

# KAY JAY FORGINGS LIMITED

(Formerly known as Kay Jay Forgings Private Limited)

(CIN: U74899DL1983PLC029298)

Registered Office: A-8, Maya Puri, Industrial Area Phase-1, New Delhi, Delhi, India, 110064

Corporate Office: E-2, Focal Point, Ludhiana, Punjab, India, 141010

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## SHORTER NOTICE OF THE 42<sup>ND</sup> ANNUAL GENERAL MEETING

**SHORTER NOTICE** is hereby given that the **Forty-Second Annual General Meeting** of the Members of Kay Jay Forgings Limited will be held on Saturday, 16<sup>th</sup> day of August, 2025, at 11.00 A.M. at Registered Office of the company situated at A-8, Maya Puri Industrial Area Phase-1, New Delhi, Delhi, India, 110064 to transact the following business:

### ORDINARY BUSINESS

1. **TO CONSIDER AND ADOPT THE STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORTS THEREON.**
2. **TO RE-APPOINT MR. AMIT KOTHARI (DIN: 00027392) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

### SPECIAL BUSINESS

3. **TO INCREASE IN THE AUTHORISED EQUITY SHARE CAPITAL 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 provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder, (collectively referred to as the "**Companies Act**"), and articles of association of the Company ("**Articles of Association**") the consent and approval of the members be and is hereby accorded to increase the authorised equity share capital of the Company from the existing ₹ 1,55,00,000/- (Rupees One Crore Fifty Five Lakh only) divided into 15,50,000 (Fifteen Lakh Fifty Thousand) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 40,00,00,000/- (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum of Association of the Company ("**Memorandum of Association**") and Articles of Association of the Company."

**“RESOLVED FURTHER THAT** Mr. Gopal Krishan Kothari (DIN: 00026734), Managing Director and Mr. Naveen Behl (DIN: 01322486), Whole-time director of the Company be and are hereby severally authorised to make application, file forms, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

**“RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

#### **4. TO SUB-DIVISION OF FACE VALUE OF EQUITY SHARES 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 provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), together with the applicable subsisting provisions of the Companies Act, 1956, if any, (collectively referred to as the “Companies Act”) and the applicable provision of the memorandum and articles of association of the Company, the consent and approval of the members of the Company be and is hereby accorded to the sub-division of equity shares of the Company, such that **1 (One) equity share having face value of ₹ 10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 2 (Two) equity shares having face value of ₹ 5/- (Rupees Five only) each, fully paid-up, ranking *pari-passu* in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board (“Sub-Division”).**”

**“RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, all the Authorised, Issued, Subscribed and Paid-up Equity Shares of face value of **₹ 10/- (Rupees Ten only)** each existing on the record date to be fixed by the Company, shall stand **sub-divided into 2 (Two) equity shares of face value of ₹ 5/- (Rupee Five only)** each, fully paid- up, as given below:

Type of Capital	Pre-Split Equity Capital Structure			Post-Split Equity Capital Structure		
	No. of Equity Shares	Face Value (in ₹)	Total Equity Share Capital (in ₹)	No. of Equity Shares	Face Value (in ₹)	Total Equity Share Capital (in ₹)
Authorised Equity Share Capital	4,00,00,000	10/-	40,00,00,000/-	8,00,00,000	5/-	40,00,00,000/-
Issued, Paid-up and Subscribed Equity capital	14,36,730	10/-	1,43,67,300/-	28,73,460	5/-	1,43,67,300/-

“RESOLVED FURTHER THAT on sub-division, 2 (Two) Equity Shares of face value of ₹ 5/- (Rupees Five only) each be allotted in lieu of the existing 1 (One) Equity Share of face value of ₹ 10/- (Rupees Ten only) each subject to the terms of the memorandum and articles of association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Share.”

“RESOLVED FURTHER THAT Mr. Gopal Krishan Kothari (DIN: 00026734), Managing Director and Mr. Naveen Behl (DIN: 01322486), Whole-time director of the Company be and are hereby severally authorised to make application, file forms, etc. and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution.”

“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

5. **TO ALTER THE MEMORANDUM OF ASSOCIATION 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 provisions of Section 13, 15, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, including the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the “Companies Act”), the consent and approval of the members of the Company be and is hereby accorded for substituting the existing **Clause V of the Memorandum of Association** of the Company (“**Memorandum of Association**”) with the following clause:

*V. The Authorised Share Capital of the Company is INR 40,00,00,000/- (Indian Rupees Forty Crore only) consisting of 8,00,00,000 (Eight Crore) Equity Shares of ₹ 5/- (Rupees Five only) each with power to increase or reduce such capital and alter the same in accordance with the provisions of the Companies Act and as provided in the Articles of Association of the Company.*

**“RESOLVED FURTHER THAT** Mr. Gopal Krishan Kothari (DIN: 00026734), Managing Director and Mr. Naveen Behl (DIN: 01322486), Whole-time director of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to, file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority and publish necessary gazette notifications, if required, for and in connection with the proposed amendment to **Clause V of the Memorandum of Association** of the Company, as may be required under the applicable laws, and filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (“RoC”) and to comply with all other requirements in this regard.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the RoC in this regard, or to give full effect to the above mentioned resolution.”

**“RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

**6. TO APPROVE ISSUANCE OF BONUS SHARES TO THE EXISTING SHAREHOLDERS OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provisions of Section 63, 123 and all other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto and re-enactment thereof for the time being in force) (collectively referred to as the “**Companies Act**”), any other provisions of the Companies Act applicable thereof, and any provision of the Foreign Exchange Management Act, 1999 as may be applicable, if any, and the Memorandum and Articles of Association, as amended and on the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors of the Company for capitalization of a sum not exceeding a sum of ₹ 21,55,09,500/- (**Rupees Twenty One Crore Fifty Five Lakh Nine Thousand Five Hundred only**) be capitalized out of the Company’s securities premium account/ free reserves or such other accounts, as per the audited accounts of the Company for the financial year ended March 31, 2025, for issue and allotment of **4,31,01,900 (Four Crore Thirty One Lakh One Thousand Nine Hundred)** equity shares of the Company of ₹ 5/- (**Rupees Five only**) each as bonus equity shares (the “**Bonus Equity Shares**”) credited as fully paid-up, to the

eligible shareholders of the Company holding equity shares of ₹ 5/- (Rupees Five only) each whose names appear in the Register of Members / Beneficial Owners' position of the Company on August 06, 2025 (the "Record Date"), in the proportion of 15 (Fifteen) bonus equity shares of ₹ 5/- (Rupees Five only) each for every 1 (One) equity share of ₹ 5/- (Rupees Five only) each held as on the Record Date and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each such members and not as income in lieu of dividend credited.

**"RESOLVED FURTHER THAT** the above shall be subject to the following terms and conditions:

- i. The Equity Shares of the Company proposed to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall always be subject to terms and conditions contained in the memorandum of association and articles of association of the Company; and
- ii. The Bonus Equity Shares shall be credited to the respective beneficiary accounts of the shareholders of the Company whose shares are held in dematerialised form;

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Gopal Krishan Kothari (DIN: 00026734), Managing Director and Mr. Naveen Behl (DIN: 01322486), Whole-time director of the Company be and are hereby authorized to do all such acts, such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose, including, without limitation, to settle any questions, difficulties or doubts that may arise in relation to any such issue and allotment at any stage without any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and their decision in this regard shall be final and binding."

**"RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary and Compliance Officer is authorised to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action."

#### **7. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15, 18 and other applicable provisions, if any, of the Companies Act, 2013, the Securities Contract (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules ("SCRA"), 1957, as amended ("SCRR") and other

applicable law if any and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum of association and Articles of Association, subject to receipt of any necessary statutory approvals from any statutory, regulatory or governmental authority and subject to the applicable provisions of any other applicable law, the consent and approval of the members be and is hereby accorded for substitution of the existing set of Articles of Association of the Company with the new set of Articles of Association of the Company, as placed before the Company, and the same be adopted as new Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board, any duly authorised committee or its representative thereof, Mr. Gopal Krishan Kothari (DIN: 00026734), Managing Director and Mr. Naveen Behl (DIN: 01322486), Whole-time director be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

**“RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary and Compliance Officer is authorised to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

**8. TO ISSUE AND LISTING OF EQUITY SHARES OF THE COMPANY THROUGH INITIAL PUBLIC OFFERING**

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 23, 28, 29, 40, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for

the time being in force) including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “**Companies Act**”), and in accordance with and subject to the provisions of the SCRA as amended, and the rules and regulations made thereunder, including SCRR, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“**GoI**”), including the Securities and Exchange Board of India (“**SEBI**”) or Reserve Bank of India (“**RBI**”), any foreign investment law or policy or guidelines issued by the RBI or any other competent authority and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company (“**Articles of Association**”) and the uniform listing agreement to be entered into between the Company and the respective recognised stock exchanges of India where the **equity shares of face value of ₹ 5/- (Rupees Five only) each**, of the Company (“**Equity Shares**”) are proposed to be listed (“**Stock Exchanges**”), and subject to any approvals, consents, permissions or sanctions as may be required from the GoI, the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (“**RoC**”), SEBI, RBI, Stock Exchanges, the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), the Department of Economic Affairs, Ministry of Finance, Government of India (“**DEA**”), Ministry of Commerce and Industry, and any other appropriate governmental, statutory and regulatory authorities of India (“**Regulatory Authorities**”), and any third parties including but not limited to lender(s) of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**”, which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Members be and is hereby accorded to undertake an initial public offering of Equity Shares and to create, issue, offer and allot and/or transfer in the Offer (as defined below) such number of Equity Shares of face value of **₹ 5/- (Rupees Five only)** each of the Company, which shall include a fresh issue of Equity Shares (the “**Fresh Issue**”) and an offer for sale of Equity Shares (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”) by certain existing shareholders of the Company (the “**Selling Shareholders**”) in the Offer, for cash either at par or premium such that the amount being raised pursuant to the **Fresh Issue aggregates up to ₹ 400,00,00,000/- (Rupees Four Hundred Crore only)** and by way of an offer of sale of such number of Equity Shares by certain of the existing and eligible shareholders of the Company as may be determined at the Board’s discretion after considering the prevailing market conditions and other relevant factors (with an option to the Company to retain an over-subscription to the extent of 1% of the Offer size, or such other extent as may be permitted under

the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchange), in terms of the SEBI ICDR Regulations at a price to be determined by the Company, in consultation with the Book Running Lead Manager (“BRLM”) by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorised share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLM decide, including anchor investors, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, qualified institutional buyers including foreign portfolio investors other than individuals, corporate bodies and family offices, alternative investment funds, non-resident Indians, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India (“IRDAI”), provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, Indian mutual funds, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons, including high net worth individuals, retail individual bidders, in one or more combinations thereof, whether through the Offer (as defined herein below) or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted, by way of the Offer, to invest under Applicable Laws and in one or more tranches and on such terms and conditions as may be finalised by the Board in consultation with the BRLM and/or underwriter(s) and/or the stabilizing agent pursuant to a green shoe option if any, in terms of the SEBI ICDR Regulations, and/or other advisors or such persons appointed for the Offer, with an option to the Company to retain an over-subscription to the extent of 1% of the Offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Laws, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.”

**“RESOLVED FURTHER THAT** the Board is hereby authorized on behalf of the Company, that it may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may

determine in consultation with the BRLM, subject to the consent of SEBI, GoI, RBI, RoC, the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLM (to the extent applicable), to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or underwriter(s) and/or other advisors or such persons appointed for the Offer.”

“**RESOLVED FURTHER THAT** the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (“**Reservation**”) or to provide a discount to the offer price to retail individual bidders or eligible employees of the Company (“**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary to negotiate, finalise and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted and/or transferred under the Offer (pursuant to any Reservation) and transferred pursuant to the Offer for Sale shall be subject to the memorandum of association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board and the BRLM, may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, Offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalise and execute such deeds, documents, agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriter(s), escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization

of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolution may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the Offer, the Board, in consultation with the BRLM, is hereby authorised to allot Equity Shares and other matters in connection with or incidental to the Offer, including determining the anchor investor (**“Anchor Investor”**) portion and allocate such number of Equity Shares to the Anchor Investor in accordance with the SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** the Equity Shares issued or transferred pursuant to the Offer shall be listed on one or more recognised stock exchanges in India.”

**“RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law.”

**“RESOLVED FURTHER THAT,** the approval of the shareholders of the Company is hereby accorded to authorise the Board and any other committee thereof, to act and/or delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolution and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, to the following:

- i. constituting a committee for the purposes of the Offer, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the timing, the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to Anchor Investors in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR Regulations”**);

- ii. to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws);
- iii. authorization to any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;
- iv. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- v. appointing the BRLM in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
- vi. seeking, if required, any approval, consent or waiver from the Company's lenders and/or the lenders of the subsidiaries of the Company, industry data providers and/or parties with whom the Company and its subsidiaries have entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company and its subsidiaries, and/or any/all concerned governmental and Regulatory Authorities in India or outside India, including the RBI and SEBI, IRDAI and/or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing notices in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
- vii. deciding in consultation with the BRLM the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;
- viii. deciding, negotiating and finalizing, in consultation with the BRLM, all matters regarding the Pre-IPO Placement, if any, including entering into discussions and execution of all relevant documents with investors;
- ix. taking on record the approval of the selling shareholders for offering their Equity Shares in the Offer for Sale;
- x. approving the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLM, in accordance with Applicable Laws;
- xi. withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM;
- xii. settling in questions, difficulties or doubts that may arise in relation to the Offer;
- xiii. seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and do all such acts, deeds, matters and things and

- to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriter(s), escrow agents, legal advisors, and other intermediaries;
- xiv. appointing, in consultation with the BRLM, the registrar, monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
  - xv. finalizing of and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the RoC, and any corrigendum, addendum, amendments or supplements thereto;
  - xvi. authorizing of the maintenance of a register of holders of the Equity Shares;
  - xvii. finalizing of the basis of allotment of the Equity Shares;
  - xviii. authorizing, approving and issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Offer;
  - xix. authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;
  - xx. accepting and appropriating of the proceeds of the Fresh Issue in accordance with applicable laws;
  - xxi. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf; and
  - xxii. to make any alteration, addition, or variation in relation to the Offer, in consultation with the BRLM or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact offer structure and the exact component of issue of Equity Shares;"

**“RESOLVED FURTHER THAT** the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution.”

**“RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board of Directors be and is hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts, deed, matter or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer and any such documents so

executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary and Compliance Officer of the Company is authorised to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

9. **TO APPROVE THE APPOINTMENT OF MR. GOPAL KRISHAN KOTHARI (DIN: 00026734) AS CHAIRMAN AND MANAGING 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** in accordance with the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications and re-enactments thereof and any other applicable provisions, if any, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board, the consent and approval of the Members be and is hereby accorded for the appointment of **Mr. Gopal Krishan Kothari (DIN: 00026734)**, who has attained the age of **70 (Seventy)** years, as a **Chairman and Managing Director**, liable to retire by rotation, for a term of **3 (three)** years commencing from **August 16, 2025 to August 15, 2028**, on the terms set out below:

**Remuneration:-**

- i. **Basic Salary:** Monthly salary within the range of ₹ 10,00,000/- (Rupees Ten Lakh only) to ₹ 15,00,000/- (Rupees Fifteen Lakh only) as may be decided by Nomination and Remuneration Committee of the Company.
- ii. **Perquisites** (excluded from the computation of remuneration under Section 197 of the Act):
  - a. Company contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent exempt under the Income-tax Act, 1961;
  - b. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service;
  - c. Encashment of unavailed leave at the end of the tenure.
- iii. **Commission:** Such percentage of the net profits of the Company as may be determined by the Board, within the overall limits prescribed under Section 197 of the Act.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the term of Mr. Gopal Krishan Kothari, the remuneration stated above shall be paid as minimum remuneration in accordance with Section II of Part II of Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorised to revise, modify, or amend the terms of appointment and remuneration of Mr. Gopal Krishan Kothari within the overall limits approved by the Members and in compliance with the applicable provisions of the Act, and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his or their all acts and deeds will be binding to the company."

**10. TO FIX REMUNERATION OF MR. AMIT KOTHARI (DIN: 00027392) EXECUTIVE 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** in accordance with the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications and re-enactments thereof and any other applicable provisions, if any, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board, the consent and approval of the members be and is hereby accorded for fixation of salary and perquisites (herein referred as **“Remuneration”**) payable to Mr. Amit Kothari (DIN: 00027392), as Executive Director, (liable to be retire by rotation) of the Company for a period of **3 (Three) years w.e.f. August 16, 2025 to August 15, 2028** on the following terms and conditions:

**Remuneration:-**

- i. **Basic Salary:** Monthly salary within the range of ₹ 6,00,000/- (Rupees Six Lakh only) to ₹ 10,00,000/- (Rupees Ten Lakh only) as may be decided by Nomination and Remuneration Committee of the Company.
- ii. **Perquisites** (excluded from the computation of remuneration under Section 197 of the Act):
  - a. Company contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent exempt under the Income-tax Act, 1961;
  - b. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service;
  - c. Encashment of unavailed leave at the end of the tenure.

- iii. **Commission:** Such percentage of the net profits of the Company as may be determined by the Board, within the overall limits prescribed under Section 197 of the Act.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the term of Mr. Amit Kothari, the remuneration stated above shall be paid as minimum remuneration in accordance with Section II of Part II of Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorised to revise, modify, or amend the terms of appointment and remuneration of Mr. Amit Kothari within the overall limits approved by the Members and in compliance with the applicable provisions of the Act, and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his or their all acts and deeds will be binding to the company."

**11. TO APPROVE THE RE-APPOINTMENT AND REMUNERATION OF MR. NAVEEN BEHL (DIN: 01322486) AS 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** in accordance with the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications and re-enactments thereof and any other applicable provisions, if any, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board, the consent and approval of the Members be and is hereby accorded for the re-appointment of **Mr. Naveen Behl (DIN: 01322486)** as **Whole-Time Director**, liable to retire by rotation, for a term of **3 (three) years** commencing from **August 16, 2025 to August 15, 2028**, on the following terms and conditions:

**Remuneration:-**

- i. **Basic Salary:** Monthly salary within the range of ₹ 9,50,000/- (Rupees Nine Lakh Fifty Thousand only) to ₹ 15,00,000/- (Rupees Fifteen Lakh only) as may be decided by Nomination and Remuneration Committee of the Company.
- ii. **Perquisites** (excluded from the computation of remuneration under Section 197 of the Act):
  - a. Company contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent exempt under the Income-tax Act, 1961;

- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
  - c. Encashment of unavailed leave at the end of the tenure.
- iii. **Commission:** Such percentage of the net profits of the Company as may be determined by the Board, within the overall limits prescribed under Section 197 of the Act.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the term of Mr. Naveen Behl, the remuneration stated above shall be paid as minimum remuneration in accordance with Section II of Part II of Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorised to alter, modify or vary the terms and conditions of appointment and remuneration of Mr. Naveen Behl, including perquisites and benefits payable, within the limits approved by the Members and as permissible under the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his or their all acts and deeds will be binding to the company."

**12. TO APPROVE APPOINTMENT OF MR. JATENDER KUMAR MEHTA (DIN: 00028207) AS AN INDEPENDENT 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 recommendation of the Board of Directors and the Nomination and Remuneration Committee, and in accordance with the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV thereto and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively, the **"Companies Act"**), Regulation 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), as amended, and the provisions of the Articles of Association of the Company, the consent and approval of the members of the Company, **Mr. Jatender Kumar Mehta (DIN: 00028207)**, who was appointed as an Additional Director (in the capacity of Independent Director) by the Board of Directors with effect from **April 29, 2025**, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act and is eligible for appointment, and who has provided his consent to act as such, be and is hereby appointed as an Independent Director of the Company for a term of **5 (Five) consecutive years** commencing

from **April 29, 2025, not liable to retire by rotation**, on the terms and conditions, including payment of sitting fees for attending the meetings of the Board and its Committees, as set out in his appointment letter dated April 29, 2025.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI LODR Regulations and other applicable provisions of the Companies Act, 2013, the approval of the members be and is hereby accorded for the appointment of **Mr. Jatender Kumar Mehta**, who has attained the **age of 75 (Seventy Five) years**, as a Non-executive Independent Director of the Company to hold office for the aforesaid term.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to file necessary forms with Registrar of Companies/MCA and to do all such other acts, deeds and things as may be required in this regard.”

**13. TO APPROVE APPOINTMENT OF MR. PANKAJ PERI WAL (DIN: 01007486) AS AN INDEPENDENT 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 recommendation of the Board of Directors and the Nomination and Remuneration Committee and the provisions of Section 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “**Companies Act**”) Regulation 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended and other applicable law and pursuant to the provisions of the articles of association of the Company, the consent and approval of the members of the Company, **Mr. Pankaj Periwal (DIN: 01007486)**, who was appointed as an additional director (in the capacity of an Independent Director) by the Board w.e.f. **December 19, 2024** possesses relevant expertise and experience and who has provided his consent to act as an independent director of the Company, if appointed and submitted a declaration that he meets the criteria for appointment as an independent director under Section 149(6) of the Companies Act and who is eligible for appointment, be and is hereby appointed as an independent director on the Board of Directors of the Company for a term of **5 (Five) consecutive years** commencing from **December 19, 2024** and shall not liable to retire by rotation and the terms of appointment including sitting fees to be paid for attending the meetings of the Board and its Committee, as set out in his appointment letter dated December 19, 2024.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to file necessary forms with Registrar of Companies/MCA and to do all such other acts, deeds and things as may be required in this regard.”

**14. TO APPROVE APPOINTMENT OF MS. MOHINA (DIN:10876188) AS AN INDEPENDENT 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 recommendation of the Board of Directors and Nomination and Remuneration Committee and the provisions of Section 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the **“Companies Act”**), Regulation 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), as amended and other applicable law and pursuant to the provisions of the articles of association of the Company, the consent and approval of the members of the Company, **Ms. Mohina (DIN: 10876188)**, who was appointed as an additional director (in the capacity of an Independent Director) by the Board w.e.f. **December 19, 2024** possesses relevant expertise and experience and who has provided her consent to act as an independent director of the Company, if appointed and submitted a declaration that she meets the criteria for appointment as an independent director under Section 149(6) of the Companies Act and who is eligible for appointment, be and is hereby appointed as an independent director on the Board of Directors of the Company for a **term of 5 (Five) consecutive years commencing from December 19, 2024 and shall not liable to retire by rotation** and the terms of appointment including sitting fees to be paid for attending the meetings of the Board and its Committee, as set out in her appointment letter dated December 19, 2024.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to file necessary forms with Registrar of Companies/MCA and to do all such other acts, deeds and things as may be required in this regard.”

**15. TO INCREASE THE OVERALL LIMIT OF MAXIMUM REMUNERATION PAYABLE TO ALL THE DIRECTORS AND MANAGER 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** in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent and approval of the members of the Company be and is hereby accorded to increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director, and Manager of the Company in respect of any financial year, **upto 16% of the net profits of the Company from the existing limit of 11% of the net profits** of the Company, computed in the manner laid down in Section 198 of the Act, in the following manner: –

- i. To the Managing Director, Whole-time Director and Manager (herein after referred as "Such Directors") upto 15% of the net profits of the Company from the existing limit of 10%, as may be decided by the Board from time to time, without any restriction on individual limit(s) on the remuneration payable to any of the such directors, subject to and within the overall limit of 15% as aforesaid;
- ii. To the Directors other than Managing Director and Whole-time Director, upto 2% of the net profits of the Company from the existing limit of 1%, as may be decided by the Board from time to time, within the overall maximum limit of 16% as mentioned above.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company."

**16. TO REVISE THE REMUNERATION OF MS. MANNAT KOTHARI (VICE PRESIDENT- EXPORTS) WHO HOLDS AN OFFICE OR PLACE OF PROFIT IN 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 provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to revise the prescribed limit of remuneration payable to Ms. Mannat Kothari, Vice President- Exports of the Company, who is a relative of a Director and holds an office or place of profit in the Company, as computed under applicable provisions of Companies Act, 2013, by revising the prescribed limit from the existing ₹ 3,01,500/- (Rupees Three Lakh Fifteen Hundred only) per month to a salary scale of ₹ 3,00,000/- (Rupees Three Lakh only) to ₹ 4,50,000/- (Rupees Four Lakh Fifty Thousand only) per month, together with such other perquisites and allowances as may be applicable in accordance with the Company rules, with effect from August 16, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/difficulties/doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company."

**17. TO REVISE THE REMUNERATION OF MS. MADHU KOTHARI (GENERAL MANAGER- ADMINISTRATION) WHO HOLDS AN OFFICE OR PLACE OF PROFIT IN 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 provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to revise the prescribed limit of remuneration payable to Ms. Madhu Kothari, General Manager- Administration of the Company, who is a relative of a Director and holds an office or place of profit in the Company, as computed under applicable provisions of Companies Act, 2013, by revising the prescribed limit from the existing ₹ 3,01,500/- (Rupees Three Lakh Fifteen Hundred only) per month to a salary scale of ₹ 3,00,000/- (Rupees Three Lakh only) to ₹ 4,50,000/- (Rupees Four Lakh Fifty Thousand only) per month, together with such other perquisites and allowances as may be applicable in accordance with the Company rules, **with effect from August 16, 2025.**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/difficulties/doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company.”

**18. TO APPOINT M/S. BK GUPTA & ASSOCIATES, PRACTICING COMPANY SECRETARY AS SECRETARIAL AUDITORS OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 24A and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, including any amendments, modifications, variations, or re-enactments thereof, and based on the recommendation of the Audit Committee and the Board of Directors, the consent and approval of the members be and is hereby accorded to **appoint M/s. BK Gupta & Associates**, a peer reviewed firm of Company Secretaries in Practice having **Membership No. FCS 4590** as Secretarial Auditors of the Company for a **term of 5 (Five) consecutive years**, commencing from **financial year 2025-2026 till financial year 2029-2030** and to avail any other services, certificates, or reports as may be permissible under applicable laws, on such remuneration and reimbursement of expenses to be

decided from time to time, by the Board of Directors of the Company or any other person as authorized by the Board of Directors and mutually agreed with the Secretarial Auditor.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to file necessary forms/returns with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution.”

**19. TO RATIFY THE REMUNERATION OF COST AUDITORS OF THE COMPANY**

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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Members of the Company be and is hereby ratify the remuneration of ₹ 60,000/- (**Rupees Sixty Thousand only**) plus applicable tax and out of expenses incurred in connection with the cost audit, payable to Mr. Gurjant Singh, Cost Accountants, Ludhiana (M. No. 22514 & Firm Registration No. 100522) who has been appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2026.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to file necessary forms/returns with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution.”

**20. TO APPROVE POWERS OF THE BOARD U/S 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 including any statutory modifications or re-enactments thereof, the articles of association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Bank may deem fit, to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as ‘Loans’), provided that the total amount of Loans together with interest

thereon at the respective agreed rates, compound interest, additional interest, liquidate damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company in respect of the said Loans, shall not, at time exceed the limit of ₹ 400,00,00,000/- (Rupees Four Hundred Crore only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

**21. TO INCREASE IN BORROWING LIMITS 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 provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the articles of association of the Company, consent is hereby accorded to the Board to borrow any sum or sums of money from time to time at their discretion for the purpose of the business of the Company, from any one or more banks, financial institutions, mutual funds and other persons, firms, bodies corporate or by way of loans or credit facilities (fund based or non-fund based) or by issue of bonds on such terms and conditions and with or without security as the Board may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate at any time ₹ 400,00,00,000/- (**Rupees Four Hundred Crore only**) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose and securities premium of the Company.

