also assess the quality, quantity and timeliness of flow of information between the Company's management and the Board, which is necessary for the Board to effectively and reasonably discharge its responsibilities.

(ix) Familiarisation Programme for Independent Directors

In accordance with the provisions of Regulation 25 of the SEBI Listing Regulations, the Company conducts structured familiarisation programmes for its Independent Directors. These programmes are designed to enable them to gain insights into their roles, rights, and responsibilities within the Company, as well as to provide an understanding of the nature of the industry, the Company's business model, key operational and strategic matters. The familiarisation process is ongoing and includes presentations, interactions with senior management, and updates on regulatory developments and industry trends to facilitate informed and effective participation in Board and Committee meetings. Details of the familiarisation programmes imparted to Independent Directors are available on the Company's website at https://internationalcombustion.in/wp-content/uploads/2026/04/Familiarization-Programme-for-Independent-Directors.pdf.

(x) Brief Note to the Director Seeking appointment or re-appointment at 90th AGM

As required under Regulation 36(3) of the SEBI Listing Regulations, necessary particulars relating to Directors seeking appointment and re-appointment have been included in the Notice convening the 90th Annual General Meeting ("AGM") of the Company. The details of such Directors (s) proposed for appointment/re-appointment at the forthcoming AGM form part of the said Notice and are being circulated to the shareholders in accordance with applicable regulatory requirements.

Corporate Governance Report (Contd.)

(xi) Committees of Board:

The Board has constituted various committees in accordance with the requirements of the Act and the SEBI Listing Regulations, to facilitate effective governance and enable focused consideration of specific matters. These committees' function within the scope of authority delegated to them by the Board and make informed decisions on matters falling within their respective terms of reference.

The Company Secretary and Compliance Officer acts as the Secretary to all the Committees of the Board.

The Committees of the Board have been constituted in compliance with the applicable provisions of the Act and the SEBI Listing Regulations and comprise the following:

i. Audit Committee;

ii. Nomination and Remuneration Committee;

iii. Share Transfer and Stakeholders' Relationship Committee; and

iv. Corporate Social Responsibility Committee.

C. AUDIT COMMITTEE

The Board has constituted a qualified and independent Audit Committee in compliance with the requirements of Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act. The members of the Committee are financially literate and possess relevant expertise in financial management, accounting and audit matters, thereby ensuring effective financial oversight and strengthening corporate governance practices. The Audit Committee acts as a vital link between the management, statutory auditors and internal auditors on one hand, and the Board of Directors on the other. The Committee provides oversight of the Company's financial reporting process and ensures the integrity, adequacy and credibility of financial disclosures.

(i) Terms of reference

The terms of reference of the Audit Committee are in line with Regulation 18 of the SEBI Listing Regulations, read with Part C of Schedule II thereto and Section 177 of the Act. The broad terms of reference, inter alia, include the following:

- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditors, Cost Auditors, Internal Auditors and Tax Auditors and fixation of their fees;
- Approval of payment for any other services rendered by Statutory Auditors;
- Reviewing the Quarterly/Half Yearly Financial Results and the Audited Financial Results before they are submitted to the Board for their approval;
- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Granting prior approval for related party transactions;
- Granting omnibus approval to material related party transactions in accordance with the Related Party Transactions Policy of the Company;
- Scrutiny of inter-corporate loans and investments;

Corporate Governance Report (Contd.)

- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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 review the functioning of the Vigil/Whistle Blower mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- Review of the following -
  a. Management discussion and analysis of financial condition and results of operations;
  b. Internal Audit Reports.

(ii) Composition, name of Members, Chairperson, Meetings and Attendance

The Audit Committee of the Board of Directors of the Company comprised of 3 (three) Directors, 2 (two) of whom are Independent, Non-Executive Directors. The Chairperson of the Committee is an Independent Non-Executive Director. The composition of the Audit Committee is in line with the Regulation 18 of the SEBI Listing Regulations and the provisions of the Act.

During the year ended 31st March 2026, 4 (four) Meetings of the Audit Committee were held on 26th May 2025, 31st July 2025, 4th November 2025 and 6th February 2026. The composition of the Audit Committee along with the attendance of each member during the year are given below:-

Name of Directors	Chairperson/ Member	Category	Committee Meetings	
			Held	Attended
Mr. Srikumar Menon	Chairperson	Independent, Non-Executive Director	4	4
Mr. Indrajit Sen	Member	Managing Director	4	4
Mr. Sandipan Chakravortty	Member	Independent, Non-Executive Director	4	4

The requisite quorum was present at the meetings. Audit Committee Meetings are also attended by the other Board Members. The Statutory Auditors, Internal Auditors and Chief Financial Officer are permanent invitees to the Audit Committee meetings. The Company Secretary acts as the Secretary of the Audit Committee.

D. NOMINATION & REMUNERATION COMMITTEE

The Board has constituted an independent Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, knowledge, experience, independence, and diversity on the Board, and for overseeing succession planning and appointment procedures for Directors and Senior Management. It formulates policies

Corporate Governance Report (Contd.)

on remuneration, performance evaluation, and Board diversity in line with the Act and the SEBI Listing Regulations. The Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

(i) Terms of reference

The brief terms of reference of the Nomination and Remuneration Committee, inter alia, include the following:

- Recommending to the Board the appointments/ re-appointments of Directors and of other Key Managerial Personnel,
- Formulation of criteria for determining qualifications, positive attributes and independence of a Director,
- Recommending to the Board of Directors, the remuneration payable to the Managing Director and other Key Managerial Personnel of the Company,
- Recommending to the Board, the Remuneration Policy of the Company,
- Devising a Policy on Board Diversity,
- Formulation of criteria for performance evaluation of all Directors and the Board as a whole.

(ii) Composition, name of Members, Chairperson, Meetings and Attendance

The Nomination & Remuneration Committee of the Board of Directors of the Company comprised of 3 (three) Non-Executive Directors, 2 (two) of whom are Independent, Non-Executive Directors. The Chairperson of the Committee is an Independent Non-Executive Director.

During the year ended 31st March 2026, 2 (two) Meetings of the Committee were held on 28th April 2025 and 6th February 2026. The composition of the Committee along with the attendance of each member during the year are given below:-

Name of Directors	Chairperson/ Member	Category	Committee Meetings	
			Held	Attended
Ms. Nayantara Palchoudhuri	Chairperson	Independent, Non-Executive Director	2	2
Mr. Srikumar Menon	Member	Independent, Non-Executive Director	2	2
Mr. Sanjay Bagaria	Member	Non-Executive Director	2	2

(iii) Remuneration Policy

The Board of Directors of the Company has on the recommendation of the Nomination & Remuneration Committee of the Board approved a Nomination and remuneration Policy of the Company. The Policy is available on the Company's website at https://internationalcombustion.in/wp-content/uploads/2026/06/Nomination-and-Remuneration-Policy.pdf.

(iv) Criteria for Making Payments to Non-Executive Directors

Non-Executive Directors are entitled to receive sitting fees for attending meetings of the Board and its Committees, as approved by the Board and within the limits prescribed under the Act and the SEBI Listing Regulations. The criteria of making payments to non-executive directors has

Corporate Governance Report (Contd.)

been disseminated on the Company's website at https://internationalcombustion.in/wp-content/uploads/2026/05/Criteria-of-Making-Payments-to-the-Non-Executive-Directors-of-the-Company.pdf.

(v) **Remuneration of Directors**

₹ In Lakhs

Name of Directors	Salary	Perquisites & Allowances	Commission	Sitting Fees	Service contracts, notice period and severance fees	No. of Shares/ Convertible instruments held
Mr. Indrajit Sen, Managing Director	151.00	151.00	–	–	Period of reappointment: 3 years (from 1st May 2024 to 30th April 2027), liable to retire by rotation. Notice period: 6 (six) months' notice in writing or salary in lieu thereof and no severance fees.	-
Mr. Rana Pratap Singh, Executive, Whole-time Director	73.42	73.40	–	–	Period of reappointment: 3 years (from 1st May 2026 to 30th April 2029 subject to approval of shareholders at ensuing general meeting), liable to retire by rotation. Notice period: 6 (six) months' notice in writing or salary in lieu thereof and no severance fees	-
Mr. Sanjay Bagaria, Chairman, Non-Executive, Promoter	–	-	–	4.40	Liable to retire by rotation	45,900
Mr. Sandipan Chakravortty, Independent Non-Executive	–	-	–	4.00	Reappointed as Independent Director for second term of 5 years effective from 7th February 2025 to 6th February 2030	-
Ms. Nayantara Palchoudhuri, Independent Non-Executive	–	-	–	4.80	Appointed as Independent Director for a period of 5 years effective from 26th July 2022 to 24th July 2027	-
Mr. Srikumar Menon, Independent Non-Executive	–	-	–	4.80	Appointed as Independent Director for a period of 5 years effective from 25th July 2023 to 24th July 2028	-

- Pursuant to the Act, all the Directors except the Independent Directors, are liable to retire by rotation.
- There are no stock options available/ issued to any Director of the Company.
- The Non-Executive Chairman is entitled to receive Commission @ 4% of the net profits of the Company for a period of three years commencing from the financial year 2024-25, as recommended by the Nomination & Remuneration Committee and approved by the Board and the shareholders.

Corporate Governance Report (Contd.)

- The Managing Director is entitled to receive Commission @ 1% of the net profits of the Company for a period of three years commencing from the financial year 2024-25, as recommended by the Nomination & Remuneration Committee and approved by the Board and the shareholders.
- Non-Executive Directors are paid a sitting fee of ₹ 40,000 per meeting for attending meetings of the Board and/or its Committees.
- Except for the commission and sitting fees, as applicable, disclosed above, the Non-Executive Directors, including Independent Directors, do not have any other pecuniary relationship with, or transactions vis-à-vis, the Company.
- There are no other performance-linked incentives enjoyed by any other Director of the Company.

(vi) Performance evaluation criteria for Independent Directors

The performance evaluation criteria for the Independent Directors, as formulated by the Nomination and Remuneration Committee and approved by the Board, are set out in Section B(viii) of this Report.

E. SHARE TRANSFER & STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board has constituted a Share Transfer and Stakeholders' Relationship Committee in accordance with the provisions of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations.

The Committee oversees and ensures the efficient redressal of shareholders' and investors' grievances and also supervises matters relating to transfer, transmission, dematerialisation, rematerialisation and other allied share-related activities.

(i) Terms of reference

The brief terms of reference of the Share Transfer and Stakeholders' Relationship Committee include, inter alia:

- To approve, register and effect transfers, transmissions and transpositions of securities, including the authority to approve or reject such requests, in accordance with the provisions of the Act, the Securities Contracts (Regulation) Act, 1956, as amended, and the SEBI Listing Regulations, as amended, and other applicable laws, rules and circulars.
- To oversee and process investor service requests relating to securities in dematerialised form, including requests for split, consolidation, renewal/exchange of securities, issue of duplicate securities in lieu of lost/mutilated certificates, endorsement, sub-division, consolidation of folios and other related services, in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended, and applicable SEBI circulars.
- To redress shareholders'/investors' grievances, including complaints relating to non-receipt of Annual Reports, non-receipt of declared dividends, non-credit of securities in demat accounts, and issues arising from transfer, transmission, transposition and other investor service requests, and to ensure timely resolution in accordance with applicable regulatory requirements.

Corporate Governance Report (Contd.)

(ii) Composition, name of Members, Chairperson, Meetings and Attendance

The Share Transfer and Stakeholders' Relationship Committee of the Board of Directors of the Company comprised of 3 (three) Directors, 1 (one) of whom is Independent, Non-Executive Director. The Chairperson of the Committee is a Non-Executive Director. The Company Secretary and Compliance Officer acts as the Secretary of the Share Transfer and Stakeholders' Relationship Committee.

The composition of the Committee is in line with the Regulation 20 of the SEBI Listing Regulations and the provisions of the Act.

During the year ended 31st March 2026, 3 (three) Meetings of the Share Transfer and Stakeholders' Relationship Committee were held on 13th May 2025, 19th August 2025 and 20th January 2026. The composition of the Committee along with the attendance of each member during the year are given below:-

Name of Directors	Chairperson/ Member	Category	Committee Meetings	
			Held	Attended
Mr. Sanjay Bagaria	Chairperson	Non-Executive Director	3	3
Mr. Indrajit Sen	Member	Managing Director	3	3
Ms. Nayantara Palchoudhuri	Member	Independent, Non-Executive Director	3	3

(iii) Name and designation of Compliance Officer:

The Board of Directors of the Company, consequent upon the resignation of Mr. P. R. Sivasankar, Company Secretary and Compliance Officer, effective from 31st March 2026, has appointed Mr. Kundan Jaiswal as the Company Secretary and Compliance Officer of the Company with effect from 1st April 2026.

The details of the Compliance Officer are as under:

Name: Mr. Kundan Jaiswal

Designation: Company Secretary & Compliance Officer

Address: Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector-V, Salt Lake Electronic Complex, Kolkata – 700091

E-mail ID: secretarial@internationalcombustion.in

(iv) Investors' Complaints

The status of investors' complaints, including their receipt, resolution and disposal, is periodically reviewed by the Share Transfer and Stakeholders' Relationship Committee of the Board of Directors. The Committee also reviews complaints received through the SEBI Complaints Redress System (SCORES) and ensures timely resolution in accordance with applicable regulatory requirements.

During the financial year 2025–26, the Company received five (5) investor complaints, all of which were resolved. No complaints remained pending at the end of the financial year 2025–26.

Corporate Governance Report (Contd.)

(v) Nodal and Deputy Nodal Officer for IEPF Matters

The Board of Directors of the Company had earlier nominated Mr. P. R. Sivasankar, Company Secretary and Compliance Officer, as the Nodal Officer of the Company for the purposes of verification of claims relating to equity shares and/or dividends transferred or liable to be transferred to the Investor Education and Protection Fund (IEPF) Authority and for coordination with the IEPF Authority, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time.

Consequent upon his resignation, the Board of Directors has nominated Mr. Kundan Jaiswal, Company Secretary & Compliance Officer, as the Nodal Officer of the Company for the aforesaid purposes.

Further, the Board of Directors has also nominated Mr. Asoke Kamal Manna, Manager (Finance), as the Deputy Nodal Officer to assist the Nodal Officer in discharge of the aforesaid responsibilities relating to verification of claims and coordination with the IEPF Authority.

F. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board has constituted a Corporate Social Responsibility Committee ("CSR Committee") in accordance with the requirements of Section 135 of the Act. The CSR Committee is responsible for formulating and recommending the Company's Corporate Social Responsibility ("CSR") Policy, annual action plans, and budgets to the Board. It also monitors the implementation of CSR initiatives and reviews CSR projects and activities to ensure effective execution and sustainable impact.

(i) Terms of reference

Brief description of terms of reference of the Corporate Social Responsibility Committee include:

- Formulating and recommending to the Board a CSR Policy indicating the activities to be undertaken by the Company in accordance with the provisions of the Act;
- Recommending the amount of expenditure to be incurred on CSR activities;
- Monitoring the CSR Policy of the Company from time to time;
- Formulating and recommending an annual action plan for CSR activities and any modifications thereto, as may be required;
- Monitoring the implementation of approved CSR projects, programmes, and activities;
- Reviewing the progress and impact of CSR initiatives undertaken by the Company; and
- Performing such other functions and duties as may be prescribed under the Act, and applicable rules thereunder or as may be delegated by the Board from time to time.

The CSR Policy is placed on the Company's website at https://internationalcombustion.in/wp-content/themes/ic/pdf/CSR_Policy.pdf, as required under the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

(ii) Composition, name of Members, Chairperson, Meetings and Attendance

The CSR Committee of the Board of Directors of the Company comprised of 3 (three) Directors, Consisting of 2 (two) Non-Executive Director, 1 (one) of whom is an Independent, Non-Executive Director. The Chairperson of the Committee is a Non-Executive Director.

Corporate Governance Report (Contd.)

During the year ended 31st March 2026, 1 (one) Meeting of the Committee was held on 26th May 2025. The composition of the Committee along with the attendance of each member during the year are given below:-

Name of Directors	Chairperson/ Member	Category	Committee Meetings	
			Held	Attended
Mr. Sanjay Bagaria	Chairperson	Non-Executive Director	1	1
Ms. Nayantara Palchoudhuri	Member	Independent, Non-Executive Director	1	1
Mr. Indrajit Sen	Member	Managing Director	1	1

G. GENERAL BODY MEETINGS

The last three Annual General Meetings (AGM) of the Company were held as under:

AGM	Date	Time	Location	Details of Special Resolutions Passed
89th	10th September 2025	2:00 P.M.	Through Video-Conferencing (VC) / Other Audio-Visual Means (OAVM)	(i) Revision in remuneration of Mr. Rana Pratap Singh (DIN: 10186266) effective from 1st May 2025 and till the completion of his tenure i.e. till 30th April 2026.
88th	4th September 2024	2:00 P.M.	Through Video-Conferencing (VC) / Other Audio-Visual Means (OAVM)	(i) Re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years with effect from 1st May 2024 to 30th April 2027. (ii) Re-appointment of Mr. Sandipan Chakravortty as an Independent Director of the Company for a further period of five years with effect from 7th February 2025 to 6th February 2028 and (iii) Payment of commission to Mr. Sanjay Bagaria, Non-Executive Chairman @ 4% of the net profits of the Company for a further period of three years with effect from FY 2024-25 to FY 2027-28
87th	30th August 2023	2:00 P.M.	Through Video-Conferencing (VC) / Other Audio-Visual Means (OAVM)	(i) Appointment of Mr. Srikumar Menon as an Independent Director of the Company for a period of 5 (five) years with effect from 25th July, 2023 to 24th July 2026 and (ii) Appointment of Mr. Rana Pratap Singh as an Executive, Whole-time Director of the Company with effect from 1st June 2023 to 30th April 2026.

Corporate Governance Report (Contd.)

- Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the SEBI Listing Regulations, the Company has been providing remote e-voting facility to its members to enable them to cast their votes by electronic means on all resolutions. During the last three years, no resolutions have been rejected by the shareholders.
- There were no Extra Ordinary General Meeting held during the financial year 2025-26.
- No Special Resolution was passed through Postal Ballot during the financial year 2025-26.

H. DISCLOSURES

(i) Particulars of Key Managerial Personnel and Senior Management Personnel and changes since the last financial year

The Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) of the Company as on 31st March 2026 are as under:

Name of KMP and SMP	Designation
Mr. Indrajit Sen	Managing Director (Key Managerial Personnel)
Mr. Rana Pratap Singh	Whole-time Director (Key Managerial Personnel)
Mr. Asish Kumar Neogi	Chief Financial Officer (Key Managerial Personnel)
Mr. Kundan Jaiswal (w.e.f. 1st April 2026)	Company Secretary and Compliance Officer (Key Managerial Personnel)
Mr. Samrat Chakraborty	President & SBU Head - Bauer Division
Mr. Amaresh Mohanty	Vice-President & SBU Head- Building Material Division
Mr. Asish Bharadwaj	Vice-President (Information Technology)
Mr. Ranjan Sen	Vice-President (Marketing) - Bauer Division
Mr. Debasish Dutta	Vice-President (Marketing) - Heavy Engg. Division
Mr. Mahabaleshwar S. Hiremath	Vice-President - Supply Chain

During the year 2025-26, Mr. P. R. Sivasankar ceased to be the Company Secretary and Compliance Officer of the Company with effect from 31st March 2026, pursuant to his resignation. Mr. Kundan Jaiswal was appointed as the Company Secretary and Compliance Officer with effect from 1st April 2026. Apart from this there were no changes in key managerial personnel and senior management personnel during the year.

(ii) Related Party Transactions

The Company did not have any reportable significant / material related party transactions during the financial year ended 31st March 2026. The related party transactions of the Company within the meaning of the term under the applicable accounting standards during the said financial year ended 31st March 2026 mainly relate to the remuneration/ sitting fees drawn by its Key Managerial Personnel/ other Non-Executive Directors, which are duly covered under the Remuneration Policy of the Company and well within the limits prescribed by law and / or already duly approved by the Audit Committee/ Nomination & Remuneration Committee / Board of Directors / Shareholders, as the case may be, as required under the Act and SEBI Listing Regulations. Further the Company did not have any subsidiary, associate or JV during the whole of FY 2025-26 and no other significant/ material related party transactions.

Corporate Governance Report (Contd.)

All related party transactions have been entered into in the ordinary course of business on an arm's length basis and are duly approved by the Audit Committee. There are no significant related party transactions, which have conflict with the interests of the Company at large. All the related party transactions have been disclosed in Note No.42 of the Notes to the Financial Statements for the financial year ended 31st March 2026.

The Board has adopted a Related Party Transactions Policy which has been posted on the website of the Company at https://internationalcombustion.in/wp-content/uploads/2026/06/Related-Party-Transactions-Policy.pdf. The Audit Committee of the Board has been made responsible for monitoring the implementation of the said Policy and for ensuring compliance with the same.

(iii) Disclosure of Accounting Treatment

The financial statements of the Company for the financial year ended 31st March 2026 have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other generally accepted accounting principles in India. The Company has not adopted any accounting treatment different from that prescribed under the applicable Indian Accounting Standards (Ind AS). Accordingly, no deviation from the prescribed accounting standards has been made in the preparation of the financial statements.

(iv) Board Disclosures – Risk Management

The Company has established a Risk Management Plan, covering the risk assessment/minimization procedures as approved by the Board. During the year ended 31st March 2026, these procedures for risk assessment and minimization have been updated wherever considered necessary. These have been disclosed in the Management Discussion and Analysis Report forming a part of the Boards' Report. The statutory requirement of formation of the Risk Management Committee is not applicable to the Company at present.

(v) Matters related to Capital Market

The Company has complied with the requirements of the Stock Exchanges, SEBI and other authorities on all matters relating to capital markets. No penalties or strictures have been imposed on the Company by any Stock Exchange or SEBI or any statutory authority on any matter relating to capital markets during the last three years.

(vi) Management Discussion & Analysis Report

The Management Discussion & Analysis Report for the financial year ended 31st March 2026, as required under Regulation 34 of the SEBI Listing Regulations, read with Schedule V to the said Regulations, is attached to and forms a part of the Boards' Report.

(vii) Code of Conduct

The Company has laid down a Code of Conduct for all Board members and Senior Managerial Personnel of the Company. In accordance with the Act, the Code of Conduct includes the Code for Independent Directors as specified in Schedule IV to the Act. The Code of Conduct is available on the website of the Company at https://internationalcombustion.in/wp-content/themes/ic/pdf/COC.pdf.

Corporate Governance Report (Contd.)

All Board members and Senior Management Personnel affirm compliance with the Code of Conduct on an annual basis. A declaration to this effect duly signed by the Managing Director of the Company is annexed along with this Report.

(viii) Vigil Mechanism (Whistle Blower Policy)

As required under the Act, and Regulation 22 of the SEBI Listing Regulations, a Vigil Mechanism (Whistle-Blower Policy) of the Company had been adopted by the Board and placed on the Company's website at https://internationalcombustion.in/wp-content/uploads/2026/06/Vigil-Mechanism-Whistle-Blower-Policy.pdf for the purpose of enabling the Directors and Employees to report unethical behaviour, actual or suspected fraud and violation of the Company's Code of Conduct or ethics policy. The Audit Committee of the Board has been made responsible for overseeing/ monitoring the functioning and implementation of the said Vigil Mechanism. It is hereby affirmed in this connection that no personnel of the Company has been denied access to the Audit Committee or its Chairperson during the Financial Year 2025-26 or earlier.

(ix) Compliance Certificate by CEO & CFO

The Managing Director (CEO) and the Chief Financial Officer (CFO) have given a Compliance Certificate to the Board of Directors, as required under Regulation 17(8) of the SEBI Listing Regulations, read with Part B of Schedule II to the said Regulations, for the financial year ended 31st March 2026, which is annexed at the end of this Report.

(x) Certificate by Practising Company Secretary on Compliance of Conditions of Corporate Governance

As stipulated under Regulation 34 of the SEBI Listing Regulations, read with Schedule V to the said Regulations, the Company has obtained a certificate from Mr. Arup Kumar Roy, Practising Company Secretary, confirming compliance of conditions of Corporate Governance by the Company during the financial year ended 31st March 2026 and the same is annexed to the Board' Report and being sent to the shareholders and Stock Exchange as part of the Annual Report.

(xi) Compliance with Mandatory/ Non-Mandatory requirements of Corporate Governance

The Company has complied with all the mandatory requirements relating to corporate governance as specified in the SEBI Listing Regulations, including all the mandatory and applicable requirements as specified in Regulations 17 to 27 of the said Regulations, as well as the requirement as to maintenance of a functional official website of the Company and including all the specified information therein as required under Regulation 46 of the said Regulations. The Company has also complied with the following non-mandatory requirements relating to corporate governance as specified in Regulation 27(1) of the SEBI Listing Regulations, read with Part E of Schedule II to the said Regulations:

- The Company is maintaining an office for the Non-Executive Chairperson at the Registered Office of the Company, and the Non-Executive Chairperson is also allowed reimbursement of expenses incurred by him in performance of his duties.

Corporate Governance Report (Contd.)

- The Auditors' Report to the shareholders of the Company on the Financial Statements of the Company for the financial year ended 31st March 2026 is with unmodified audit opinion, and
- As the Internal Auditors of the Company are appointed by the Board of Directors on the recommendations of the Audit Committee and the Internal Audit Reports are placed before the Audit Committee, which is empowered to take such action based on the Reports as it may deem necessary, the Internal Auditors effectively report directly to the Audit Committee.

(xii) **Subsidiary, associate or joint venture**

As at the close of the financial year 2025-26, or for that matter, at any time during the said financial year, the Company did not have any subsidiary, associate or joint venture.

I. MEANS OF COMMUNICATION

(i) Financial Results of the Company are promptly forwarded to the stock exchanges where the Company's shares are listed. The same are published within 48 hours in the newspapers namely Business Standard (English – All Editions) and Ei Samay (Bengali). The results are also posted on the Company's website on the website at the following weblink: https://internationalcombustion.in/financial-result.

(a)	Quarterly Results	The quarterly results of the Company are submitted to the stock exchanges as well as published in the newspaper as per the requirement of the SEBI Listing Regulations. These results are also posted on the website of the Company
(b)	Newspaper wherein results normally published	English: Business Standard (*all editions*) Bengali: Ei Samay
(c)	Any website where displayed	The Company's website serves as a comprehensive resource covering its vision, mission, products & processes, policies, leadership, corporate governance, management, sustainability and updates. The investor section is specifically designed to keep the shareholders well informed by providing detailed financial information, shareholding pattern, credit rating and stock exchange compliance and other information relating to stock exchange. The website of the Company i.e. https://internationalcombustion.in.
(d)	Whether it also displays official news releases	Yes
(e)	Presentations made to institutional investors or to the analyst.	No official press releases/ news releases or presentations to institutional investors/ analysts on the financial results are made by the Company at present.

(ii) Management Discussion and Analysis Report forms part of the Annual Report, which is sent to the Shareholders of the Company.

Corporate Governance Report (Contd.)

(iii) The investor complaints are processed in a centralized web-based complaints redressal system through SCORES. The Action Taken Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online. Pursuant to SEBI Circular dated 31st July 2023, read with Master circular dated 28th December 2023, as amended, the Company has established a common Online Dispute Resolution Portal ('ODR Portal') to harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform. If an investor is not satisfied with the resolution provided by the RTA/Company or SCORES platform, they may initiate the Online Dispute Resolution process through the ODR Portal at https://smartodr.in/login

(iv) A separate section under the head "**Investor Relation**", on the Company's website gives information on shareholding, quarterly/half yearly results and other relevant information of interest to the investors/public.

J. GENERAL SHAREHOLDERS' INFORMATION

(i) **Annual General Meeting:**

Date and Time	Wednesday, 19th August 2026 at 2:00 P.M. IST
Venue	90th Annual General Meeting of the shareholders of the Company will be held through Video-Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA").
Record Date	Wednesday, 12th August 2026
Remote E-Voting Period	Sunday, 16th August 2026 to Tuesday, 18th August 2026

(ii) **Financial Year:** The financial year of the Company is from 1st April to 31st March every year.

(iii) **Financial Calendar:** Tentative Schedule for the Meetings for the financial year 2026-27:

Particulars	Tentative Dates
First Quarter Results	On or before August 14, 2026
Second Quarter Results	On or before November 14, 2026
Third Quarter Results	On or before February 14, 2027
Audited Annual Results	On or before May 30, 2027

(iv) **Dividend Payment Date: -**

(v) **Listing of Equity Shares on Stock Exchange:**

The Equity Shares of the Company is listed on the BSE Limited (BSE Code : 505737), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

(vi) **Listing Fees**

The Company has paid the listing fees upto the financial year 2026-27 to the Stock Exchange.

Corporate Governance Report (Contd.)

(vii) **Custodial Fees to Depository**

The Company has paid the custodial fees for the financial year 2026-27 to the Central Depository Services (India) Limited [CDSL] and the National Securities Depository Limited [NSDL].

(viii) **Demat ISIN Number :** INE403C01014

(ix) None of the Company's securities have been suspended from trading.

(x) **Registrar and Share Transfer Agents:**

The Company has retained MUFG Intime India Private Limited (Formerly C B Management Services (P) Ltd.), Rasoi Court, 5th Floor, 20, Sir R. N. Mukherjee Road, Kolkata – 700001, SEBI registered Registrars & Share Transfer Agents, to carry out the share related activities, both physical and dematerialised.

(xi) **Share Transfer Process**

Pursuant to Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from 1st April 2019. Accordingly, transfers of equity shares held in electronic form are affected through the depositories and there is no involvement of the Company in such transfers. The Company Secretary of the Company is authorised to approve transfers, wherever applicable. Further, pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialised form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition of securities.

(xii) **Suspense Escrow Demat Account**

The Company had opened a Suspense Escrow Demat Account ('SEDA') with the Depository Participants ('DP') for transfer of shares lying unclaimed for more than 120 days from the date of issue of Letter of Confirmation to the Shareholders in lieu of physical share certificates to enable them to make a request to DP for dematerialising their shares. The unclaimed share certificates as detailed below have been transferred to the Suspense Escrow Demat Account of the Company during the year:

Particulars	No. of Shareholders	No. of Shares
No. of shareholders and their shares lying in SEDA as on 1st April 2025	0	0
No. of shareholders to whom shares were transferred from SEDA during FY 2025-26	1	50
No. of shareholders and their shares lying in SEDA as on 31st March 2026	1	50

Corporate Governance Report (Contd.)

(xiii) **Pattern of Shareholding as on 31st March 2026 :**

Sl. No.	Category	No. of Share-holders	No. of Shares	% of Share-holding
(A)	**Promoter Group**			
1.	Individuals/ HUF	6	1,43,400	6.00
2.	Bodies Corporate	8	11,20,531	46.88
	Sub-total (A)	**14**	**12,63,931**	**52.88**
(B)	**Non-promoters**			
1.	Banks/ Financial Institutions	4	251	0.01
2.	Non-Resident Indians (NRIs)	135	21,217	0.88
3.	Bodies Corporate	62	50,596	2.12
4.	Resident Individuals	7,744	9,51,937	39.83
5.	LLPs	6	4,700	0.20
6.	HUF	264	58,344	2.44
7.	Investor Education and Protection Fund Authority	1	37,374	1.56
8.	Clearing Members	4	1,876	0.08
9.	Escrow Account	1	50	0.00
	Sub-total (B)	**8,221**	**11,26,345**	**47.12**
	Total (A) + (B)	**8,235**	**23,90,276**	**100.00**

(xiv) **Distribution of Shareholding as on 31st March 2026:**

No. of Shares	Shareholders		Shareholding	
	Number	%	No. of Shares held	%
1 - 500	7,878	95.66	4,83,550	20.23
501 - 1000	200	2.43	1,46,553	6.13
1001 - 2000	76	0.92	1,08,002	4.52
2001 - 3000	25	0.30	61,822	2.59
3001 - 4000	16	0.19	55,248	2.31
4001 - 5000	7	0.09	32,933	1.38
5001 - 10000	14	0.17	97,980	4.10
10001 - 50000	12	0.15	2,88,557	12.07
50001 - 100000	4	0.05	3,22,231	13.48
100001 & above	3	0.04	7,93,400	33.19
Total	**8,235**	**100.00**	**23,90,276**	**100.00**

(xv) **Dematerialisation of Shares:**

As on 31st March, 2026, 98.47% of the Company's total paid-up equity capital representing 23,55,920 equity shares were held in dematerialized form and the balance 1.44% representing 34,356 equity shares were held in physical scrip form as per details mentioned below:-

Form in which shares held	No. of Shareholders	% of total no. of Shareholders	No. of Shares	% of total no. of Shares
Dematerialised Form with NSDL	3,354	40.73	17,75,745	74.29
Dematerialised Form with CDSL	4,495	54.58	5,80,175	24.27
Physical Scrip Form	386	4.69	34,356	1.44
Total	**8,235**	**100.00**	**23,90,276**	**100.00**

Corporate Governance Report (Contd.)

(xvi) **Liquidity**

The average daily number of equity shares of the Company's scrip traded on the BSE Limited (BSE) during the financial year 2025-26 was 2,507 and the average daily turnover for the scrip on BSE during the financial year 2024-25 was ₹ 17.66 lakhs.

(xvii) **Outstanding Convertible Instruments**

No securities/ instruments/GDRs/ ADRs/ warrants convertible into equity shares of the Company are outstanding as on 31st March 2026.

(xviii) **Reconciliation of Share Capital Audit Report**

As stipulated by the Securities and Exchange Board of India, a qualified Practising Company Secretary has been appointed to carry out the Reconciliation of Share Capital Audit at quarterly intervals to reconcile the total admitted Capital held in dematerialised form in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and in physical form with the total issued and listed Capital. The Audit is carried out every quarter, and the Report thereon is submitted to the Stock Exchange and is also placed before the Board of Directors. The Report, inter-alia, confirms that the total listed and paid-up share capital of the Company is in agreement with the aggregate of the total dematerialized shares and those in physical mode.

(xix) **Commodity Price Risk Exposure / Foreign Exchange Risk and Hedging Activities:**

The Company has limited exposure to foreign exchange rate fluctuations due to its low level of import and export activities, absence of external commercial borrowings and/or any other foreign currency borrowings/ bonds. The limited export and import activities of the Company act as a natural hedge against each other to a substantial extent. The Company does not have any direct exposure to commodity price changes/ risks. The major commodity, whose price-changes might impact on the costs of the Company on any meaningful scale, is steel, being a major raw material for the Company.

(xx) **Unclaimed / Unpaid Dividend**

Pursuant to Sections 124(5) and 125 of the Act, any dividend amount remaining unclaimed or unpaid for a period of seven years from the date of its transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ("IEPF").

During the financial year 2025–26, the Company did not have any dividend amount due for transfer to the IEPF.