**RESOLVED FURTHER THAT** to give effect to the above resolution, the Board of Directors be and is hereby jointly or/and severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”

**22. TO APPROVE THE INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF 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 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the approval of the members be and is hereby accorded to the Board of Directors for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities in connection with loan to anybody corporate or person as may be considered appropriate for an amount not exceeding ₹ 400,00,00,000/- (**Rupees Four Hundred Crore Only**), notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

By Order of the Board of Directors  
For **KAY JAY FORGINGS LIMITED**  
(Formerly known as *Kay Jay Forgings Private Limited*)  
For Kay Jay Forgings Limited

  
**Authorised Signatory**

(Amit Verma)

Company Secretary & Compliance Officer  
ICSI Membership Number: ACS75038

Date: August 13, 2025  
Place: Ludhiana

**Note(s):**

1. The Explanatory Statement pursuant to Section 102 the Companies Act, 2013 in respect of above resolutions is furnished as Annexure 1 to the Notice.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need to be a member of the company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholders.

The instrument(s) appointing the proxy, if any, shall be deposited at the Registered Office of the Company at A-8, Maya Puri Industrial Area Phase-1, New Delhi, Delhi, India, 110064 not less than Forty-Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid.

3. The copy of relevant documents can be inspected at the registered office of the company on any working day between 10:00 A.M. To 01:00 P.M.
4. Members are requested to notify change in address, if any, to the company at its registered Office quoting their folio number.
5. Only members carrying the attendance slips or the holders of valid proxies registered with the Company will be permitted to attend the meeting.

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

ITEM NO. 03

The Company is proposing to undertake an initial public offering of the equity shares ("Equity Shares") of the Company comprising a fresh issuance of Equity Shares by the Company ("Fresh Issue") and may undertake an offer for sale of Equity Shares by certain existing shareholders of the Company ("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, the "Offer"), and list the Equity Shares on one or more of the stock exchanges.

Further, the provisions of Section 61 of the Companies Act, 2013 ("Companies Act") provides that a limited company having a share capital may, if so authorized by its articles of association, with the consent of its shareholders in its general meeting, alter the conditions of its memorandum of association so as to increase its share capital by such amount as it thinks expedient.

Article 34 of the articles of association empowers the Company to increase its authorized share capital, for the time being.

In view of the above, the existing authorised share capital of the Company i.e. ₹ 1,55,00,000/- (Rupees One Crore Fifty Five Lakh only) divided into 15,50,000 (Fifteen Lakh and Fifty Thousand) Equity Shares of ₹ 10/- (Rupees Ten only) each is proposed to be increased to ₹ 40,00,00,000/- (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of face value ₹ 10/- (Rupees Ten only) each.

None of the directors, key managerial personnel, senior managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The board of directors of the Company recommends the resolution set out at Item No. 3 of the accompanying Notice for your approval as special resolution.

ITEM NO. 04

In view of the proposed initial public offering of the Company, the Company intends to sub-division of the face value of the equity shares of the Company. The Board of Directors in its meeting held on August 13, 2025 approved, the sub-division of the equity shares of the Company, such that 1 (One) equity share having face value of ₹ 10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 2 (Two) equity shares having a face value of ₹ 5/- (Rupee Five only) each, fully paid-up ranking pari-passu in all respects.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, any sub-division of the share capital of the Company requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, senior managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The board of directors of the Company recommends the resolution set out at Item No. 4 of the accompanying notice for your approval as special resolution.

#### **ITEM NO. 05**

In view of increase in the authorised share capital of the Company and sub-division of the share capital of the Company, the existing Clause V of the memorandum of association of the Company (“**Memorandum of Association**”), is proposed to be substituted with the following:

*“V. The Authorised Share Capital of the Company is INR 40,00,00,000/- (Indian Rupees Forty Crore only) consisting of 8,00,00,000 (Eight Crore) Equity Shares of ₹ 5/- (Rupees Five only) each with power to increase or reduce such capital and alter the same in accordance with the provisions of the Companies Act and as provided in the Articles of Association of the Company.”*

Copy of existing Memorandum of Association and the revised Memorandum of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, as applicable, any amendment in Memorandum of Association requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, senior managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The board of directors of the Company recommends the resolution set out at Item No. 5 of the accompanying Notice for your approval as special resolution.

#### **ITEM NO. 06**

In view of the proposed initial public offering of the Company, the Company intends to issue and allot of 4,31,01,900 (Four Crore Thirty One Lakh One Thousand Nine Hundred) equity shares of the Company of ₹ 5/- (Rupees Five only) each as bonus equity shares (the “**Bonus Equity Shares**”) to the eligible shareholders of the Company holding equity shares of ₹ 5/- (Rupees Five Only) each. The Board has recommended an issue of bonus equity shares having face value of ₹ 5/- (Rupees Five Only) each to the eligible shareholders of the Company.

Pursuant to the provisions of Sections 63 and 123 of the Companies Act, 2013 (“**Companies Act**”), any issue and allotment of the Bonus Equity Shares to the eligible shareholders’ of the Company requires approval of the shareholders of the Company.

The allotment of bonus equity shares shall rank pari-passu with the existing equity shares of the Company and the bonus equity shares are entitled for dividend declared after the allotment of shares. The proposed bonus issue shall be treated for all purposes as an increase of the nominal amount of equity share capital of the Company held by each such member and is not in lieu of dividend.

The details of equity share capital of the Company pre and post the Bonus Issue shall be as under:

- **Number of equity shares pre-Bonus Issue:** 28,73,460 equity shares of face value ₹ 5/- each aggregating to an equity share capital of ₹ 14.36 million.
- **Number of equity shares post-Bonus Issue:** 4,59,75,360 equity shares of face value ₹ 5/- each aggregating to an equity share capital of ₹ 229.88 million.

In accordance with Section 63 of the Companies Act, the Board recommends the resolution for approval of the shareholders of the Company.

None of the directors, key managerial personnel, senior managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The board of directors of the Company recommends the resolution set out at Item No. 6 of the accompanying Notice for your approval as special resolution.

#### **ITEM NO. 07**

The Company is proposing to undertake an initial public offering of the equity shares of face value of ₹ 5/- (Rupees Five only) each ("**Equity Shares**") of the Company comprising a fresh issuance of equity shares by the Company ("**Fresh Issue**") and an offer for sale of equity shares by certain existing shareholders of the Company ("**Selling Shareholders**") ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"), and list the equity shares on one or more of the stock exchanges.

In view of the above, substitution of the existing set of ("**Articles of Association**") with the new set of Articles of Association.

None of the directors, key managerial personnel and senior managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The board of directors of the Company recommends the resolution set out at Item No. 7 of the accompanying notice for your approval as special resolution.

#### **ITEM NO. 08**

The Company proposes to undertake an initial public offering of equity shares of face value of ₹ 5/- (Rupees Five only) each of the Company ("**Equity Shares**") which shall consist of a fresh issue of Equity Shares ("**Fresh Issue**") and an offer for sale by certain existing shareholders of the Company ("**Selling Shareholders**") ("**Offer for Sale**" and together with Fresh Issue, the "**Offer**"). The Company intends to, at the discretion of the board of directors of the Company ("**Board**"), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead manager ("**BRLM**") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary. The Equity Shares shall rank in all respects pari passu with the existing Equity Shares of the Company.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "**DRHP**") with the Securities and Exchange Board of India (the "**SEBI**") and the Stock Exchanges, and subsequently file a red herring prospectus (the "**RHP**") with the Registrar of

Companies, National Capital Territory of Delhi and Haryana at New Delhi (“RoC”) and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the “Prospectus”, and together with the DRHP and the RHP, the “Offer Documents”), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the “Companies Act”) and other applicable laws.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to allot such number of Equity Shares in the Fresh Issue aggregating up to ₹ 400,00,00,000 (**Rupees Four Hundred Crore only**) on such terms and at such price or prices and at such time as may be considered appropriate by the Company in consultation with the Book Running Lead Manager, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the SEBI ICDR Regulations. The Equity Shares allotted pursuant to the Offer shall rank in all respects pari passu with the existing Equity Shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the DRHP, RHP, and the Prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

The Company will not make an offer of Equity Shares to the promoters in the Offer. However, the directors (except independent directors) or the key managerial personnel or the senior managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

Your Board recommends the passing of Special Resolution set out at Item No. 8 of the Notice for approval by the Members in the interest of the Company.

Except as and to the extent of the participation by directors or key managerial personnel, senior managerial personnel in the Offer as mentioned above, none of the directors or managers or key managerial personnel or senior managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

#### **ITEM NO. 09**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 13, 2025, approved the appointment of Mr. Gopal Krishan Kothari as Chairman and Managing Director for a period of 3 (three) years commencing

from August 16, 2025 to August 15, 2028, subject to the approval of Members by way of Special Resolution.

Mr. Gopal Krishan Kothari was born on October 24, 1954 and has attained the age of 70 (Seventy) years. In terms of Section 196(3)(a) of the Companies Act, 2013, the appointment or continuation of a Managing Director beyond the age of seventy years requires the approval of Members of the Company by way of Special Resolution, which is accordingly being sought.

Mr. Gopal Krishan Kothari has been associated with the Company in a leadership capacity and has played a significant role in steering the Company's growth and operations. Considering his rich industry experience, long-standing association, and continued contribution to the Company, the Board is of the opinion that his appointment as Chairman and Managing Director would be in the best interests of the Company.

**Material terms of appointment and remuneration:**

1. **Tenure:** 3 years
2. **Designation:** Chairman and Managing Director, liable to retire by rotation.
3. **Remuneration:**
  - i. **Salary:** Monthly salary within the range of ₹ 10,00,000/- (Rupees Ten Lakh Only) to ₹ 15,00,000/- (Rupees Fifteen Lakh Only) as may be decided by Nomination and Remuneration Committee of the Company.
  - ii. **Perquisites** (excluded from the computation of remuneration under Section 197 of the Act):
    - a. Company contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent exempt under the Income-tax Act, 1961;
    - b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
    - c. Encashment of unavailed leave at the end of the tenure.
  - iii. **Commission:** Such percentage of the net profits of the Company as may be determined by the Board, within the limits prescribed under Section 197 of the Act.
4. **Minimum Remuneration:** In case of absence or inadequacy of profits in any financial year during the tenure, the above remuneration shall be paid as minimum remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013.
5. **Authority to Revise Terms:** The Board of Directors (including the Nomination and Remuneration Committee) shall have the authority to vary or modify the terms of appointment and remuneration within the overall limits approved by the Members.

Your Board recommends the passing of Special Resolution set out at Item No. 9 of the Notice for approval by the Members in the interest of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Gopal Krishan Kothari and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice.

**ITEM NO. 10**

**Mr. Amit Kothari (DIN: 00027392)** has been associated with the Company in a senior leadership capacity and has made significant contributions to its growth, operational performance, and strategic direction. Considering his extensive industry experience, managerial expertise, and continued role in driving the Company's business objectives, the Board of Directors of the Company at its meeting held on August 13, 2025, approved the fixation of remuneration payable to Mr. Amit Kothari in his capacity as Executive Director, subject to the approval of the Members.

The Board has recommended that the remuneration of Mr. Amit Kothari be fixed in the salary scale of ₹ 6,00,000/- (Rupees Six Lakh only) to ₹ 10,00,000/- (Rupees Ten Lakh only) per month, along with the following perquisites and allowances, which shall not be included in the computation of the ceiling on remuneration as per Section 197 of the Companies Act, 2013:

- i. Company contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent exempt under the Income-tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of unavailed leave at the end of the tenure.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Amit Kothari, the aforesaid remuneration shall be paid as minimum remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013.

Further, Mr. Amit Kothari shall be **liable to retire by rotation**.

Pursuant to the applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder, the consent of the Members is sought by way of a Special Resolution for fixation of the remuneration payable to Mr. Amit Kothari as set out above.

Your Board recommends the passing of Special Resolution set out at Item No. 10 of the Notice for approval by the Members in the interest of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Amit Kothari and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice.

#### **ITEM NO. 11**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 13, 2025 has approved the re-appointment of **Mr. Naveen Behl** as Whole-Time Director of the Company for a term of **three (3) years** commencing from **August 16, 2025 to August 15, 2028**, who is liable to retire by rotation, subject to the approval of the Members of the Company.

Mr. Naveen Behl has been associated with the Company for several years and possesses extensive knowledge and experience in the Company's business operations. Considering his contribution, expertise, and the requirements of the position, the Board has proposed the following remuneration:

- **Basic Salary:** Monthly salary within the range of ₹ 9,50,000/- (Rupees Nine Lakh Fifty Thousand Only) to ₹ 15,00,000/- (Rupees Fifteen Lakh Only) as may be decided by Nomination and Remuneration Committee of the Company.
- **Perquisites:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund (exempt under Income-tax Act), gratuity as per applicable rules, and leave encashment at the end of tenure.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Amit Kothari, the aforesaid remuneration shall be paid as minimum remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013.

The terms and conditions of appointment and remuneration are within the limits specified under the Companies Act, 2013.

Your Board recommends the passing of Special Resolution set out at Item No. 11 of the Notice for approval by the Members in the interest of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Naveen Behl and his relatives, is concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO. 12**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 29, 2025 has approved the appointment of Mr. Jatender Kumar Mehta (DIN: 00028207) as an Additional Director (Independent & Non-Executive) of the Company with effect from the same date, to hold office up to the ensuing Annual General Meeting.

In terms of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 ("the Act") read with applicable rules, an Independent Director may be appointed for a term of up to five consecutive years and shall not be liable to retire by rotation. The Board proposes the appointment of Mr. Mehta as an Independent Director for a term of five consecutive years commencing from April 29, 2025, subject to the approval of the Members of the Company.

Mr. Jatender Kumar Mehta has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and is independent of the management. In the opinion of the Board, he fulfils the conditions for appointment as an Independent Director.

Mr. Jatender Kumar Mehta was born on April 11, 1949 and has attained the age of 76 (Seventy Six) years prior to his appointment. As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the appointment of a Non-Executive Director above 75 years requires approval of members of the Company by way of Special Resolution.

Considering his extensive experience, expertise, and valuable contributions, the Board recommends the special resolution for:

1. Appointment of Mr. Jatender Kumar Mehta as an Independent Director for a term of five consecutive years commencing w.e.f. April 29, 2025; and
2. Approval of his appointment above the age of 75 years under Regulation 17(1A) of SEBI (LODR) Regulation.

Your Board recommends the passing of Special Resolution set out at Item No. 12 of the Notice for approval by the Members in the interest of the Company.

Mr. Jatender Kumar Mehta is concerned or interested in this resolution to the extent of his appointment. Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise.

### **ITEM NO. 13**

The appointment of **Mr. Pankaj Periwal (DIN: 01007486)**, as a Director (Independent Director) of the Company is recommended for the approval of members. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The Board of Directors of your Company have appointed Mr. Pankaj Periwal (DIN: 01007486), as a Director (Independent Director) of the Company for a term upto 5 (Five) years commencing from December 19, 2024, subject to the confirmation of his appointment by the members of the Company.

Mr. Pankaj Periwal (DIN: 01007486), has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Pankaj Periwal (DIN: 01007486), as an Independent Director is now being placed before the members in General Meeting for their approval.

In the opinion of the Board, Mr. Pankaj Periwal (DIN: 01007486), fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and he is independent of the management. Mr. Pankaj Periwal (DIN: 01007486) is interested and concerned in this Resolution. Other than that Mr. Pankaj Periwal (DIN: 01007486), no other Director, Key Managerial Personnel or their respective relatives are concerned or interested,

financially or otherwise, in this resolution. This Statement may also be regarded as disclosure under the applicable clauses of the SEBI (LODR) Regulations.

Your Board recommends the passing of Special Resolution set out at Item No. 13 of the Notice for approval by the Members in the interest of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except the Appointee, are in any way, financially or otherwise, concerned or interested in the above Resolution(s).

#### **ITEM NO. 14**

The appointment of **Ms. Mohina (DIN: 10876188)**, as a Director (Independent Director) of the Company is recommended for the approval of members. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The Board of Directors of your Company have appointed Ms. Mohina (DIN: 10876188), as a Director (Independent Director) of the Company for a term upto 5 (Five) years commencing from December 19, 2024, subject to the confirmation of her appointment by the members of the Company.

Ms. Mohina (DIN: 10876188), has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. A brief Profile of proposed Independent Director, is also included in Annexure to the Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Mohina (DIN: 10876188), as an Independent Director is now being placed before the members in General Meeting for their approval.

In the opinion of the Board, Ms. Mohina (DIN: 10876188), fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and she is independent of the management. Ms. Mohina (DIN: 10876188) is interested and concerned in this Resolution. Other than that Ms. Mohina (DIN: 10876188), no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in this resolution. This Statement may also be regarded as disclosure under the applicable clauses of the SEBI (LODR) Regulations.

Your Board recommends the passing of Special Resolution set out at Item No. 14 of the Notice for approval by the Members in the interest of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except the Appointee, are in any way, financially or otherwise, concerned or interested in the above Resolution(s).

### **ITEM NO. 15**

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed hereunder:

A. To Managing Director / Whole-time Director / Manager: -

<b>Sr. No.</b>	<b>Condition</b>	<b>Maximum Remuneration in any financial year</b>
1.	Company with one Managing Director (MD)/ Whole-time Director (WTD)/ Manager	5% of the net profits of the company
2.	Company with more than one MD/WTD/ Manager	10% of the net profits of the company

B. To other Directors who are neither Managing Directors nor Whole-time Directors:

<b>Sr. No.</b>	<b>Condition</b>	<b>Maximum Remuneration in any financial year</b>
1.	If there is a MD/WTD/Manager	1% of the net profits of the company
2.	If there is no MD/WTD/Manager	3% of the net profits of the company

As per the Companies (Amendment) Act, 2017, w.e.f. 12<sup>th</sup> September, 2018, the companies may pay remuneration exceeding the aforesaid limit of 11%, subject to the provisions of Schedule V to the Act, as well as other above limits, with the approval of the members of the Company in general meeting by way of Special Resolution.

In view of the increasing scale of operations, complexity of business, and the need to retain and reward experienced leadership, the Board has proposed to seek the approval of the members of the Company for payment of remuneration to the Directors of the Company (including Managing Director/Whole-time Director) in excess of the overall limit of 11% of the net profits of the Company, as prescribed under Section 197 of the Act, for any financial year.

Your Board recommends the passing of Special Resolution set out at Item No. 15 of the Notice for approval by the Members in the interest of the Company.

Except Mr. Gopal Krishan Kothari, Mr. Amit Kothari and Mr. Naveen Behl, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the Resolution set out at Item No. 15 of the Notice.

### **ITEM NO. 16**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 govern the related party's appointment to any office or place of profit in the company, its subsidiary company, or associate company.

Ms. Mannat Kothari, wife of Mr. Amit Kothari (Director and Promoter of the Company), was appointed as a Vice President-Exports and held a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) at a monthly salary of ₹ 3,01,500/- (Rupees Three Lakh One Thousand Five Hundred only) and a resolution to this effect was passed by the shareholders.

The said approval allowed a total salary of ₹ 3,01,500/- (Rupees Three Lakh One Thousand Five Hundred only) per annum and further required the Company to seek fresh approval of the members of the Company in the event of an increase in salary in excess of the aforesaid limit.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of the Nomination and Remuneration Committee, for enhancement in the prescribed limit of salary payable to Ms. Mannat Kothari, Vice President-Exports of the Company and holding an office or place of profit in the Company, are in the ordinary course of business and at arm's length basis transaction. Ms. Mannat Kothari has been associated with the Company for the last few years and has given her best for its immense growth.

Your Board recommends the passing of Special Resolution set out at Item No. 16 of the Notice for approval by the Members in the interest of the Company.

Except Mr. Gopal Krishan Kothari, Mr. Amit Kothari, Ms. Madhu Kothari and Ms. Mannat Kothari, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the Resolution set out at Item No. 16 of the Notice.

#### **ITEM NO. 17**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 govern the related party's appointment to any office or place of profit in the company, its subsidiary company, or associate company.

Ms. Madhu Kothari, wife of Mr. Gopal Krishan Kothari (Director and Promoter of the Company), was appointed as a General Manager- Administration and held a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) at a monthly salary of ₹ 3,01,500/- (Rupees Three Lakh One Thousand Five Hundred only) and a resolution to this effect was passed by the shareholders.

The said approval allowed a total salary of ₹ 3,01,500/- (Rupees Three Lakh One Thousand Five Hundred only) per annum and further required the Company to seek fresh approval of the members of the Company in the event of an increase in salary in excess of the aforesaid limit.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of the Nomination and Remuneration Committee, for enhancement in the prescribed limit of salary payable to Ms. Madhu Kothari, General Manager-Administration of the Company and holding an office or place of profit in the Company, are in the ordinary course of business and at arm's length basis transaction. Ms. Madhu Kothari has

been associated with the Company for the last few years and has given her best for its immense growth.

Your Board recommends the passing of Special Resolution set out at Item No. 17 of the Notice for approval by the Members in the interest of the Company.

Except Mr. Gopal Krishan Kothari, Mr. Amit Kothari, Ms. Madhu Kothari and Ms. Mannat Kothari, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the Resolution set out at Item No. 17 of the Notice.

#### **ITEM NO. 18**

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable provisions, the Company can appoint a peer-reviewed firm as secretarial auditors for not more than two terms of 5 (Five) consecutive years each. Accordingly, the Board of Directors, at its meeting held on August 13, 2025, considering the experience, expertise in legal and secretarial consultancy, diverse services in corporate laws & other related areas, has approved & recommended to the shareholders the appointment of M/s BK Gupta & Associates, a Peer Reviewed Firm of Company Secretaries in Practice having Membership No. FCS 4590, as Secretarial Auditors of the Company for a term of five consecutive years, commencing from financial year 2025-26 till financial year 2029-30.

Besides the secretarial audit services, the Company may also avail other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 18 of the Notice for approval by the Members in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the Resolution set out at Item No. 18 of the Notice.

#### **ITEM NO. 19**

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment and remuneration of Mr. Gurjant Singh, Cost Accountants, Ludhiana (M. No. 22514 & Firm Registration No. 100522), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2026 at remuneration as specified in the Resolution.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 19 of the Notice for approval by the Members in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the Resolution set out at Item No. 19 of the Notice.

#### **ITEM NO. 20**

Members of the Company are further to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an "undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Your Board recommends the passing of Special Resolution set out at Item No. 20 of the Notice for approval by the Members in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the Resolution set out at Item No. 20 of the Notice.

#### **ITEM NO. 21**

Members of the Company are further to note that section 180(1)(c) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to borrow money, where the money to be borrowed together with the money already borrowed by the company will exceed aggregate of its paid up share capital and free reserves, only with the approval of the members of the Company by way of special resolution.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves but that shall not to exceed ₹ 400,00,00,000/- (**Rupees Four Hundred Crore only**).

Your Board recommends the passing of Special Resolution set out at Item No. 21 of the Notice for approval by the Members in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the Resolution set out at Item No. 21 of the Notice.

**ITEM NO. 22**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of;

- (i) Sixty per cent of the aggregate of the paid-up share capital, free reserves and securities premium account or,
- (ii) One Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding ₹ 400,00,00,000/- (Rupees Four Hundred Crore only).

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

Your Board recommends the passing of Special Resolution set out at Item No. 22 of the Notice for approval by the Members in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the Resolution set out at Item No.22 of the Notice.

By Order of the Board of Directors  
For **KAY JAY FORGINGS LIMITED**  
(Formerly known as *Kay Jay Forgings Private Limited*)  
**For Kay Jay Forgings Limited**

*Amit Verma*  
**Authorised Signatory**

(Amit Verma)

Company Secretary & Compliance Officer  
ICSI Membership Number: ACS75038

Date: August 13, 2025  
Place: Ludhiana

**Form MGT-11**

**Proxy Form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

<b>CIN</b>	U74899DL1983PLC029298
<b>Name of the company</b>	KAY JAY FORGINGS LIMITED
<b>Registered office</b>	A-8, Maya Puri Industrial Area Phase-1, New Delhi, Delhi, India, 110064

<b>Name of the member(s)</b>		
<b>Registered address</b>		
<b>Email ID</b>	<b>Folio No. / Client ID</b>	<b>DP ID</b>

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1.	<b>Name</b>		<b>Email ID</b>	
	<b>Address</b>		<b>Signature</b>	

Or failing him

2.	<b>Name</b>		<b>Email ID</b>	
	<b>Address</b>		<b>Signature</b>	

Or failing him

3.	<b>Name</b>		<b>Email ID</b>	
	<b>Address</b>		<b>Signature</b>	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the August 16, 2025 at 11:00 A.M. at registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

**RESOLUTION NO.**

1. To consider and adopt the standalone financial statements of the company for the financial year ended March 31, 2025, together with the directors' and auditors' reports thereon.
2. To re-appoint Mr. Amit Kothari (DIN: 00027392) as director of the company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To increase in the authorised equity share capital of the company.
4. To sub-division of face value of equity shares of the company.
5. To alter the memorandum of association of the company.
6. To approve issuance of bonus shares to the existing shareholders of the company.
7. To adopt new set of articles of association of the company.

8. To issue and listing of equity shares of the company through Initial Public Offering.
9. To approve the appointment of Mr. Gopal Krishan Kothari (DIN: 00026734) as Chairman and Managing Director of the company.
10. To fix remuneration of Mr. Amit Kothari (DIN: 00027392) Executive Director of the company.
11. To approve the re-appointment and remuneration of Mr. Naveen Behl (DIN: 01322486) as whole-time director of the company.
12. To approve appointment of Mr. Jatender Kumar Mehta (DIN: 00028207) as an Independent Director of the company.
13. To approve appointment of Mr. Pankaj Periwal (DIN: 01007486) as an Independent Director of the company.
14. To Approve Appointment of Ms. Mohina (DIN: 10876188) as an Independent Director of the company.
15. To increase the overall limit of maximum remuneration payable to all the directors and manager.
16. To revise the remuneration of Ms. Mannat Kothari (Vice President- Exports) who holds an office or place of profit in the company.
17. To revise the remuneration of Ms. Madhu Kothari (General Manager- Administration) who holds an office or place of profit in the company.
18. To Appoint M/S. B.K Gupta & Associates, Practicing Company Secretary as Secretarial Auditors of the company.
19. To ratify the remuneration of Cost Auditors of the company
20. To approve powers of the Board under section 180(1)(a) of the Companies Act, 2013.
21. To increase in Borrowing Limits of the company
22. To approve the investment(s), loans, guarantees and security in excess of limits specified under section 186 of Companies Act, 2013

Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_  
Signature of shareholder

Signature of Proxy holder (s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING**

Date:		Time:	
Place:			

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at an Annual General Meeting of the Company being held on August 16, 2025 at 11:00 AM at registered office of the company.

.....  
Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

# KAY JAY FORGINGS LIMITED

(Formerly known as Kay Jay Forgings Private Limited)

(CIN: U74899DL1983PLC029298)

Registered Office: A-8, Maya Puri, Industrial Area Phase-1, New Delhi, Delhi, India, 110064

Corporate Office: E-2, Focal Point, Ludhiana, Punjab, India, 141010

Email Id: bansal@kayjayforgings.com

Tel: +91-161-4687000, Website: www.kayjayforgings.com

## BOARD'S REPORT

(pursuant to section 134 read with rule 8 of the Companies (Accounts), Rules, 2014 under the Companies Act, 2013)

To,

The Members,

**KAY JAY FORGINGS LIMITED**

(Formerly known as Kay Jay Forgings Private Limited)

A-8, Maya Puri, Industrial Area Phase-1,

New Delhi, Delhi, India, 110064

The Directors are pleased to present to you the 42<sup>nd</sup> Annual Report of Kay Jay Forgings Limited ("the Company") along with the audited financial statement for the financial year ended March 31, 2025.

### 1. FINANCIAL SUMMARY:

The Audited Financial Statements for the Financial Year ended March 31, 2025, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standard (hereinafter referred to as "IND AS") prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable. Necessary disclosures with regard to IND-AS reporting have been made under the Notes to Financial Statements. The Company's performance during the financial year under review as compared to the previous financial year is summarized below:

In ₹ Lakhs (except per share data)

PARTICULARS	2024-25 Current Year	2023-24 Previous Year
Revenue from operations	75,046.39	67,231.64
Other Income	174.75	325.92
<b>Total Income</b>	<b>75,221.14</b>	<b>67,557.56</b>
Profit before Finance Cost, Depreciation, and Tax	7,324.42	6,796.90
Finance Cost	1,214.12	1,326.41
Depreciation	2,299.59	2,427.19
<b>Profit before Tax (PBT)</b>	<b>3,810.71</b>	<b>3,043.30</b>

Provision for Tax - Current	950.00	725.00
- Deferred Tax (Net of Adjustment)	(40.75)	(94.26)
- Total tax expenses	909.25	630.74
<b>Profit after tax (PAT)</b>	<b>2,901.46</b>	<b>2,412.55</b>
Other Comprehensive Income	(31.56)	(39.83)
<b>Total Comprehensive Income for the period</b>	<b>2,869.90</b>	<b>2,372.72</b>
<b>Earnings per equity share (in ₹)</b>		
- Basic	201.95	167.92
- Diluted	201.95	167.92

**Note**

- ❖ Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure

**2. STATE OF COMPANY'S AFFAIRS:**

During the year under review, the Company earned profit before tax of ₹ 3,810.71 (Rupees in lakhs) as against ₹ 3,043.30 (Rupees in lakhs) in the previous year. After providing provision for current tax of ₹ 950.00 (Rupees in lakhs) as against Previous Year ₹ 725.00 (Rupees in lakhs), deferred tax of ₹ (40.75) (Rupees in lakhs) as against Previous Year ₹ (94.26) (Rupees in lakhs), the net profit from operations after comprehensive income worked out to ₹ 2,869.90 (Rupees in lakhs) as compared to ₹ 2,372.72 (Rupees in lakhs) in the previous year.

Further, it is expected that your company will able to achieve better results during the current year of operations.

**3. CHANGE IN NATURE OF BUSINESS, IF ANY:**

No change occurred in the nature of the business carried on by the Company during the financial year under review. Currently, the Company is engaged in business of Manufacturing of Engineering goods i.e. forging, Auto Parts, machined and precision sheet metal components for the Automotive & Non-Automotive Sector.

**4. CAPITAL STRUCTURE:**

There is no change in the Share Capital of the Company during the financial year under review. The paid-up share capital of the company as on March 31, 2025 is ₹ 143.67 (Rupees in Lakhs) divided into 14,36,730 equity shares of ₹ 10/- each as on March 31, 2025.

Dematerialization of Shares is provided to the shareholders. The shares of the Company are under dematerialization ("Demat") category and are available for demat on National Securities Depository Limited ("NSDL") and Central Depository Limited ("CDSL") in India. The International Securities Identification Number ("ISIN") allotted to the Company's shares is INE118V01018. The entire paid up shares are in dematerialized form as at March 31, 2025.

**5. CHANGE IN NAME AND CONSTITUTION OF THE COMPANY:**

The company decided to change its name and constitution ahead of its proposed Initial Public Offering of Equity shares. Pursuant to Board resolution dated November 18, 2024, and special resolution passed by shareholders of the Company dated December 16, 2024, our Company was subsequently converted into a public limited company and the name of our Company was changed from "Kay Jay Forgings Private Limited" to 'Kay Jay Forgings Limited'. A fresh certificate of incorporation was obtained on December 19, 2024 was accordingly issued by the RoC, CPC.

**6. DIVIDEND:**

The Board of Directors of the Company has not recommended any dividend for the financial year ended March 31, 2025.

**7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF"):**

Since, no dividend was declared and paid by the Company, the provisions of Section 125(2) of the Companies Act, 2013 are not attracted relating to transfer of unclaimed dividend to Investor Education and Protection Fund.

**8. TRANSFER TO ANY RESERVES:**

During the year under review, the Company do not propose to transfer any sum to any reserves.

**9. ADOPTION OF INDIAN ACCOUNTING STANDARDS ("IND AS"):**

During the year under review, the Company has voluntarily adopted the Indian Accounting Standards ("IND AS") notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, for the preparation of its financial statements, in place of the previous Indian Generally Accepted Accounting Principles ("Accounting Standards").

The adoption of IND AS has been carried out to align the Company's financial reporting framework with globally accepted standards and to enhance the quality, comparability, and transparency of financial information. Accordingly, the financial statements for the year ended March 31, 2025, have been prepared in compliance with IND AS along with the corresponding figures for the previous periods restated as per the requirements of IND AS 101 – First-time Adoption of Indian Accounting Standards.

**10. REGISTRAR AND SHARE TRANSFER AGENT:**

During the year under review, Bigshare Services Private Limited was the Registrar and Transfer Agent of the Company.

**11. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The Company does not have any subsidiary/ material subsidiary, associate or joint venture Company.

## 12. DIRECTORS:

- a) **Liable to retire by rotation:** In accordance with the provisions of the Articles of Association of the Company, Mr. Amit Kothari, Directors of the Company, retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommended their appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.
- b) **Appointment of Directors:** During the year under review and up to the date of this Report:
- Ms. Amanat Kothari was appointed as an Additional Non-Executive Director on the Board of the Company with effect from July 11, 2024. Her appointment was further approved by the Members of the Company vide their resolution passed at Annual General Meeting on September 30, 2024.
  - Ms. Mohina was appointed as an Additional Director (Non -Executive & Independent) on the Board of the Company with effect from December 19, 2024, subject to approval of Members at the forthcoming Annual General Meeting.
  - Mr. Pankaj Periwal was appointed as an Additional Director (Non -Executive & Independent) on the Board of the Company with effect from December 19, 2024, subject to approval of Members at the forthcoming Annual General Meeting.
  - Mr. Jatender Kumar Mehta was appointed as an Additional Director (Non -Executive & Independent) on the Board of the Company with effect from 29<sup>th</sup> April, 2025, subject to approval of Members at the forthcoming Annual General Meeting.
- c) **Cessation from Directorship:** During the year under review and up to the date of this Report:
- Mr. Manohar Lal Dhiman ceased to be the Director of the Company with effect from the close of business hours on December 14, 2024.
  - Ms. Tamanna Kothari ceased to be the Director of the Company with effect from the close of business hours on December 14, 2024.
  - Ms. Amanat Kothari ceased to be the Non -Executive Director of the Company with effect from the close of business hours on December 14, 2024.
- d) **Declaration by Independent Directors:**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013, so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules thereof.

Your Board confirms that in its opinion the Independent Directors possess the requisite integrity, experience, expertise, proficiency and qualifications.

### 13. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS:

The Independent Directors are regularly informed during meetings of the Board and Committees on the business strategy, business activities, manufacturing operations and regulatory updates. The Directors when they are appointed are given a detailed orientation on the Company, industry, strategy, policies and Code of Conduct, regulatory matters, business, financial matters, human resource matters, and Corporate Social Responsibility initiatives of the Company. The detail of familiarization programs provided to the Directors of the Company is available on the website of the Company.

### 14. KEY MANAGERIAL PERSONNEL (“KMP”):

In compliance with the provisions of Section 203 of the Companies Act, 2013, following are the KMP’s of the Company:

S. No.	Name	Designation
1.	Gopal Krishan Kothari	Managing Director
2.	Ashok Bansal <sup>(i)</sup>	Chief Financial Officer
3.	Amit Verma <sup>(ii)</sup>	Company Secretary & Compliance Officer

- i. Mr. Ashok Bansal was appointed as the Chief Financial Officer of the Company with effect from August 2, 2025.
- ii. During the year under review, Mr. Amit Verma was appointed as the Company Secretary of the Company with effect from November 11, 2024. Subsequently, his designation was revised to Company Secretary & Compliance Officer with effect from August 2, 2025.

### 15. DIRECTORS IDENTIFICATION NUMBER (DIN):

All present directors on the Board have valid Directors Identification Number (“DIN”) and Directors & company have complied with the Companies (Appointment and Qualification of Directors), Rules, 2014.

### 16. UNSECURED LOAN FROM DIRECTORS:

During the year under review, the Company has accepted an unsecured loan from the Directors or their relatives, who have provided a declaration in writing to that effect that the amount is not been given out of funds acquired by him by borrowing or accepting loans or deposits from other.

### 17. DEPOSITS:

During the year under review, the Company has not accepted deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

### 18. COMPANY’S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

The Nomination and remuneration policy of company contains criteria for Director’s appointment, remuneration and the term including the same for Independent Director.

The Nomination and Remuneration Committee considers all the factors as given in the policy and then makes recommendations to the Board for the appointment / reappointment.

#### **19. COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS:**

The Company has duly followed the applicable Secretarial standards, relating to Meeting of the Board of Directors (“SS-1”) and General Meeting (“SS-2”), issued by the Institute of Company Secretaries of India (“ICSI”).

#### **20. NUMBER OF BOARD MEETINGS:**

During the period under review, the Board met 25 (Twenty five) times and the intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013. The details of Board Meeting are set out in **Annexure I** which forms part of this Annual Report.

#### **21. AUDITORS AND AUDITORS’ REPORT:**

##### **a) Statutory Auditors:**

At the 41<sup>st</sup> Annual General Meeting held on September 30, 2024, M/s. Goyal Sanjay & Associates, Chartered Accountants (Firm Registration no. 010083N) were appointed as Statutory Auditors of the Company for 5 (five) consecutive years starting from the conclusion of 41<sup>st</sup> Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting.

Further, the Statutory Auditors of the Company have submitted Auditors’ Report on the accounts of the Company for the accounting year ended March 31, 2025.

This Auditors’ Report is self-explanatory and requires no comments.

##### **b) Secretarial Auditor:**

M/s. B.K. Gupta & Associates (Certificate of Practice no. 5708), Company Secretaries, were appointed as Secretarial Auditors of the Company for the financial year 2024-25.

Further, as per the provisions of Regulation 24A of SEBI Listing Regulations, the Board in its meeting held on August 13, 2025, subject to the approval of members, appointed M/s B.K. Gupta & Associates, Company Secretaries, as Secretarial Auditors, to conduct Secretarial Audit of the Company for 5 (Five) consecutive financial year effective from the financial year 2025-26.

The Secretarial Auditors of the Company have submitted their Report in Form No. MR-3 as required under Section 204 of the Companies Act, 2013 for the financial year ended March 31, 2025. This Report is self-explanatory and requires no comments. The Report forms part of Directors’ Report as **Annexure II**.

**c) Cost Auditor:**

Pursuant to Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Amendment Rules, 2014, your Company is required to maintain cost records as specified by the Central Government. Accordingly, the Company has made and maintained such cost accounts and records in the prescribed manner. The records maintained by the Company under Section 148 of the Act are required to be audited by a Cost Accountant.

The Board in its meeting held on July 20, 2024, approved the appointment of Gurjant Singh, Cost Accountant (Firm Registration No. 100522) as the Cost Auditor to conduct audit of the cost records of the Company for the financial year 2024-2025. A remuneration of ₹ 60,000/- (Rupees Sixty thousand only) plus applicable taxes and out-of-pocket expenses has been fixed for the Cost Auditor, subject to ratification by the members at the ensuing AGM.

Your Company has received consent and eligibility certificate from Gurjant Singh, Cost Accountant (Firm Registration No. 100522) for appointment as Cost Auditor of the Company.

**d) Internal Auditor:**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and other applicable provisions, if any; of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the Company is required to appoint the Internal Auditor to conduct the internal audit for the financial year 2024-2025.

The Board of Directors of the Company has appointed Mr. Keshav Kumar (Accounts Manager), of the Company as the Internal Auditors of the Company for the financial year 2024-2025.

**22. COMMITTEES OF THE BOARD:**

The Companies Act, 2013 mandates a company to form certain Board Committees in order to have a focused approach on certain specific areas and take decisions in line with the delegated authority as per the provisions of the Act and the rules made thereunder. Hence, your Company has constituted the following committees as per the defined scope and the role:

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Corporate Social Responsibility (CSR) Committee;
- d) Initial Public Offering (IPO) Committee and
- e) Internal Complaint Committee (ICC).

**a) Audit Committee:**

In accordance with the provisions of Section 177 of the Companies Act, 2013, the Board of Directors, at its meeting held on January 6, 2025, constituted the Audit Committee. The Committee functions in line with the requirements specified under the said section. The composition of the Audit Committee is as under:

- i. Mr. Pankaj Periwal (Chairman, Non-Executive Independent Director)
- ii. Ms. Mohina (Member, Non-Executive Independent Director)
- iii. Mr. Naveen Behl (Member, Whole-time Director)

During the year under review, the Audit Committee met once, i.e. on March 24, 2025.

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the statutory auditor and notes the processes and safeguards employed by each of them.

**b) Nomination and Remuneration Committee:**

In accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors, at its meeting held on January 6, 2025, constituted the Nomination and Remuneration Committee.

The Committee functions in line with the requirements specified under the said section. The composition of the Nomination and Remuneration Committee is as under:

- i. Mr. Pankaj Periwal (Chairman, Non-Executive Independent Director)
- ii. Mr. Jatender Kumar Mehta (Member, Non-Executive Independent Director)
- iii. Ms. Mohina (Member, Non-Executive Independent Director)

During the year under review, the Nomination and Remuneration Committee met once, i.e. on March 24, 2025.

In terms of provisions of Section 134(3)(e) of the Companies Act, 2013, the Company had adopted its Nomination and Remuneration Policy. The criteria for appointment, reappointment and removal of Director is covered in the Nomination and Remuneration Policy of the Company.

**c) Corporate Social Responsibility (CSR) Committee:**

In terms of provisions of Section 135 of the Companies Act, 2013 and Corporate Social Responsibility Policy Rules, 2014 and its amendments thereafter, your Company has duly constituted a Corporate Social Responsibility (CSR) Committee. The Committee was reconstituted by the Board at its meeting held on January 6, 2025, with the following members as on the date of this report:

- i. Mr. Pankaj Periwal (Chairman, Non-Executive Independent Director)
- ii. Mr. Amit Kothari (Member, Executive Director)
- iii. Mr. Naveen Behl (Member, Whole-time Director)

The CSR committee has met thrice in the financial year i.e. on June 15, 2024, January 16, 2025 and March 24, 2025 to discuss and plan the CSR activities in line with the CSR policy of the Company.

During the year, the Company has spent ₹ 44.21 (Rupees in lakhs) on CSR activities.

The disclosures related to CSR activities pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 9 of Companies (Accounts) Rules, 2014 and Companies (Corporate Social Responsibility) Rules, 2014 are annexed hereto and forms part of this report as **Annexure III**.

**d) Initial Public Offering (IPO) Committee**

As on the date of this Report, the Board of Directors has, at its meeting held on April 29, 2025, constituted an IPO Committee comprising the following members:

- i. Mr. Naveen Behl (Chairperson, Whole-Time Director)
- ii. Mr. Amit Kothari (Member, Executive Director)
- iii. Mr. Gopal Krishan Kothari (Member, Managing Director)

The IPO Committee has been empowered to undertake all acts, deeds, and matters on behalf of the Board in connection with the proposed Initial Public Offering of the Company, including, inter alia, negotiating, finalizing, and executing all necessary documentation and agreements as may be required in this regard.

**e) Internal Complaint Committee (ICC)**

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy formulated by the Company for prevention of sexual harassment.

Your Directors further state that during the year under review, there was no complaint filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**23. VIGIL MECHANISM & SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

**i. Vigil Mechanism:**

Your Company has a Whistle Blower Policy in place and has established the necessary vigil mechanism for directors and employees in line with the requirements of Section 177(9) of the Act, to report concerns about unethical behavior. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of the employees and the Company.

**ii. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Your Company is committed to provide a work environment that ensures every employee is treated with dignity and respect. All employees are encouraged to reinforce the maintenance of a work environment free from sexual harassment. The Company will not tolerate any form of sexual harassment and is committed to take all necessary steps to ensure that its employees are not subjected to any form of harassment on the basis of their gender.

During the year under review, the Company has constituted a complaints committee for redressal of sexual harassment complaint (made by the victim) and for ensuring time bound treatment of such complaints.

#### **24. RISK MANAGEMENT:**

The Company's risk management procedures take into consideration and assess various external as well as internal risks the Company is exposed to and accordingly, various strategies are being devised for mitigating both internal and external risks. A risk management policy was formed and put in place in previous years to mitigate the risks, both internal and external, which the Company is exposed to as per the requirement of Section 134(3)(n) of the Companies Act, 2013. The Company's risk management policy is available at its website.

#### **25. INTERNAL FINANCIAL CONTROLS & ITS ADEQUACY:**

The Company has in place adequate internal financial controls with reference to financial statements. A report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013, as given by the Statutory Auditors of the Company forms part of Independent Auditor's Report on Financial Statements as **Annexure B**.

#### **26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

The particulars of Contracts or Arrangements made with related parties as required under Section 134(3) (h) of the Companies Act, 2013 in specified form AOC-2 forms part of Directors' Report as **Annexure IV**.

#### **27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement (Please refer to Note 3 and 11 to the financial statements).

#### **28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Particulars with respect to conservation of energy and other areas as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are annexed hereto and forms part of this report as **Annexure V**.

#### **29. ANNUAL RETURN:**

The Annual Return of the Company in accordance with Section 92(3) and 134(3)(9) of the Act as amended from time to time and the Companies (Management and Administration) Rules, 2014 is available on the website of the Company.

#### **30. DETAILS OF EMPLOYEE STOCK OPTIONS:**

The Company does not have any Employee Stock Option Scheme/ Plan.

### **31. HUMAN RESOURCES /INDUSTRIAL RELATIONS:**

Your Company has taken various initiatives towards the safety and welfare of Employees across all levels. Also, the Company's focus is to improve the overall work culture, increase in effectiveness and efficiency and employee engagement and development.

### **32. GENDER-WISE COMPOSITION OF EMPLOYEES:**

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce as on the 31<sup>st</sup> March, 2025:

- Male Employees: 296
- Female Employees: 7
- Transgender Employees: Nil

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender.

### **33. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:**

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

### **34. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and the date of this report.

### **35. FRAUDS UNDER SECTION 143(12) OF COMPANIES ACT 2013:**

No frauds were reported by auditors under sub-section (12) of section 143 of the Companies Act, 2013 to the Audit Committee or the Board of the Company.

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**36. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:**

During the year under review, the Company has not received any significant orders/ material orders passed by any of Regulators/ Courts/ Tribunals impacting the going concern status of the Company and its operations in future.

**37. THE INSOLVENCY AND BANKRUPTCY CODE, 2016:**

There were no proceedings, either filed by the Company or filed against the Company, pending under the Insolvency and Bankruptcy Code, 2016, as amended, before National Company Law Tribunal or other Courts during the year under review;

During the year under review, there was no instance of one-time settlement with any Bank or Financial Institution.

**38. ANNUAL PERFORMANCE REVIEW:**

The provisions of Section 134(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014, in respect of Annual Performance Review of the Board of Directors are not applicable to the company.

**39. DOWNSTREAM INVESTMENT**

The Company neither has any Foreign Direct Investment (FDI) nor invested as any Downstream Investment in any other Company in India.

**40. GENERAL DISCLOSURES:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) There was no instance of one time settlement with any Bank or Financial Institution.

**41. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, the Board, hereby submits its responsibility Statement:

- a) In the preparation of the annual accounts, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures;
- b) Appropriate accounting policies have been selected and applied consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of

the Company as at March 31, 2025 and of the profit of the Company for the year ended on March 31, 2025;

- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The annual accounts have been prepared on a going concern basis;
- e) The Internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

#### 42. ACKNOWLEDGEMENT:

The Board of Directors would like to express their sincere thanks to all the stakeholders and investors of the Company for the trust reposed in the Company. Your Directors would also like to thank the government, both Central and state, financial institutions, banks, customers, employees, dealers and vendors for their co-operation and help throughout the year.

FOR AND ON BEHALF OF THE BOARD  
KAY JAY FORGINGS LIMITED

For Kay Jay Forgings Limited

Director / Mg. Director

(Gopal Krishan Kothari)

Managing Director

DIN: 00026734

For Kay Jay Forgings Limited

Director / Mg. Director

(Naveen Behl)

Whole Time Director

DIN: 01322486

Dated: August 13, 2025

Place: Ludhiana

## INDEX OF ANNEXURES

(Forming Part of Board Report)

Annexure No.	Particulars
I	Number of Board Meetings.
II	Secretarial Audit Report in form no. MR-3 for FY 2024-25.
III	CSR Activities – Annual Report FY 2024-25.
IV	Particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Act, in Form AOC – 2.
V	Conservation of energy, technology absorption, foreign exchange earnings and outgo.

For Kay Jay Forgings Limited

For Kay Jay Forgings Limited

Director / Mg. Director

Director / Mg. Director

## ANNEXURE-I

## Number of Board Meetings

Sr. No.	Date of Meeting	Total No. of Directors as on date of meeting	Attendance	
			No. of Directors Attended	% of Attendance
1.	April 15, 2024	5	3	60%
2.	May 20, 2024	5	5	100%
3.	June 17, 2024	5	5	100%
4.	June 20, 2024	5	5	100%
5.	June 25, 2024	5	5	100%
6.	June 26, 2024	5	5	100%
7.	July 8, 2024	5	4	80%
8.	July 11, 2024	5	4	80%
9.	July 20, 2024	6	4	66.6%
10.	August 9, 2024	6	6	100%
11.	August 26, 2024	6	3	50%
12.	September 1, 2024	6	3	50%
13.	September 5, 2024	6	4	66.6%
14.	September 11, 2024	6	4	66.6%
15.	September 13, 2024	6	4	66.6%
16.	November 11, 2024	6	4	66.6%
17.	November 18, 2024	6	4	66.6%
18.	November 26, 2024	6	4	66.6%
19.	December 12, 2024	6	4	66.6%
20.	December 14, 2024	6	6	100%
21.	December 16, 2024	3	3	100%
22.	December 19, 2024	5	5	100%
23.	January 6, 2025	5	4	80%
24.	January 30, 2025	5	4	80%
25.	February 10, 2025	5	4	80%

## ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

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

The areas for CSR includes promotion of education, protection of child, development of human capital, promoting health care including preventive health care and sanitation, welfare of society, promoting environmental sustainability, and any other project/programme pertaining to activities listed in rules.

**2. Composition of CSR Committee:**

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Pankaj Periwal (Chairman)	Non-Executive Independent Director	3	2*
2.	Sh. Amit Kothari (Member)	Director	3	3
3.	Sh. Naveen Behl (Member)	Whole Time Director	3	3
4.	Mr. Gopal Krishan Kothari (Chairman)	Managing Director	3	2**

\*Mr. Pankaj Periwal was appointed as Chairperson of the Committee w.e.f. January 6, 2025.

\*\* Mr. Gopal Krishan Kothari was ceased to be Chairperson of the Committee w.e.f. January 6, 2025.

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: <https://www.kayjayforgings.com/>

4. Provide 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, if applicable: N.A.

5.

(a)	Average net profit of the company as per sub-section (5) of section 135:	₹ 22,43,54,714/-
(b)	Two percent of average net profit of the company as per sub-section (5) of section 135:	₹ 44,87,094/-
(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:	--
(d)	Amount required to be set-off for the financial year, if any:	₹ 2,59,148/-
(e)	Total CSR obligation for the financial year [(b) +(c)-(d)]:	₹ 42,27,946/-

6.

- (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 44,21,069/-  
 (b) Amount spent in Administrative Overheads : NIL  
 (c) Amount spent on Impact Assessment, if applicable: N.A.  
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)] : ₹ 44,21,069/-  
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (In ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
44,21,069/-	N.A.	N.A.	N.A.	NIL	N.A.

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

Sr. No.	Particulars	Amount (in ₹)
(i)	2% of average net profit of the company as per section 135(5)	₹ 44,87,094/-
(ii)	Total amount spent for the Financial Year	₹ 44,21,069/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	(₹ 66,025/-)
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	₹ 2,59,148/-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	₹ 1,93,122/-

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

Sr. No.	Preceding F. Y. (s)	Amt. transferred to Unspent CSR Account under section 135(6) (in ₹)	Balance Amt. in Unspent CSR Account under section 135(6) (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1.	2023-2024	--	--	--	--	--	--	--
2.	2022-2023	--	--	--	--	--	--	--
3.	2021-2022	--	--	--	--	--	--	--

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

If yes, enter the number of Capital assets created/ acquired: N.A.

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

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
1.	--	--	--	--	--	--	--

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: N.A.