As on 31st March 2026, the following dividend amounts remained unclaimed and were lying in the respective unpaid dividend accounts maintained by the Company:

Financial Year	Date of declaration	Amount Unpaid/ unclaimed as on 31.03.2026 (₹)	Due date for transfer to Investor Education and Protection Fund
2018-19	4th September 2019	35,507.00	10th October 2026
2021-22	21st September 2022	68,052.80	27th October 2029
2022-23	30th August 2023	82,456.68	5th October 2030
2023-24	4th September 2024	2,17,663.56	10th October 2031
2024-25	10th September 2025	1,42,251.20	16th October 2032

Shareholders who have not uncashed their dividend warrants or have not received the dividend warrants/demand drafts are requested to contact the Company or its Share Transfer Agent for payment of the dividend before the respective due dates for transfer to the IEPF.

Corporate Governance Report (Contd.)

(xxi) **Details of shares transferred to IEPF**

During the financial year 2025–26, no equity shares were required to be transferred to the Investor Education and Protection Fund ("IEPF") Authority.

However, as on 31st March 2026, 37,374 equity shares, representing 1.56% of the paid-up equity share capital of the Company, were held in dematerialised form by the IEPF Authority. The voting rights attached to such shares remain frozen until the shares are reclaimed by the respective rightful owners in accordance with the provisions of the IEPF Rules.

Shareholders whose shares have been transferred to the IEPF Authority may claim refund of such shares by filing the prescribed e-Form IEPF-5 on the Ministry of Corporate Affairs ("MCA") portal, along with the procedure stipulated under the applicable IEPF Rules. After filing the form online, the claimant is required to submit a duly signed copy of the e-Form IEPF-5, along with the requisite supporting documents, to the Nodal Officer of the Company.

Upon receipt and verification of the claim, the Company shall forward its verification report to the IEPF Authority for processing and approval of the claim.

(xxi) **Registered & Corporate Office:** Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP&GP, Sector-V Salt Lake Electronic Complex, Kolkata-700091, West Bengal.

(xxii) **Factory Locations**

Mineral & Material Processing and Handling Equipment Division

- **Baidyabati Works:** 156 (371), G. T. Road, Baidyabati, Dist. Hooghly – 712222, West Bengal.
- **Nagpur Works:** L-7, MIDC Industrial Estate, Hingna, Nagpur – 440016, Maharashtra.

Geared Motors & Gear Boxes Division

- **Aurangabad Works:** B-74/1, MIDC Waluj Industrial Area, P.O. Bajaj Nagar, Aurangabad-431136, Maharashtra.

Building Material Division

- **Ajmer Works:** Plot No. B-300, Ajaymeru Palra, RIICO Industrial Area, Ajmer-305025, Rajasthan.

(xxiii) **Regional/ Branch Offices:**

Aurangabad	:	B-74/1, MIDC Waluj Industrial Area, P.O. Bajaj Nagar, Aurangabad – 431136, Maharashtra.
Bengaluru	:	No. 548/51, 2nd Floor, Andal Temple Street, (Behind R. V. Teacher's College) R.V. Road, Basavanagudi, Bengaluru – 560004, Karnataka.
Chennai	:	The Polygon, 2nd Floor, Door No. 56/142, Anna Salai, Saidapet, Chennai – 600015, Tamil Nadu.
Hyderabad	:	Delta House, 3rd Floor, Door No. 1-121/DT/26, Plot No. 26, 33/A & 34B/D, Alwyn Junction, In Syno No. 68, Miyapur, Serilingampally, Ranga Reddy, Hyderabad – 500049, Telengana.
Kolkata	:	Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP&GP, Sector – V, Salt Lake Electronics Complex, Kolkata – 700091.
Mumbai/ Thane	:	A-703, Centrum Business Square, Plot No. D-1, Road No. 16, Wagle Industrial Estate, Thane (West) – 400604, Maharashtra.
Nagpur	:	L-7, MIDC Industrial Estate, Hingna, Nagpur – 440016, Maharashtra.

Corporate Governance Report (Contd.)

NCR	:	Room No. 1011, Gulshan One29, Plot No. C3-E1, Sector 129, Noida-Greater Noida Expressway, Noida – 201304, Uttar Pradesh.
Pune	:	D 407 Business Court, Mukund Nagar, Pune – 411037, Maharashtra.
Vadodara	:	301, 3rd Floor, 'Opal Square Building', Behind Express Hotel, R.C. Dutt Road, Alkapuri, Vadodara – 390007, Gujarat.
Jamshedpur	:	4th Floor, Office No. 4, H. No. 5, Line No. 2, S.B. Shop Area, Meghdeep Building, Q. Road, Bistupur, Jamshedpur – 831001, Jharkhand.
Raipur	:	Office No. PO-31, 3rd Floor, Magneto, The Mall (Offizo), Village - Labhandi, N.H. - 06, G.E. Road, Raipur – 492001, Chhattisgarh.

(xxiv) **Total number of Employees as on 31st Match 2026 :** 585

(xxv) **Address for Correspondence for shareholders redressal, Physical transfer and dematerialization**

All correspondence by members should be forwarded to M/s. MUFG Intime India Private Limited, the Registrar and Share Transfer Agent of the Company at the address mentioned below.

The Company's dedicated e-mail address for Investors' Complaints and other communications is secretarial@internationalcombustion.in.

Registrar and Transfer Agent	Company Secretary and Compliance Officer
MUFG Intime India Private Limited *(Formerly C B Management Services Private Limited)* Unit: International Combustion (India) Limited Rasoi Court, 5th Floor, 20, Sir R. N. Mukherjee Road, Kolkata – 700001 Phone No.: (033) 6906 6200; E-mail:investor.helpdesk@in.mpms.mufg.com Website:www.in.mpms.mufg.com	**Mr. Kundan Jaiswal** Company Secretary & Compliance Officer International Combustion (India) Limited Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector – V, Salt Lake Electronics Complex, Kolkata 700 091 Phone No.: 033-4080 3000 Email:secretarial@internationalcombustion.in

(xxvi) **Credit Ratings**

In February 2026, CRISIL Ratings Limited ("CRISIL"), the Company's credit rating agency, reaffirmed the long-term rating of CRISIL BBB (pronounced as CRISIL Triple B) on the fund-based and non-fund-based working capital credit facilities availed by the Company from its bankers on a consortium basis. The rating signifies a moderate degree of safety with regard to the timely servicing of financial obligations and carries moderate credit risk. CRISIL, however, revised the outlook on the said long-term rating from 'Stable' to 'Negative'. CRISIL also reaffirmed the short-term rating of CRISIL A3+ (pronounced as CRISIL A Three Plus) on the aforesaid facilities. The rating signifies an adequate degree of safety with regard to the timely servicing of financial obligations and carries higher credit risk compared with instruments rated in the two higher categories.

(xxvii) **Secretarial Audit and Other Certifications**

Mr. Arup Kumar Roy, Company Secretary in Practice, conducted the Secretarial Audit of the Company for the financial year 2025-26. The Secretarial Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made thereunder, the SEBI Listing Regulations, other applicable SEBI Regulations, Secretarial Standards, and other laws applicable to the Company. The Secretarial Audit Report forms part of this Board's Report.

Corporate Governance Report (Contd.)

In accordance with Regulation 24A of the SEBI Listing Regulations, the Company has obtained a Secretarial Compliance Report from Mr. Arup Kumar Roy, Company Secretary in Practice, confirming compliance with all applicable SEBI Regulations, Circulars, and Guidelines for the year ended 31st March 2026.

The Company has received a certificate from Mr. Arup Kumar Roy, Company Secretary in Practice, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA), or any other statutory authority.

Mr. Arup Kumar Roy, Company Secretary in Practice, also carries out a quarterly Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), and the total issued and listed share capital of the Company. The audit confirms that the total issued and listed share capital is in agreement with the aggregate of the total number of shares held in physical form and the total number of shares held in dematerialized form with NSDL and CDSL.

(xxviii) Other Disclosures

(i) The Company, during the financial year 2025-26 or during any of the previous five financial years, did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI Listing Regulations.

(ii) There was no such instance during the financial year 2025-26, where the Board of Directors of the Company had not accepted any recommendation of any Committee of the Board, which is mandatorily required.

(iii) The total fees for all services paid by the Company, on a consolidated basis during the financial year 2025-26, to M/s. Ray & Ray, Statutory Auditors of the Company and to all entities in the network firm/network entity of which the Statutory Auditors are a part, was ₹ 7,08,000/- [inclusive of Goods and Services Tax (GST)].

(iv) An Internal Complaints Committee as required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, had been reconstituted and Mrs. Indrani Roy Chowdhury, Head-Humen Resources of the Company, as its Presiding Officer. No complaints of sexual harassment were received by the Committee during the financial year 2025-26 or pending as at the close of the said financial year.

(v) There are no loans or advances in the nature of loans to firms/companies in which directors are interested, which have been advanced by the Company.

(vi) During the year under review, the Company has not disclosed any information under clause 5A of paragraph A of Part A of Schedule III of SEBI Listing Regulations. Accordingly, there was no requirement for disclosing the same.

For and on behalf of the Board of Directors

Sanjay Bagaria
Chairman
DIN: 00233455

Date: 28th May 2026
Place: Kolkata

DECLARATION BY THE MANAGING DIRECTOR

[*Pursuant to Regulation 34 (3) {Schedule V Paragraph D} of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*]

To
The Members of
International Combustion (India) Limited

Sub: Compliance with Code of Conduct

I, Indrajit Sen, Managing Director of the Company, declare that to the best of my knowledge and belief, all the Members of the Board and the designated personnel in the Senior Management Personnel of the Company have affirmed their respective compliance with the applicable Code of Conduct for the financial year ended 31st March 2026.

Indrajit Sen
Managing Director
DIN: 00216190

Place: Kolkata
Date: 28th May 2026

PRACTICING COMPANY SECRETARY'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
International Combustion (India) Limited
Infinity Benchmark, 11th Floor,
Plot No. G-1, Block EP & GP, Sector V,
Salt Lake Electronics Complex
Kolkata – 700091

I have examined all the relevant records and documents of International Combustion (India) Limited ("the Company") for the purpose of certifying compliance with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and Regulation 46 read with Schedule II and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the financial year ended 31st March 2026. I have obtained all the information and explanations which, to the best of my knowledge and belief, were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on my examination of the relevant records and according to the information and explanations provided to me, I certify that the Company has complied with:

(a) all the mandatory conditions of Regulations 17 to 27 and Regulation 46 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedules II & V to the said Regulations, and

(b) the following non-mandatory/ discretionary requirements specified in Regulation 27(1) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Part E of Schedules II to the said Regulations :-

  i) The Company maintains an office for the Non-Executive Chairman at the Registered Office of the Company and reimburses expenses incurred by him in the performance of his duties;

  ii) The Auditors' Report on the Financial Statements of the Company for the financial year ended 31st March 2026 contains an unmodified audit opinion; and

  iii) The Internal Auditors of the Company are appointed by the Board of Directors based on the recommendation of the Audit Committee, and the Internal Audit Reports are placed before the Audit Committee. Accordingly, the Internal Auditors effectively report directly to the Audit Committee.

Arup Kumar Roy
Practicing Company Secretary
CP No.: 9597 / ACS: 6784
Peer Review Certificate No. 2342/2022
UDIN: A006784H000526875

Place: Kolkata
Date : 28th May 2026

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
International Combustion (India) Limited
Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP & GP, Sector V, Salt Lake Electronic Complex
Kolkata – 700091

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **International Combustion (India) Limited**, having **CIN: L36912WB1936PLC008588** and having registered office at **Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector V, Salt Lake Electronic Complex, Kolkata – 700091** (*hereinafter referred to as '**the Company**'*), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Sanjay Bagaria	00233455	13-04-1989
2	Mr. Indrajit Sen	00216190	15-04-1985
3	Mr. Sandipan Chakravortty	00053550	07-04-2020
4	Mrs. Nayantara Palchoudhuri	00581440	26-07-2022
5	Mr. Srikumar Menon	00470254	25-07-2023
6	Mr. Rana Pratap Singh	10186266	01-06-2023

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.

Arup Kumar Roy
Practicing Company Secretary
CP No.: 9597 / ACS: 6784
Peer Review Certificate No. 2342/2022
UDIN: A006784H000526842

Place: Kolkata
Date : 28th May 2026

CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors
International Combustion (India) Limited

We hereby certify that :-

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

   (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (2) 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 their 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 steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

   (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 have been disclosed in the notes to the financial statements; and

   (iii) instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting. However, during the year, there were no such instances.

Yours Sincerely,

Indrajit Sen
Managing Director
DIN:00216190

Asish Kumar Neogi
Chief Financial Officer

Place: Kolkata
Date: 28th May, 2026

Independent Auditors' Report

To the Members of International Combustion (India) Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying Ind AS Financial Statements of **International Combustion (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss (including Other Comprehensive Loss), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of the material accounting policy information and other explanatory information (hereinafter referred to as "the Ind AS financial statements").

In our opinion and to the best of our information and according to explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act")in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the loss, total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

Year-end closing balance confirmation in respect of some Trade Receivable, Trade Payable and Advances could not be made available to us for our verification.

Our opinion is not modified in respect of the above matter.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the year ended March 31, 2026. These matters were addressed in

Independent Auditors' Report (Contd.)

the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matter described below to be the Key Audit Matter to be communicated in our report. A description of how our audit addressed the matter is provided in this context.

Key Audit Matter	How the matter was addressed in our audit
Revenue recognition related to multiple element arrangements (as described in notes 3.14 of the Ind AS financial statements). The contracts with customers include multiple elements including sale of products and ancillary services like supervision of installation, commissioning, etc. The identification of performance obligations under the contracts with customers, allocation of consideration to the performance obligations identified and determination of the timing of revenue recognition in accordance with Ind AS 115 requires exercise of judgement by the Company's management. We considered this to be a Key Audit Matter in view of the customer contracts being complex and non-standard	**Our audit procedures included the following:** ● We obtained an understanding and evaluated the design and tested the operating effectiveness of key controls over revenue recognition; ● We assessed the appropriateness of the accounting policies applied by the Company in line with the applicable accounting standards. ● We tested contracts with customers on a sample basis to assess the contractual terms which impacted identification and timing of performance obligations, allocation of consideration to these performance obligations based on determination of selling prices and determination of timing of recognition for each of these revenue components; ● We performed tests related to non-standard manual journal entries related to revenue **Audit Conclusion:** Our procedures did not identify any material exceptions.

Information Other than the Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the 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 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 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. We have nothing to report in this regard.

Management's Responsibility for the Financial statements

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

Independent Auditors' Report (Contd.)

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

The Board of Directors is 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 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 the Ind AS 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 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 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 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent Auditors' Report (Contd.)

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 benefit 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 Section 143(11) of the Act, we give in the **"Annexure A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our report we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid Ind AS financial statements comply with Companies (Indian Accounting Standards) Rules, 2015 as specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, please refer to our separate report in **"Annexure B"**.
   g) According to the information and explanations given to us, managerial remuneration has been paid by the Company to its directors during the year in accordance with the requirements of section 197(16) of the Act, as amended, and the rules framed thereunder.
   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 read with the Companies (Audit & Auditors)

Independent Auditors' Report (Contd.)

Amendment Rules, 2021, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), 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 Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in Ind AS Financial Statement, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement;

v. The Board of Directors of the Company have not proposed any dividend for the financial year 2025-2026.

vi. Based on our examination, which included test checks, and as per the information, explanation and representations provided to us by the management, the Company has used accounting software for maintaining its books of account for the financial year ended March 31,2026 which has a feature of recording audit trail (edit log) facility. The management has represented that the same has operated throughout the year for all relevant transactions recorded in the software. The management has also represented that there was no instance of the audit trail feature being tampered with and during the course of our audit, to the extent of our test checks, we did not come across any such instance of the audit trail feature being tampered with and the audit trail has been preserved as per statutory requirements for record retention in respect of the accounting software for which the audit trail feature was operating.

For Ray & Ray
Chartered Accountants
Firm's Registration No. 301072E

K. K. Ghosh
Partner
Membership No. 059781
UDIN:26059781RROUES9510

Place: Kolkata
Date: 28.05.2026

Independent Auditors' Report (Contd.)

Annexure A to the Independent Auditor's Report

(*The Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date*)

i) a) A) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (PPE).

B) The Company has generally maintained proper records showing full particulars of intangible assets.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the PPE of the Company have been physically verified by management during the year which in our opinion reasonable having regard to the size of the Company and nature of the assets and no material discrepancies as compared to book records was noticed in respect of the PPE physically verified during the year. Patterns and moulds lying with third parties have been confirmed by them and acknowledged by the management.

c) According to the information, representation and explanations given to us and on the basis of our examination of the title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Ind AS financial statements and as provided to us, the same is held in the name of the Company.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and Intangible Assets during the year.

e) According to the information, representation and explanations given to us and on the basis of our examination of the records of the Company as provided to us, there are no proceedings initiated during the year or pending against the Company as on March 31, 2026 for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 as amended and rules made thereunder.

ii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Inventories have been physically verified during the year and certified by the management at the year end. In our opinion, the frequency of verification is reasonable and the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate of any/ each class of inventory was noticed.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees from a bank during the year on the basis of security of current assets and hence reporting under paragraph 3(ii)(b) of the Order is not applicable to the Company.

iii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in or provided any guarantees or securities or granted loans and advances in the nature of loans, secured or unsecured during the year to companies, firms or limited liability partnerships and other parties other than guarantees given in the normal course of business.

a) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has not provided any loans or advances in the nature of loans, or has not provided any guarantee or security to any other entities other than guarantees given in the normal course of business.