**Sh. Pankaj Periwal**  
(Chairman CSR Committee)

## ANNEXURE-IV

## FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

## 1. Details of contracts or arrangements or transactions at Arm's length basis.

Particulars	Details
Name (s) of the related party & nature of relationship	<b>MANNAT KOTHARI</b> (Relative of Director i.e. wife of Mr. Amit Kothari, Director of the Company)
Nature of contracts/arrangements/transaction	Salary (including other benefits)
Duration of the contracts/arrangements/transaction	Not Fixed
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 40,70,000/- being paid salary (including any other benefits) for her services as Vice President- Exports
Date of approval by the Board	April 15, 2024
Amount paid as advances, if any	NIL

## 2. Details of contracts or arrangements or transactions at Arm's length basis.

Particulars	Details
Name (s) of the related party & nature of Relationship	<b>MADHU KOTHARI</b> (Relative of Director i.e. wife of Sh. Gopal Krishan Kothari, Director of the Company)
Nature of contracts/arrangements/transaction	Salary (including other benefits)
Duration of the contracts/ arrangements/ transaction	Not Fixed
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 40,70,000/- being paid salary (including any other benefits) for her services as General Manager- Administration
Date of approval by the Board	April 15, 2024
Amount paid as advances, if any	NIL

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**3. Details of contracts or arrangements or transactions at Arm's length basis.**

Particulars	Details
Name (s) of the related party & nature of Relationship	<b>SHIVA SHAKTI INDUSTRIES</b> (Directors exercises significance control)
Nature of contracts/arrangements/transaction	Rent Received regarding the Lease Receivables
Duration of the contracts/ arrangements/ transaction	On commercial basis
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 51,000/-
Date of approval by the Board	April 15, 2024
Amount paid as advances, if any	NIL

**4. Details of contracts or arrangements or transactions at Arm's length basis.**

Particulars	Details
Name (s) of the related party & nature of Relationship	<b>PURE INFRATECH</b> (Directors exercises significance control)
Nature of contracts/arrangements/transaction	Rent Received regarding the Lease Receivables
Duration of the contracts/ arrangements/ transaction	On commercial basis
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 52,000/-
Date of approval by the Board	April 15, 2024
Amount paid as advances, if any	NIL

**5. Details of contracts or arrangements or transactions at Arm's length basis.**

Particulars	Details	Details
Name (s) of the related party & nature of Relationship	<b>KOTHARI EXPORTS INC.</b> (Directors exercises significance control)	
Nature of contracts/arrangements/transaction	Rent Received For the trucks given on rent	Freight Paid
Duration of the contracts/arrangements/transaction	On commercial basis	On commercial basis
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 24,00,000/-	₹ 9,39,29,000/-
Date of approval by the Board	April 15, 2024	April 15, 2024
Amount paid as advances, if any	NIL	NIL

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**6. Details of contracts or arrangements or transactions at Arm's length basis.**

Particulars	Details
Name (s) of the related party & nature of Relationship	<b>MICRO COATERS</b> (Directors exercises significance control)
Nature of contracts/arrangements/transaction	Job Work
Duration of the contracts/ arrangements/ transaction	On commercial basis
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 1,35,98,000/-
Date of approval by the Board	April 15, 2024
Amount paid as advances, if any	NIL

**7. Details of contracts or arrangements or transactions at Arm's length basis.**

Particulars	Details
Name (s) of the related party & nature of Relationship	<b>SHAHEED N. TUNDUP SEWA MEDAL AUROCARE</b> ( Proprietorship Firm of Director's Wife)
Nature of contracts/arrangements/transaction	Power & Fuel, Truck Expenses & Car Expenses
Duration of the contracts/ arrangements/ transaction	On commercial Basis
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 2,65,61,000/-
Date of approval by the Board	April 15, 2024
Amount paid as advances, if any	NIL

**8. Details of contracts or arrangements or transactions at Arm's length basis.**

Particulars	Details
Name (s) of the related party & nature of Relationship	<b>NAND LAL KOTHARI</b> (Relative of Director i.e. brother of Sh. Gopal Krishan Kothari, Director of the Company)
Nature of contracts/arrangements/transaction	Rent Paid regarding the Lease Payable
Duration of the contracts/ arrangements/ transaction	On Commercial basis
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 70,000/-
Date of approval by the Board	April 15, 2024
Amount paid as advances, if any	NIL

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**9. Details of contracts or arrangements or at Arm's length basis.**

Particulars	Details	Details
Name (s) of the related party & nature of Relationship	<b>TAMANNA KOTHARI</b> (Relative of Director i.e. daughter of Sh. Amit Kothari, Director of the Company)	
Nature of contracts/arrangements/transaction	Rent Paid regarding the Lease Payable	Staff Recruitment and Training Services
Duration of the contracts/arrangements/transaction	On Commercial basis	Not Fixed
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 6,60,000/-	₹ 37,86,000/-
Date of approval by the Board	April 15, 2024	April 15, 2024
Amount paid as advances, if any	NIL	NIL

**10. Details of contracts or arrangements or transactions at Arm's length basis.**

Particulars	Details
Name (s) of the related party & nature of Relationship	<b>AMANAT KOTHARI</b> (Relative of Director i.e. daughter of Sh. Amit Kothari, Director of the Company)
Nature of contracts/arrangements/transaction	Staff Recruitment and Training Services
Duration of the contracts/ arrangements/ transaction	Not Fixed
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 67,16,000/-
Date of approval by the Board	April 15, 2024
Amount paid as advances, if any	NIL

**11. Details of contracts or arrangements or transactions at Arm's length basis.**

Particulars	Details
Name (s) of the related party & nature of Relationship	<b>Gopal Krishan Kothari</b> (Director of the Company)
Nature of contracts/arrangements/transaction	Sale of Immovable Property
Duration of the contracts/ arrangements/ transaction	On Commercial basis
Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 55,00,000/-
Date of approval by the Board	April 15, 2024
Amount paid as advances, if any	NIL

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ANNEXURE V

**INFORMATION AS PER SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF COMPANIES (ACCOUNTS) RULES, 2014 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025.**

1. The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**a) Conservation of energy:**

(i)	the steps taken or impact on conservation of energy	The Company initiated several steps to conserve the energy, wherever possible
(ii)	the steps taken by the Company for utilizing alternate sources of energy	No step have been taken for utilizing alternate sources of energy
(iii)	the capital investment on energy conservation equipment's	No Capital Investment

**b) Technology absorption:**

(i)	the efforts made towards technology absorption	The Company initiated several steps to absorb technology wherever it was required.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Technology absorption helps in product development and cost reduction.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
(iv)	the expenditure incurred on Research and Development	Company has incurred expenditure on Research and Development wherever it required.

**c) Foreign exchange earnings and Outgo:**

During the year, the total foreign exchange used was ₹ 321.74 (Rupees in Lakhs) and the total foreign exchange earned was ₹ 3,653.33 (Rupees in Lakhs).

**INDEPENDENT AUDITORS' REPORT**

To  
The Members,  
**KAY JAY FORGINGS LIMITED**  
CIN No.: U74899DL1983PLC029298  
Regd. Office: A-8, Maya Puri, Industrial Area Phase-I,  
NEW DELHI.

**Report on the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of **KAY JAY FORGINGS LIMITED (Formerly known Kay Jay Forgings Private Limited) ('the Company')**, which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss including the statement of Other Comprehensive Income, Cash flow statement and the statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid accompanying 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, 2025, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of Matter**

We draw attention to Note 49 of the accompanying financial statements, which describes that the Company has, adopted the Straight Line Method (SLM) of depreciation, replacing the previously followed Written Down Value (WDV) method (except Depreciation on fixed assets of Unit-III and Plant & Machinery of other units installed from 01.04.2002 onwards as it was already on Straight Line Method).



This change in accounting estimate has been made with effect from April 01, 2024, and management believes that the new method more appropriately reflects the pattern of consumption of the economic benefits associated with the assets.

The change has been applied prospectively and the impact of this change on the financial statements for the year ended March 31, 2025 has been disclosed in the said note.

Our opinion is not modified in respect of this matter.

Further, We draw attention to Note 50 of the accompanying financial statements, which describes that the Company has prepared its financial statements in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, for the first time for the year ended March 31, 2025, with a transition date of April 01, 2022 in accordance with Ind AS 101 – *First-time Adoption of Indian Accounting Standards*.

As stated in the said note, these are the Company's first financial statements prepared in accordance with Ind AS, and the corresponding figures for the previous year have been restated accordingly.

Our opinion is not modified in respect of this matter.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

#### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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 Accompanying Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these accompanying financial statements that give a true and fair view of the financial position, financial performance (change 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) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

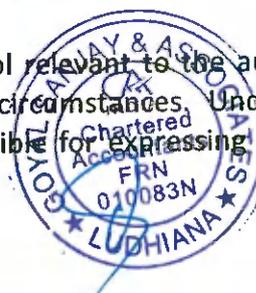
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of Financial Statement**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

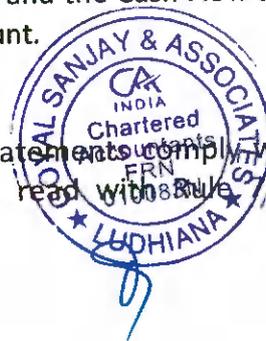
#### **2. As required by Section 143(3) of the Act, we report that:**

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, except for the matters stated in the paragraph h(vi) below, on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid IND AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 8 of the Companies



(Accounts) Rules with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time and other accounting principles generally accepted in India.

e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**

g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

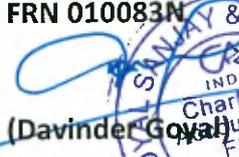
- i. The Company has disclosed the impact of pending litigations on its financial position in its accompanying financial statements- Refer Note 38 to the accompanying financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other 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 the notes to the accounts, 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.



(c) Based on such audit procedures that we 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 misstatement.

- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For GOYAL SANJAY & ASSOCIATES,  
Chartered Accountants  
FRN 010083N**

  
**(Davinder Goyal)  
Partner  
M.N. 091278**



**Dated: 13.08.25**

**Place: Ludhiana**

**UDIN:**

**25091278 DMGZKX3369**

## Annexure A to Independent Auditors' Report

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of **KAY JAY FORGINGS LIMITED** on the financial statements as of and for the year ended March 31, 2025

i. (a)(A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) Based on our examination of the registered sale deeds/ transfer deeds/ conveyance deeds provided to us, we report that immovable properties disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year ended March 31, 2025. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding Benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.

ii. (a) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with books of accounts.

iii. (a) During the year, the Company has not provided loans/advances of the nature of loans, or stood guarantee, or provided security to any other entity;



(b) The investments made during the year are not prejudicial to the Company's interest;

(c) During the year the Company has not granted any loans or advances in nature of loans.

(d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) 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 to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

iv. In respect of investments made by the Company during the year, provisions of section 185 and 186 of the Companies Act have been complied with;

v. The company has accepted deposits during the year, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder, where applicable, have been complied with;

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii.(a) The Company is regular in depositing the undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute, except detail as under:-

Name of the Statute	Nature of the Dues	Demand (Rs. In Lakhs)	Amount Deposited (Rs. In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Goods & Services Tax Act, 2017	Mismatch ITC in GSTR-3B, GSTR 2A and GSTR 9	0.87	0.03	2018-19	Central Appellate Authority GST



Note: Income Tax Portal Showing Total Demand of Rs. 27.99 Lakhs relating to AY 2008-09, 2009-10 & 2010-11. As per management, the same is not payable. Company is following up with Income Tax Dept. for its rectification.

viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix) (a) According to the records of the Company examined by us and 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 to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given to us, the company has utilised the money obtained by way of term loans during the year for the purposes for which they were obtained

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Accordingly, clauses ix(e) are not applicable to the Company.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Accordingly, clauses ix(f) are not applicable to the Company.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x) (a) of the Order is not applicable to the Company.

(b) The company has not made preferential allotment or private placement of shares during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the



information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(e) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order 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. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial activities or housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) 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. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Accordingly, clauses xvi (d) are not applicable to the Company.

xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.



xix. 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 financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx. a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

**For GOYAL SANJAY & ASSOCIATES,  
Chartered Accountants  
FRN 010083N**

**(Davinder Goyal)**  
Partner  
M.N. 091278



**Dated: 13.08.25  
Place: Ludhiana**

## **Annexure - B to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of **KAY JAY FORGINGS LIMITED** ("the Company") as of 31 March 2025 in conjunction with our audit of the accompanying 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 Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



### **Meaning of Internal Financial 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 financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls 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, 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 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For GOYAL SANJAY & ASSOCIATES,  
Chartered Accountants  
FRN 010083N

(DAVINDER GOYAL)

Partner

M.N. 091278

Dated: 13.08.25

Place: Ludhiana



**KAY JAY FORGINGS LIMITED**

(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)

CIN: U74899DL1983PLC029298

(All amounts in INR lakhs, unless otherwise stated)

**BALANCE SHEET AS AT MARCH 31, 2025**

PARTICULARS	Note No.	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
<b>A. ASSETS</b>				
(1) Non-Current Assets				
Property, Plant and Equipment	2.1	18,561.68	15,508.12	13,035.50
Intangible Assets	2.2	21.19	25.38	31.18
Capital Work in Progress	2.3	1,132.19	108.17	664.38
Right of Use Assets	2.4	42.31	55.26	67.83
		<b>19,757.37</b>	<b>15,696.92</b>	<b>13,798.88</b>
Financial Assets				
(i) Non Current Investments	3	25.05	22.60	13.88
(ii) Other Financial Assets	4	414.77	337.04	284.62
(iii) Lease Receivables	5	-	-	22.99
		<b>439.83</b>	<b>359.63</b>	<b>321.49</b>
Other Non Current Assets	6	494.73	1,933.72	3,827.89
<b>Total Non-Current Assets</b>		<b>20,691.93</b>	<b>17,990.28</b>	<b>17,948.27</b>
(2) Current Assets				
Inventories	7	10,408.83	8,978.05	7,480.08
Financial Assets				
(i) Trade Receivables	8	5,471.14	4,577.39	4,448.73
(ii) Cash and Cash Equivalents	9	738.69	2,466.86	1,899.07
(iii) Other Balances with Banks	10	4.76	4.56	4.36
(iv) Short-term Loans and Advances	11	196.17	227.63	406.08
(v) Lease Receivables	5	-	22.99	21.23
(vi) Other Financial Assets	4	110.68	51.77	28.09
Other Current Assets	12	640.94	498.30	485.79
<b>Total Current Assets</b>		<b>17,571.21</b>	<b>16,827.55</b>	<b>14,773.42</b>
<b>TOTAL ASSETS</b>		<b>38,263.14</b>	<b>34,817.83</b>	<b>32,722.00</b>
<b>B. EQUITY AND LIABILITIES</b>				
(1) EQUITY				
Equity Share Capital	13	143.67	143.67	143.67
Other Equity	14	16,143.38	13,273.48	10,900.76
<b>Total Equity</b>		<b>16,287.06</b>	<b>13,417.16</b>	<b>11,044.44</b>
<b>LIABILITIES</b>				
(2) Non-Current Liabilities				
Financial Liabilities				
(i) Borrowings	15	5,516.56	7,097.68	8,247.74
(ii) Lease Liabilities	16	36.29	45.55	33.86
Deferred Tax Liabilities (net)	17	152.15	188.57	287.44
Long-term Provision - Gratuity	18	191.60	156.33	250.82
<b>Total Non-Current Liabilities</b>		<b>5,896.62</b>	<b>7,488.13</b>	<b>8,819.86</b>
(3) Current Liabilities				
Financial Liabilities				
(i) Borrowings	19	4,671.73	4,039.53	5,983.78
(ii) Trade Payables :-	20			
(A) Total Outstanding Dues of Micro and Small Enterprises		1,013.82	994.45	396.01
and				
(B) Total Outstanding Dues of Creditors Other than Micro and Small Enterprises		4,918.07	5,018.67	3,838.32
(iii) Lease Liabilities	16	9.34	12.19	37.58
(iv) Other Financial Liabilities	21	2,493.40	988.98	483.23
Other Current Liabilities	22	2,240.62	2,147.94	1,577.28
Short-term Provisions	23	732.49	710.78	541.19
<b>Total Current Liabilities</b>		<b>16,079.47</b>	<b>13,912.54</b>	<b>12,857.39</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>38,263.14</b>	<b>34,817.83</b>	<b>32,722.00</b>
Corporate Information & Material Accounting Policies	1			

The Notes referred to above form an integral part of the Financial Statements  
As per our report of even date

For Goyal Sanjay & Associates  
Chartered Accountants  
FRN 010083N

(Davinder Goyal)  
Partner  
M.N. 091278

For and on behalf of the Board of Directors  
KAY JAY FORGINGS LIMITED

(Gopal Krishan Kothari)  
Managing Director  
DIN: 00026734

(Naveen Behl)  
Whole-Time Director  
DIN: 01322486

Place : Ludhiana

Date : 13/8/25

UDIN: 25091278 RMC7KX2211

(Ashok Bansal)  
Chief Financial Officer

(Amit Verma)  
Company Secretary &  
Compliance Officer

**KAY JAY FORGINGS LIMITED**

(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)

CIN: U74899DL1983PLC029298

(All amounts in INR lakhs, unless otherwise stated)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED March 31, 2025**

PARTICULARS	Note No.	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
<b>A. INCOME</b>				
Revenue from Operations	24	75,046.39	67,231.64	60,269.23
Other Income	25	174.75	325.92	216.21
<b>TOTAL INCOME (A)</b>		<b>75,221.14</b>	<b>67,557.56</b>	<b>60,485.44</b>
<b>B. EXPENSES:</b>				
Cost of Materials Consumed	26	40,282.12	37,944.67	35,102.50
Purchases of Stock-in-Trade		-	-	-
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	27	(638.87)	(1,465.51)	(324.88)
Employee Benefits Expense	28	10,646.22	9,328.77	8,046.87
Finance Costs	29	1,214.12	1,326.41	1,208.77
Depreciation and Amortisation Expense	30	2,299.59	2,427.19	2,134.26
Other Expenses	31	17,607.25	14,952.73	12,436.30
<b>TOTAL EXPENSES (B)</b>		<b>71,410.43</b>	<b>64,514.26</b>	<b>58,603.82</b>
Profit/(Loss) before Exceptional and Extraordinary items and Tax		3,810.71	3,043.30	1,881.62
Exceptional Items		-	-	-
Profit/(Loss) before extraordinary items and tax		3,810.71	3,043.30	1,881.62
Extraordinary Items		-	-	-
<b>PROFIT/ (LOSS) BEFORE TAX (C= A-B)</b>		<b>3,811</b>	<b>3,043</b>	<b>1,882</b>
Tax expense:	33			
Current Tax		950.00	725.00	610.00
Deferred Tax		(40.75)	(94.26)	(109.99)
Tax in respect of earlier years (Net of Provision W/Back)		-	-	0.31
<b>TOTAL TAX EXPENSE (D)</b>		<b>909.25</b>	<b>630.74</b>	<b>500.32</b>
<b>PROFIT/(LOSS) FOR THE YEAR (E = C-D)</b>		<b>2,901.46</b>	<b>2,412.55</b>	<b>1,381.30</b>
Other Comprehensive Income (OCI)				
A (i) Items that will not be reclassified to profit and loss				
(a) Remeasurement gain/ (loss) on defined employee benefit plans		(27.22)	(44.45)	(26.11)
(ii) Income tax expenses/(benefits) related to items that will not be reclassified to profit or loss		(4.34)	4.61	4.65
Other Comprehensive Income/(Loss)		(31.56)	(39.83)	(21.46)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>2,869.90</b>	<b>2,372.72</b>	<b>1,359.84</b>
Earnings per share: (in ₹)				
Nominal Value ₹10/- per share	34			
(1) Basic		201.95	167.92	96.14
(2) Diluted		201.95	167.92	96.14

The Notes referred to above form an integral part of the Financial Statements  
As per our report of even date

For Goyal Sanjay & Associates  
Chartered Accountants  
FRN 010083N

For and on behalf of the Board of Directors  
KAY JAY FORGINGS LIMITED

(Davinder Goyal)  
Partner  
M.N. 091278

(Gopal Krishan Kothari)  
Managing Director  
DIN: 00026734

(Naveen Behl)  
Whole-Time Director  
DIN: 01322486

Place : Ludhiana  
Date : 13/8/25  
UDIN:

(Ashok Bansal)  
Chief Financial Officer

(Amit Verma)  
Company Secretary &  
Compliance Officer

25091278BMGZKX3369

**KAY JAY FORGINGS LIMITED**

(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)

CIN No.: U74899DL1983PLC029298

(All amounts in INR lakhs, unless otherwise stated)

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**

S.No.	PARTICULARS	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
A.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
	PROFIT BEFORE TAX	3,810.71	3,043.30	1,881.62
	Adjustment for :			
	Depreciation	2,299.59	2,427.19	2,134.26
	Interest Paid	1,214.12	1,326.41	1,208.77
	Interest Income	(136.71)	(248.44)	(210.37)
	(Gain)/Loss in Fair Value of Investment	(0.39)	(8.72)	(1.38)
	Actuarial Loss	(27.22)	-	-
	(Gain)/Loss on Lease Modification	-	(2.99)	-
	Unrealised (Gain)/Loss on Derivative Instruments	-	(22.51)	80.44
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>7,160.09</b>	<b>6,514.24</b>	<b>5,093.36</b>
	<b>Working capital adjustments:</b>			
	Trade Receivables	(893.75)	(129.25)	595.59
	Inventories	(1,430.78)	(1,497.96)	(647.38)
	Short Loans & Advances	31.46	144.11	1,805.12
	Change in Financial Assets & Other Current Assets	(256.29)	18.46	15.20
	Change in Financial Liabilities	1,504.41	(13.69)	(3.71)
	Short-Term Borrowings & Other Payables	700.65	976.28	1,557.48
	<b>CASH GENERATED FROM OPERATIONS</b>	<b>6,815.79</b>	<b>6,012.18</b>	<b>8,415.65</b>
	Direct Taxes Paid (including TDS deducted from various income)	950.00	725.00	610.31
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>5,865.79</b>	<b>5,287.18</b>	<b>7,805.34</b>
B.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
	Purchase of Property, plant & Equipment, Intangible Assets, Right of use Asset & CWIP (Net of Sales)	(6,360.04)	(4,325.36)	(3,942.99)
	(Increase)/Decrease in Non Current Assets & Investments	1,436.92	1,830.84	(3,033.17)
	Interest Income	136.71	248.44	210.37
	<b>NET CASH FLOW/ (USED IN) INVESTING ACTIVITIES</b>	<b>(4,786.41)</b>	<b>(2,246.09)</b>	<b>(6,765.79)</b>
C.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
	Proceeds from Long Term Borrowings (net)	(1,581.11)	(1,150.06)	1,927.06
	Interest Paid	(1,209.93)	(1,286.82)	(1,292.80)
	Lease Repayments (including interest)	(16.30)	(36.22)	(34.88)
	<b>NET CASH FLOW/(USED IN) FINANCING ACTIVITIES</b>	<b>(2,807.35)</b>	<b>(2,473.10)</b>	<b>599.38</b>
	<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(1,727.96)</b>	<b>567.99</b>	<b>1,638.93</b>
	Cash and Cash Equivalents at the beginning of the year	2,471.42	1,903.43	264.50
	Cash and Cash Equivalents at the end of the year	743.46	2,471.42	1,903.43

For Goyal Sanjay & Associates  
Chartered Accountants  
FRN: 010083N

For and on behalf of the Board of Directors  
KAY JAY FORGINGS LIMITED

(Davinder Goyal)  
Partner  
M.N. 091278

(Gopal Krishan Kothari)  
Managing Director  
DIN: 00026734

(Naveen Behl)  
Whole-Time Director  
DIN: 01322486

Place : Ludhiana  
Date :

UDIN:

13/8/25

(Ashok Bansal)  
Chief Financial Officer

(Amit Verma)  
Company Secretary &  
Compliance Officer

25091278 BMCZK x3369

**KAY JAY FORGINGS LIMITED**

(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)

CIN: U74899DL1983PLC029298

(All amounts in INR lakhs, unless otherwise stated)

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025****A. EQUITY SHARE CAPITAL**

Particulars	No. of Shares	( Amount)
As at 1st April, 2022	143673	143.67
Changes in equity share capital	-	-
Sub-division of Rs.100/- to Rs.10/- face value per share during the year	1436730	-
As at 31st March, 2023	-	143.67
Changes in equity share capital	-	-
As at 31st March, 2024	1436730	143.67
Changes in equity share capital	-	-
As at 31st March, 2025	1436730	143.67

**B. OTHER EQUITY**

Particulars	Reserves & Surplus				Other Comprehensive Income	Total
	Securities Premium Reserve	Capital Reserve	General Reserve	Retained Earnings	Remeasurement of net defined benefit liability/asset	
Balance as at 1st April, 2022	257.82	1.50	164.11	9117.50	-	9,540.92
Dividend paid during the year	-	-	-	-	-	-
Profit for the year	-	-	-	1381.30	-	1,381.30
Other comprehensive income/(Loss) for the year	-	-	-	-	(21.46)	(21.46)
Total comprehensive income for the year	-	-	-	1,381.30	(21.46)	1,359.84
Balance as at 31st March, 2023	257.82	1.50	164.11	10,498.80	(21.46)	10,900.76
Balance as at 1st April, 2023	257.82	1.50	164.11	10,498.80	(21.46)	10,900.76
Dividend paid during the year	-	-	-	-	-	-
Profit for the year	-	-	-	2412.55	-	2,412.55
Other comprehensive income/(Loss) for the year	-	-	-	-	(39.83)	(39.83)
Total comprehensive income for the year	-	-	-	2,412.55	(39.83)	2,372.72
Balance as at 31st March, 2024	257.82	1.50	164.11	12,911.35	(61.29)	13,273.48
Balance as at 1st April, 2024	257.82	1.50	164.11	12,911.35	(61.29)	13,273.48
Bonus Share Issued during the year	-	-	-	-	-	-
Profit for the year	-	-	-	2901.46	-	2,901.46
Other comprehensive income/(Loss) for the year	-	-	-	-	(31.56)	(31.56)
Total comprehensive income for the year	-	-	-	2,901.46	(31.56)	2,869.90
Balance as at 31st March, 2025	257.82	1.50	164.11	15,812.81	(92.85)	16,143.38

For Goyal Sanjay & Associates  
Chartered Accountants  
FRN 010083N

For and on behalf of the Board of Directors  
KAY JAY FORGINGS LIMITED

(Davinder Goyal)  
Partner  
M.N. 091278

(Gopal Krishan Kothari)  
Managing Director  
DIN: 00026734

(Naveen Bhatti)  
Whole Time Director  
DIN: 01322486

Place : Ludhiana  
Date :

13/8/25

(Ashok Bansal)  
Chief Financial Officer

(Amit Verma)  
Company Secretary & Compliance Officer

UDIN: 25091278BM4ZKX3369

## **KAY JAY FORGINGS LIMITED**

**(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)**

**CIN: U74899DL1983PLC029298**

### **Material Accounting Policies and Other Explanatory Information Forming Part of Financial Statements**

#### **1(A) Corporate Information**

**Kay Jay Forgings Limited** (hereinafter referred to as the Company) is a public Company domiciled in India. Earlier the Company was known as Kay Jay Forgings Private Limited.

The Company is mainly in business of manufacturing of engineering goods i.e. Forging, Auto Parts etc.

#### **1(B) Material Accounting Policies**

##### **(a) Basis of Preparation**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements. The Company adopted Indian Accounting Standards (IndAS) as prescribed under Section 133 of the Companies Act, 2013, w.e.f. April 1<sup>st</sup>, 2022.

These financial statements include Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows and Notes, comprising a summary of material accounting policies and other explanatory information and comparative information in respect of the preceding period.

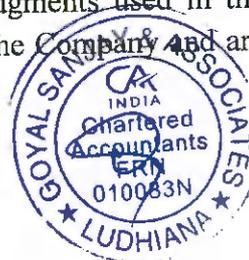
The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value.

- Derivative Financial Instruments
- Certain Other financial assets and financial liabilities which have been measured at fair value (refer Note 36 annexed to the financial statements)

The financial statements are presented in Indian Rupees (Rs.) and all values are rounded to the nearest lakhs (Rs.1,00,000) except wherever otherwise stated.

##### **(b) Use of Estimates and Judgments**

In preparing the financial statements, the Management has to make certain assumptions and estimates that may substantially impact the presentation of the Company's financial position and/or results of operations. The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical



## **KAY JAY FORGINGS LIMITED**

***(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)***

**CIN: U74899DL1983PLC029298**

experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances.

Although the Company regularly assesses these estimates, actual results may differ from these estimates. Changes in estimates are recorded in the periods in which they become known.

Areas involving critical estimates or judgements are:

- Recognition of deferred tax assets and liabilities- Note (r);
- Estimation of defined benefit obligation – Note (v);
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources – Note (l);
- Leases: whether an arrangement contains a lease, determination of lease term, measurement of Right of Use ("ROU") assets - Note (o);
- Fair value measurement for financial instruments – Note (d)

Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the restated consolidated financial information. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

### **(c) Current versus Non-Current Classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in IAS 1, "Presentation of financial statements".