Independent Auditors' Report (Contd.)

b) According to the information and explanations given to us and based on the audit procedures conducted by us, the Company has not made any Investments, or provided any guarantee or security other than guarantees given in the normal course of business or provided any loan or advance in the nature of loans and hence reporting under paragraph 3(iii)(b) of the Order regarding investment made, guarantee provided, security given and the terms and conditions of the grant of loan and advances being prejudicial to the interest of the Company, is not applicable to the Company.

c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any loans or advances in the nature of loans and hence reporting under paragraph 3(iii)(c) of the Order regarding regularity of the schedule of repayment of principal and payment of interest, is not applicable to the Company.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any loans or advances in the nature of loans or advance in the nature of loans and hence reporting under paragraph 3(iii)(d) of the Order regarding overdue amount for more than ninety days and reasonable steps for recovery of the principal and interest, is not applicable to the Company.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not renewed or extended any loan or advance in the nature of loan or granted fresh loans to settle the overdues of existing loans given to the same parties during the year and hence reporting under paragraph 3(iii)(e) of the Order is not applicable to the Company.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment and hence reporting under paragraph 3(iii)(f) of the Order is not applicable to the Company.

iv) According to the information and explanations given to us, there are no loans, investment, guarantee and security as per the provisions of Sections 185 and 186 of the Companies Act, 2013. Hence, this clause is not applicable to the Company.

v) According to the information and explanations given to us, the Company has not accepted any deposit, in terms of the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.

vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013. We have been given to understand that cost records have been maintained by the Company.

vii) a) According to the information and explanations given to us and on the basis of our examination of books of accounts, the Company has generally been regular in depositing the undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues were in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

Independent Auditors' Report (Contd.)

b) According to the information and explanations given to us, there are no dues of Goods and Service Tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues which have not been deposited as at 31st March, 2026 on account of any dispute.

viii) According to the information, representation and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961, as income during the year.

ix) a) According to the records of the Company examined by us and as per the information and explanation given 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) According to the information, representation and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, term loan taken by the Company were applied for the purpose for which the loans were obtained.

d) According to the information, representation and explanations given to us and on the basis of our examination of the records of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

e) The Company has no subsidiaries, associates and joint ventures and hence reporting under paragraph 3(ix)(e) of the Order is not applicable to the Company.

f) The Company has no subsidiaries, associates and joint ventures and hence reporting under paragraph 3(ix)(f) of the Order is not applicable to the Company.

x) a) According to the information, representation and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and hence reporting under paragraph 3(x)(a) of the Order is not applicable to the Company.

b) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

xi) a) To the best of our knowledge and according to the information, representation and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

b) According to the information available with us, no report under sub-section (12) of Section 143 of the Act has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) According to the information, representation and explanations given to us no complaints against whistle blower policy has been received by the Company during the year and hence reporting under paragraph 3(xi)(c) of the order is not applicable to the Company.

xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii) On the basis of our examination of the books of account of the Company and according to the information and explanations given to us, the transactions entered into with the related parties are in compliance with section 177 and 188 of the Act and the same has been disclosed in the Notes to the Ind AS financial statements as required by the applicable Accounting Standards (Ind AS).

xiv) a) Based on information and explanations provided to us and based on our audit procedures, it appears that the Company has an internal audit system commensurate with the size and nature of its business.

Independent Auditors' Report (Contd.)

b) We have been provided with and have considered the internal audit reports of the Company for the year 2025-26.

xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions during the year with its Directors or persons connected to its Directors and hence the provisions of Section 192 of the Companies Act, 2013 is not applicable to the Company.

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

b) The Company has not conducted any Non Banking Financial or Housing Finance activities. Therefore, clause (xvi) (b) of paragraph 3 of the Order is not applicable to the Company.

c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, clause (xvi) (c) and (d) of paragraph 3 of the Order is not applicable to the Company.

xvii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

xix) According to the information, representation and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the relevant evidence, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects, requiring a transfer of unspent amount to a fund specified in Schedule vii to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with the second proviso to sub section (5) of Section 135 of the Companies Act, 2013.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no ongoing projects under Corporate Social Responsibility (CSR) where amounts remaining unspent under sub section (5) of section 135 of the Companies Act, 2013, is required to be transferred to any special account in compliance with the provision of sub section (6) of section 135 of the said Act.

For Ray & Ray
Chartered Accountants
Firm's Registration No. 301072E

K. K. Ghosh
Partner
Membership No. 059781
UDIN:26059781RROUES9510

Place: Kolkata
Date: 28.05.2026

Independent Auditors' Report (Contd.)

"Annexure B" to Independent Auditor's Report of International Combustion (India) Limited

[*Report on the Internal Financial Control under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")*]

We have audited the internal financial controls over financial reporting of International Combustion (India) Limited ("the Company") as of 31st March, 2026 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's 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 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the IND AS financial

Independent Auditors' Report (Contd.)

statements for external purposes in accordance with generally accepted accounting principles including the Indian Accounting Standards (Ind AS). 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 the IND AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the IND AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2026 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 ICAI.

For Ray & Ray
Chartered Accountants
Firm's Registration No. 301072E

K. K. Ghosh
Partner
Membership No. 059781
UDIN:26059781RROUES9510

Place: Kolkata
Date: 28.05.2026

CIN L36912WB1936PLC008588

Balance Sheet As at March 31, 2026

(₹ in lakh)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	5	5006.23	5105.90
(b) Capital Work-in-Progress	5	59.51	26.31
(c) Right of use Assets	5A	808.13	832.38
(d) Intangible Assets	6	55.72	37.77
(e) Financial Assets			
Other financial assets	7	287.70	199.51
(f) Other Non-current Assets	8	58.85	6.45
		6276.14	**6208.32**
Current Assets			
(a) Inventories	9	6454.61	6634.07
(b) Financial Assets			
(i) Investments	10	1311.11	1239.81
(ii) Trade Receivables	11	6832.43	7257.82
(iii) Cash and Cash equivalents	12	374.95	345.61
(iv) Bank Balances other than (iii) above	13	1088.89	516.81
(v) Other financial assets	14	28.68	21.57
(c) Current Tax Assets (Net)	15	234.58	38.41
(d) Other Current Assets	16	810.64	774.95
		17135.89	**16829.05**
Total Assets		**23412.03**	**23037.37**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	17	239.03	239.03
(b) Other Equity	18	12834.42	13136.86
		13073.45	**13375.89**
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
Borrowings	19	-	254.40
(b) Provisions	20	103.45	118.65
(c) Deferred Tax Liabilities (Net)	21	275.32	292.54
		378.77	**665.59**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	2689.54	3003.08
(ii) Trade Payables	23		
A. Total outstanding dues of micro enterprises and small enterprises		709.91	341.50
B. Total outstanding dues of creditors other than micro enterprises and small enterprises		4042.64	3679.75
(iii) Other financial liabilities	24	6.99	5.69
(b) Other Current Liabilities	25	2373.19	1844.81
(c) Provisions	26	137.54	121.06
		9959.81	**8995.89**
Total Equity and Liabilities		**23412.03**	**23037.37**

Material Accounting Policies and other accompanying Notes (1 to 48) form an integral part of the financial statements

This is the Balance Sheet as per our report of even date

For **Ray & Ray**
Chartered Accountants
(Firm's Registration No 301072E)

K.K. Ghosh
Partner
(Membership No. 059781)
Place: Kolkata
Date: 28th May, 2026

For and on behalf of the Board of Directors

I. Sen
Managing Director
(DIN : 00216190)

S. Bagaria
Chairman
(DIN : 00233455)

K. Jaiswal
Company Secretary

A.K. Neogi
Chief Financial Officer

CIN L36912WB1936PLC008588

Statement of Profit & Loss for the year ended March 31, 2026

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
INCOME			
Revenue From Operations	27	29340.48	29298.11
Other Income	28	126.20	145.84
Total Income		**29466.68**	**29443.95**
EXPENSES			
Cost of materials consumed	29	15767.24	15376.26
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	(95.08)	233.73
Employee benefits expense	31	7376.82	6383.86
Finance costs	32	346.45	499.54
Depreciation and amortisation expense	33	678.85	635.26
Other expenses	34	5661.03	4961.18
Total Expenses		**29735.31**	**28089.83**
Profit / (Loss) before exceptional and extraordinary items and tax		**(268.63)**	**1354.12**
Exceptional items	36	**51.00**	**-**
Profit / (Loss) before extraordinary items and tax		**(319.63)**	**1354.12**
Extraordinary items		-	280.89
Profit / (Loss) before tax		**(319.63)**	**1635.01**
Tax expense:	37		
Current tax		(11.59)	402.71
Deferred tax/(Reversal)		(68.89)	(262.52)
Total Tax Expenses		**(80.48)**	**140.19**
Profit/(Loss) for the year		**(239.15)**	**1494.82**
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss	37.4	43.66	(78.02)
(ii) Income tax relating to items that will not be reclassified to profit or loss	37.3	(11.35)	22.72
Other Comprehensive Income for the year (Net of taxes)		**32.31**	**(55.30)**
Total Comprehensive Income /(Loss) for the year		**(206.84)**	**1439.52**
Earnings per equity share of par value of ₹ 10 each.	40		
(1) Basic (₹.)		(10.01)	62.54
(2) Diluted (₹)		(10.01)	62.54

Material Accounting Policies and other accompanying Notes (1 to 48) form an integral part of the financial statements

This is the Statement of Profit and Loss as per our report of even date

For and on behalf of the Board of Directors

For **Ray & Ray**
Chartered Accountants
(Firm's Registration No 301072E)

I. Sen
Managing Director
(DIN : 00216190)

S. Bagaria
Chairman
(DIN : 00233455)

K.K. Ghosh
Partner
(Membership No. 059781)
Place: Kolkata
Date: 28th May, 2026

K. Jaiswal
Company Secretary

A.K. Neogi
Chief Financial Officer

CIN L36912WB1936PLC008588

Statement of changes in Equity for the year ended March 31, 2026

A. Equity Share Capital	Amount (₹ in lakh)
Balance as at April 1, 2024	239.03
Changes during the year	-
Balance as at March 31, 2025	239.03
Changes during the year	-
Balance as at March 31, 2026	239.03

B. Other Equity

As at March 31, 2026

(₹ in lakh)

Particulars	Surplus				Items of other comprehensive income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Re-measurement of defined benefit plans	
Balance as at April 01, 2025	605.34	890.41	7301.82	4535.03	(195.74)	13136.86
Total Comprehensive Income for the year	-	-	-	(239.15)	32.31	(206.84)
Dividends	-	-	-	(95.60)	-	(95.60)
Balance as at March 31, 2026	605.34	**890.41**	7301.82	**4200.28**	(163.43)	**12834.42**

As at March 31, 2025

Particulars	Surplus				Items of other comprehensive income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Re-measurement of defined benefit plans	
Balance as at April 1, 2024	605.34	890.41	7301.82	3159.72	(140.44)	11816.85
Total Comprehensive Income for the year	-	-	-	1494.82	(55.30)	1439.52
Dividends	-	-	-	(119.51)	-	(119.51)
Balance as at March 31, 2025	605.34	**890.41**	7301.82	**4535.03**	(195.74)	**13136.86**

Refer Note no. 18 for nature and purpose of reserves

This is the Statement of Changes in Equity
as per our report of even date

For and on behalf of the Board of Directors

For **Ray & Ray**
Chartered Accountants
(Firm's Registration No 301072E)

K.K. Ghosh
Partner
(Membership No. 059781)

I. Sen
Managing Director
(DIN : 00216190)

S. Bagaria
Chairman
(DIN : 00233455)

K. Jaiswal
Company Secretary

A.K. Neogi
Chief Financial Officer

Place: Kolkata
Date: 28th May, 2026

CIN L36912WB1936PLC008588

Cash Flow for the Year Ended March 31, 2026

(₹ in lakh)

Particulars	Year ended		Year ended	
	March 31 2026	March 31 2026	March 31 2025	March 31 2025
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before Tax		(319.63)		1635.01
Add: Depreciation and amortisation expenses	678.85		635.26	
Irrecoverable Debts/Advances written off	17.48		78.06	
Provision for expected Credit losses	17.28		12.80	
Finance Cost	346.45	1060.06	499.54	1225.66
		740.43		2860.67
Less: Interest Income	45.51		25.88	
Net gain/(loss) on sale of Current Investments	-		-	
Net gain/(loss) on fair valuation of investments through Profit and Loss	71.30		69.63	
Provisions / Liabilities no longer required written back	6.99		32.75	
Profit/(Loss) on sale / discard of Fixed Assets (Net)	(1.32)	122.48	3.16	131.42
Operating Profit before Working Capital changes		617.95		2729.25
Less: Increase/(Decrease) in Inventories	(179.46)		(379.49)	
Increase/(Decrease) in Trade Receivables	(390.63)		616.10	
Increase/(Decrease) in Loans & advances, other financial and non-financial assets	69.30		12.50	
(Increase)/Decrease in Trade Payables, other financial and non-financial liabilities and provisions	(1311.61)	(1812.40)	543.32	792.43
Cash generated from Operations and extra ordinary items		2430.35		1936.82
Less: Direct Taxes paid (Net)		144.26		421.09
Net cash flow from Operating activities and extra ordinary items		2286.09		1515.73
Extra ordinary items		-		280.89
Net cash flow from Operating activities (A)		2286.09		1234.84
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment and movements in Capital work in progress	(659.90)		(567.96)	
(Purchase)/Sale of Investment (net)	–		(240.00)	
Extinguishment of tenancy rights	–		280.89	
Interest received	60.25		15.09	
Investment in fixed deposits (having original maturity of more than 3 months)	(648.51)	(1248.16)	(248.46)	(760.44)
Net Cash flow from Investing activities (B)		(1248.16)		(760.44)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds/(Repayments) from short term borrowings (net)	(199.72)		690.63	
Proceeds/(Repayments) from long term borrowings (net)	(368.22)		(548.09)	
Interest and other borrowing cost paid	(346.45)		(499.54)	
Dividends	(94.20)	(1008.59)	(117.39)	(474.39)
Net cash flow from Financing activities (C)		(1008.59)		(474.39)
Cash and Cash equivalents (A+B+C)		29.34		0.01
Cash and Cash equivalents as at 1st April		345.61		345.60
Cash and Cash equivalents as at 31st March (Refer note no. 12)		374.95		345.61

Note: The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7- 'Statement of Cash Flows'.

This is the Cash Flow Statement as per our report of even date

For and on behalf of the Board of Directors

For **Ray & Ray**
Chartered Accountants
(Firm's Registration No 301072E)

I. Sen
Managing Director
(DIN : 00216190)

S. Bagaria
Chairman
(DIN : 00233455)

K.K. Ghosh
Partner
(Membership No. 059781)

K. Jaiswal
Company Secretary

A.K. Neogi
Chief Financial Officer

Place: Kolkata
Date: 28th May,2026

Notes to Financial Statements for the year ended March 31, 2026

1. Corporate Information

International Combustion (India) Limited is a public limited company in India, having its registered office in Kolkata, West Bengal located in India engaged in the manufacture and supply of Heavy Engineering Equipment, Geared Motors and Gear Boxes and Dry Mix Mortars. The Company's shares are listed and publicly traded on the Bombay Stock Exchange Limited.

2. Statement of Compliance

The Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2016 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act") with effect from April 1, 2017 and therefore Ind ASs issued, notified and made effective till the financial statements are authorized have been considered for the purpose of preparation of these financial statements.

3 Material Accounting Policy Information

3.1 Basis of Preparation

The Financial Statements have been prepared under the historical cost convention except certain financial instruments which are measured in terms of relevant Ind AS at fair values/ amortized costs at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal lakhs except otherwise stated.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

3.2 Property Plant and Equipment (PPE)

Property, plant and equipment are stated at cost of acquisition or deemed cost on the date of transition or construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. Cost of an asset comprises its purchase price or its construction cost including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, inward freight, dismantling costs, installation expenses and adjustment for exchange differences wherever applicable and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management. For major projects, interest and other costs incurred on / related to direct borrowings to finance projects / fixed assets during construction period and related pre-operative expenses, if appropriate, are capitalized.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

Parts of an item of PPE having different useful lives and material value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement when incurred.

Capital Work-in-progress includes preoperative and development expenses of equipments to be installed, construction and erection materials, advances etc. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

Depreciation and Amortization of Expenses:

Depreciation on Property, Plant and Equipment (other than on certain building and vehicles which is amortised over the period of lease) is provided on useful life as specified in Schedule II of the Companies Act, 2013 on the following basis:

(a) Nagpur, Aurangabad and Ajmer Units - on straight line method;

(b) Other Units - on written down value method.

Intangible assets are amortized on straight line method over a period of six years.

Depreciation on Property, Plant and Equipments commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows.

Category	Useful life (years)
Buildings	
Non-Factory Building (RCC Frame Structure)	60
Factory Building	30
Roads	
Carpeted Roads-RCC	-
Carpeted Roads-other than RCC	-
Non-Carpeted Roads	3
Plant and machinery	
Plant	15
Computer equipment	
Servers and networks	6
Others	3
Furniture and fixtures and Laboratory Equipment	10
Office equipment	5
Vehicles	
Cars	8

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

3.3 Intangible Assets

Intangible assets are stated at cost comprising of purchase price inclusive of duties and taxes less accumulated amount of amortization and impairment losses. Such assets, are amortised over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

Accordingly, Technical Knowhow Fees, cost of computer software packages (ERP and others) and Patents are amortized over a period of 6 years.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

3.4 Derecognition of Tangible Assets

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from its use. Gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

3.5 Impairment of Tangible Assets

Tangible assets are reviewed at each Balance Sheet date for impairment. In case of any events and circumstances which indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the Statement of Profit and Loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets' fair value less cost to disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

3.6 Financial assets and financial liabilities

Financial assets and financial liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within the operating cycle of the company or otherwise these are classified as non-current.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) **Cash and cash equivalents**

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(ii) **Financial Assets and Financial Liabilities measured at amortised cost**

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding that are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) **Financial Asset at Fair Value Through Other Comprehensive Income (FVTOCI)**

Financial assets are measured at fair value through Other Comprehensive Income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in Other Comprehensive Income.

(iv) For the purpose of para (ii) and (iii) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

(v) **Financial Assets or Liabilities at Fair value through Profit or Loss (FVTPL)**

Financial Instruments which does not meet the criteria of amortised cost or fair value through Other Comprehensive Income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the Statement of Profit and Loss.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

(vi) **Impairment of financial assets**

A financial asset is assessed for impairment at each reporting date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The Company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result from in relation to revenue from contracts with customers, the Company measures the loss allowance at an amount equal to the lifetime expected credit losses.

(vii) **Derecognition of financial instruments**

The Company derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in Statement of Profit and Loss.

On derecognition of assets measured at FVTOCI the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Equity to Profit or Loss as a reclassification adjustment.

(viii) **Financial liabilities**

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

3.7 Inventories

Inventories are valued at lower of cost or net realisable value. Cost of inventories is ascertained on 'weighted average' basis. Materials and other supplies held for use in the production of inventories are not written down below cost if the related finished products are expected to be sold at or above cost.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

Cost in respect of raw materials and stores and spares includes expenses incidental to procurement of the same. Cost in case of work-in-progress and finished goods represent material, labour, and other appropriate overheads. Cost in respect of work-in-progress for Aurangabad unit include the only material cost as being the most determinable and substantial element of cost and the absorption of other related overheads are effected at a later stage of production as and when such costs become clearly identifiable and are consistently accounted for.

Items of inventory excluding patterns, dies, fixtures and insurance spares, as decided by the management, which has not moved in last three financial years are treated as non-moving inventory

Items of inventory whose average annual consumption in last three years is less than 10% of the year end stock of such items which includes raw materials, finished components and finished goods are treated as slow-moving inventory

3.8 Asset Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria are met: (i) decision has been made to sell (ii) the assets are available for immediate sale in its present condition (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

3.9 Leases

On adoption of Ind AS 116, "Leases", for leases previously classified as finance leases, the Company recognized the carrying amount of the lease assets immediately before transition as the carrying amount of the right-of-use assets at the date of initial application. The measurement principles of Ind AS 116, "Leases" are only applied after that date. The Company does not have any lease liability as per Ind AS 116 at the date of initial application.

The Company as a lessee:

he Company's lease asset consist of leases for land and building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. Right-of-use assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred by the lessee less any lease incentives and estimated restoration costs of the underlying asset where applicable. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are amortised from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying assets useful life.

Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Lease liabilities and right-of-use assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

The Company applies the practical expedient provided by the standard allowing not to separate the lease component from other service components included in its lease agreements. Accordingly, all fixed payments provided for in the lease agreement, whatever their nature, are included in the lease liability. The interest cost on lease liability (computed using effective interest method), is expensed in the Statement of Profit and Loss.

The Company as a lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognised over the term of the relevant lease. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term.

3.10 Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate as at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the Statement of Profit and Loss. Foreign exchange gain/loss to the extent considered as adjustment to interest cost are considered as part of borrowing cost.

3.11 Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised net of any tax effects.

3.12 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are not recognised but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

3.13 Employee Benefits

Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the related service is rendered. Contribution to defined contribution plans such as Provident Fund, Superannuation Fund and Pension Fund is being made in accordance with statute and are recognised as and when incurred.

Contribution to defined contribution schemes such as Provident Fund, Superannuation Fund etc. and are recognized as and when incurred.

Contribution to defined benefit plans consisting of contribution to gratuity scheme and Interest Rate Guarantee on Provident Fund schemes are determined at close of the year at present value of the amount payable using the Projected Unit Credit Method with actuarial valuation techniques. Actuarial gain and losses arising from experience adjustments and changes in actuarial assumptions are recognized in Other Comprehensive Income.

Other long term employee benefits consisting of leave encashment are determined at close of the year at present value of the amount payable using actuarial valuation techniques. The changes in the amount payable including actuarial gain/loss are recognised in the Statement of Profit and Loss.

3.14 Revenue

Sale of goods:

Revenue from contract with customers is recognised when the Company satisfies performance obligations by transferring promised goods and services to the customer. Performance obligations are said to be satisfied at a point of time when the customer obtains controls over the assets. Revenue is considered at the fair value of consideration received or receivable when the significant risk and rewards of goods and ownership of goods have been transferred and the amount thereof can be measured reliably. This represents the net invoice value of goods supplied after deducting discounts, rebates and taxes collected on behalf of third parties which the Company pays as principal.

Interest, Dividend and Claims

Dividend income is recognized when the right to receive payment is established. Interest has been accounted using effective interest rate method. Insurance claims/ other claims are accounted for as and when admitted / settled.

Export Benefits

Export benefits are accounted for as and when the ultimate realisability of such benefits are established.

3.15 Government Grants

Government grants are recognized on systematic basis when there is reasonable certainty of realization of the same. Revenue grants including subsidy/rebates are credited to the Statement of Profit and Loss under "Other Income" or deducted from the related expenses for the period to which these are related. Grants which are meant for purchase, construction

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

or otherwise, acquired non current assets are recognized as Deferred Income and disclosed under Non Current Liabilities and transferred to Statement of Profit and Loss on a systematic basis over the useful life of the respective asset. Grants relating to non-depreciable assets is transferred to Statement of Profit and Loss over the periods that bear the cost of meeting the obligations related to such grants.

3.16 Borrowing Costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

3.17 Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in Equity or Other Comprehensive Income.

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability and such benefit can be measured reliably and it is probable that the future economic benefit associated with the same will be realised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

3.18 Earnings Per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3.19 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors. Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods. Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated corporate expenses and taxes. “Unallocated Corporate Expenses” include revenue and expenses that relate to initiatives/ costs attributable to the enterprise as a whole and are not attributable to segments

3.20 Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the Balance Sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

(i) An arrangement containing leases and classification of leases

The Company enters into service / hiring arrangements for various assets / services. The determination of lease and classification of the service / hiring arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee’s option to purchase and estimated certainty of exercise of such option, proportion of lease term to

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

(ii) Depreciation / amortization and impairment loss on property, plant and equipment

Property, plant and equipment and intangible assets are depreciated/ amortized on straight-line /written down value basis over the estimated useful lives (or lease term if shorter) in accordance with Schedule II of the Companies Act, 2013, taking into account the estimated residual value, wherever applicable.

The Company reviews its carrying value of its Tangible and Intangible Assets whenever there is objective evidence that the assets are impaired. In such situation the amount recoverable is estimated which is higher of asset's or cash generating unit's (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted. The Company reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation / amortization and amount of impairment expense to be recorded during any reporting period. This reassessment may result in change estimated in future periods.

(iii) Impairment loss on trade receivables

The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment loss as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience. If the financial conditions of the trade receivable were to deteriorate, actual write-offs would be higher than estimated.

(iv) Income taxes

The Company provides for tax considering the applicable tax regulations and based on reasonable estimates. Management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event, if required, as a result of differing interpretation or due to retrospective amendments, if any. The recognition of deferred tax assets is based on availability of sufficient taxable profits in the Company against which such assets can be utilized. MAT (Minimum Alternate Tax) is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax and will be able to utilize such credit during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and is included in Deferred Tax Assets. The Company reviews the same at each Balance Sheet date and if required, writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will be able to absorb such credit during the specified period.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

(v) **Provisions and Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy. Based on management best estimates the same does not qualify for recognition in the financial statements.

(vi) **Insurance Claim and Liquidated damages**

Insurance claims are accounted as and when admitted/settled. Liquidated damages and penalties are accounted for in accordance with the terms of agreement for loss of opportunity/profit of the Company due to delay in completion. Subsequent changes in value if any are provided for.

(vii) **Defined benefit obligation (DBO)**

Critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

(viii) **Fair Value Measurement of Financial Instruments**

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. Judgements include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

4 Ministry Of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2025, MCA has notified INDAS 117 Insurance Contracts and amendments to INDAS 116 Leases relating to sale and leaseback transactions, applicable to the Company w.e.f.1st April 2024.The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any impact/ significant impact in its financial statements

5 Recent Pronouncements

a) **Application of new standards and amendments**

The Ministry of Corporate Affairs vide notification dated 07th May 2025 and 13th August, 2025 notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 and Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which amended/notified certain Indian Accounting Standards and are effective for annual reporting periods beginning on or after 1st April 2025.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

a) Classification of Liabilities as Current or Non-current and Non-current Liabilities with covenants Amendments to Ind AS 1.

b) Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107.

c) International Tax Reform-Pillar Two Model Rules Amendments to Ind AS 12.

d) Lack of Exchangeability-Amendments to Ind AS 21.

The above amendment is not relevant or does not have an impact on the Financial Statements of the Company

b) New standards and amendments to existing Standards which are issued but are not yet effective and have not been early adopted by the Company

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant 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, however, 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.

MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS 8.

This amendment is not expected to have a material impact on the Company's Ind Financial Statements.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

5. Property, Plant and Equipment:

As at March 31, 2026

(₹ in lakh)

Particulars	Freehold land	Freehold Buildings	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipment	Electrical Installation	Total	Capital Work-in-progress	Total Property, Plant and Equipment including Work-in-progress
Gross Block as at April 1, 2025	3.04	3323.09	5014.28	201.15	74.88	11.96	370.92	8999.32	26.31	9025.63
Additions	-	127.33	386.54	29.00	-	0.95	-	543.82	179.43	723.25
Disposals	-	-	1.95	-	9.51	0.56	-	12.02	146.23	158.25
As at March 31, 2026	3.04	3450.42	5398.87	230.15	65.37	12.35	370.92	9531.12	59.51	9590.63
Accumulated Depreciation as at April 1, 2025	-	583.89	2878.76	100.40	69.32	7.92	253.13	3893.42	-	3893.42
Charge for the period	-	128.72	453.22	19.37	2.08	2.16	36.32	641.87	-	641.87
Disposals	-	-	1.94	-	7.91	0.55	-	10.40	-	10.40
Impairment	-	-	-	-	-	-	-	-	-	-
As at March 31, 2026	-	712.61	3330.04	119.77	63.49	9.53	289.45	4524.89	-	4524.89
Net carrying amount as at March 31, 2026	3.04	2737.81	2068.83	110.38	1.88	2.82	81.47	5006.23	59.51	5065.74

As at March 31, 2025

Particulars	Freehold land	Freehold Buildings	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipment	Electrical Installation	Total	Capital Work-in-progress	Total Property, Plant and Equipment including Work-in-progress
Gross Block as at April 1, 2024	3.04	2823.25	4759.45	182.46	74.88	11.36	344.37	8198.81	271.00	8469.81
Additions	-	499.84	321.86	20.02	-	1.39	27.52	870.63	144.63	1015.26
Disposals	-	-	67.03	1.21	-	0.91	0.97	70.12	389.32	459.44
Adjustment	-	-	-	(0.12)	-	0.12	-	-	-	-
As at March 31, 2025	3.04	3323.09	5014.28	201.15	74.88	11.96	370.92	8999.32	26.31	9025.63
Accumulated Depreciation as at April 1, 2024	-	452.76	2535.02	82.41	65.21	6.24	215.99	3357.63	-	3357.63
Charge for the period	-	131.13	410.66	19.07	4.11	2.41	38.10	605.48	-	605.48
Disposals	-	-	66.92	1.08	-	0.73	0.96	69.69	-	69.69
Impairment	-	-	-	-	-	-	-	-	-	-
As at March 31, 2025	-	583.89	2878.76	100.40	69.32	7.92	253.13	3893.42	-	3893.42
Net carrying amount as at March 31, 2025	3.04	2739.20	2135.52	100.75	5.56	4.04	117.79	5105.90	26.31	5132.21

Notes:

5.1 The Company has decided to continue with the carrying value of its Property, Plant & Equipment (PPE) recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date.

5.2 Refer Notes 19.1 and 22.1 to financial statements in respect of charges created against borrowings

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

5. Property, Plant and Equipment (Contd.):

5A. RIGHT OF USE ASSET

b) **Following are the changes in the carrying value of right-of-use assets as on March 31, 2026**

(₹ in lakh)

Particulars	Category of Right of Use Asset		Total
	Leasehold Land	Leasehold Buildings	
Gross Block as at April 1, 2025	**549.04**	**591.33**	**1140.37**
Additions	-	-	-
Sales / Adjustments during the year	-	-	-
As at March 31, 2026	**549.04**	**591.33**	**1140.37**
Accumulated Depreciation as at April 1, 2025	**0.42**	**307.57**	**307.99**
Amortization during the year	0.05	24.20	24.25
As at March 31, 2026	**0.47**	**331.77**	**332.24**
Net carrying amount as at March 31, 2026	**548.57**	**259.56**	**808.13**

Following are the changes in the carrying value of right-of-use assets as on March 31, 2025

Particulars	Category of Right of Use Asset		Total
	Leasehold Land	Leasehold Buildings	
Gross Block as at April 1, 2024	**549.04**	**591.33**	**1140.37**
Additions	-	-	-
Sales / Adjustments during the year	-	-	-
As at March 31, 2025	**549.04**	**591.33**	**1140.37**
Accumulated Depreciation as at April 1, 2024	**0.37**	**283.37**	**283.74**
Amortization during the year	0.05	24.20	24.25
As at March 31, 2025	**0.42**	**307.57**	**307.99**
Net carrying amount as at March 31, 2025	**548.62**	**283.76**	**832.38**

5A.1 The aggregate amortization expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

6. Intangible Assets:

As at March 31, 2026

(₹ in lakh)

Particulars	Technical Knowhow fees	ERP Software	Autocad Software	Nupi-Pay App Software	Total
Gross Block as at April 1, 2025	84.72	23.64	50.06	-	158.42
Additions	-	-	23.60	7.08	30.68
Disposals	-	-	-	-	-
As at March 31, 2026	84.72	23.64	73.66	7.08	189.10
Accumulated Depreciation as at April 1, 2025	84.72	23.64	12.29	-	120.65
Charge for the period	-	-	10.44	2.29	12.73
Disposals	-	-	-	-	-
As at March 31, 2026	84.72	23.64	22.73	2.29	133.38
Net carrying amount as at March 31, 2026	-	-	50.93	4.79	55.72

As at March 31, 2025

Particulars	Technical Knowhow fees	ERP Software	Autocad Software	Nupi-Pay App Software	Total
Gross Block as at April 1, 2024	84.72	23.64	6.76	-	115.12
Additions	-	-	43.30	-	43.30
Disposals	-	-	-	-	-
As at March 31, 2025	84.72	23.64	50.06		158.42
Accumulated Depreciation as at April 1, 2024	84.72	23.64	6.76	-	115.12
Charge for the period	-	-	5.53	-	5.53
Disposals	-	-	-	-	-
As at March 31, 2025	84.72	23.64	12.29		120.65
Net carrying amount as at March 31, 2025	-	-	37.77	-	37.77

Notes:

6.1 The Company has decided to continue with the carrying value of its Intangible Assets recognised as on April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

7. Other Financial Assets (Non-current)

(₹ in lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Unsecured, Considered Good			
Security Deposits		173.20	160.96
Margin Money with Banks (having original maturity of more than 1 year)	13.1	111.34	36.95
Fixed Deposit with Banks (having original maturity of more than 1 year)		2.18	0.14
Accrued Interest on Fixed Deposit with Banks (having original maturity of more than 1 year)		0.98	1.46
		287.70	**199.51**

8. Other Non-Current Assets

(₹ in lakhs)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Capital Advances		58.85	6.45
		58.85	**6.45**

9. Inventories

(₹ in lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Raw materials		3671.51	3937.07
Work-in-Progress		1206.75	977.81
Finished goods		1189.61	1323.47
Packing Materials		32.74	20.51
Stores and spares		354.00	375.21
		6454.61	**6634.07**

Note: Refer Note No. 19.1 and 22.1 to financial statements in respect of charges created against borrowings

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

10. Current Investments

(Fully paid up except otherwise stated)

(₹ in lakh)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Holding (Nos)	Value	Holding (Nos)	Value
Investment measured at fair value through Profit and Loss				
Investment in Mutual Funds				
Mutual Funds (Quoted)				
ICICI Prudential Balanced Advantage Fund - Growth (Cost ₹ 70.04 each)	85661.05	61.50	85661.05	59.42
ICICI Prudential Equity Savings Fund Cumulative (Cost ₹ 21.62 each)	277506.94	62.77	277506.94	60.55
ICICI Prudential Short Term Fund Growth (Cost ₹ 38.6586 each)	465615.58	290.93	465615.58	273.91
Bandhan CRISIL IBX Gilt 2027 Index Fund-Regular-Growth (Cost ₹ 10.3245 each)	2905705.16	389.66	2905705.16	365.39
Edelweiss Nifty PSU Bond Plus SDL-Index Fund-Regular-Growth (Cost ₹ 10.4737 each)	2864310.82	387.40	2864310.82	363.84
Kotak Balanced Advantage Fund Growth (Regular Plan) (Cost ₹ 20.098 each)	298522.24	57.77	298522.24	57.94
Kotak Equity Savings Fund - Growth (Regular Plan) (Cost ₹ 25.4339 each)	235893.83	61.08	235893.83	58.76
Total		**1311.11**		**1239.81**
Aggregate amount of NAV of Quoted Investments				
– In Mutual Funds		1311.11		1239.81

10.1 Particulars of investments as required under Section 186(4) of the Companies Act, 2013 have been disclosed in Note No.10

11. Trade Receivables

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Secured, considered good		-	-
Unsecured,considered good		6832.43	7257.82
Receivables having significant increase in Credit Risk		114.15	96.87
		6946.58	**7354.69**
Less: Impairment allowances for doubtful debts	11.2	(114.15)	(96.87)
		6832.43	**7257.82**

11.1 Refer Note No. 19.1 and 22.1 to financial statements in respect of charges created against borrowings.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

11. Trade Receivables (Contd.)

11.2 Movement of Impairment allowances for doubtful debts

(₹ in lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Balance as at the beginning of the year		96.87	84.07
Recognised during the year		17.28	12.80
Reversal during the year		-	-
Balance at the end of the year		**114.15**	**96.87**

11.3 Receivables Ageing Schedule as at 31st March, 2026

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	5677.34	325.14	351.87	415.85	3.47	6773.67
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	114.15	114.15
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	58.76	58.76
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	**5677.34**	**325.14**	**351.87**	**415.85**	**176.38**	**6946.58**
Less: Impairment allowances for doubtful debts						(114.15)
						6832.43

Receivables Ageing Schedule as at 31st March, 2025

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	6207.44	453.16	468.87	100.22	-	7229.69
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	96.87	96.87
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	12.88	15.25	28.13
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	**6207.44**	**453.16**	**468.87**	**113.10**	**112.12**	**7354.69**
Less: Impairment allowances for doubtful debts						(96.87)
						7257.82

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

12. Cash and Cash Equivalents

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Balances with banks			
In current and cash credit accounts		371.15	342.31
Cash on hand		3.80	3.30
		374.95	**345.61**

13. Bank Balances Other than Cash and Cash Equivalents

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Other Balance with banks			
In Margin Money Accounts	13.1	1083.29	311.04
In Fixed Deposit Accounts		0.14	201.71
In Unpaid Dividend Account		5.46	4.06
		1088.89	**516.81**

13.1 Fixed Deposit with banks in Margin Money Account amounting ₹ 1194.63 lakh (March 31, 2025: ₹ 347.99 lakh) includes ₹ 111.34 lakh (March 31, 2025: ₹ 36.95 lakh) disclosed under non-current "Other financial assets" in Note 7 have been lodged with Banks as margin money against guarantee issued by them.