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or Cash Equivalent unless restricted from being exchanged or used to settle liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;



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**CIN: U74899DL1983PLC029298**

- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- All other liabilities are classified as non-current.

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

**(d) 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

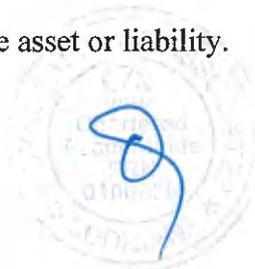
- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that entity can access at measurement date;
- Level 2 inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.



## **KAY JAY FORGINGS LIMITED**

***(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)***

**CIN: U74899DL1983PLC029298**

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### **(e) Foreign Currency**

#### **(i) Functional and Presentation Currency**

The financial statements of the Company are presented using Indian Rupee (Rs.), which is also our functional currency i.e. currency of the primary economic environment in which the company operates.

#### **(ii) Transactions and Balances**

Foreign currency transactions are translated into the respective functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

### **(f) Property, Plant and Equipment**

#### **Transition to Ind AS:**

For the transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2022 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date, except for Land for which fair value is considered as a deemed cost.

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Property, Plant and Equipment acquired on hire purchase basis are recognised at their cash values. Cost includes professional fees related to the acquisition of PPE and for qualifying assets, borrowing costs capitalised in accordance with the company's accounting policy.

PPE not ready for the intended use as on the date of the Balance Sheet are disclosed as "Capital Work In Progress". (Also refer to policies on leases, borrowing costs, impairment of assets and foreign currency transactions).

**KAY JAY FORGINGS LIMITED*****(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)*****CIN: U74899DL1983PLC029298**

Depreciation is recognised so as to write off the cost of the assets (other than freehold land) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined.

Type of Assets	Schedule II life (years)	Useful Lives*
Building –Factory	30	30
Building- others	60	60
Plant & Machinery	15	15
Computers	3	3
Office Equipment	5	5
Electrical Fittings & installations	10	10
Furniture & Fixtures	10	10
Vehicles	8	8

Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic-benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

Where cost of a part of the asset("asset component") is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate useful life.

Depreciation on additions to / deductions from, owned assets is calculated pro rata to the period of use.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

Assets acquired under finance leases are depreciated on a straight-line basis over the lease term. Where there is reasonable certainty that the company shall obtain ownership of the assets at the end of the lease term, such assets are depreciated based on the useful life prescribed under Schedule II to the Companies Act, 2013 or based on the useful life adopted by the company for similar asset.

Freehold land is not depreciated.

## **KAY JAY FORGINGS LIMITED**

***(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)***

**CIN: U74899DL1983PLC029298**

### **(g) Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as "Intangible Assets Under Development". Intangible assets are amortised on Straight-Line Basis over the estimated useful life. The method of amortisation and useful life is reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

<b>Type of Assets:</b>	<b>Type of Assets Schedule II life (years)</b>	<b>Useful Lives</b>
Software	6	5

### **(h) Impairment of Non-Financial Assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset or cash-generating units' (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely, independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses on non-financial asset, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties the impairment is recognised in OCI upto the amount of any previous revaluation surplus.



## **KAY JAY FORGINGS LIMITED**

***(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)***

**CIN: U74899DLI983PLC029298**

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate; and when circumstances indicate that the carrying value may be impaired.

### **(i) Non-Current Assets Held for Sale**

The Company classifies non-current assets and disposal groups as 'Held for Sale' if their carrying amounts will be recovered principally through a sale rather than through continuing use and sale is highly probable i.e. actions required to complete the sale indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn.

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, Plant and Equipment and intangible assets once classified as held for sale are not depreciated or amortised.

### **(j) Earnings per Share**

Basic EPS amounts are calculated by dividing the profit for the year attributable to the shareholders of the Company by the weighted average number of equity shares outstanding as at the end of reporting period.

Diluted EPS amounts are calculated by dividing the profit attributable to the shareholders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

## **KAY JAY FORGINGS LIMITED**

***(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)***

**CIN: U74899DLI983PLC029298**

### **(k) Cash and Cash Equivalents**

Cash and Cash Equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### **(l) Provisions Contingent Liabilities and Contingent Assets**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

### **(m) Investment Property**

Properties, including those under construction, held to earn rentals and/or capital appreciation are classified as investment property and measured and reported at cost, including transaction costs.

### **(n) Inventories**

Inventories which comprise raw material, work in progress, finished goods, traded goods and stores and spares are valued at the lower of cost and net realisable value. The basis of determining costs for various categories of inventories is as follows –

#### **Raw Materials**

Raw Material is valued at lower of cost or net realizable value. Cost ascertained on FIFO Basis includes all the purchase price, duties and taxes which are not recoverable from

## **KAY JAY FORGINGS LIMITED**

**(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)**

**CIN: U74899DLI983PLC029298**

government authorities, freight inwards and other expenditure directly attributable to the acquisition.

Net realizable value is the estimated selling price, in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### **Stores & Spares and Consumables**

It includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

### **Work-In-Progress**

Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

### **Traded Goods**

Lower of cost and net realizable value. Cost ascertained on FIFO Basis includes all the purchase price, duties and taxes which are not recoverable from government authorities, freight inwards and other costs incurred in bringing to their present location and condition. Net realizable value is the estimated selling price, in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### **(o) Leases**

#### ***(i) Company as a Lessee***

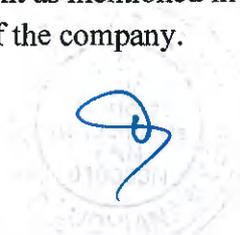
The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### **Right-of-Use Assets**

The Company recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a Straight-Line basis from the commencement date to the end of lease term.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment as mentioned in the Impairment of non-financial assets section of the accounting policies of the company.



## **KAY JAY FORGINGS LIMITED**

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### **Lease Liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

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

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

### **Short Term Leases and Leases of Low Value of Assets**

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

#### ***(ii) Company as a Lessor***

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

The Company has exercised judgement in determining the lease term as the non cancellable term of the lease, together with the impact of options to extend or terminate the lease if it is reasonably certain to be exercised. Where the rate implicit in the lease is not readily available, an incremental borrowing rate is applied. This incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right-of-use asset in a similar economic environment. Determination of the incremental borrowing rate requires estimation.



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### **(p) Financial Instruments**

#### **(i) Initial Recognition**

Financial instruments i.e. Financial Assets and Financial Liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial instruments at fair value through profit or loss) are added to or deducted from the fair value of the financial instruments, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial instruments assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

#### **(ii) Financial Assets**

##### **Subsequent Measurement**

All recognised financial assets are subsequently measured at amortized cost using effective interest method except for financial assets carried at fair value through Profit and Loss (FVTPL) or fair value through Other Comprehensive Income (FVTOCI).

A financial asset that meets the following two conditions is measured at amortized cost.

-Business Model Test: The objective of company's business model is to hold the financial asset to collect the contractual cash flows.

- Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through OCI: -

-Business Model Test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

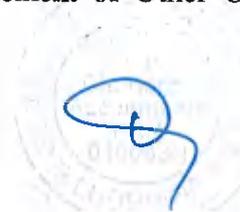
-Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit and loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognized in the statement of profit and loss, except for those equity investments for which the entity has elected irrevocable option to present value changes in OCI.

Equity Investments (other than investments in subsidiaries, associates and joint venture)

If the Company decides to classify an equity instrument as FVTOCI, then all fair value changes on the instrument are recognized in Statement of Other Comprehensive Income



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(SOCl). Amounts from SOCl are not subsequently transferred to profit and loss, even on sale of investment.

### **De-recognition**

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass through the arrangement; and with that –

- a) the Company has transferred substantially all the risks and rewards of the asset, or
- b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

### **Impairment of Financial Assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all trade receivables and/or contract assets that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

### **Financial Liabilities**

#### **Classification**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### **Subsequent measurement**

The company has accounted for its term loans, vehicle loans & other borrowings in accordance with Ind AS 109- Financial Instruments.

For trade and other payables maturing within one year from the balance sheet date, the carrying value is at Amortised Cost.

Financial liabilities are measured at amortized cost using Effective Interest Rate (EIR) method, except where practical constraints exist.

#### **De-Recognition**

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



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### **Re-classification of Financial Instruments**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets, such as equity instruments designated at FVTPL or FVTOCI and financial liabilities or financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets.

### **Offsetting of Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### **(q) Segment Reporting**

The Company identifies operating segments based on the dominant source, nature of risks and returns and the internal organisation. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Managing Director (who is the Company's chief operating decision maker) in deciding how to allocate resources and in assessing performance.

### **(r) Income Taxes**

#### **(i) Current Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted in India, at the reporting date.

Current tax relating to items recognised outside the consolidated statement of profit and loss is recognised outside the consolidated statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognised amounts and there is an intention either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### **(ii) Deferred Tax**

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 under Income tax Act, 1961.



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Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

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 the benefits of part or all of such deferred tax assets to be utilized.

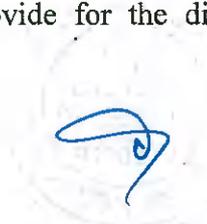
Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

### **(s) Revenue Recognition**

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

### **Sale of Products**

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract. Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and goods and services tax. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives/discounts. Accumulated experience is used to estimate and provide for the discounts/right of return, using the expected value method.



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### **Export Incentive**

Income from Export Incentives are recognised on an accrual basis to the extent the ultimate realisation is reasonably certain.

### **(t) Other Income**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to the asset's gross carrying amount on initial recognition. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument.

### **(u) Borrowing Costs**

Borrowing cost, if any, that are directly attributable to the acquisition, construction, or production of a \*qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale. Borrowing cost consists of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences, if any, to the extent regarded as an adjustment to the borrowing costs. All other borrowing costs are recognized as expense in the period in which they are incurred.

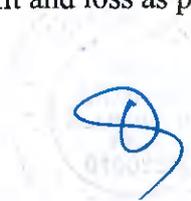
\*A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

### **(v) Employee Benefits**

#### **Gratuity**

The Company accounts for its liability towards Gratuity based on actuarial valuation made by an independent actuary as at the balance sheet date using projected unit credit method. The liability recognized in the balance sheet in respect of the gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of the plan assets.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined obligation and the fair value of plan assets. This cost is included in the employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the statement of profit and loss as past service cost.

A handwritten signature in blue ink is written over a circular stamp. The stamp contains the number '0160298' at the bottom.

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Past service costs are recognised in profit or loss on the earlier of:

- a) The date of the plan amendment or curtailment, and
- b) The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- a) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- b) Net interest expense or income

### **Compensated Absences**

Accumulated compensated absences are either availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company recognises expected cost of short-term employee benefit as an expense, when an employee renders the related service. The Company has a policy to encash the entire leaves balance outstanding as at the end of the year in the subsequent year.

### **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### **Changes in Accounting Policies and Disclosures**

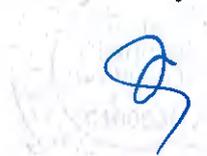
#### **(a) New and amended standards and interpretations**

##### **(i) Definition of Accounting Estimates - Amendments to Ind AS 8:**

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. These amendments had no impact on the financial statements of the Company.

##### **(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1:**

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about



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accounting policy disclosures. The amendments have had an impact on the disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the financial statements of the Company.

**(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12:**

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases. These amendments had no impact on the financial statements of the Company.

Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34.

**(b) Standards issued but not yet effective**

There are no such standards or amendment issued which are not effective as on date.

For **Goyal Sanjay & Associates**  
Chartered Accountants  
FRN: 010083N

For and on behalf of Board of Directors  
**KAY JAY FORGINGS LIMITED**

**(Davinder Goyal)**  
Partner  
Membership No. 091278

**(Gopal Krishan Kothari)**  
Managing Director  
DIN: 00026734

**(Naveen Behl)**  
Whole-time Director  
DIN: 01322486

Place: Ludhiana

Date: 13/8/25

**(Ashok Bansal)**  
Chief Financial Officer

**(Amit Verma)**  
Company Secretary &  
Compliance Officer

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(All amounts in INR lakhs, unless otherwise stated)

**Note No. 2 : Property, Plant & Equipments, Intangible Assets, Right of Use Assets & Capital Work-in-Progress As on 31.03.2025**

Particulars	2.1 Property, Plant & Equipment									2.2 Intangible Assets	2.3 Capital Work-in-Progress	2.4 Right of Use Assets
	Freehold Land	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Electric Fittings	Total	Computer Software		
<b>Cost</b>												
As At April 01, 2022	851.08	2524.92	18130.75	231.42	780.12	330.65	228.98	762.19	23840.11	154.50	266.05	75.15
Additions	-	707.17	2409.37	39.76	131.44	72.24	53.67	308.32	3,721.97	20.62	664.38	25.276
Deductions	168.64	-	184.61	-	86.92	0.26	-	-	440.42	-	266.05	-
As At March 31, 2023	682.45	3232.09	20355.52	271.17	824.64	402.63	282.66	1070.50	27121.66	175.13	664.38	100.43
Additions	1419.13	571.78	2489.68	43.41	155.97	89.56	49.30	90.12	4908.95	2.93	108.17	45.32
Deductions	-	-	126.57	-	55.49	-	25.63	-	207.68	-	664.38	75.15
As At March 31, 2024	2101.57	3803.87	22718.63	314.58	925.12	492.20	306.33	1160.62	31822.92	178.05	108.17	70.60
Additions	1077.75	988.95	2942.62	27.07	154.98	49.54	23.68	112.32	5376.93	4.27	1132.19	-
Deductions	-	-	157.06	-	91.52	0.41	-	4.81	253.81	-	108.17	-
As At March 31, 2025	3179.33	4792.82	25504.19	341.65	988.57	541.33	330.01	1268.13	36946.04	182.32	1132.19	70.60
<b>Accumulated Depreciation</b>												
As At April 01, 2022	-	913.24	9670.32	160.28	561.11	248.37	201.95	461.29	12216.56	137.75	-	-
Depreciation/Amortization expense	-	169.49	1653.65	20.52	93.18	31.72	18.95	107.97	2,095.47	6.19	-	32.60
Disposals	-	-	143.99	-	81.62	0.24	-	-	225.86	-	-	-
As At March 31, 2023	-	1082.72	11179.98	180.80	572.66	279.85	220.90	569.26	14086.16	143.95	0.00	32.60
Depreciation/Amortization expense	-	167.82	1848.02	25.19	93.21	70.24	43.33	138.95	2,386.76	8.73	-	31.70
Disposals	-	-	88.60	-	48.75	-	20.77	-	158.12	-	-	48.96
As At March 31, 2024	-	1,250.54	12,939.40	205.99	617.12	350.09	243.45	708.22	16,314.81	152.67	-	15.34
Depreciation/Amortization expense	-	117.52	1886.61	21.51	72.29	51.60	28.88	99.76	2278.17	8.46	0.00	12.96
Disposals	-	-	146.08	-	58.20	0.39	-	3.96	208.62	-	-	-
As At March 31, 2025	-	1,368.06	14,679.94	227.51	631.21	401.30	272.33	804.02	18,384.36	161.14	-	28.29
<b>Net Carrying Value</b>												
As At March 31, 2023	682.45	2149.37	9175.54	90.37	251.98	122.79	61.76	501.24	13035.50	31.18	664.38	67.83
As At March 31, 2024	2101.57	2553.33	9779.23	108.59	308.00	142.11	62.87	452.41	15508.12	25.38	108.17	55.26
As At March 31, 2025	3179.33	3424.77	10824.26	114.15	357.36	140.03	57.68	464.11	18561.68	21.19	1132.19	42.31

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(All amounts in INR lakhs, unless otherwise stated)

**Notes:**

- (i) There were no revaluation carried out by the Company during the period ended 31st March 2025, 31st March 2024 and 31st March 2023  
(ii) Assets pledged and hypothecated against borrowings. Refer Note 15

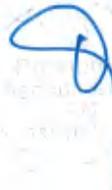
**Note 2 (a): Ageing Schedule of Capital Work-in-Progress (CWIP) is as follows:-**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As At 31.03.2025					
Projects in progress					
Machinery	882.41				882.41
Building	249.79				249.79
Projects temporarily suspended	-				-
<b>Total</b>	<b>1,132.19</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,132.19</b>

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As At 31.03.2024					
Projects in progress					
Machinery	98.53				98.53
Building	9.63				9.63
Projects temporarily suspended	-				-
<b>Total</b>	<b>108.17</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>108.17</b>

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As At 31.03.2023					
Projects in progress					
Machinery	664.38				664.38
Building	-				-
Projects temporarily suspended	-				-
<b>Total</b>	<b>664.38</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>664.38</b>

The Company has no intangible assets under development as at 31st March 2025, 31st March 2024 and 31st March 2023, hence ageing of the same has not been provided.



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(All amounts in INR lakhs, unless otherwise stated)

## Note (3) Non Current Investments

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
<b>Mutual Funds (Quoted)</b> (Measured at Fair Value through Profit or Loss)			
SBI Mutual Fund (SBI-Infrastructure Fund, 50000 units @ Rs 10/- Per Unit Market value as on 31.03.2025 Rs 2298500/- Previous year - Rs 2259500/-) Aggregate cost of quoted investments-Rs 500000	22.99	22.60	13.88
<b>Investment in Unquoted Equity Shares</b> (Measured at Fair Value through OCI)			
Veeyes Renewable Energy India Pvt. Ltd (12075 shares @Rs.10/-)	1.21	-	-
Veeyes Green Power Private Limited (8614 shares @ Rs.10/-)	0.86	-	-
	2.07	-	-
<b>Total</b>	<b>25.05</b>	<b>22.60</b>	<b>13.88</b>

## Note (4) Other Financial Assets

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
<b>Non-Current</b>			
Measured at Amortised cost (Unsecured, Considered Good)			
(a) Security Deposit*	396.78	327.74	273.13
(b) Security deposits for Leases *	18.00	9.30	11.50
	414.77	337.04	284.62
<b>Current</b>			
Measured at Amortised cost (Unsecured, Considered Good)			
Interest Receivable	22.91	13.77	28.09
Contractual Rate Difference Receivable	-	34.71	-
IPO Expenditure Recoverable	72.12	-	-
Unrealised Gain on Cancellation of Forward Contract	15.65	-	-
Measured at Fair Value through profit or loss			
Derivative Financial Instruments	-	3.29	-
	110.68	51.77	28.09
<b>Total</b>	<b>525.45</b>	<b>388.81</b>	<b>312.71</b>

\*Refer Note 48 annexed to the Financial Statements

## Note (5) Lease Receivables (Under Finance Lease)

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
The Company, as a lessor, has leased out certain assets under finance lease arrangements. These leases transfer substantially all the risks and rewards of ownership to the lessee. Accordingly, the present value of minimum lease payments is recognized as a receivable at the inception of the lease.			
Present Value of Minimum Lease Payments Receivable	-	22.99	44.22
Less: Current portion (due within 12 months)	-	22.99	21.23
Non-Current Lease Receivable	-	-	22.99

## Note (6) Other Non Current Assets

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
(Unsecured & Considered Good)			
(a) Capital Advances	494.73	1,933.72	3,827.89
<b>Total</b>	<b>494.73</b>	<b>1,933.72</b>	<b>3,827.89</b>

## (a) Borrowing Costs Capitalized

"During the year, the Company has capitalized borrowing costs amounting to Rs. 6.01 lakhs (Previous year Rs.210.06 lakhs), which have been included under 'Capital Advances' in Other Non-Current Assets, as the respective assets are yet to be recognized under Property, Plant & Equipment (PPE) or Capital Work in Progress (CWIP)."

## (b) Nature of Capital Advances

Capital advances represent amounts paid towards the acquisition/construction of qualifying assets, including advances towards vendors, contractors, & suppliers for property, plant & equipment. The related borrowing costs will be reclassified to the respective asset upon capitalisation.

## (b) Capitalisation Rate &amp; Borrowings Considered

The capitalisation rate applied to determine the eligible borrowing cost was 9.5%. The borrowings considered include specific borrowings which were directly attributable to procurement of qualifying assets.

**KAY JAY FORGINGS LIMITED***(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)***CIN: U74899DL1983PLC029298****(All amounts in INR lakhs, unless otherwise stated)****Note (7) Inventories**

Particulars	AS AT	AS AT	AS AT
	31.03.2025	31.03.2024	31.03.2023
Raw Materials	2,663.59	2,262.37	2,485.76
Work in Process	5,228.80	4,888.31	3,553.01
Finished Goods (other than those acquired for trading)	1,036.52	738.14	607.93
Stores and Spares	1,451.31	1,064.12	807.65
Power & Fuel	26.31	25.11	22.47
Goods in Transit	2.30	-	3.26
<b>Total</b>	<b>10,408.83</b>	<b>8,978.05</b>	<b>7,480.08</b>

7.1 The carrying amount of inventory hypothecated to secure working capital facilities of Rs.10408.83 lakhs (Previous Year Rs.8978.05 lakhs)

**Note (8) Trade Receivables**

Particulars	AS AT	AS AT	AS AT
	31.03.2025	31.03.2024	31.03.2023
Considered Good- Secured	-	-	-
Considered Good- Unsecured	-	-	-
a) Related Parties	-	-	-
b) Others	5,471.14	4,577.39	4,448.73
Significant increase in Credit Risk	-	-	-
Credit Impaired	-	-	-
Less: Allowances for Expected Credit Losses	-	-	-
<b>Total</b>	<b>5,471.14</b>	<b>4,577.39</b>	<b>4,448.73</b>

8.1 a) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.

Not any trade or other receivables are due from from firms or private companies respectively in which a director is a partner, a director or member except provided in the related party note.

b) Trade receivables are non-interest bearing.

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**Note 8.2 Trade Receivables Ageing Schedule****Outstanding for following periods from due date of payment (2024-25)**

Particulars	Not due	< 6 months	6month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Receivables							
Considered Good which have significant increase in credit risk	5,047.02	424.13	-	-	-	-	5,471.14
credit impaired	-	-	-	-	-	-	-
Disputed Receivables							
Considered Good which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>5,047.02</b>	<b>424.13</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,471.14</b>

**Outstanding for following periods from due date of payment (2023-24)**

Particulars	Not due	< 6 months	6month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Receivables							
Considered Good which have significant increase in credit risk	4,370.01	206.12	-	-	-	1.27	4,577.39
credit impaired	-	-	-	-	-	-	-
Disputed Receivables							
Considered Good which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>4,370.01</b>	<b>206.12</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.27</b>	<b>4,577.39</b>

**Outstanding for following periods from due date of payment (2022-23)**

Particulars	Not due	< 6 months	6month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Receivables							
Considered Good which have significant increase in credit risk	4,013.94	430.89	-	0.13	3.77	-	4,448.73
credit impaired	-	-	-	-	-	-	-
Disputed Receivables							
Considered Good which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>4,013.94</b>	<b>430.89</b>	<b>-</b>	<b>0.13</b>	<b>3.77</b>	<b>-</b>	<b>4,448.73</b>

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**Note (9) Cash and Cash Equivalents**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
Balances with Banks			
(a) In Current Accounts	457.92	414.93	357.63
(b) In Cash Credit Accounts	266.74	2,022.74	997.63
Cash in Hand	12.76	27.29	26.64
Uncleared Cheques	-	-	515.22
Imprest Balances	1.27	1.90	1.95
<b>Total</b>	<b>738.69</b>	<b>2,466.86</b>	<b>1,899.07</b>

**Note (10) Other Balances with Banks**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
Fixed Deposits with Banks with original maturity of more than 3 months but less than 12 months*			
FDR With HDFC Bank	4.76	4.56	4.28
Interest Accrued on FDR	-	-	0.08
* Fixed deposits are pledged with banks against bank guarantee			
<b>Total</b>	<b>4.76</b>	<b>4.56</b>	<b>4.36</b>

**Note (11) Short-term Loans and Advances**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
(Unsecured & Considered Good)			
Advances to Suppliers	135.70	190.99	158.43
Advances to Employees	14.90	18.83	38.72
Advances to Related Parties	2.09	1.98	16.11
Other Advances	43.47	15.83	192.81
<b>Total</b>	<b>196.17</b>	<b>227.63</b>	<b>406.08</b>

**Note (12) Other Current Assets**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
Prepaid Expenses	374.59	317.25	287.71
Balances with Custom & GST Authorities	268.35	181.05	198.08
<b>Total</b>	<b>642.94</b>	<b>498.30</b>	<b>485.79</b>

**Note (13) Equity Share Capital :**

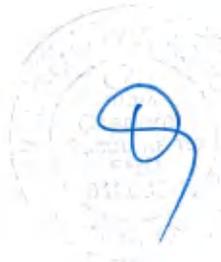
The authorised, issued, subscribed and fully paid-up share capital comprises of equity shares having a par Value of Rs. 10/- each as follows

PARTICULARS	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
<b>(a) Authorised :</b>			
1550000 (Previous Year 1550000) Equity Shares of Rs. 10/- each.	155.00	155.00	155.00
	155.00	155.00	155.00
<b>(b) Issued, Subscribed &amp; Paid Up:</b>			
1436730 (Previous Year 1436730) Equity Shares of Rs. 10/- each fully paid up	143.67	143.67	143.67
<b>Total</b>	<b>143.67</b>	<b>143.67</b>	<b>143.67</b>

**(13).a Reconciliation of the number of shares**

PARTICULARS	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
	<b>Numbers of Shares</b>	<b>Numbers of Shares</b>	<b>Numbers of Shares</b>
Equity shares			
Opening Balance	14,36,730	14,36,730	1,43,673
Changes during the Year	-	-	12,93,057
Closing Balance	14,36,730	14,36,730	14,36,730

During the year 2022-23 Face value of the shares had been changed from Rs 100 per share to Rs 10 per share



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**(13).b Details of shares held by each shareholder holding more than 5% shares:**

PARTICULARS		AS AT	AS AT	AS AT
		31.03.2025	31.03.2024	31.03.2023
		Number of shares & % of holding	Number of shares & % of holding	Number of shares & % of holding
<b>Equity shares</b>				
Sh. Gopal Krishan Kothari	No.	11,10,360	11,10,360	11,10,360
	%	77.29%	77.29%	77.29%
Sh. Amit Kothari	No.	80,280	80,290	80,290
	%	5.59%	5.59%	5.59%
Smt. Madhu Kothari	No.	2,09,180	2,09,180	2,09,180
	%	14.56%	14.56%	14.56%

**(13).c Disclosure of Shareholding of Promoters at 31st March, 2025 is as follows**

Shares held by promoters at the end of the year			
Promoters Name	No. of Equity Shares	% of Total Shares	% Change during the year
Sh. Gopal Krishan Kothari	11,10,360	77.29	-
Sh. Amit Kothari	80,280	5.59	-
Smt. Madhu Kothari	2,09,180	14.56	-
G.K Kothari & Sons HUF	33,000	2.29	-
Savitra Devi Sarda	1,900	0.13	-
Amit Kothari HUF	2,000	0.14	-
<b>Total</b>	<b>14,36,720</b>	<b>100</b>	<b>-</b>

**Disclosure of Shareholding of Promoters at 31st March, 2024 is as follows**

Shares held by promoters at the end of the year			
Promoters Name	No. of Equity Shares	% of Total Shares	% Change during the year
Sh. Gopal Krishan Kothari	11,10,360	77.29	-
Sh. Amit Kothari	80,290	5.59	-
Smt. Madhu Kothari	2,09,180	14.56	-
G.K Kothari & Sons HUF	33,000	2.29	-
Savitra Devi Sarda	1,900	0.13	-
Amit Kothari HUF	2,000	0.14	-
<b>Total</b>	<b>14,36,730</b>	<b>100</b>	<b>-</b>

**Disclosure of Shareholding of Promoters at 31st March, 2023 is as follows**

Shares held by promoters at the end of the year			
Promoters Name	No. of Equity Shares	% of Total Shares	% Change during the year
Sh. Gopal Krishan Kothari	11,10,360	77.29	-
Sh. Amit Kothari	80,290	5.59	-
Smt. Madhu Kothari	2,09,180	14.56	-
G.K Kothari & Sons HUF	33,000	2.29	-
Savitra Devi Sarda	1,900	0.13	-
Amit Kothari HUF	2,000	0.14	-
<b>Total</b>	<b>14,36,730</b>	<b>100</b>	<b>-</b>

**(13).d Rights, Preferences & Restrictions**

Terms/rights attached to equity shares :

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, the distribution will be in proportion to the no. of equity shares held by shareholder

(13).e No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current period/year end.