14. Other Financial Assets

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Export Incentive receivable		9.46	7.31
Accrued Interest on Fixed Deposit with Banks (having original maturity of less than 1 year)		16.07	14.26
Others		3.15	–
		28.68	**21.57**

14.1 Refer Note No. 19.1 and 22.1 to financial statements in respect of charges created against borrowings

15. Current Tax Assets (Net)

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Advance Tax (net of provision)		234.58	38.41
		234.58	**38.41**

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

16. Other Current Assets

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Advances for supply of goods		135.29	139.68
Balance with Government authorities		524.55	513.50
Prepaid expenses		93.35	82.39
Loans and advances to employees		4.87	5.65
Others		52.58	33.73
		810.64	774.95

17. Equity Share Capital

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Authorised			
5,000,000 (March 31, 2025: 5,000,000) Equity Shares of ₹ 10 each		500.00	500.00
		500.00	500.00
Issued, Subscribed and Paid-up			
2,390,276 (March 31, 2025: 2,390,276) Equity Shares of ₹ 10 each		239.03	239.03
		239.03	239.03

17.1 The Company has one class of shares refered to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

17.2 Reconciliation of the number of equity shares outstandings

Particulars	As at March 31, 2026	As at March 31, 2025
Number of shares at the beginning of the year	2390276	2390276
Add: Addition during the year	-	-
Number of shares at the end of the year	2390276	2390276

17.3 Shareholders holding more than 5% equity share

Name of shareholders	% of holding	As at March 31, 2026	As at March 31, 2025
Tradelink Securities Limited	14.38	343703	343703
Stephen Court Limited	11.68	279088	279088
Woolworth Merchandise Private Limited	7.14	170609	170609

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

17. Equity Share Capital (Contd.)

17.4 Shareholding of promoter

(₹ In lakh)

Shares held by promoter	As at March 31,2026		As at March 31,2025		% of change during the year
Name of Promoter	No of shares held	% of total shares	No of shares held	% of total shares	
Tradelink Securities Limited	343703	14.38	343703	14.38	-
Stephen Court Limited	279088	11.68	279088	11.68	-
Woolworth Merchandise Private Limited	170609	7.14	170609	7.14	-
Primestar Exim Private Limited	92100	3.85	92100	3.85	-
Mahadeo Jute & Industries Limited	85696	3.59	85696	3.59	-
Amulyanidhi India Limited	82099	3.43	82099	3.43	-
Amravati Eximp Limited	62336	2.61	62336	2.61	-
Mr. Sanjay Bagaria	45900	1.92	45900	1.92	-
Mrs Purnima Bagaria	39600	1.66	39600	1.66	-
Mr.Shiva Prasad Bagaria	27300	1.14	27300	1.14	-
Sanjay Bagaria (HUF)	20600	0.86	20600	0.86	-
Shiva Prasad Bagaria (HUF)	8200	0.34	8200	0.34	-
Lakshmi Farms Private Limited	4900	0.20	4900	0.20	-
Mr. Satyam Bagaria	1800	0.08	1800	0.08	-
	1263931	**52.88**	**1263931**	**52.88**	-

18. Other Equity

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Capital Reserve	18.2	605.34	605.34
Securities Premium	18.3	890.41	890.41
General Reserve	18.4	7301.82	7301.82
Retained Earnings	18.5	4200.28	4535.03
Other Comprehensive Income			
Re-measurement of Defined benefit plans	18.6	(163.43)	(195.74)
		12834.42	**13136.86**

18.1 Refer Statement of changes in Equity for movement in balances of reserves

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

18. Other Equity (Contd.)

18.2 Capital Reserve

Capital Reserve comprises of: (₹ in lakh)

Particulars		As at March 31, 2026	As at March 31, 2025
(a)	Capital Profit on sale of land & building	550.05	550.05
(b)	Profit on reissue of forfeited Debentures	0.29	0.29
©	Subsidy from State Government against capital investment in new units	55.00	55.00
		605.34	**605.34**

18.3 Securities Premium

Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under section 52 of Companies Act, 2013.

18.4 General Reserve

The General Reserve is used by appropriating profits from retained earnings. As the General Reserve is created by a transfer from one component of equity to another, it is not reclassified to the Statement of Profit and Loss.

18.5 Retained Earnings

Retained earnings represents the undistributed profit/ amount of accumulated earnings of the company.

18.6 Other Comprehensive Income

Other Comprehensive Income represents the balance in equity for items to be accounted in Other Comprehensive Income (OCI). The actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions have been recognised in OCI and will not be reclassified to Statement of Profit and Loss.

19. Borrowings

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026		As at March 31, 2025	
		Non Current	Current	Non Current	Current
Secured					
Term Loan from Bank		-	-	254.40	113.82
		-	-	**254.40**	**113.82**

19.1 Term Loan Rs 500 lakh from UCO Bank is secured by hypothecation of stock of raw materials, work-in-progress, finished goods, stores and spares, trade receivables and other current assets of the Company and all moveable assets and by equitable mortgage by deposit of title deeds of immoveable properties comprising of land and buildings of the Company's factories situated at Nagpur, Ajmer & Aurangabad. The Interest rate is 9.60%. The outstanding as on 31st March 2026 is ₹ Nil (31st March 2025: ₹ 368.22)

19.2 The outstanding balance disclosed in Note no. 19 is based on the amortised cost in accordance with Ind AS 109 "Financial Instruments".

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

20. Provisions

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits	39	103.45	118.65
		103.45	118.65

21. Deferred Tax Liabilities

(₹ in lakh)

The following is the analysis of deferred tax (assets)/liabilities presented in the Balance Sheet:

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Deferred tax Assets		146.57	150.62
Deferred tax Liabilities		421.89	443.16
Net Deferred Tax (Assets)/Liabilities		275.32	292.54

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2026 are given below:

Particulars	As at April 1, 2025	Charge/ (Credit) recognised in Profit and Loss	Charge/ (Credit) recognised in other com-prehensive income	Adjusted against Provision for Taxation	As at March 31, 2026
Deferred Tax Assets:					
Fair valuation of financial assets and financial liabilities	3.29	0.35	–	–	2.94
Leasehold liability	0.48	0.08	–	–	0.40
MAT Credit Entitlement	40.32	–	–	40.32	–
Provision for expected credit losses against financial assets	28.21	(1.47)	–	–	29.68
Expenses allowable on payment basis	(4.68)	(46.58)	–	–	41.90
Remeasurement of defined benefit obligations	83.00	–	11.35	–	71.65
Total Deferred Tax Assets	**150.62**	**(47.62)**	**11.35**	**40.32**	**146.57**
Deferred Tax Liabilities:					
Fair valuation (gain)/ loss on Investments	64.01	11.68	–	–	75.69
Timing difference with respect to Property, Plant & Equipment and Intangible Assets	378.18	(31.98)	–	–	346.20
Borrowings designated at Amortised Cost	0.97	(0.97)	–	–	–
Total Deferred Tax Liabilities	**443.16**	**(21.27)**	–	–	**421.89**
Net Deferred Tax (Assets)/ Liabilities	**292.54**	**(68.89)**	**11.35**	**40.32**	**275.32**

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

21. Deferred Tax Liabilities (Contd.)

(₹ In lakh)

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2025 are given below:

Particulars	As at April 1, 2024	Charge/ (Credit) recognised in Profit and Loss	Charge/ (Credit) recognised in other comprehensive income	Adjusted against Provision for Taxation	As at March 31, 2025
Deferred Tax Assets:					
Fair valuation of financial assets and financial liabilities	3.29	–	–	–	3.29
Leasehold liability	0.51	0.03	–	–	0.48
MAT Credit Entitlement	397.68	–	–	357.36	40.32
Provision for expected credit losses against financial assets	24.48	(3.73)	–	–	28.21
Expenses allowable on payment basis	20.12	24.80	–	–	(4.68)
Remeasurement of defined benefit obligations	60.28	–	(22.72)	–	83.00
Total Deferred Tax Assets	**506.36**	**21.10**	**(22.72)**	**357.36**	**150.62**
Deferred Tax Liabilities:					
Fair valuation (gain)/ loss on Investments	43.73	20.28	–	–	64.01
Timing difference with respect to Property, Plant & Equipment and Intangible Assets	681.16	(302.98)	–	–	378.18
Borrowings designated at Amortised Cost	1.89	(0.92)	–	–	0.97
Total Deferred Tax Liabilities	**726.78**	**(283.62)**	**–**	**–**	**443.16**
Net Deferred Tax (Assets)/ Liabilities	**220.42**	**(262.52)**	**(22.72)**	**357.36**	**292.54**

22. Borrowings

(₹ in lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Secured			
Repayable on demand			
Working capital facilities from banks			
Indian Currency	22.1	2689.54	2889.26
Current maturities of long term debt- Secured	19	–	113.82
		2689.54	3003.08

22.1 Loans repayable on demand being Working Capital facilities from UCO Bank, HDFC Bank, ICICI Bank and Axis Bank (both fund based and non-fund based) are secured by hypothecation of stock of raw materials, work-in-progress, finished goods, stores and spares, trade receivables and other current assets of the Company and all moveable assets and by equitable mortgage by deposit of title deeds of immovable properties comprising of land and buildings of the Company's factories situated at Nagpur, Ajmer and Aurangabad.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

23. Trade Payables

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Payable for Goods and Services			
Total outstanding dues of micro and small Enterprises	23.1 & 23.2	709.91	341.50
Total outstanding dues of creditors other than micro and small Enterprises		4042.64	3679.75
		4752.55	4021.25

23.1 The ageing schedule for Trade Payables as at 31st March 2026 are given below:-

Particulars		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	709.91	-	-	-	709.91
(ii)	Others	4031.45	5.24	2.80	3.15	4042.64
(iii)	Disputed dues - MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-
		4741.36	**5.24**	**2.80**	**3.15**	**4752.55**

The ageing schedule for Trade Payables as at 31st March 2025 are given below:-

Particulars		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	341.50		-	-	341.50
(ii)	Others	3665.03	10.25	3.88	0.59	3679.75
(iii)	Disputed dues - MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-
		4006.53	**10.25**	**3.88**	**0.59**	**4021.25**

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

23. Trade Payables (Contd.)

(₹ In lakh)

23.2 Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, based on the confirmation and information available with the company regarding the status of suppliers.

Particulars		As at March 31, 2026	As at March 31, 2025
a)	the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
	Principal	709.91	341.50
	Interest	-	-
b)	the amount of interest paid by the Company in terms of Section 16 of the "Micro, Small and Medium Enterprise Development Act, 2006" (27 of 2006) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year:		
	Principal amount unpaid	Nil	Nil
	Interest due	Nil	Nil
c)	the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
d)	the amount of interest accrued and remaining unpaid at the end of each accounting year	7.92	1.60
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act , 2006	4.18	0.30

24. Other Financial Liabilities

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Unclaimed dividends		5.46	4.06
Capital vendors		1.53	1.63
		6.99	**5.69**

25. Other Current Liabilities

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Advance from customers		1586.22	1118.26
Statutory dues-PF, ESI, Goods and Service Tax, TDS etc.		786.97	726.55
		2373.19	**1844.81**

26. Provisions

(₹ In lakh)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits	39	137.54	121.06
		137.54	**121.06**

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

27. Revenue From Operations

(₹ in lakh)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of products		29007.26	28936.06
Sale of Services		54.27	33.48
Other operating revenues			
Scrap Sales		260.20	278.14
Liabilities no longer required written back		6.70	32.75
Incentive on exports		12.05	17.68
		29340.48	**29298.11**

27.1 The Company has adopted Ind AS 115 , “Revenue from Contracts with Customers” which is mandatory for reporting from the period beginning on or after.
1st April, 2018. Adoption of this standard did not have any material impact on the financial results of the Company.

28. Other Income

(₹ in lakh)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest Income			
On deposits, overdue debts etc.		45.51	25.88
Net gain/(loss) on redemption of Current investments		-	-
Net gain/(loss) on fair valuation of investments through Profit and Loss		71.30	69.63
Profit/(loss) on sale of fixed assets (net)		-	3.16
Net gain/(loss) on foreign currency transaction and translation		-	33.34
Liabilities no longer required written back		0.29	-
Miscellaneous income		9.10	13.83
		126.20	**145.84**

29. Cost of materials consumed

(₹ in lakh)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening Stock		3937.07	4104.35
Add: Purchases		15501.68	15208.98
Less: Closing stock		3671.51	3937.07
Raw Material Consumed		**15767.24**	**15376.26**

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

30. Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(₹ in lakh)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening stock			
Finished Goods		1323.47	1639.72
Work-in-Progress		977.81	895.29
		2301.28	2535.01
Less: Closing Stock			
Finished Goods		1189.61	1323.47
Work-in-Progress		1206.75	977.81
		2396.36	2301.28
		(95.08)	233.73

31. Employee Benefits Expense

(₹ in lakh)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries and wages		5782.09	5009.57
Contribution to provident and other funds		372.94	332.30
Travelling and Conveyance		1031.72	857.57
Staff welfare expenses		190.07	184.42
		7376.82	6383.86

32. Finance Costs

(₹ in lakh)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense		216.78	341.33
Other borrowing cost		129.67	158.21
		346.45	499.54

33. Depreciation and Amortisation Expenses

(₹ in lakh)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation Expenses	5	641.87	605.48
Amortisation Expenses	5A & 6	36.98	29.78
		678.85	635.26

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

34. Other Expenses

(₹ in lakh)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Consumable Stores		749.74	710.16
Packing Materials consumed (net of recoveries)		392.26	414.62
Power and fuel		352.13	359.83
Rent		34.35	28.28
Repairs to buildings		58.34	40.44
Repairs to machinery		45.67	75.16
Repairs to others		113.91	117.95
Insurance		37.49	43.75
Rates and taxes		35.44	39.49
Directors fees and Commission		18.00	91.22
Selling and Distribution Expenses	34.2	1179.71	918.38
Auditors' Remuneration	34.1	6.00	6.00
Irrecoverable Debts/Advances written off		17.48	78.06
Royalty		710.07	615.74
Communication Expenses		42.32	38.59
Provision for expected Credit losses		17.28	12.80
Consultancy		118.42	65.51
Freight and Forwarding Charges [Net of realisation of ₹ 39.50 lakh (31st March 2025: ₹ 224.32 lakh)]		916.75	493.41
Loss on sale of fixed assets (net)		1.32	-
Net (gain)/loss on foreign currency transaction and translation		15.72	-
Miscellaneous expenses	34.3	798.63	811.79
		5661.03	**4961.18**

34.1 Auditor's Remuneration comprises of:

Particulars	For the year ended March, 31 2026	For the year ended March, 31 2025
(a) Audit Fees	4.50	4.50
(b) Certification and other expenses	1.50	1.50

34.2 Selling and Distribution Expenses comprises of:

Particulars	For the year ended March, 31 2026	For the year ended March, 31 2025
(a) Travelling Expenses	522.19	481.17
(b) Commission on Sales	100.17	150.04
(c) Other Expenses	557.35	287.17

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

34. Other Expenses (Contd.)

(₹ In lakh)

34.3 Includes ₹ 38.26 lakh (31st March 2025 ₹ 33 lakh) incurred by the Company on account of Corporate Social Responsibility (CSR) expenses. The details are given below

Particulars	For the year ended March, 31 2026	For the year ended March, 31 2025
(a) Amount required to be spent by the Company during the year	38.26	33.00
(b) Amount of expenditure incurred	38.26	33.00
(c) Shortfall at the end of the year	Nil	Nil
(d) Total of previous year's shortfall-	Nil	Nil
(e) Reason for shortfall	N.A.	N.A.
(f) Nature of CSR activities-	Skill development of apprentice trainees	
(g) Details of related party transactions	N.A	N.A

35. Lease disclosure:

ROU Asset

Amount recognised in Statement of Profit and Loss (₹ in lakh)

Particulars	For the year ended March, 31 2026	For the year ended March, 31 2025
1) Amortisation charge for the right-of-use assets		
a) Land Lease	0.05	0.05
b) Building Lease	24.20	24.20
	24.25	**24.25**
2) Interest on lease liabilities	-	-
3) Expense relating to short-term leases / low-value assets	34.35	28.28
4) Expense relating to variable lease payments	-	-
5) **Total cash outflows for leases**	34.35	**28.28**

For short-term and low value leases, the Company recognises the lease payments as an operating expense.