(13).f No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

**Note (14) Other Equity**

Other Equity consists of the following:

Particulars	AS AT	AS AT	AS AT
	31.03.2025	31.03.2024	31.03.2023
(a) Securities premium account	257.82	257.82	257.82
(b) Capital Reserve	1.50	1.50	1.50
(c) General Reserve	164.11	164.11	164.11
(d) Retained Earning			
As per last Balance Sheet	12,911.35	10,498.80	9,117.50
Add: Change in Accounting Policy or Prior period errors	-	-	-
Add: Profit/Loss for the year	2,901.46	2,412.55	1,381.30
	15,812.81	12,911.35	10,498.80
(d) Remeasurement of net defined benefit plan through OCI			
As per last Balance Sheet	(61.29)	(21.46)	(21.46)
Less: Other Comprehensive income (net of tax)	(31.56)	(39.83)	(21.46)
	(92.85)	(61.29)	(21.46)
<b>Total</b>	<b>16,143.38</b>	<b>13,273.48</b>	<b>10,900.76</b>

**Nature & Purpose of each Reserve:**

14.1 Securities Premium: Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of Companies Act, 2013.

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14.2 Capital Reserve: Capital reserve is the difference of book value of assets of the subsidiary and amount paid for the acquisition of subsidiary.

14.3 General Reserve: It is a free reserve created from retained earnings. It can be used for any purpose as per management discretion.

14.4 Retained Earnings: Surplus/ (deficit) in the statement of profit and loss are the profits that the company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings as at April 1,2022 has been adjusted consequent to the Ind AS transition adjustments. Surplus/ (deficit) in the statement of profit and loss is a free reserve available to the company.

14.5 Other Comprehensive Income: It includes rereasurement loss/ gain on defined benefit obligations, net of taxes that will not be reclassified to statement of profit and loss.

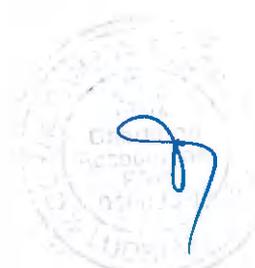
**Note (15) Borrowings**

Particulars	AS AT	AS AT	AS AT
	31.03.2025	31.03.2024	31.03.2023
(a) Term loans			
Secured *	2,948.22	4,620.66	5,622.95
(b) Loans and Advances from Related Parties			
Unsecured	2,568.35	2,477.02	2,624.79
<b>Total</b>	<b>5,516.56</b>	<b>7,097.68</b>	<b>8,247.74</b>

\*Refer Note 48 annexed to the Financial Statements

**Note (15).1 Details of Term Loan & Loans & Advance:-**

Particulars	AS AT	AS AT	AS AT
	31.03.2025	31.03.2024	31.03.2023
<b>Term loans</b>			
<b>Secured</b>			
<b>From Banks</b>			
<b>(A) IN INDIAN CURRENCY</b>			
MTL- AXIS BANK A/C 10.00 CRORES	663.43	832.00	-
MTL- FEDERAL BANK (10.00 CR.)	-	55.56	277.78
MTL-FEDERAL (ECLGS 3.00 CR)	-	67.47	147.17
MTL- HDFC BANK (ECLGS-11.54 CR)	24.04	264.46	552.90
MTL- HDFC034LN06220840001 (7.85CR)	157.00	314.00	471.00
MTL- FEDERAL (ECLGS 1.5 CR)	90.81	125.90	150.00
MTL- HDFC BANK (ECLGS-5.769 CR)	300.47	444.69	576.90
MTL-HDFC 034LN062213200002 (2.15 CR)	43.73	87.46	131.19
MTL-HDFC 034LN06221850001 (3.15 CR OUT OF 10 CR)	126.00	189.00	252.00
MTL-HDFC 034LN06222740001 (6.85 CR OUT OF 10 CR)	274.00	411.00	548.00
MTL-HDFC 034LN06230650001 (10.00CR)	500.00	700.00	900.00
	<b>2,179.48</b>	<b>3,491.53</b>	<b>4,006.99</b>
<b>(B) IN FOREIGN CURRENCY</b>			
Standard Chartered Bank (MTL-ECB) A/C-7	-	-	184.88
	-	-	184.88
<i># The Loan was taken in foreign currency, but as per the terms settled with the Bank the company is repaying the loan along with interest in INR</i>			
<b>(ii) From Financial Institutions</b>			
<b>(A) IN INDIAN CURRENCY</b>			
MTL- BAJAJ FINANCE 5.00 CR.	188.10	285.03	374.24
MTL - BAJAJ FINANCE LTD. (ECLGS-1.995 CR)	-	48	101
MTL- BAJAJ FINANCE 10.00 CR.	514.29	703.40	878.55
	<b>702.39</b>	<b>1,036.56</b>	<b>1,353.75</b>
<b>(iii) From Bank-Vehicle Loan</b>			
HDFC BANK CAR LOAN A/C MAHINDERA XUV 700	-	6.47	13.69
HDFC BANK LOAN A/C TOYOTA VELLFIRE	-	12.45	40.86
HDFC BANK CAR LOAN A/C INNOVA PB10JG 7787	7.86	15.76	-
HDFC BANK CAR LOAN A/C INNOVA PB10JL 4748	13.69	22.90	-
YES BANK LOAN A/C. INNOVA -PB91F 7787	-	-	1
HDFC BANK LOAN A/C CRETA CAR TN70AR 3472	7.37	13.08	-
HDFC BANK CAR LOAN A/C MAHINDERA SCORPIO PB10JD7864	-	12.06	-
HDFC BANK LOAN A/C. (INNOVA CAR PB 10 HR 7787)	-	-	8
HDFC BANK LOAN A/C (BMW CAR)	-	-	14
UBOI BANK CAR LOAN A/C BYD EV PB10JM 9987	20.70	-	-
UBOI BANK LOAN A/C INNOVA CAR NEW CAR	14.67	-	-
AXIS BANK LOAN A/C. TRUCK (PB10JD-1324)	2.06	9.85	-
	<b>66.35</b>	<b>92.57</b>	<b>77.33</b>
	<b>2,948.22</b>	<b>4,620.66</b>	<b>5,622.95</b>



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Loans and Advances from Related Parties:			
<u>Unsecured</u>			
From Directors			
GOPAL KRISHAN KOTHARI	991.45	1,119.96	1,013.59
AMIT KOTHARI	550.67	522.75	517.82
	<b>1,542.12</b>	<b>1,642.71</b>	<b>1,531.41</b>
From Share Holders & Relatives			
G.K.KOTHARI & SONS HUF	712.62	592.52	598.52
AMIT KOTHARI HUF	65.55	55.55	50.45
MANNAT KOTHARI	30.32	2.03	26.04
MADHU KOTHARI	63.97	30.44	264.60
SAVITRI DEVI	3.77	3.77	3.77
NAVEEN BEHL HUF	150.00	150.00	150.00
	<b>1,026.23</b>	<b>834.31</b>	<b>1,093.38</b>
	<b>2,568.35</b>	<b>2,477.02</b>	<b>2,624.79</b>
<b>Total</b>	<b>5,516.56</b>	<b>7,097.68</b>	<b>8,247.74</b>

Installments falling due in respect of all the above loans in next 12 months & overdue balance, if any, have been grouped under "Current Maturities of Long Term Debts" under Note Short-Term Borrowings

Note 15.2 Nature of Security and terms of repayment for Long Term secured borrowings:

Note 15.2.1 Repayment of Term Loan

a) BANK LOANS

Particulars	Terms of Repayment
MTL- AXIS BANK A/C 10.00 CRORES	Repayable in 72 Monthly instalments. 71 Instalments of Rs 14.00 Lacs each commencing from April 2024 and Last installment of Rs 6 lacs due in March 2030.
MTL- FEDERAL BANK (10.00 CR.)	Repayable in 54 Monthly instalments of Rs 18.51 Lacs (Including Interest) each commencing from January 2021 . Last installment due in June, 2025.
MTL-FEDERAL (ECLGS 3.00 CR)	Repayable in 48 Monthly instalments of Rs 7.50 Lacs (Including Interest) each commencing from February 2022 . Last installment due in January 2026.
MTL- HDFC BANK (ECLGS-11.54 CR)	Repayable in 48 Monthly instalments of Rs 24.04 Lacs each commencing from March 2022 . Last installment due in February 2026.
MTL- HDFC034LN06220840001 (7.85CR)	Repayable in 60 Monthly instalments of Rs 13.08 Lacs each commencing from April 2022 . Last installment due in March 2027.
MTL- FEDERAL (ECLGS 1.5 CR)	Repayable in 48 Monthly of Rs 3.75 Lacs Including Interest) each commencing from July 2024. Last installment due in June, 2028.
MTL- HDFC BANK (ECLGS-5.769 CR)	Repayable in 48 Monthly instalments of Rs 12.02 Lacs each commencing from May 2024. Last installment due in April 2028.
MTL-HDFC 034LN062213200002 (2.15 CR)	Repayable in 59 Monthly instalments of Rs 3.64 Lacs each commencing from May 2022. Last installment due in March 2027.
MTL-HDFC 034LN06221850001 (3.15 CR OUT OF 10 CR)	Repayable in 20 Quarterly instalments of Rs 15.75 Lacs each commencing from April 2023. Last installment due in Jan, 2028.
MTL-HDFC 034LN06222740001 (6.85 CR OUT OF 10 CR)	Repayable in 20 Quarterly instalments of Rs 34.25 Lacs each commencing from April 2023. Last installment due in Jan, 2028.
MTL-HDFC 034LN06230650001 (10.00CR)	Repayable in 20 Quarterly instalments of Rs 50.00 Lacs each commencing from December 2023. Last installment due in September, 2028.
Standard Chartered Bank (MTL-ECB) A/C-7	Repayable in 20 Quarterly instalments of Rs 55 Lacs (USD 75000) each commencing from January 2020. Last installment due in October, 2024.
MTL- BAJAJ FINANCE 5.00 CR.	Repayable in 73 Monthly instalments of Rs 10.01 Lacs (Including Interest) each commencing from Sep-2022 . Last installment due in Nov-2027.
MTL - BAJAJ FINANCE LTD. (ECLGS-1.995 CR)	Repayable in 48 Monthly instalments varied from Rs 3.64 Lacs to Rs 5.11 Lacs commencing from February 2022 . Last installment due in January 2026.
MTL- BAJAJ FINANCE 10.00 CR.	Repayable in 61 Monthly instalments of Rs 20.52 Lacs (Including Interest) each commencing from July 2023 . Last installment due in July 2028.

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**b) VEHICLE LOANS**

HDFC BANK CAR LOAN A/C MAHINDERA XUV 700	Repayable in 39 Monthly installments of Rs 67062/- each commencing from November 2022. Last installment due in January 2026.
HDFC BANK LOAN A/C TOYOTA VELLFIRE	Repayable in 39 Monthly installments of Rs 253339/- each commencing from June 2022. Last installment due in August 2025.
HDFC BANK CAR LOAN A/C INNOVA PB10JG 7787	Repayable in 39 Monthly installments of Rs 74531/- each commencing from December 2023. Last installment due in February 2027.
HDFC BANK CAR LOAN A/C INNOVA PB10JL 4748	Repayable in 39 Monthly installments of Rs 91340/- each commencing from May 2024. Last installment due in July 2027.
YES BANK LOAN A/C. INNOVA -PB91F 7787	Repayable in 60 Monthly installments of Rs 35400/- each commencing from June 2019. Last installment due in May 2024.
HDFC BANK LOAN A/C CRETA CAR TN70AR 3472	Repayable in 39 Monthly installments of Rs 55787/- each commencing from March 2024. Last installment due in May 2027.
HDFC BANK CAR LOAN A/C MAHINDERA SCORPIO PB10JD7864	Repayable in 39 Monthly installments of Rs 65066/- each commencing from September 2023. Last installment due in November 2026.
HDFC BANK LOAN A/C. (INNOVA CAR PB 10 HR 7787)	Repayable in 39 Monthly installments of Rs 69203/- each commencing from January 2022. Last installment due in March 2025.
HDFC BANK LOAN A/C (BMW CAR)	Repayable in 39 Monthly installments of Rs 286902/- each commencing from June 2021. Last installment due in August 2024.
UBOI BANK CAR LOAN A/C BYD EV PB10JM 9987	Repayable in 36 Monthly installments of Rs 156226/- each commencing from June 2024. Last installment due in May 2027.
UBOI BANK LOAN A/C INNOVA CAR NEW CAR	Repayable in 36 Monthly installments of Rs 92219/- each commencing from September 2024. Last installment due in August 2027.
AXIS BANK LOAN A/C. TRUCK (PB10JD-1324)	Repayable in 36 Monthly installments of Rs 69715/- each commencing from July 2023. Last installment due in June 2026.

**Note 15.2.2 Nature of Security****a) BANK LOANS**

(I) Entire movable fixed assets including plant &amp; machinery have been secured by way of First Pari-Passu charge

(II) Term Loans from Axis Bank, Federal Bank, Bajaj Finance &amp; HDFC Bank has been secured by way of 1st parri passu charge on fixed assets of the company including equitable mortgage of following factory Land &amp; Buildings

(i) C-3, Focal Point, Ludhiana,

(ii) D-1, Focal Point, Ludhiana

(iii) C-20, Focal Point, Ludhiana

(iv) E-2, Focal Point, Ludhiana

(v) SF-494, Kothakondapally Village, Hosur Taluk, Krishnagiri Dist. Tamil Nadu.

(vi) Survey No. 339/2 &amp; 344/2, Onnalavadi Village, Hosur Taluk, Krishnagiri District, Tamil Nadu.

2nd Parri passu charge in favour of term lenders on entire current assets including inventories, book debts &amp; other receivables.

**b) VEHICLE LOANS**

Vehicle Loans are secured by way of Hypothecation of Vehicles.

**Note (16) Lease Liabilities**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
Lease Liability (Non-Current)	36.29	45.55	33.86
Lease Liability (Current)	9.34	12.19	37.58
<b>Total</b>	<b>45.63</b>	<b>57.75</b>	<b>71.44</b>

Lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate on the date of transition.

The ROU assets were recognized at an amount equal to the lease liability or adjusted for prepayments and lease incentives.

The adoption did not have a material impact on the net assets and equity of the Company.

Incremental Borrowing Rate was assessed by the Management at the rate of 8% per annum for the year end 31st March 2025

**Note 16.1 Movements of Lease Liabilities during the year**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
Opening Balances	57.75	71.44	75.15
Additions on account of transition to Ind AS 116			
Additions during the year, Additions on account of new leases	-	45.32	25.28
Finance Charges	4.19	6.39	5.89
Less: Repayment towards lease liabilities	16.30	36.22	34.88
Less: Modifications, Remeasurements of lease liabilities		29.18	-
<b>Balances at the end of year</b>	<b>45.63</b>	<b>57.75</b>	<b>71.44</b>

**KAY JAY FORGINGS LIMITED**

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**NOTE (17) Deferred Tax Liabilities**

Major components of deferred tax balances consists of the following :

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
(a) Deferred Tax Liabilities (net)			
(i) Property Plant and Equipment	196.69	218.32	337.66
(ii) Employees Benefits	-	-	-
(iii) Change in Fair Value of Investment	4.53	4.43	2.23
(iv) Lease Receivables	-	5.79	11.13
(v) Remeasurement of Defined Benefit Plans	-	-	-
	<b>201.21</b>	<b>228.54</b>	<b>351.02</b>
(b) Deferred Tax Assets (net)			
(i) Property Plant & Equipment	-	-	-
(ii) Provision for Gratuity	41.37	28.16	56.56
(iii) Remeasurement of Defined Benefit Plans	6.85	11.19	6.57
(iv) Difference in Lease liability and Right of use Asset	0.84	0.62	0.45
	<b>49.06</b>	<b>39.97</b>	<b>63.58</b>
<b>Total</b>	<b>152.15</b>	<b>188.57</b>	<b>287.44</b>

**Note (18) Long-Term Provisions**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
Gross Provision for Gratuity (Present Value of Defined Benefit Obligation)	164.38	148.71	224.71
Add/(Less): Remeasurement on Defined Benefit Plan (Income)/Loss	27.22	7.62	26.11
<b>Total</b>	<b>191.60</b>	<b>156.33</b>	<b>250.82</b>

**Note (19) Borrowings**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
<b>Detail of Short Term Borrowings:-</b>			
<b>Secured</b>			
<b>Working Capital Loans</b>			
(i) From Banks			
HDFC Bank-EPC (INR)	-	927.78	311.94
HDFC Bank-WCDL	1,000.00	1,000.00	1,500.00
SCB Cash Credit	-	-	35.07
Axis Bank-WCDL	450.00	-	-
(ii) From Financial Institutions			
Bajaj Finance WCDL	1,500.00	-	2,000.00
(Secured by way of first pari passu charge in favour of company's Bankers on entire current assets of the company including stocks and receivables of the company.)			
(Secured by way of Second pari passu charge on all movable fixed assets including plant & machinery and by way of equitable mortgage on land & building.)			
(ii) Current Maturities of Long term Debt	1,721.73	2,111.75	2,136.76
<b>Total</b>	<b>4,671.73</b>	<b>4,039.53</b>	<b>5,983.78</b>

\*Refer Note 48 annexed to the Financial Statements

**KAY JAY FORGINGS LIMITED***(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)***CIN: U74899DL1983PLC029298****(All amounts in INR lakhs, unless otherwise stated)****Note (20) Trade Payables**

Particulars	AS AT	AS AT	AS AT
	31.03.2025	31.03.2024	31.03.2023
Trade Payables			
- Due to Micro & Small Enterprises	1,013.82	994.45	396.01
- Others	4,918.07	5,018.67	3,838.32
<b>Total</b>	<b>5,931.89</b>	<b>6,013.12</b>	<b>4,234.33</b>



**KAY JAY FORGINGS LIMITED**

(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)

CIN No.: U74899DL1983PLC029298

(All amounts in INR lakhs, unless otherwise stated)

**Note 20.1 Trade Payables Ageing Schedule****Outstanding for following periods from due date of payment (2024-25)**

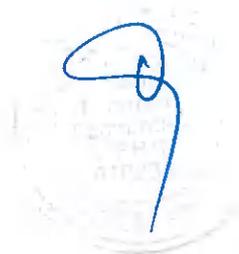
Particulars	Not due	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	1,008.98	4.84	-	-	-	1,013.82
Others	4,437.16	441.91	6.75	30.68	1.56	4,918.07
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-	-
<b>Total</b>	<b>5,446.14</b>	<b>446.75</b>	<b>6.75</b>	<b>30.68</b>	<b>1.56</b>	<b>5,931.89</b>

**Outstanding for following periods from due date of payment (2023-24)**

Particulars	Not due	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	942.20	52.25	-	-	-	994.45
Others	4,256.10	714.91	45.76	1.83	0.07	5,018.67
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-	-
<b>Total</b>	<b>5,198.30</b>	<b>767.16</b>	<b>45.76</b>	<b>1.83</b>	<b>0.07</b>	<b>6,013.12</b>

**Outstanding for following periods from due date of payment (2022-23)**

Particulars	Not due	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	339.65	56.36	-	-	-	396.01
Others	3,246.33	567.44	7.45	0.04	17.06	3,838.32
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-	-
<b>Total</b>	<b>3,585.97</b>	<b>623.81</b>	<b>7.45</b>	<b>0.04</b>	<b>17.06</b>	<b>4,234.33</b>



**KAY JAY FORGINGS LIMITED**

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(All amounts in INR lakhs, unless otherwise stated)

**Note (21) Other Financial Liabilities**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
(a) Creditors for Capital Goods			
- Due to Micro & Small Enterprises	87.64	101.69	5.52
- Others	896.24	183.35	99.38
(b) Interest Payable	31.43	46.21	104.45
(c) Contractual Rate Difference Payable	1,475.57	657.73	239.10
Measured at Fair Value through Profit or Loss			
Derivative Financial Instruments	2.52	-	34.78
<b>Total</b>	<b>2,493.40</b>	<b>988.98</b>	<b>483.23</b>

**Note (22) Other Current Liabilities**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
(i) Statutory Remittances	764.55	676.58	709.03
(ii) Contract Liabilities*	56.08	0.82	45.72
(iii) Others payables (Expenses Payable)	1,419.99	1,470.54	822.54
<b>Total</b>	<b>2,240.62</b>	<b>2,147.94</b>	<b>1,577.28</b>

\* Contract Liabilities are received on contracts entered with customers for which performance obligations are yet to be performed, therefore, revenue will be recognised when the goods are pass on to the customers.

**Note (22.1) Movement of Contract Liabilities**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
Opening Current Liabilities	0.82	45.72	10.04
Less: Amount recognised in revenue	0.82	45.72	10.04
Add: Amount received in advance	56.08	0.82	45.72
<b>Closing Contract Liabilities</b>	<b>56.08</b>	<b>0.82</b>	<b>45.72</b>

**Note (23) Short-term Provisions**

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
(a) Provision for Employee Benefits:			
(i) Provision for Bonus	427.48	386.21	336.95
(ii) Leave with Wages	118.58	105.80	91.35
(b) Provision for Taxation (Net of Prepaid Taxes)	186.44	218.77	112.89
<b>Total</b>	<b>732.49</b>	<b>710.78</b>	<b>541.19</b>

**Note (24) Revenue from Operations**

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
Sale of Products	88,504.63	78,720.58	70,621.24
Other Operating Revenues	4,923.77	4,513.62	4,271.71
<b>Total</b>	<b>93,428.40</b>	<b>83,234.20</b>	<b>74,892.95</b>
Less: GST	18,382.01	16,002.56	14,623.72
<b>Total</b>	<b>75,046.39</b>	<b>67,231.64</b>	<b>60,269.23</b>

Note 24.1 Ind AS 115 "Revenue from Contracts with Customers" applies with limited exceptions, to all revenue arising from contracts with its customers. The company adopted Ind AS 115 using the modified retrospective method of adoption with the date of transition date April 01, 2022 which does not require restatement of comparative year. The company elected to apply the standard to all contracts as at April 01, 2022. Payment terms with customers vary depending upon the contractual terms of each contract.

Note 24.2 The company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services.

**Note 24.3 Particulars of sales of Products**

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
(i) Manufacturing Sales			
Indigenous	84,759.89	74,124.81	67,192.51
Export	3,744.74	4,595.77	3,428.73
	88,504.63	78,720.58	70,621.24
Less: GST	17,644.85	15,329.95	13,983.65
<b>Total - Sale of manufactured goods</b>	<b>70,859.77</b>	<b>63,390.63</b>	<b>56,637.59</b>
(ii) Other operating revenues comprise:			
Sale of Scrap	4,832.46	4,402.47	4,194.84
Duty drawback and other export incentives	91.31	111.15	76.87
	4,923.77	4,513.62	4,271.71
Less: GST	737.15	672.61	640.07
<b>Total - Other operating revenues</b>	<b>4,186.62</b>	<b>3,841.01</b>	<b>3,631.64</b>

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Note 24.4 The company does not have any significant adjustments between the contracted price and revenue recognised in the statement of profit or loss

## Note (25) Other income

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
(a) Interest income comprises:			
Interest from Banks	0.20	0.20	0.22
Interest on Loans and Advances	110.93	177.46	192.38
Interest on Lease Receivable	1.01	2.77	4.40
Other interest	24.57	68.01	13.36
<b>Total - Interest income *</b>	<b>136.71</b>	<b>248.44</b>	<b>210.37</b>
(b) Other Non Operating Income			
(i) Profit on Sale of Property, Plant & Equipment (net)	14.94	-	-
(ii) Sundry Balances Written Off	-	26.06	-
(iii) Gain on Derecognition of Lease liability	-	2.99	-
(iv) Misc Income	0.61	0.21	0.05
(v) Incentive received u/s 194R	1.09	1.04	-
(vi) Rent Received-Others	1.03	0.93	0.86
(vii) Rebate & Discount	9.25	15.01	0.75
(viii) Gain on change in Fair Value of Investments	0.39	8.72	1.38
(ix) Gain on Derivative Instruments	-	22.51	-
(x) Notice Period Salary/Wages	10.71	-	2.81
(xi) Freight Received on Behalf of Kothari Exports	32.31	22.60	28.99
Less: Freight Transferred to Kothari Exports	(32.31)	(22.60)	(28.99)
<b>Total - Other Non-Operating Income</b>	<b>38.03</b>	<b>77.48</b>	<b>5.84</b>
<b>Total</b>	<b>174.75</b>	<b>325.92</b>	<b>216.21</b>

\*Refer Note 48 annexed to the Financial Statements

## Note (26) Cost of Materials Consumed

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
Opening stock	2,262.37	2,485.76	2,362.16
Add: Purchases	40,683.34	37,721.29	35,226.09
Less: Closing Stock	2,663.59	2,262.37	2,485.76
<b>Total</b>	<b>40,282.12</b>	<b>37,944.67</b>	<b>35,102.50</b>

## Note (27) Changes in Inventories of finished goods, work-in-progress and stock-in-trade

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
<b>Inventories at the beginning of the year:</b>			
Stock-in-trade (acquired for trading)			
Finished goods	738.14	607.93	658.22
Work-in-progress	4,888.31	3,553.01	3,177.85
	<b>5,626.45</b>	<b>4,160.95</b>	<b>3,836.07</b>
<b>Inventories at the end of the year:</b>			
Stock-in-trade (acquired for trading)			
Finished goods	1,036.52	738.14	607.93
Work-in-progress	5,228.80	4,888.31	3,553.01
	<b>6,265.32</b>	<b>5,626.45</b>	<b>4,160.95</b>
<b>Net (increase) / decrease</b>	<b>(638.87)</b>	<b>(1,465.51)</b>	<b>(324.88)</b>

## Note (28) Employee Benefits Expenses

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
Salaries and Wages	9,233.14	8,037.97	6,910.02
Contributions to Provident and other Funds	576.22	520.33	441.79
Staff Welfare Expenses	632.65	560.94	511.30
Gratuity	204.21	209.52	183.76
<b>Total</b>	<b>10,646.22</b>	<b>9,328.77</b>	<b>8,046.87</b>

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund & Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

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## Note 28.1 Employee Benefits Expenses