Leasehold Land being perpetual in nature and having a term upto 99 years of lease with an option of renewal has not been amortised.

The Company does not have any lease liability as on March 31, 2026 and March 31, 2025. Accordingly, no disclosure is required as per Ind AS 116 in this regard.

The Company has not entered in any non-cancellable operating leases as a lessor. Accordingly, no disclosure is required as per Ind AS 116 in this regard.

36. Exceptional items

The Government of India vide notification dated November 21,2025 has notified the Code on Wages, 2019, the Industrial Relations Code,2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code,2020 (collectively referred to as "The Labour Code") consolidating and relacing the then existing multiple labour legislations in the country. In accordance with the requirements of INDAS 19, "Employees Benefits", changes to employee benefit resulting from legialative amendments constitue a plan amendment, necessitating the immediate recognition of any variation in the costs upon such notification. Consequently, the potential impact on the employee benefit and expenses on account of past service costs in respect of Gratuty and Leave Encashment amounting to Rs 51 lakhs as evaluated and determined by an independent actuary has been recognised and disclosed as "exceptional items" in the accounts.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

37. Tax Expenses- Current Tax

(₹ In lakh)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Provision for Current Tax	37.1	(11.59)	402.71
		(11.59)	**402.71**

37.1 Components of Tax Expense:

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Current Tax			
In respect of the current year		–	409.88
Tax adjustment for earlier year		(11.59)	(7.17)
Total Current Tax Expense recognised in the current year		(11.59)	**402.71**
Deferred Tax			
In respect of the current year		(68.89)	(262.52)
Total Deferred Tax Expense recognised in the current year		(68.89)	**(262.52)**
Total Tax Expense recognised in the current year		(80.48)	**140.19**

37.2 Reconciliation of Income tax expense for the year with accounting profit is as follows:

Taxable Income / Loss differs from "Profit before tax" as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are not taxable or deductible. Details in this respect are as follows:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit /(Loss) before tax	(319.63)	1635.01
Income tax expense calculated at 26%*	–	476.11
Less : Effect of		
Difference in tax rate for Long Term Capital Gain	(18.54)	(20.28)
Effect of other adjustments	(61.94)	(315.64)
Income tax expense recognised in Profit and Loss	(80.48)	**140.19**

* The tax rate used for reconciliations above is the corporate tax rate of 26% for Financial year 2025-26 (2024-25 -29.12%) payable by corporate entities in India on taxable profits under the Indian tax laws.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

37. Tax Expenses- Current Tax (Contd.)

(₹ In lakh)

37.3 Income tax recognised in Other Comprehensive Income

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Deferred tax		
Arising on income and expenses recognised in Other Comprehensive Income:		
Tax impact on Remeasurement of defined benefit obligation	(11.35)	22.72
Total income tax recognised in Other Comprehensive Income	**(11.35)**	**22.72**
Bifurcation of the income tax recognised in Other Comprehensive Income into:-		
Items that will not be reclassified to Profit and Loss	(11.35)	22.72
Items that may be reclassified to Profit and Loss	–	–

37.4 Components of Other Comprehensive Income

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025
Items that will not be reclassified to Statement of Profit and Loss-			
Remeasurement of gains / (losses) on defined benefit plans		43.66	(78.02)
		43.66	(78.02)

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

38. Financial Instruments

The accounting classification of each category of financial instrument, their carrying amount and fair value are as follows:-

(₹ in lakh)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets (Current and Non-Current)				
Financial Assets designated at Amortised Cost				
Trade receivables	6832.43	6832.43	7257.82	7257.82
Cash and Cash Equivalents	374.95	374.95	345.61	345.61
Bank Balances other than Cash and Cash Equivalents	1088.89	1088.89	516.81	516.81
Loans and Other financial assets	316.38	316.38	221.08	221.08
Financial Assets designated at Fair Value through Profit and Loss Account				
Investment in Mutual Funds	1311.11	1311.11	1239.81	1239.81
Financial Liabilities (Current and Non-Current)				
Financial Liabilities designated at Amortised Cost				
Borrowings	2689.54	2689.54	3257.48	3257.48
Trade Payables	4752.55	4752.55	4021.25	4021.25
Other financial liabilities	6.99	6.99	5.69	5.69

Fair Valuation Techniques

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

The fair value of cash and cash equivalents, trade receivables, trade payables, current financial liabilities/ financial assets and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the financial statements approximate their fair values.

A substantial portion of the company’s long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost.

Investments in Mutual Funds are determined by reference to the quoted market prices (i.e. NAV) at the reporting date multiplied by the quantity held.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

38. Financial Instruments (Contd.)

Fair value hierarchy

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at March 31, 2026:

(₹ in lakh)

Particulars		As at March 31*	Fair value measurements at reporting date using		
			Level 1	Level 2	Level 3
Financial Assets					
Investment in Mutual Funds (Current and Non-Current)	- 2026	1311.11	1311.11	-	-
	- 2025	(1239.81)	(1239.81)	-	-
	- 2024	[930.18]	[930.18]	-	-

(*) Figures in round brackets ( ) indicate figures as at March 31, 2025 and in brackets [ ] indicate figures as at April 01, 2024

During the year ended March 31, 2026 and March 31, 2025, there were no transfers between Level 1, Level 2 and Level 3.

The Inputs used in fair valuation measurement are as follows:

Fair valuation of Financial assets and liabilities not within the operating cycle of the Company is amortised based on the borrowing rate of the Company.

Financial instruments are valued based on quoted price for similar assets and liabilities in active market or similar inputs that are directly or indirectly observable in the market place.

Financial Risk Factors

The Company's activities expose it to a variety of financial risks. The key financial risk includes market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company has an Enterprise Risk Management (ERM) process which involves periodic identification of risks likely to affect the business adversely, rating the risks, their importance and likelihood, preparation of risk identification procedures, implementation of risk mitigation plans and its continuous monitoring by the Executive Management/ Divisional Heads. The Risk Management Committee has already identified the risks in the various business areas and it also develops and monitors various mitigation strategies and plans in these areas to reduce or eliminate the likelihood of such risks. The presence in India of players with low cost products which has intensified the competition in the large domestic market consequently shrinking the margins for the Company's products is an area of risk. To mitigate the risk involved in this area, steps have been initiated to move ahead of the competition with the Company's strong brand image along with upgradation of technology, carving out a niche product portfolio and effective marketing framework.

Market Risk

Market risk is the risk or uncertainty arising from possible market price movements resulting in variation in the fair value of future cash flows of a financial instrument. The major components of Market risks are foreign currency risk, interest rate risk and other price risk. Financial instruments affected by market risk includes trade receivables, borrowings, investments and trade and other payables.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

38. Financial Instruments (Contd.)

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's foreign currency denominated transactions.

The Company is having a net foreign exchange outflow and has adopted a comprehensive risk management review system wherein it evaluates exchange rate exposure arising from these transactions and follows established risk management policies.

The carrying amount of various exposure to foreign currency at the end of the reporting period are as follows:

(₹ In lakh)

Particulars	As at March 31, 2026			
	Trade receivables	Loans and borrowings	Trade payables & Other current Liability	Net Assets/ (liabilities)
USD	17.85	-	-	17.85
EURO	201.16	-	120.66	80.50
TOTAL	**219.01**	**-**	**120.66**	**98.35**

Particulars	As at March 31, 2025			
	Trade receivables	Loans and borrowings	Trade payables & Other current Liability	Net Assets/ (liabilities)
EURO	30.82	-	118.16	(87.34)
TOTAL	**30.82**	**-**	**118.16**	**(87.34)**

The Company is principally exposed to foreign currency risk against USD & EURO. Sensitivity of profit or loss arises mainly from USD & EURO denominated are as follows:

(₹ In lakh)

Particulars	Effect on Profit before tax	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Receivables (Weakening of INR by 5%)		
USD	0.89	-
EURO	10.06	1.54
Payables (Weakening of INR by 5%)		
EURO	(6.03)	(5.91)

A 5% strengthening of INR would have an equal and opposite effect on the Company's financial statements

Interest rate risk

There are deposits with banks which are for short term period are exposed to interest rate risk, falling due for renewal. These deposits are however generally for trade purposes and as such does not cause material implication.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

38. Financial Instruments (Contd.)

With all other variables held constant, the following table demonstrates the impact of exposure of Company's borrowings to interest rate changes at the end of the reporting period. A hypothetical basis point shift, as detailed below, would result in a corresponding increase or decrease in interest costs for the Company on a yearly basis.

(₹ In lakh)

Nature of Borrowing	Increase in basis points	For the year ended March 31, 2026	For the year ended March 31, 2025
Rupee Loan	+0.50	13.45	16.29

A decrease in 0.50 basis point in Rupee Loan would have an equal and opposite effect on the Company's financial statements

Other price risk

The investment in mutual funds which are fair valued through profit and loss are material as these are Fixed Maturity Plan(FMP) that are closed ended scheme with a pre-defined maturity which is subject to investment objective and allocation which is basically in debt instruments, Certificate of Deposits and Commercial papers. Accordingly, other price risk of the financial instrument to which the Company is exposed is not expected to be material.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables). To manage this, the management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Collection of sale proceeds promptly from the clients on sale of products is also an area where risk is involved. The Company has adopted various recovery measures for improvement in collection and liquidity position which is also monitored by the Executive Management at regular intervals.

The carrying amount of respective financial assets recognised in the financial statements, (net of impairment losses) represents the Company's maximum exposure to credit risk. The concentration of credit risk is limited due to the customer base being large and unrelated. Of the trade receivables balance at the end of the year, there are no single customer accounted for more than 10% of the accounts receivable and 10% of revenue as at March 31, 2026 and March 31, 2025 respectively.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. Receivables from customers are reviewed/evaluated periodically by the management and appropriate provisions are made to the extent recovery thereagainst has been considered to be remote.

Financial assets that are neither past due nor impaired

Cash and Cash Equivalents, investment and deposits with banks are neither past due nor impaired. Cash and Cash Equivalents with banks are held with reputed and credit worthy banking institutions.

Financial assets that are past due but not impaired

Trade Receivables disclosed include amounts that are past due at the end of the reporting period but against which the Company has not recognised an allowance for doubtful receivables because there has not been a significant change in credit quality and the amounts are still considered recoverable.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

38. Financial Instruments (Contd.)

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's objective is to maintain optimum level of liquidity to meet it's cash and collateral requirements at all times. The Company relies on borrowings and internal accruals to meet its fund requirement. The current committed line of credit are sufficient to meet its short to medium term fund requirement.

Liquidity and interest risk tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows as at the Balance Sheet date:

Interest rate and currency of borrowings

As at March 31, 2026 (₹ In lakh)

Particulars	Total Borrowings	Floating rate borrowings	Fixed rate borrowings	Weighted average Interest Rate (%)
INR	2689.54	2689.54	-	-
Total	**2689.54**	**2689.54**	-	-

As at March 31, 2025

Particulars	Total Borrowings	Floating rate borrowings	Fixed rate borrowings	Weighted average Interest Rate (%)
INR	3257.48	3257.48	-	-
Total	**3257.48**	**3257.48**	-	-

Maturity Analysis of Financial Liabilities

As at March 31, 2026 (₹ In lakh)

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Interest bearing borrowings (including current maturities)	2689.54	2689.54	-	-	-	2689.54
Other Liabilities	6.99	5.46	0.05	0.05	1.43	6.99
Trade and other payables	4752.55	26.31	4695.16	19.89	11.19	4752.55

As at March 31, 2025

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Interest bearing borrowings (including current maturities)	3257.48	2889.26	55.51	58.31	254.40	3257.48
Other Liabilities	5.69	4.06	0.05	0.05	1.53	5.69
Trade and other payables	4021.25	515.20	3478.58	14.92	12.55	4021.25

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

38. Financial Instruments (Contd.)

The Company has current financial assets which will be realised in ordinary course of business. The Company ensures that it has sufficient cash on demand to meet expected operational expenses.

The Company relies on mix of borrowings and excess operating cash flows to meet its need for funds and ensures that it does not breach any financial covenants stipulated by the lender.

Capital Management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Company's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

The gearing ratio is as follows:

(₹ In lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Borrowings	2689.54	3257.48
Equity	13073.45	13375.89
Gearing Ratio	0.21	0.24

39. Post Retirement Employee Benefits

The disclosures required under Indian Accounting Standard 19 on ''Employee Benefits" are given below:

a) **Defined Contribution Plans**

Contribution to Defined Contribution Plan, recognized for the year are as under:

(₹ In lakh)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Employer's Contribution to Provident Fund	230.71	189.60
Employer's Contribution to Pension Fund	72.61	67.09
Employers State Insurance Fund	6.72	8.31

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

39. Post Retirement Employee Benefits (Contd.)

b) Defined Benefit Plans

The employee's gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

(₹ In lakh)

Particulars	Gratuity (Funded)	
	2025-26	2024-25
a) **Change in the fair value of the defined benefit obligation:**		
Liability at the beginning of the year	1442.07	1270.66
Interest Cost	89.99	91.86
Current Service Cost	90.07	78.88
Past Service Cost due to New Service Code	35.32	–
Actuarial (gain) / loss on obligations	(26.74)	84.58
Benefits paid	(140.61)	(83.91)
Liability at the end of the year	**1490.10**	**1442.07**
b) **Changes in the Fair Value of Plan Asset**		
Fair value of Plan Assets at the beginning of the year	1464.93	1316.84
Return on Plan Assets	94.74	95.14
Contributions by the Company	99.27	130.31
Benefits paid	(140.61)	(83.91)
Actuarial gain / (loss) on Plan Assets	16.92	6.55
Fair value of Plan Assets at the end of the year	**1535.25**	**1464.93**
c) **Actual return on Plan Asset**		
Return on Plan assets	94.74	95.14
Actuarial gain / (loss) on Plan Assets	16.92	6.55
Actual Return on Plan Assets	**111.66**	**101.69**
d) **Amount Recognized in Balance Sheet**		
Liability at the end of the year	1490.10	1442.07
Fair value of Plan Assets at the end of the year	1535.25	1464.93
	(45.15)	**(22.86)**
e) **Components of Defined Benefit Cost**		
Current Service Cost	90.07	78.88
Past Service Cost due to New Service Code	35.32	–
Interest Cost	89.99	91.86
Return on Plan Assets	(94.74)	(95.14)
Net Actuarial (gain) / loss on remeasurement recognised in OCI	(43.66)	78.03
Total Defined Benefit Cost recognised in Profit and Loss and OCI	**76.98**	**153.63**

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

39. Post Retirement Employee Benefits (Contd.)

b) Defined Benefit Plans (Contd.)

(₹ In lakh)

Particulars	Gratuity (Funded)	
	2025-26	2024-25
f) Balance Sheet Reconciliation		
Opening Net Liability	(22.86)	(46.18)
Expenses as above	76.98	153.63
Employers Contribution	(99.27)	(130.31)
Amount Recognized in Balance Sheet	**(45.15)**	**(22.86)**
g) Principal Actuarial assumptions as at the Balance Sheet date		
Discount Rate	7.18%	6.56%
Salary Escalation - First 5 years	5.00%	5.00%
Salary Escalation - After 5 years	5.00%	5.00%
Rate of Return on Plan Assets	7.18%	6.56%

h) Weighted average allocation of plan assets in respect of fund managed by insurer is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
G-Sec/Corporate Securities	-	-
Equity	-	-
Fixed Deposit and other Assets	-	-
Insurance Policies	100.00%	100.00%

Compensated Absences

The obligation for compensated absences is recognized in the same manner as gratuity except remeasurement benefit which is treated as part of OCI. The actuarial liability of Compensated Absences (unfunded) of accumulated priviliged and sick leaves of the employees of the Company as at March 31, 2026 is given below:

Particulars	As at March 31, 2026	As at March 31, 2025
Leave Encashment	261.81	237.02

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

39. Post Retirement Employee Benefits (Contd.)

b) Defined Benefit Plans (Contd.)