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
<b>(a) Salaries and wages includes</b>			
<b>Salaries &amp; Allowances</b>			
Salaries	1106.84	1010.69	864.01
H.R.A	40.28	50.21	40.78
Conveyance Allowance	39.62	41.96	38.79
Washing Allowance	0.09	0.04	0.04
Salary/Wages-Notice Period	-	17.27	-
<b>Wages &amp; Allowances</b>			
Wages	6699.77	5604.67	4605.09
H.R.A	250.24	230.97	217.87
Conveyance Allowance	194.79	176.95	162.14
Washing Allowance	0.87	0.91	0.56
<b>Other Benefits</b>			
Director's Remuneration & Perqs	313.61	368.91	525.07
Ex-Gratia Expenses	0.00	0.00	0.72
Bonus	457.54	418.52	351.97
Leave With Wages	126.96	114.29	94.37
Medical Aid	2.49	2.58	8.62
	<b>9,233.14</b>	<b>8,037.97</b>	<b>6,910.02</b>
<b>(b) Contributions to provident and other funds includes</b>			
Provident Fund	443.25	397.79	333.49
Labour Welfare Fund	5.41	4.90	5.16
E.S.I	117.86	104.12	91.72
National Pension Scheme	9.71	13.14	11.42
E.S.I./P.F. Others	0.00	0.38	0.00
	<b>576.22</b>	<b>520.33</b>	<b>441.79</b>
<b>(c) Staff welfare expenses includes</b>			
Labour Welfare	112.23	120.16	85.80
Staff Welfare	10.83	11.79	16.52
Canteen Expenses	98.32	88.25	81.41
Festival Expenses	36.21	29.05	35.60
Staff Insurance	255.98	240.46	233.93
Premium Renewal Expenses	6.81	7.19	6.41
Employees Compensation Expenses	1.20	1.10	1.20
Staff Recruitment & Training	111.08	62.95	50.44
	<b>632.65</b>	<b>560.94</b>	<b>511.30</b>

## Note (29) Finance Costs

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
<b>(a) Interest expense on:</b>			
(i) Borrowings *	1,389.04	1451.70	1227.94
(ii) Others	-	0.06	0.57
(iii) Lease Liability	4.19	6.39	5.89
<b>(b) Bank charges</b>	<b>6.83</b>	<b>4.15</b>	<b>9.00</b>
<b>(c) Net loss on Foreign Currency Transactions &amp; Translation</b>	<b>-26.72</b>	<b>35.67</b>	<b>62.14</b>
	<b>1,373.34</b>	<b>1,497.97</b>	<b>1,305.53</b>
Less : Interest Capitalized on Fixed Assets & Capital Advances	159.22	171.56	96.76
<b>Total</b>	<b>1,214.12</b>	<b>1,326.41</b>	<b>1,208.77</b>

\*Refer Note 48 annexed to the Financial Statements

## Note 29.1 Finance Costs

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
<b>(a) Interest on Borrowing includes:-</b>			
Interest on Term Loan	487.73	586.21	490.67
Interest on Working Capital Borrowings	784.07	751.56	587.68
Interest on Car Loans	13.88	10.78	13.70
Interest on Commercial Vehicle Loans	1.21	1.46	0.69
Interest on Unsecured Loans	102.16	101.68	135.21
<b>Total</b>	<b>1389.04</b>	<b>1451.70</b>	<b>1227.94</b>

**KAY JAY FORGINGS LIMITED**

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(All amounts in INR lakhs, unless otherwise stated)

**Note (30) Depreciation & Amortization Expenses**

Particulars	FOR THE YEAR	FOR THE YEAR	FOR THE YEAR
	31.03.2025	31.03.2024	31.03.2023
Depreciation on Property, Plant & Equipment	2278.17	2386.76	2095.47
Depreciation on Right of Use Asset	12.96	31.70	32.60
Amortisation on Intangible Assets	2,291	2,418	2,128
	8.46	8.73	6.19
<b>Total</b>	<b>2,299.59</b>	<b>2,427.19</b>	<b>2,134.26</b>

**Note (31) Other Expenses**

Particulars	FOR THE YEAR	FOR THE YEAR	FOR THE YEAR
	31.03.2025	31.03.2024	31.03.2023
<b>(i) Manufacturing Expenses</b>			
Stores & Spare Consumed	5047	4231.94	3402.67
Power & Fuel	3917.66	3449.18	2851.29
Testing, Inspection & segregation charges	78.34	22.09	15.02
Job Work	3545.54	2829.69	1981.39
Machinery	1052.23	947.77	819.45
Electricals	128.92	93.04	98.51
<b>Sub Total</b>	<b>13,769.61</b>	<b>11573.72</b>	<b>9168.33</b>
<b>(ii) Selling and Distribution Expenses</b>			
<b>(a) Freight and Forwarding</b>			
Truck Expenses	98.89	94.68	76.15
Freight, Cartage & Octroi Outwards	2007.27	1754.52	1779.66
Packing & Forwarding	530.13	401.38	379.20
Warehousing Charges	5.62	7.58	5.93
<b>(b) Sales Commission</b>			
Foreign Agent	-	-	2.92
<b>(c) Business Promotion</b>			
Business Promotion	33.29	24.31	3.06
Advertisement Expenses	0.97	3.14	3.13
<b>Sub Total</b>	<b>2676.18</b>	<b>2285.61</b>	<b>2250.05</b>

(iii) Establishment Expenses	FOR THE YEAR	FOR THE YEAR	FOR THE YEAR
	31.03.2025	31.03.2024	31.03.2023
Car Conveyance	18.00	23.76	26.97
Club Expenses	0.18	0.34	0.19
Conveyance	1.40	1.33	1.48
CSR Expenses (Refer Note 32)	44.21	16.52	32.11
Donation	3.78	2.83	2.36
E-Mail & Internet	14.48	14.81	9.93
Fine & Penalty	0.67	0.27	0.33
Fire Extinguisher Expenses	5.96	6.17	5.34
Insurance	201.21	173.68	149.00
Legal & Professional Charges	65.01	132.84	65.85
Loss on Sale of Property, Plant & Equipment (net)	-	12.94	21.26
Loss on Derivative Instruments	19.41	-	80.44
Miscellaneous Expenses	33.29	27.25	22.53
Mobile Phone Expenses	3.57	2.83	2.34
News Paper Books & Periodicals	0.22	0.02	0.01
Postage & Stamps	2.94	2.52	1.87
Professional Tax	0.02	0.02	0.02
Q.S/ISO Expenses	4.68	3.58	5.04
Rates Fee & Taxes	28.06	27.13	32.35
Rent Account	35.17	37.51	25.89
Scooter Conveyance	1.41	1.36	1.42
Security Expenses	38.96	40.48	26.40
Shifting Charges	16.87	17.38	18.61
Stationery & Printing	35.51	31.23	24.55
Subscriptions	3.81	7.87	32.37
Sundry Balances Written Off	0.12	0.00	0.61
Software Expenses	26.58	37.95	21.01
Telephone Expenses	1.82	1.86	3.71
Travelling Expenses	257.26	205.28	167.84
Water & Sewerage Charges	1.88	3.06	3.66
Payment to Auditors	2.00	2.00	2.00
Cost Audit Fees	0.60	0.60	0.60
TPM Expenses	19.79	23.74	13.92
Ground Water Extraction Charges	2.78	2.21	0.00
Petrol Expenses	-	0.19	0.00
Excise Duty	-	0.07	0.00
Demat Charges	-	0.00	0.00
Safety Expenses	2.84	7.06	1.21
<b>Repairs</b>			
Building	179.03	155.49	150.25
Others	87.94	70.29	64.44
<b>Sub Total</b>	<b>1,161.46</b>	<b>1,093.40</b>	<b>1,017.92</b>
<b>Grand Total</b>	<b>17,607.25</b>	<b>14,952.73</b>	<b>12,436.30</b>

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**Note 31.1 Payments to Auditors As:-**

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
<b>Auditors</b>			
Statutory Audit Fees & Certification Charges	1.63	1.63	1.63
Tax Audit Fees	0.38	0.38	0.38
<b>Total</b>	<b>2.00</b>	<b>2.00</b>	<b>2.00</b>

**Note 31.2 Value of Consumption of Spare Parts & Power & Fuel**

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
<b>CONSUMABLE STORES &amp; SPARES</b>			
Opening Stock	1064.12	807.65	606.78
CONSUMABLE STORES	601.67	532.63	523.67
PURCHASE CUTTING TOOLS	2697.97	2129.19	1762.66
TOOLS & DIES	1022.14	986.46	636.21
LUBRICANTS	1112.33	840.12	681.00
	6498.23	5296.05	4210.32
Less: Closing Stock	1451.31	1064.12	807.65
<b>Sub Total</b>	<b>5046.92</b>	<b>4231.94</b>	<b>3402.67</b>
<b>POWER AND FUEL</b>			
Opening Stock	25.11	22.47	27.69
FURNACE OIL	0.02	5.20	3.17
GAS (LPG)	650.36	587.53	591.12
ELECTRICITY EXPENSES	3,062.85	2,643.47	2,101.68
DIESEL	205.62	215.62	150.10
	3,943.97	3,474.30	2,873.76
Less: Closing Stock	26.31	25.11	22.47
<b>Sub Total</b>	<b>3,917.66</b>	<b>3,449.18</b>	<b>2,851.29</b>

**Note 31.3 Value of Repairs - Others**

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
REPAIR TO FURNITURE	2.76	2.52	0.67
REPAIR TO AIR CONDITIONER	7.62	6.95	6.36
REPAIR TO CAR	14.77	14.67	17.36
REPAIR TO COMPUTER	7.68	6.67	5.33
REPAIR TO COOLER	2.29	0.36	0.22
REPAIR TO CRANE	0.19	0.23	0.02
REP. TO CLOSE CIRCUIT T.V.	2.63	1.17	1.03
REPAIR TO FAN	1.51	1.99	2.19
REPAIR TO LIFTER	16.88	10.71	13.32
REPAIR TO MOBILE PHONE	0.17	0.04	0.12
REPAIR TO MOTOR CYCLE	0.22	0.16	0.25
REPAIR TO PHOTO STATE MACHINE	0.19	0.33	0.84
REPAIR TO SCOOTER	0.40	0.38	0.46
REPAIR TO TELEPHONE & PBX	0.70	1.72	0.58
REPAIR TO WEIGHING SCALE	1.74	4.76	1.25
REPAIR TO WATER COOLER	0.51	0.27	0.19
REPAIR TO U.P.S	4.49	2.52	7.16
REPAIR TO MISCELLANEOUS	3.67	2.93	0.47
REPAIR TO CRATE & TROLLEY	16.57	9.14	2.47
REPAIR MAINT. (R & D)	2.95	2.78	4.17
<b>Sub Total</b>	<b>87.94</b>	<b>70.29</b>	<b>64.44</b>

**Note (32) Corporate Social Responsibility (as per section 135 of the Companies Act, 2013 read with Schedule VII there of)**

As per Section 135 of the companies act,2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the company as per the act. The fund were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act,2013. The details are as under :-

Particulars	FOR THE YEAR 31.03.2025	FOR THE YEAR 31.03.2024	FOR THE YEAR 31.03.2023
(a) Gross amount required to be spent by the Company	44.87	26.75	29.08
(b) Amount of expenditure incurred	44.21	16.52	32.11
(i) Construction/Acquisition of assets			
(ii) On purposes other than (i) above	44.21	16.52	32.11
Unspent Amount	0.66	10.23	-
Amount adjusted with excess amount spent b/f from previous years	2.59	12.81	-
Excess spent amount carried forward in next year	1.93	2.59	12.81
(c) Related party transactions in relation to Corporate Social Responsibility	-	-	-



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**Note (33) Income Tax Expense**

Particulars	FOR THE YEAR	FOR THE YEAR	FOR THE YEAR
	31.03.2025	31.03.2024	31.03.2023
(a) Current Tax:			
Current Year	950.00	725.00	610.00
Less: Adjustments for current tax of prior periods	-	-	0.31
Total (a)	950.00	725.00	610.31
(b) Deferred Tax:			
Deferred tax recognised in statement of profit or loss	-40.75	-94.26	-109.99
Deferred Tax recognised in other comprehensive income	4.34	-4.61	-4.65
Total (b)	(36.42)	(98.87)	(114.64)
<b>Total Tax expense (a+b)</b>	<b>913.58</b>	<b>626.13</b>	<b>495.66</b>

**Note 33.1 Reconciliation of Effective Tax Rate**

A reconciliation of income tax expense applicable to accounting profit before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Particulars	FOR THE YEAR	FOR THE YEAR	FOR THE YEAR
	31.03.2025	31.03.2024	31.03.2023
Profit Before Tax	3,810.71	3,043.30	1,881.62
Applicable Tax Rate (enacted tax rate in India)	25.168%	25.168%	25.168%
Expected Income Tax expense at statutory tax rate	959.08	765.94	473.57
Tax effect of:			
Expenses not deductible for tax purposes	4.43	30.59	20.69
Expenses deductible for tax purposes	-40.85	-129.46	-172.76
Other Items	36.42	-40.94	174.16
Tax expense for the year	913.58	626.13	495.66
Effective Tax Rate	23.97	20.57	26.34

**Note (34) Earning Per Share**

Basic earnings per share have been computed by dividing profit attributable to equity shareholder by the weighted average number of equity shares outstanding for the year. Diluted earnings per share have been computed by dividing profit attributable to equity shareholder by the weighted average number of shares and diluted potential equity shares outstanding for the year.

The following table reflects the income and share data used in the basic and diluted EPS computations

Particulars	FOR THE YEAR	FOR THE YEAR	FOR THE YEAR
	31.03.2025	31.03.2024	31.03.2023
Face value of Equity Shares (Rs.10 per share)			
Profit attributable to equity shareholders (A)	2,901	2,413	1,381
Equity shares at the beginning of the year	14,36,730	14,36,730	14,36,730
Weighted average number of equity shares for basic EPS (B)	14,36,730	14,36,730	14,36,730
Basic EPS (Amount in Rs.) (A/B)	201.95	167.92	96.14
Effect of Dilution:			
Weighted average number of potential equity shares	-	-	-
Weighted average number of equity shares adjusted for the effect of dilution	14,36,730	14,36,730	14,36,730
Diluted EPS (Amount in Rs.)	201.95	167.92	96.14

**Note (35) Derivative Financial Instruments**

Particulars	AS AT	AS AT	AS AT
	31.03.2025	31.03.2024	31.03.2023
Held to Maturity			
Fair Value through Profit or Loss			
Derivative Financial Assets		3.29	-
Derivative Financial Liabilities	2.52	-	34.78

Forward Contracts are measured at fair value. Amount represents unrealised gain/loss on forward contract booked for the purpose of hedging risk towards foreign currency exposures of company during the year.

**Note 35.1 Derivative Financial Assets****Details of Outstanding Forward Contracts As At 31.03.2024**

Booking Date	Maturity Date	Notional Amount	Fair Value
09-02-2024	13-08-2024	417.02	-0.45
18-04-2022	16-04-2024	333.61	4.04
09-02-2024	13-08-2024	449.37	-0.3
<b>Total</b>		<b>1,200.00</b>	<b>3.29</b>

**Note 35.2 Derivative Financial Liabilities****Details of Outstanding Forward Contracts As At 31.03.2025**

Booking Date	Maturity Date	Notional Amount	Fair Value
21-10-2024	23-04-2025	339.48	(2.52)

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**Details of Outstanding Forward Contracts As At 31.03.2023**

Booking Date	Maturity Date	Notional Amount	Fair Value
09-09-2021	09-09-2023	410.85	(14.65)
08-11-2021	08-11-2023	410.85	(13.75)
18-04-2022	16-04-2024	328.68	(10.04)
24-01-2023	27-07-2023	178.885	0.86
02-02-2023	11-08-2023	178.885	3.44
13-03-2023	20-09-2023	178.885	(2.02)
23-03-2023	29-09-2023	178.885	1.38
<b>Total</b>		<b>1,865.92</b>	<b>(34.78)</b>

**Derivatives not designated as Hedging Instruments:**

The Company uses foreign exchange forward contracts to manage its exposure to risks associated with foreign currency. These derivative contracts are not designated as hedging instrument in cash flow hedge and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from 1 to 12 months.

The foreign exchange forward contract balances vary with the level of expected foreign currency sales and changes in foreign exchange forward contracts.

All derivative contracts are recognised on the balance sheet and measured at fair value. Accounting method applied is as per Ind AS-109. Gain/loss arising on account of fair value changes are routed through profit or loss instead of other comprehensive income.

The following table includes the maturity profile of the foreign exchange derivatives as on 31.03.2025 contracts:

Particulars	Maturity			Total
	1 to 6 months	6 to 12 months	12 to 24 months	
As At 31.03.2025				
Foreign Exchange Derivative Contract				
Notional Amount (in USD)	4.00	-	-	4.00
Average Forward Rate (USD/INR)	85.50	-	-	-

The following table includes the maturity profile of the foreign exchange derivatives as on 31.03.2024 contracts:

Particulars	Maturity			Total
	1 to 6 months	6 to 12 months	12 to 24 months	
As At 31.03.2024				
Foreign Exchange Derivative Contract				
Notional Amount (in USD)	-	5.00	4.00	9.00
Notional Amount (in EURO)	-	5.00	-	5.00
Average Forward Rate (USD/INR)	-	83.65	83.30	-
Average Forward Rate (EURO/INR)	-	90.82	-	-

The following table includes the maturity profile of the foreign exchange derivatives as on 31.03.2023 contracts:

Particulars	Maturity			Total
	1 to 6 months	6 to 12 months	12 to 24 months	
As At 31.03.2023				
Foreign Exchange Derivative Contract				
Notional Amount (in USD)	-	-	14.00	14.00
Notional Amount (in EURO)	-	8.00	-	8.00
Average Forward Rate (USD/INR)	-	-	83.57	-
Average Forward Rate (EURO/INR)	-	90.54	-	-

**Note (36) Fair Value Measurements****(i) Financial Instruments by category**

The details of significant accounting policies, including criteria for recognition, the basis of measurement and the basis on which income and expenditure are recognised, in respect of each class of financial asset, financial liability disclosed.

As At 31.03.2025

**a) Financial Assets**

Instruments carried at fair value/amortised cost.

Particulars	FVOCI	FVTPL	Instruments carried at Amortised cost	Total Fair Value
(i) Investments	2.07	22.99	-	25.06
(ii) Other Financial Assets	-	-	525.45	525.45
(iii) Trade Receivables	-	-	5,471.14	5,471.14
(iv) Cash & Cash Equivalents	-	-	738.69	738.69
(v) Other Balances with Banks	-	-	4.76	4.76
(vi) Lease Receivables	-	-	-	-
(viii) loans & Advances	-	-	196.17	196.17

**b) Financial Liabilities**

Instruments carried at fair value/amortised cost.

Particulars	FVOCI	FVTPL	Instruments carried at Amortised cost	Total Fair Value
(i) Non Current Borrowings	-	-	5,516.56	5,516.56
(ii) Lease Liabilities	-	-	45.63	45.63
(iii) Current Borrowings	-	-	4,671.73	4,671.73
(iv) Trade Payables	-	-	5,931.89	5,931.89
(iv) Other Financial Liabilities	-	2.52	2,490.88	2,493.40

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As At 31.03.2024

a) Financial Assets

Instruments carried at fair value/amortised cost.

Particulars	FVOCI	FVTPL	Instruments carried at amortised cost	hbr
(i) Investments	-	22.80	-	22.60
(ii) Other Financial Assets	-	3.29	385.52	388.81
(iii) Trade Receivables	-	-	4,577.39	4,577.39
(iv) Cash & Cash Equivalents	-	-	2,466.86	2,466.86
(v) Other Balances with Banks	-	-	4.56	4.56
(vi) Lease Receivables	-	-	22.99	22.99
(viii) loans & Advances	-	-	227.63	227.63

b) Financial Liabilities

Instruments carried at fair value/amortised cost.

Particulars	FVOCI	FVTPL	Instruments carried at Amortised cost	Total Fair Value
(i) Non Current Borrowings	-	-	7,097.68	7,097.68
(ii) Lease Liabilities	-	-	57.75	57.75
(iii) Current Borrowings	-	-	4,039.53	4,039.53
(iv) Trade Payables	-	-	6,013.12	6,013.12
(v) Other Financial Liabilities	-	-	988.98	988.98

As At 31.03.2023

a) Financial Assets

Instruments carried at fair value/amortised cost.

Particulars	FVOCI	FVTPL	Instruments carried at Amortised cost	Total Fair Value
(i) Investments	-	13.88	-	13.88
(ii) Other Financial Assets	-	-	312.71	312.71
(iii) Trade Receivables	-	-	4,448.73	4,448.73
(iv) Cash & Cash Equivalents	-	-	1,899.07	1,899.07
(v) Other Balances with Banks	-	-	4.36	4.36
(vi) Lease Receivables	-	-	44.22	44.22
(viii) loans & Advances	-	-	406.08	406.08

b) Financial Liabilities

Instruments carried at fair value/amortised cost.

Particulars	FVOCI	FVTPL	Instruments carried at amortised cost	Total Fair Value
(i) Non Current Borrowings	-	-	8,247.74	8,247.74
(ii) Lease Liabilities	-	-	71.44	71.44
(iii) Current Borrowings	-	-	5,983.78	5,983.78
(iv) Trade Payables	-	-	4,234.33	4,234.33
(v) Other Financial Liabilities	-	34.78	448.45	483.23

The carrying amounts of trade receivables, trade payable, cash & cash equivalents, other bank balances, other financial assets and other financial liabilities (other than those specifically disclosed) are considered to be the same as their fair value.

## (ii) Fair Value Hierarchy

This section explains the judgements and estimates made in determining fair values of the financial instruments that are:

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the Ind AS 113 which are as below:

Level 1: It includes financial instruments measured at using quoted prices and the mutual funds are measured at closing Net Asset Value (NAV).

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates.

If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

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

## (iii) Valuation Technique used to determine fair value

a) The fair value of investments in mutual fund units is based on the Net Asset Value (NAV) as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which issuers will redeem such units from the investors.

b) The fair value of investments in unquoted equity shares is based on the Net Asset Value (NAV) of the equity shares of such companies i.e. book value of the Net Worth of the Companies.

c) the fair value of forward exchange contracts is determined using forward exchange rates at the balance sheet date.

d) the fair value of interest-bearing borrowings & loans are determined by using discounted cash flow method using discount rate that reflects the issuer's borrowing rate as at the end of reporting year.

e) the fair value of the remaining financial instruments is determined using discounted cash flow analysis using rates currently available for debt on similar terms, credit risk & remaining maturities.

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The below table summarises the categories of financial assets and financial liabilities as at 31.03.2025 are as follows:

	Quoted prices in active markets Level 1	Significant Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
<b>As At 31.03.2025</b>				
<b>Financial Assets at Fair Value through Profit or Loss</b>				
Investments in Mutual Funds	22.99	-	-	22.99
<b>Financial Assets at Fair Value through OCI</b>				
Investments in Unquoted Equity Shares			2.07	2.07
<b>Financial Liabilities at Fair Value through Profit or Loss</b>				
Derivative Financial Liabilities	-	2.52	-	2.52

The below table summarises the categories of financial assets and financial liabilities as at 31.03.2024 are as follows:

	Quoted prices in active markets Level 1	Significant Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
<b>As At 31.03.2024</b>				
<b>Financial Assets at Fair Value through Profit or Loss</b>				
Investments in Mutual Funds	22.60	-	-	22.60
Derivative Financial Assets	-	3.29	-	3.29

The below table summarises the categories of financial assets and financial liabilities as at 31.03.2023 are as follows:

	Quoted prices in active markets Level 1	Significant Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
<b>As At 31.03.2023</b>				
<b>Financial Assets at Fair Value through Profit or Loss</b>				
Investments in Mutual Funds	13.88	-	-	13.88
<b>Financial Liabilities at Fair Value through Profit or Loss</b>				
Derivative Financial Liabilities		34.78	-	34.78

Note (37) Assets and Liabilities relating to Employee Benefits as per IND-AS 19

See Accounting policy in note 1

For details about the related employee benefit expenses see note 43

**A. Defined Contribution Plan:**

The Company's defined contribution plans are superannuation, employees state insurance scheme and provident fund administered by Government since the company has no further obligation beyond making the contributions.

The expenses recognised during the year towards defined contributions plans are as detailed below:

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
<b>Provident Funds and Other Funds</b>	443.25	398.17	333.49
ESIC	117.86	104.12	91.72
Labour Welfare Fund	5.41	4.90	5.16
National Pension Scheme	9.71	13.14	11.42
<b>Total</b>	<b>576.22</b>	<b>520.33</b>	<b>441.79</b>

**B. Defined Benefit Obligation:****Background:**

Gratuity is classified as Defined Benefit plan as enterprise's obligation is to provide agreed benefits, subject to minimum benefits as subscribed by the Payment of Gratuity Act, to plan members. Actuarial & investment risks are borne by the enterprise.

The Net Defined Benefit Liability/(Asset) is the Net (Surplus)/Deficit in the plan netted off by effect of Asset Ceiling, if any. It is arrived by deducting Fair Value of Plan Assets from the Defined Benefit Obligation as on the date of valuation.

As required under para 67 of ind-AS 19 actuarial valuation is done using Projected Unit Credit Method. Under this method, only benefits accrued till the date of valuation (i.e. based on service upto date of valuation) are to be considered for valuation. present value of defined benefit obligation is calculated by projecting salaries, exits due to death, resignation and other decrements, if any, and project the benefit till the time of retirement of each active member using assumed rates of salary escalation, mortality and employee turnover rates. The expected benefit payments are then discounted back from the future date of payment to the date of valuation using the assumed discount rate.

Service Cost is calculated separately in respect of benefit accrued during the current period using the same method as described above. However, instead of all accrued benefits, benefit accrued over the current reporting period is considered.

**Recognition of Actuarial Gains/Losses**

All the remeasurements, comprising of actuarial gains/losses on DBO & Fair value of assets, arising during the reporting period have been recognized in full through outside of Profit & Loss account through Other Comprehensive income.

**Discount Rate:**

Discount Rate for this valuation is based on Government bonds having similar term to duration of liabilities. Due to lack of a deep & secondary bond market in India, government bond yields are used to arrive at the discount rate.

**Risk Posed by the Plan**

Gratuity is a multiple of last drawn salary paid at the time of retirement/resignation/death. The actuarial risk i.e. unusual (typically high) salary growth or turnover rate can increase the cost of providing the benefit. It can also alter timing of cashflows. This risk is borne by the employer. Gratuity is paid as lumpsum and hence there is no longevity risk involved.

**Various Risk Exposures****Salary escalation rate**

More than expected increase in the future salary levels may result in increase in the liability

**Employee Turnover rate/Withdrawal rate**

If the actual withdrawal rate in the future turns out to be more or less than expected then it may result in increase in the liability

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**Mortality / Disability**

If the actual mortality rate in the future turns out to be more or less than expected then it may result in increase in the liability

**Discount Rate**

In case the yield on the government bonds drops in the future period then it may result in increase in the liability

**Investment Risk**

If the plan is funded then in case the actual return on the plan assets drops in the future period it may result in increase in the liability. There is also a risk of asset liability matching i.e. the cashflow for plan assets does not match with cashflow for plan liabilities.

**Asset Information**

The scheme is unfunded and the unfunded accrued cost is recognised through a reserve in the Accounts of the Company.

**Funding Requirements**

Currently there are no minimum funding requirements in India. The investments made by the trust are regulated by the Income Tax Act. The enterprise and the trustees should ensure compliance with the provisions of the said act.