(₹ In lakh)

Particulars		Leave Encashment (Non-Funded)	
		2025-26	2024-25
a)	**Change in the fair value of the defined benefit obligation:**		
	Liability at the beginning of the year	237.02	202.47
	Interest Cost	13.01	12.27
	Current Service Cost	95.79	64.23
	Past Service Cost due to New Service Code	13.17	-
	Benefits paid	(77.29)	(59.35)
	Actuarial (gain) / loss on obligations	(19.89)	17.40
	Liability at the end of the year	**261.81**	**237.02**
b)	**Amount Recognized in Balance Sheet**		
	Liability at the end of the year	261.81	237.02
	Fair value of Plan Assets at the end of the year	-	-
		261.81	**237.02**
c)	**Components of Defined Benefit Cost**		
	Current Service Cost	95.79	64.23
	Interest Cost	13.01	12.27
	Past Service Cost due to New Service Code	13.17	-
	Expected Return on Plan Assets	-	-
	Net Actuarial (gain) / loss on remeasurement recognised in Profit & Loss	(19.89)	17.40
	Total Defined Benefit Cost recognised in Profit and Loss	**102.08**	**93.90**
d)	**Balance Sheet Reconciliation**		
	Opening Net Liability	237.02	202.47
	Expenses as above	102.08	93.90
	Benefits paid	(77.29)	(59.35)
	Amount Recognized in Balance Sheet	**261.81**	**237.02**
e)	**Principal Actuarial assumptions as at the Balance Sheet date**		
	Discount Rate	7.18%	6.56%
	Salary Escalation - First 5 years	5.00%	5.00%
	Salary Escalation - After 5 years	5.00%	5.00%
	Rate of Return on Plan Assets	N.A	N.A

Notes:

i) Assumptions relating to future salary increases, attrition, interest rate for discount & overall expected rate of return on Assets have been considered based on relevant economic factors such as inflation, market growth & other factors applicable to the period over which the obligation is expected to be settled.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

39. Post Retirement Employee Benefits (Contd.)

b) Defined Benefit Plans (Contd.)

Recognised in Other Comprehensive Income

Particulars	Gratuity
Remeasurement - Acturial loss/(gain)	
For the year ended March 31, 2026	(43.66)
Remeasurement - Acturial loss/(gain)	
For the year ended March 31, 2025	78.02

Sensitivity analysis:

Particulars	Change in Assumption	Defined Benefit Obligation	
		Gratuity	Leave Encashment
For the year ended March 31, 2026			
Discount Rate	+1%	1428.24	250.46
	-1%	1559.35	274.69
Salary Growth Rate	+1%	1547.32	273.51
	-1%	1437.77	251.37
Withdrawal Rate	+1%	1498.22	263.65
	-1%	1481.07	259.78
For the year ended March 31, 2025			
Discount Rate	+1%	1377.01	226.61
	-1%	1514.99	248.80
Salary Growth Rate	+1%	1508.38	248.41
	-1%	1381.09	226.83
Withdrawal Rate	+1%	1448.07	238.15
	-1%	1435.42	235.77

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (Projected Unit Credit Method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

History of experience adjustments is as follows:

Particulars	Gratuity	Leave Encashment
For the year ended March 31, 2026		
Plan Liabilities -loss/(gain)	13.72	(12.42)
Plan Assets - loss/(gain)	(16.92)	-
For the year ended March 31, 2025		
Plan Liabilities -loss/(gain)	46.22	11.86
Plan Assets - loss/(gain)	(6.56)	-

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

39. Post Retirement Employee Benefits (Contd.)

b) Defined Benefit Plans (Contd.)

(₹ In lakh)

Maturity Profile of Defined Benefit Obligation (Discounted) Method

Particulars	Gratuity	Leave Encashment
01 Apr 2026 to 31 Mar 2027	560.15	113.21
01 Apr 2027 to 31 Mar 2028	235.55	31.68
01 Apr 2028 to 31 Mar 2029	94.57	12.19
01 Apr 2029 to 31 Mar 2030	64.01	8.76
01 Apr 2030 to 31 Mar 2031	78.54	8.59
01 Apr 2031 to 31 Mar 2035	256.80	41.75

Particulars	As at March 31, 2026	As at March 31, 2025
Average no of people employed	585	550

40. Calculation of Earning Per Share is as follows:

(₹ In lakh)

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	Net profit for Basic and Diluted Earnings Per Share as per Statement of Profit and Loss	(239.15)	1494.82
(b)	Weighted average number of equity shares for calculation of Basic and Diluted Earnings Per Share (Face value ₹ 10/- per share)		
	No of equity shares outstanding as on 31st March	2390276	2390276
	Number of equity shares considered in calculating basic and diluted EPS	2390276	2390276
(c)	Weighted average number of equity shares outstanding	2390276	2390276
(d)	Earnings per share (EPS) of Equity Share of ₹ 10 each:		
	a) Basic (₹)	(10.01)	62.54
	b) Diluted (₹)	(10.01)	62.54

41. Contingent Liabilities and Commitments (to the extent not provided for) in respect of:

	Particulars	As at March 31, 2026	As at March 31, 2025
a)	Contingent Liabilities		
	Outstanding Bank Guarantees*	154.21	194.34
b)	Commitments		
	Estimated amount of contracts remaining to be executed on capital account and not provided for	147.65	17.94

* Does not include Advance and Performance Bank Guarantee issued in the normal course of business

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

42. Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows:

A) Names of related parties and description of relationship

1) Key Management Personnel (KMP)	Mr. Indrajit Sen - Managing Director Mr. Rana Pratap Singh-Executive Director (Wholetime Director) Mr. Asish Kumar Neogi - Chief Financial Officer Mr. P.R Sivasankar - Company Secretary (resigned w.e.f 1st April 2026) Mr. Kundan Jaiswal -Company Secretary (appointed w.e.f. 1st April 2026)
2) Non-Executive Directors	Mr. Sanjay Bagaria - Chairman Mr. Srikumar Menon - Director Mr. Sandipan Chakravortty - Director Ms. Nayantara Palchoudhuri - Director
3) Other Related Party	Bagaria More Company Ltd. Mr. Satyam Bagaria

B) Related Party Transactions for the year ended March 31, 2026

(₹ in lakh)

Particulars	Other Related Party	KMP	Non-Executive Directors	Total	Outstanding as on March 31, 2026	Outstanding as on March 31, 2025
Remuneration						
Mr. Indrajit Sen	-	302.00	-	302.00	-	-
Mr. Rana Pratap Singh	-	146.82	-	146.82	-	-
Mr. Asish Kumar Neogi	-	79.06	-	79.06	-	-
Mr. P. R Sivasankar	-	34.57	-	34.57	-	-
Total	-	**562.45**	-	**562.45**	-	-
Previous Year						
Mr. Indrajit Sen	-	295.60	-	295.60	-	17.76
Mr. Rana Pratap Singh	-	111.31	-	111.31	-	-
Mr. Asish Kumar Neogi	-	71.20	-	71.20	-	-
Mr. P. R Sivasankar	-	32.30	-	32.30	-	-
Sitting Fees						
Mr. Sanjay Bagaria	-	-	4.40	4.40	-	70.42
Mr. Srikumar Menon	-	-	4.80	4.80	-	-
Mr. Sandipan Chakravortty	-	-	4.00	4.00	-	-
Ms Nayantara Palchoudhuri	-	-	4.80	4.80	-	-

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

42. Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows: (Contd.)

B) Related Party Transactions for the year ended March 31, 2026 (Contd.)

(₹ in lakh)

Particulars	Other Related Party	KMP	Non-Executive Directors	Total	Outstanding as on March 31, 2026	Outstanding as on March 31, 2025
Previous Year						
Mr. Sanjay Bagaria (including commission)	-	-	75.62	75.62	-	-
Mr. Srikumar Menon	-	-	5.20	5.20	-	-
Mr. Sandipan Chakravortty	-	-	4.80	4.80	-	-
Ms Nayantara Palchoudhuri	-	-	5.60	5.60	-	-
Sale of Stock in Trade	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Payment of Rent	-	-	-	-	-	-
Bagaria More Company Ltd	0.06	-	-	0.06	-	-
Previous Year	0.06	-	-	0.06	-	-
Payment of Business Development Expenses						
Satyam Bagaria	6.00	-	-	6.00	-	-
Previous Year	6.00	-	-	6.00	-	-
Recovery of Misc. expenses	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Advance Received	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Receivable at year end	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-

C) Details of compensation paid to KMP during the year are as follows:

(₹ in lakh)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Short-term employee benefits	10.62	8.38
Post-employment benefits**	-	-
Other long-term benefits**	-	-

** Post-employment benefits and other long-term benefits have been disclosed based on actual payment made on retirement/resignation of services, but does not includes provision made on actuarial basis as the same is available for all the employees together.

42.1 in respect of the above parties ,there is no provision for doubtful debts as on March 31, 2026 and no amount has been written off or written back during the year in respect of debt due from/to them

42.2 The above related party information is as identified by the management and relied upon by the auditor

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

43. Segment Information

a) **Reportable Segments:**

The Company's operating segment are established on the basis of those component of the Company that are evaluated regularly by the Board "The Chief Operating Decision Maker" as defined in Ind AS 108 "Operating Segments". The Company has three principal operating and reporting segments i.e.

i) Mineral & Material Processing and Handling Equipment

ii) Gear Box and Geared Motor Drive System

iii) Building Material Division

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

Inter Segment Transfer:

Inter Segment revenues are recognised at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfer are eliminated at the group level.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

43. Segment Information (Contd.)

(b) **Summary of segment information as at end for the year ended March 31, 2026 and March 31, 2025 is as follows:**

(₹ in lakh)

Particulars	Mineral & Material Processing And Handling Equipment		Gear Box and Geared Motor Drive System		Building Material Division		Unallocated/Corporate		Eliminations		Total	
	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025
Segment Revenue												
External Revenue	17071.41	19526.63	7900.73	7255.74	4368.34	2515.74	-	-	-	-	29340.48	29298.11
Inter-Segment Revenue	232.87	187.69	282.56	328.44	-	-	-	-	(515.43)	(516.13)	-	-
Total Revenue	**17304.28**	**19714.32**	**8183.29**	**7584.18**	**4368.34**	**2515.74**	**-**	**-**	**(515.43)**	**(516.13)**	**29340.48**	**29298.11**
Segment Result	3936.09	5319.96	(324.75)	(70.43)	(328.74)	(255.22)	(3372.60)	(3236.15)			(90.00)	1758.16
Add/(less):												
Interest earned on loans and deposits, income from current and non-current investments, Profit and Loss on sale of investments etc. - net	-	-	-	-	-	-	-	-	-	-	116.82	95.51
Finance costs/ (Reversal)	-	-	-	-	-	-	-	-	-	-	346.45	499.55
Provision for Taxes	-	-	-	-	-	-	-	-	-	-	(80.48)	140.19
Profit for the year	-	-	-	-	-	-	-	-	-	-	(239.15)	1213.93
Other Information												
Segment Assets	9258.20	11034.82	6868.91	6290.24	3437.99	2830.35	3846.93	2881.96	-	-	23412.03	23037.37
Segment Liabilities	4303.15	4411.47	2218.72	1061.03	480.28	214.50	371.59	424.45	-	-	7373.74	6111.45
Capital Expenditure												
Segment capital expenditure	164.17	226.40	240.70	311.48	114.09	48.98	55.54	327.07	-	-	574.50	913.93
Depreciation and Amortisation												
Segment depreciation and amortisation	216.71	199.46	195.12	174.33	176.69	171.65	90.33	89.82	-	-	678.85	635.26
Significant Non Cash Expenditure												
Segment significant Non Cash Expenditure	-	-	-	-	-	-	-	-	-	-	-	-

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

43. Segment Information (Contd.)

c) **Geographical Information**

(₹ in lakh)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from sale of Products by Geographical Market		
Within India	28171.46	27627.77
Outside India	835.80	1308.29
	29007.26	28936.06

44. Ratios

Particulars	2025-26	2024-25	% of change	Reasons of variation
Current Ratio	1.72	1.87	(8.02)	-
Debt-Equity Ratio	0.21	0.24	(12.50)	-
Debt Service coverage Ratio	0.98	2.63	(62.74)	repayment of Term Loan
Return on Equity	-0.02	0.13	(115.38)	losses incurred during the current year
Inventory Turnover Ratio	4.44	4.25	4.47	-
Trade Receivables turnover ratio	4.06	4.09	(0.73)	-
Trade Payables Turnover Ratio	4.18	4.21	(0.71)	
Net Capital Turnover Ratio	3.87	3.97	(2.52)	-
Net Profit Ratio	-0.01	0.05	(120.00)	losses incurred during the current year
Return on Capital Employed	0.20	15.20	(98.68)	losses incurred during the current year

45. "Extraordinary items" of the previous year represent Income from Extinguishment of Tenancy Rights in respect of the Company's erstwhile Branch Office at Worli, Mumbai

46. Regulatory Information

1) The Company has the following immovable property -

Relevant line item in Balance Sheet	Description of item of property	Gross Carrying Value (Rs in lakh)	Whether Title Deed Holder is a Promoter,director or Relative/Employee of Promoter/Director
Property, Plant and Equipment	Freehold land	3.04	No
Property, Plant and Equipment	Freehold buildings	3450.42	No

2) The Company has not revalued its Property,Plant & Equipment (including Right of Use Assets) and intangible assets during the financial year

3) No Loans and Advances in the nature of Loans have been granted to Promoters, Directors,KMPs and Related Parties either severally or jointly with any other person.

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

46. Regulatory Information (Contd.)

4) The following is the Capital Work in Progress ageing schedule

(₹ in lakh)

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 process	59.51	-	-	-	59.51
Projects temporarily suspended	-	-	-	-	-

Note: There is no capital work-in-progress whose completion is overdue

5) The Company does not have any Intangible assets under development

6) No proceedings have been initiated or is pending against the Company for holding any benami property under the Benami Transaction (Prohibition) Act,1988 (45 of 1988) and Rules made thereunder

7) The Company is not a wilful defaulter and has not been declared as such by any bank or financial institution

8) The Company did not have either any transaction with struck off companies during the current year and previous year or have any balance outstanding at the end of the year

9) The quarterly/monthly returns filed with the bank are not materially inconsistent with the reporting criterion established by the bank on net basis.

10) There are no charges or satisfaction of charges yet to be registered with the Registrar of Companies beyond the statutory period.

11) The Company does not have any layer of companies.

12) The Company has not entered into any scheme of arrangements in the financial year.

13) The Company has not advanced or loaned or invested fund (either borrowed fund or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall ;(i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

14) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall ; (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

15) The Company did not have any transaction which were not recorded in the books of account and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

16) During the Financial Year the Company is covered under section 135 of the Companies Act, 2013 in respect of spending on account of corporate social responsibility. The details are given in Note No 34.3

Notes to Financial Statements for the year ended March 31, 2026 (Contd.)

46. Regulatory Information (Contd.)

17) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

47. These financial statements have been approved by the Board of Directors of the Company on 28th May, 2026 for issue to the shareholders for their adoption.

48. Previous year's figures have been regrouped / rearranged wherever necessary

as per our report of even date

For and on behalf of the Board of Directors

For **Ray & Ray**
Chartered Accountants
(Firm's Registration No 301072E)

I. Sen
Managing Director
(DIN : 00216190)

S. Bagaria
Chairman
(DIN : 00233455)

K.K. Ghosh
Partner
(Membership No. 059781)

K. Jaiswal
Company Secretary

A.K. Neogi
Chief Financial Officer

Place: Kolkata
Date: 28th May, 2026

Five Years' Financial Statistics

(₹ in lakh)

	2021-22	2022-23	2023-24	2024-25	2025-26
OPERATING RESULTS:					
Revenue from Operations	16889	22256	29678	29298	29340
Other Income	98	98	185	146	126
Total Income	**16987**	**22354**	**29863**	**29444**	**29466**
Profit before Interest,Depreciation &Tax (PBIDT)	**1164**	**1832**	**4017**	**2770**	**705**
Interest	169	203	311	500	346
Depreciation	468	419	499	635	679
Profit before Tax / (Loss)	527	1210	3207	1635 *	(320) **
Profit after Tax / (Loss)	**415**	**831**	**1995**	**1495**	**(239)**
Comprehensive Income (net of tax)	47	(35)	(15)	(55)	32
Dividends	-	48 #	72 #	120 #	96 #
Retained Profit	**462**	**748**	**1908**	**1320**	**(303)**
NET ASSETS EMPLOYED					
Non-current Assets	4786	4680	6325	6208	6276
Current Assets	10066	12229	16012	16829	17136
Assets Employed	**14852**	**16909**	**22337**	**23037**	**23412**
Financed by					
Shareholders' Fund	9397	10144	12056	13376	13073
Borrowings @	888	1312	3115	3257	2690
Other liabilities and provisions	4567	5453	7166	6404	7649
Funds Employed	**14852**	**16909**	**22337**	**23037**	**23412**
RATIOS					
PBIDT to Revenue from Operations (%)	6.89	8.23	13.54	9.45	2.40
Debt : Equity	0.09	0.13	0.26	0.24	0.21
Earnings per Share (Basic)	17.37	34.76	83.48	62.54	(10.01)
Dividend per Equity Share	2.00	3.00	5.00	4.00	-
Book value per Share (₹)	393.13	424.39	504.38	559.60	546.92

1. @Borrowings include borrowings under non-current liablities and current liablities
2. # Dividend @ 20% amounting to ₹ 47.81 lakhs has been paid for 2021-22, @ 30% amounting to ₹ 71.72 lakhs has been paid for 2022-23 and @ 50% amounting to ₹ 119.51 lakhs has been paid for 2023-24 and @ 40% amounting to ₹ 95.60 lakhs has been paid for 2024-25 appropriating balance in Retained Earnings Account
3. * includes "Extraordinary items" representing Income from Extinguishment of Tenancy Rights in respect of the Company's erstwhile Branch Office at Worli, Mumbai
4. ** Includes "Exceptional Items" representing employee benefit and expenses on account of past service costs in respect of Gratuity & Leave Encashment as evaluated and determined by an independent actuary with the introduction of the new Labour Code vide Governmnent of India notification dated November 21, 2025