Amount Recognised in the Statement of Financial Position at the Period-End.	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Gross Present Value of Defined Benefit Obligation	1748.73	1502.52	1243.21
Fair Value of Plan Assets	1557.13	1346.20	992.39
<b>Net Defined Benefit (Asset)/Liability Recognised in Statement of Financial Position</b>	<b>191.60</b>	<b>156.33</b>	<b>250.82</b>

Net Defined Benefit Cost/(Income) included in the Statement of Profit & Loss at the Period-End	For the Year 24-25	For the Year 23-24	For the Year 22-23
Service Cost	204.77	198.74	170.49
Net Interest Cost	-0.57	13.26	13.26
Past Service Cost	-	-	-
Administration Expenses	-	-	-
(Gain)/Loss due to Settlement/ Curtailments/ Terminations/ Divestitures	-	-	-
<b>Total Defined Benefit Cost/(Income) included in the Statement of Profit &amp; Loss at the Period-End</b>	<b>204.21</b>	<b>212.00</b>	<b>183.76</b>

Current/ Non-Current Bifurcation	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Current Benefit Obligation	597.36	522.26	395.04
Non-Current Benefit Obligation	1151.37	980.26	848.17
<b>(Asset)/ Liability Recognised in the Balance Sheet</b>	<b>1,748.73</b>	<b>1,502.52</b>	<b>1,243.21</b>

Actual Return on Plan Assets	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Interest Income on Plan Assets	95.45	72.05	46.14
Remeasurements on Plan Assets	9.85	6.35	5.72
<b>Total Return on Plan Assets</b>	<b>105.30</b>	<b>78.40</b>	<b>51.87</b>

Analysis of Amounts Recognised in Other Comprehensive (Income)/ Loss at Period-End	For the Year 24-25	For the Year 23-24	For the Year 22-23
Amounts recognised in OCI, Beginning of Period	73.25	28.80	2.69
Remeasurements due to:			
Effect of Change in Financial Assumptions	32.30	7.51	-44.02
Effect of Change in Demographic Assumptions	-	-	-
Effect of Experience Adjustments	4.77	43.29	75.86
(Gain)/ Loss on Curtailments/ Settlements	-	-	-
Return on Plan Assets (excluding interest)	-9.85	-6.35	-5.72
Changes in Asset Ceiling	-	-	-
<b>Total Remeasurements recognised in OCI</b>	<b>27.22</b>	<b>44.45</b>	<b>26.11</b>
<b>Amount Recognised in OCI, End of Period</b>	<b>100.47</b>	<b>73.25</b>	<b>28.80</b>

Total Defined Benefit Cost/(Income) included in Profit & Loss and	For the Year 24-25	For the Year 23-24	For the Year 22-23
Amount recognised in P&L, End of Period	204.21	209.52	183.76
Amount recognised in OCI, End of Period	27.22	44.45	26.11
<b>Total Net Defined Benefit Cost/(Income) recognised at Period-End</b>	<b>231.43</b>	<b>253.97</b>	<b>209.87</b>

Change in the Unrecognised Asset due to Asset Ceiling during the period	For the Year 24-25	For the Year 23-24	For the Year 22-23
Unrecognised Asset, Beginning of the Period	-	-	-
Interest on unrecognised Asset Recognised in P & L	-	-	-
Other changes in Unrecognised Asset due to Asset Ceiling	-	-	-
Unrecognised Asset, End of Period	-	-	-

Change in Defined Benefit Obligation during the period	For the Year 24-25	For the Year 23-24	For the Year 22-23
Defined Benefit Obligation, Beginning of period	1,502.52	1,243.21	1,045.70
Net Current Service Cost	204.77	198.74	170.49
Interest Cost on DBO	94.88	82.83	59.41
Actual Plan Participants' Contributions	-	-	-
Actuarial (Gains)/Losses	37.07	50.80	31.84
Changes in Foreign Currency Exchange Rates	-	-	-
Acquisition/ Business Combination/ Divestiture	-	-	-
Benefits Paid	-90.52	-73.08	-64.23
Past Service Cost	-	-	-
Losses/ (Gains) on Curtailments/ Settlements	-	-	-
<b>Defined Benefit Obligation, End of Period</b>	<b>1,748.73</b>	<b>1,502.52</b>	<b>1,243.21</b>

**KAY JAY FORGINGS LIMITED**

(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)

**CIN: U74899DL1983PLC029298**

(All amounts in INR lakhs, unless otherwise stated)

Change in Fair Value of Plan Assets during the period	For the Year 24-25	For the Year 23-24	For the Year 22-23
Fair Value of Plan Assets, Beginning of Period	1,346.20	992.39	752.76
Interest Income Plan Assets	95.45	72.05	46.14
Actual Company Contributions	196.15	348.47	251.99
Actual Plan Participants' Contributions	-	-	-
Actual Taxes paid	-	-	-
Actual Administration Expenses Paid	-	-	-
Changes in Foreign Currency Exchange Rates	-	-	-
Actuarial Gains/ (Losses)	9.85	6.35	5.72
Benefits Paid	-90.52	-73.06	-64.23
Acquisition/ Business Combination/ Divestiture	-	-	-
Assets extinguished on Curtailments/ Settlements	-	-	-
Fair Value of Plan Assets, End of Period	1,557.13	1,346.20	992.39

Reconciliation of Balance Sheet Amount	For the Year 24-25	For the Year 23-24	For the Year 22-23
Balance Sheet (Asset)/ Liability, Beginning of Period	156.33	250.82	292.95
True-up	-	-	-
Total Charge/ (Credit) recognised in Profit and Loss	204.21	209.52	183.76
Total Remeasurements recognised in OC (Income)/ Loss	27.22	44.45	26.11
Acquisitions/ Business Combinations/ Divestitures	-	-	-
Actual Company Contribution/ Benefit Payouts Directly by the Company	-196.15	-348.47	-251.99
Other Events	-	-	-
Balance Sheet (Asset)/ Liability, End of Period	191.60	156.33	250.82

Financial Assumptions used to Determine the Defined Benefit Obligation	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Discount Rate	6.45%	7.09%	7.26%
Salary Escalation Rate	6.00%	6.00%	6.00%

Financial Assumptions used to Determine the Profit & Loss Charge	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Discount Rate	6.45%	7.09%	7.26%
Salary Escalation Rate	6.00%	6.00%	6.00%
Expected Return on Plan Assets	6.45%	7.09%	7.26%

Demographic Assumptions used to Determine the Defined Benefit Obligation	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Withdrawal Rate	20.00%	20.00%	20.00%
Mortality Rate	IALM (2012-14) UIt	IALM (2012-14) UIt	IALM (2012-14) UIt
Retirement Age	58 Years	58 Years	58 Years

Asset Category	As At 31.03.2025	As At 31.03.2025	As At 31.03.2025
	Quoted Value	Non-Quoted Value	Total
Government of India Securities (Central & State)	-	-	-
High Quality Corporate Bonds (including Public Sector Bonds)	-	-	-
Equity Shares of the Company	-	-	-
Insurer Managed Funds & T-bills	-	99.83%	99.83%
Cash (including Bank Balance, Special Deposit Scheme)	-	0.17%	0.17%
Others	-	-	-
<b>Total</b>		<b>100.00%</b>	<b>100.00%</b>

The scheme is funded through a Trust. The trust has taken a Policy from the Life Insurance Corporation of India (LIC) and the management of the fund is undertaken by the LIC. The trust also maintains a savings account. Total fund size as on valuation date is Rs.15,57,12,735

**KAY JAY FORGINGS LIMITED**

(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)

CIN: U74899DL1983PLC029298

(All amounts in INR lakhs, unless otherwise stated)

Expected Contribution for the Next Period	01.04.2025-31.03.2026	01.04.2024-31.03.2025	01.04.2023-31.03.2024
Expected Contribution	382.71	319.90	391.39

Expected Cash Flows for the Next 10 Years	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
	616.32	540.46	409.13
Year- 2027	269.53	265.72	200.11
Year- 2028	251.34	142.48	194.63
Year- 2029	209.08	139.04	145.84
Year- 2030	177.79	101.63	136.56
Year- 2031-2035	452.41	306.11	360.99

Defined Benefit Obligation by participant Status	Amount	Amount	Amount
a. Actives	1748.73	1045.70	1243.21
b. Vested Deferreds	-	-	-
c. Retirees	-	-	-
Total	1,748.73	1,045.70	1,243.21

Sensitivity Analysis	Amount	Amount	Amount
Defined Benefit Obligation- Discount Rate +100 Basis Points	-49.80	-32.61	-35.98
Defined Benefit Obligation- Discount Rate -100 Basis Points	53.76	35.24	38.76
Defined Benefit Obligation- Salary Escalation +100 Basis Points	53.50	36.37	39.62
Defined Benefit Obligation- Salary Escalation -100 Basis Points	-52.06	-34.95	-38.39
Defined Benefit Obligation- Attrition/Withdrawal +100 Basis Points	-2.27	-1.90	-0.26
Defined Benefit Obligation- Attrition/Withdrawal -100 Basis Points	2.14	1.88	0.08

**Methodology, Assumptions and Limitation in respect of Sensitivity Analysis**

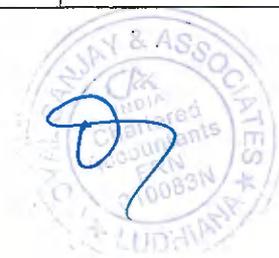
Sensitivity analysis is carried out by the PUCM method by changing only the respective assumption and keeping all other assumptions same as that used to estimate the liability. The impact given is the difference between the liability as on date of valuation and the liability if given assumption changes by the stated amount. The limitation of this method is that it considers the change in the respective assumption in isolation without affecting the other assumptions which in reality may not be the case. Nonetheless the methodology gives fair idea of the impact on the liability in case the given assumption changes.

**KAY JAY FORGINGS LIMITED****(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)****CIN: U74899DL1983PLC029298****(All amounts in rupees lakhs, unless otherwise stated)****Note (38) Contingent liabilities and commitments (to the extent not provided for)**

	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
<b>Contingent liabilities</b>			
a) Claims against the Company not acknowledged as debt			
(i) #GST Demand (net of deposit paid)	0.84	Nil	Nil
(ii) #Income Tax Demand *	27.99	27.99	27.99
# The above matters are subject to legal proceedings in the ordinary course of business. On the basis of current status of the cases and as per legal advice obtained, wherever applicable, along with the opinion of Management, when ultimately concluded will not have material effect on the results of operations or financial operations of the Company.			
* According to us income tax demands shown on the portal is incorrect. We have also replied against the outstanding demand raised by the department for the removal of the said demand.			
(b) Bank Guarantees	Nil	10.13	10.13
(c) Other money for which the Company is contingently liable			
1. Letters of Credit,	Nil	Nil	Nil
2. Bills Discounted	5269.50	4533.21	3574.08
<b>Commitments</b>			
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for			
Tangible assets	Nil	Nil	Nil
Intangible assets	Nil	Nil	Nil
(b) Uncalled liability on shares and other investments partly paid	Nil	Nil	Nil
(c) Other commitments (specify nature)	Nil	Nil	Nil

**Note (39) Value of imports calculated on CIF basis:**

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Purchase Raw Material	3.72	-	70.57
Purchase of Tools & Dies	8.85	22.43	5.58
Purchase of Machinery Spare Parts	-	6.77	-
Purchase of Machinery	95.27	63.76	-
Repair to Machinery	9.06	-	-



**KAY JAY FORGINGS LIMITED****(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)****CIN: U74899DL1983PLC029298****(All amounts in INR lakhs, unless otherwise stated)****Note (40) Expenditure in foreign currency**

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Purchase of Raw Material	3.64	-	64.72
Purchase of Tools & Dies	8.76	22.22	5.18
Purchase of Machinery	89.48	-	
Staff Recruitment & Training	105.02	52.88	48.44
Traveling Expenses	93.38	63.38	61.40
Foreign Agent Commission	-	-	2.92
Workspace Fees	3.15	-	
Warehousing Charges	5.62	7.58	5.93
Job Work	0.46	14.36	23.75
Interest on Foreign Currency Loans-MTL	3.25	21.88	38.77
Repair to Machinery	8.95	6.72	

**Note (41) Details of consumption of imported and indigenous items:**

Particulars	As At 31.03.2025		As At 31.03.2024		As At 31.03.2023	
	% age	Rs. In Lakhs	% age	Rs. In Lakhs	% age	Rs. In Lakhs
RAW MATERIAL – Indigenous #	99.99%	40278.48	100%	37944.67	99.82%	35037.78
Imported	0.01%	3.64	Nil	Nil	0.18%	64.72
<b>TOTAL</b>	<b>100%</b>	<b>40282.12</b>	<b>100%</b>	<b>37944.67</b>	<b>100%</b>	<b>35102.50</b>
STORES & SPARES – Indigenous	99.82%	5034.51	100%	4231.94	100%	3402.67
Imported	0.18%	8.76	Nil	Nil	Nil	Nil
<b>TOTAL</b>	<b>100%</b>	<b>5043.27</b>	<b>100%</b>	<b>4231.94</b>	<b>100%</b>	<b>3402.67</b>

**Note (42) Earnings in foreign exchange:**

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Export of goods calculated on FOB basis	3653.32	4506.41	3185.22

**KAY JAY FORGINGS LIMITED****(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)****CIN: U74899DL1983PLC029298****(All amounts in INR lakhs, unless otherwise stated)****Note (43) Related Party Disclosure**

Related Party Disclosure (as identified by the management) as required as per Indian Accounting Standard (Ind-AS 24) on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India, is as below:

**43.1 Related parties and their relationships as per Ind AS 24**

<b>Name of Related Parties</b>	<b>Designation/Relationship</b>
Gopal Krishan Kothari	Managing Director
Amit Kothari	Director
Naveen Behl	Whole-Time Director
Pankaj Periwal	Independent Director (w.e.f. 19.12.2024)
Mohina	Independent Director (w.e.f. 19.12.2024)
Amit Verma	Company Secretary (w.e.f. 11.11.2024)
Manohar Lal Dhiman	Director (Till December 2024)
Gobind Singh Kapoor	Director (Till March 2024)
Nand Lal Kothari	Brother of Mr. Gopal Krishan Kothari
Savitri Devi	Mother in Law of Mr. Gopal Krishan Kothari
Madhu Kothari	Wife of Mr. Gopal Krishan Kothari
Mannat Kothari	Wife of Mr. Amit Kothari
Tamanna Kothari	Daughter of Mr. Amit Kothari
Amanat Kothari	Daughter of Mr. Amit Kothari
Avneet Kaur	Wife of Mr. Gobind Singh Kapoor (Till March 2024)
G.K.Kothari & Sons	Enterprises over which control or significant influence
Amit Kothari-HUF	
Kothari Exports Inc.	
Micro Coaters	
Shaheed N Tundup Sewamandal Autocare	
Oswal Industrial Enterprises Pvt. Ltd.	
Pure Infratech	
Shiva Shakti Industries	
Naveen Behl HUF	

**KAY JAY FORGINGS LIMITED****(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)**

CIN: U74899DL1983PLC029298

(All amounts in INR lakhs, unless otherwise stated)

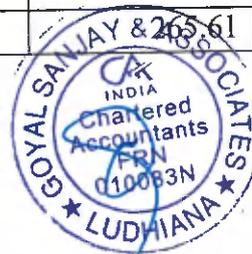
43.2 The company' related party transactions during the year and outstanding balance as on 31.3.2025 are as below:-

**Disclosure in Respect of Related Party Transactions during the year:**

Particulars	31.03.2025	31.03.2024	31.03.2023
<b>Remuneration including Bonus &amp; Leave with Wages</b>			
Gopal Krishan Kothari	135.20	135.08	203.04
Amit Kothari	67.67	81.08	175.04
Naveen Behl	124.61	114.10	104.31
Manohar Dhiman	25.31	32.99	29.95
Mannat Kothari	40.70	40.58	40.54
Madhu Kothari	40.70	40.58	40.54
Amit Verma	2.31	-	-
Gobind Singh Kapoor	-	58.28	53.79
Avneet Kaur	-	30.14	24.97
<b>Total</b>	<b>436.5</b>	<b>532.83</b>	<b>672.18</b>
<b>Interest Paid</b>			
Amit Kothari	3.68	4.44	21.19
Naveen Behl	0.00	0.00	10.17
Savitri Devi	0.45	0.45	0.45
Madhu Kothari	5.20	3.11	15.81
Mannat Kothari	0.92	2.29	6.06
G.K. Kothari & Sons	71.33	71.48	72.36
Amit Kothari HUF	7.07	6.37	5.83
Naveen Behl HUF	13.50	13.54	3.33
<b>Total</b>	<b>102.15</b>	<b>101.68</b>	<b>135.2</b>
<b>Sale of Land</b>			
Gopal Krishan Kothari	55.00	-	-
<b>Interest Income</b>			
Oswal Industrial Enterprises Pvt. Ltd.	104.83	167.35	-
<b>Freight Paid</b>			
Kothari Exports Inc	939.29	941.64	114.99
<b>Rent Received regarding Lease Receivable</b>			
Kothari Exports Inc.	24.00	24.00	24.00
Pure Infratech	0.52	0.49	-

**KAY JAY FORGINGS LIMITED****(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)****CIN: U74899DL1983PLC029298****(All amounts in rupees lakhs, unless otherwise stated)**

Pure Infratech	0.52	0.49	-
Shiva Shakti Industries	0.51	0.44	-
<b>Total</b>	<b>25.03</b>	<b>24.93</b>	<b>24.00</b>
<b>Rent Paid</b>			
Nand Lal Kothari	0.70	0.70	0.70
Tamanna Kothari	6.60	4.95	-
<b>Total</b>	<b>7.30</b>	<b>5.65</b>	<b>0.70</b>
<b>Staff Recruitment &amp; Training</b>			
Tamanna Kothari	37.86	52.88	48.44
Amanat Kothari	67.16	-	-
<b>Total</b>	<b>105.02</b>	<b>52.88</b>	<b>48.44</b>
<b>Unsecured Loan Accepted</b>			
Gopal Krishan Kothari	984.00	1093	1089
Mannat Kothari	35.50	13.50	77.20
Madhu Kothari	45.50	21.50	283.35
Amit Kothari	564.50	531.00	587.90
G K Kothari & Sons	123.70	450.00	15.90
Amit Kothari HUF	10.00	5.10	4.20
Savitri Devi	-	-	150.00
<b>Total</b>	<b>1763.2</b>	<b>2114.1</b>	<b>2207.55</b>
<b>Unsecured Loan Granted</b>			
Oswal Industrial Enterprises Pvt. Ltd.	1590.00	2490.00	-
<b>Loan Repayments</b>			
Oswal Industrial Enterprises Pvt. Ltd.	1590.00	2490.00	-
Gopal Krishan Kothari	111.25	986.63	976.03
Mannat Kothari	0.72	37.51	151.89
Madhu Kothari	1.19	255.66	296.91
Amit Kothari	536.58	526.07	575.47
G K Kothari & Sons	0.36	456.00	23.62
Naveen Behl	0.00	0.00	150.00
<b>Total</b>	<b>2240.10</b>	<b>4751.87</b>	<b>2173.92</b>
<b>Job Work</b>			
Micro Coaters	135.98	94.48	63.96
<b>Power &amp; Fuel, Truck exp. &amp; Car exp.</b>			
Shaheed & Tundup Sewamandal Care	265.61	250.57	148.51



**KAY JAY FORGINGS LIMITED****(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)****CIN: U74899DL1983PLC029298****(All amounts in INR lakhs, unless otherwise stated)****43.3 Balances with Related Parties at year end are as follows:**

Particulars	31.03.2025	31.03.2024	31.03.2023
<b>Remuneration including Bonus &amp; Leave with Wages</b>			
Gopal Krishan Kothari	20.97	20.73	17.50
Amit Kothari	7.52	12.71	10.88
Naveen Behl	19.88	18.73	16.60
Manohar Dhiman	2.56	4.76	4.29
Gobind Singh Kapoor	-	-	7.01
Mannat Kothari	7.41	6.54	6.67
Madhu Kothari	7.43	6.53	6.67
Amit Verma	0.57	-	4.39
Avneet Kaur	-	20.73	17.50
<b>Total</b>	<b>66.34</b>	<b>90.73</b>	<b>91.51</b>
<b>Provision for Gratuity (Long-Term)</b>			
Gopal Krishan Kothari	20.00	20.00	20.00
Amit Kothari	15.84	15.47	15.35
Naveen Behl	20.00	20.00	20.00
Manohar Dhiman	20.00	18.81	17.88
Mannat Kothari	15.84	15.47	15.35
Madhu Kothari	20.00	20.00	20.00
Gobind Singh Kapoor	-	4.16	2.28
Avneet Kaur	-	2.52	1.35
<b>Total</b>	<b>111.68</b>	<b>116.43</b>	<b>112.21</b>
<b>Other Advances</b>			
Kay Jay Forgings (P) Ltd Group Gratuity Trust	0.88	0.88	0.88
Kothari Exports Inc	-	-	15.23
<b>Freight Payable</b>			
Kothari Exports Inc	0.96	33.51	-
<b>Rent Recievable</b>			
Pure Infratech	0.60	0.49	-
Shiva Shakti Industries	0.61	0.44	-
<b>Rent Payable</b>			

**KAY JAY FORGINGS LIMITED****(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)****CIN: U74899DL1983PLC029298****(All amounts in INR lakhs, unless otherwise stated)**

Nand Lal Kothari	0.70	-	2.47
<b>Unsecured Loans</b>			
Gopal Krishan Kothari	991.45	1119.96	1013.59
Amit Kothari	550.67	522.75	517.82
Savitri Devi	0.00	0.00	0.00
Madhu Kothari	3.77	3.77	3.77
Mannat Kothari	63.97	30.44	264.60
G.K. Kothari & Sons	712.62	592.52	598.52
Amit Kothari HUF	65.55	55.55	50.45
Naveen Behl HUF	150.00	150.00	150.00
<b>Total</b>	<b>2538.03</b>	<b>2474.99</b>	<b>2598.75</b>

**43.4 Terms & Conditions:**

- (a) The company's principal related parties consist of its key managerial personnel. The company's related party transactions & outstanding balances at year end are with related parties with whom the company routinely enters into transactions in the ordinary course of business.
- (b) All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business.
- (c) Details of loans given, investments made and guarantees given are complied with Section 186 (4) of the Companies Act, 2013. Purpose of loans & advances made by the company are general business purpose.

**Note (44)** Disclosure under the MSME Act, 2006 ("Micro Small and Medium Enterprises Development Act 2006"):-

S.N.	Particulars	Amount as at 31.3.2025	Amount as at 31.3.2024	Amount as at 31.3.2023
1.	Total payments due as at the end of each accounting year on account of <b>Principal #</b>	1101.46	1096.14	401.53
2.	<u>Interest due</u> to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil	Nil
3.	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	Nil	Nil	Nil

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4.	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payments made to the supplier beyond the appointed day during each accounting year.	Nil	Nil	Nil
5.	The amount of interest due & payable for the year of delay in making payment which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	Nil	Nil	Nil
6.	The amount of interest accrued & remaining unpaid at the end of each accounting year.	Nil	Nil	Nil
7.	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 as a deductible under section 23 of the MSMED Act, 2006	Nil	Nil	Nil

# Includes Creditors for Capital Goods.

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**Note (45) Segment Reporting As Per IND-AS 108**

The Managing Director & Whole-Time Director are identified as the Chief Operating Decision Maker of the Company. They are responsible for allocating resources and assessing the performance of the operating segments. Accordingly, they have determined only one reporting segment for the Company.

**(a) Information about Geographical Areas as per Para 33**

Revenue from External Customers	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
Geography Wise			
Within India	71,301.65	62,635.87	56,840.50
Outside India	3,744.74	4,595.77	3,428.73

**(b) Information about Non-current Assets:**

The Company has non-current operating assets within India only. Hence, separate figures for domestic as well as overseas market are not required to be furnished.

**(c) Information about Major Customers as per para 34**

As per Ind-AS, sales to customer for 10% or more of the company's total revenue is considered major customer.

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
No. of Customers	1	1	1
Amount	51343.14	47416.44	39317.51

**Note (46) Capital Risk Management**

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity. The Company's objectives when managing capital are to safeguard continuity as a going concern, provide appropriate return to shareholders and maintain a cost efficient capital structure.

The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk. Majorly Company raise long term loan for its CAPEX requirement and based on the working capital requirement utilise the working capital loans.

The company monitors its capital using gearing ratio, which is net debt, divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than current investments.

The gearing ratio at the end of reporting year was as follows:

Particulars	AS AT 31.03.2025	AS AT 31.03.2024	AS AT 31.03.2023
Non-Current Borrowings	5,516.56	7,097.68	8,247.74
Short-Term Borrowings	4,671.73	4,039.53	5,983.78
Lease Liabilities	45.63	57.75	71.44
Gross Debt	10,233.93	11,194.96	14,302.95
Less: Cash & Cash Equivalents	743.46	2,471.42	1,903.43
Net Debt (A)	9,490.47	8,723.54	12,399.52
Total Equity (B)	16,287.06	13,417.16	11,044.44
Gearing Ratio (A/B)	58.27	65.02	112.27

(i) Equity includes all capital and reserves of the company that are managed as capital.

(ii) Debt is defined as long and short-term borrowings (excluding derivatives and financial guarantee contracts).

(iii) Cash & Cash equivalent includes cash and other balances with banks

**Note (47) Financial Risk Management**

The Company's principal financial liabilities, other than derivatives, comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Company's working capital requirements. The company has various financial assets such as trade receivables, short-term deposits and cash & cash equivalents, which arise directly from its operations.

The company is exposed to market risk, credit risk and liquidity risk. The Company's Board of Directors oversees the management of these risk and also ensures that financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured & managed in accordance with the Company's policies & risk objectives.

**47.1 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk or commodity price risk.

Financial instruments affected by market risk includes loans & borrowings, debt and equity investments and derivative financial instruments.

**(i) Foreign Currency Risk:**

The company's foreign currency risk arises from its foreign currency revenues & expenses (primarily in US Dollars \$). The company's functional currency is Indian Rupees (₹). The company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The company is exposed to exchange rate risk under its trade portfolio.

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Adverse movements in the exchange rate between the rupee and any relevant foreign currency results in increase in the company's overall debt position in rupee terms without the company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the company's receivables in foreign currency.

The USD exchange rate has changed substantially in recent periods and may continue to fluctuate substantially in the future. The company has put in place a Financial Risk Management Policy to identify the most effective and efficient ways of managing the currency risks.

**Foreign currency exposures arises from the following:**

- (i) Transactions with foreign customers
- (ii) Foreign currency external commercial borrowing
- (iii) Forward contracts used for hedging currency risk.
- (iv) Financial instrument where no hedging has taken place.

**Foreign Exchange Risk Management Policy:**

- The company has a structured foreign exchange risk management policy
- Regular monitoring of foreign currency exposure.
- Use of derivative instruments such as forward contracts to hedge currency risk.
- Periodic review by the management and the board of directors on the risk exposure and mitigation strategies.
- Natural hedging through offsetting foreign currency inflows and outflows wherever possible.

**Hedged Foreign Currency Exposure**

(A) The foreign currency profile as on 31.03.2025 are as below:

Particulars	Amount in Foreign Currency	Foreign Currency	Amount in Rs.
<b>Foreign Currency Receivable</b>			
Trade Receivables	2.75	USD	234.71
Trade Receivables	8.77	EURO	808.02
Loans & Advances	0.06	EURO	5.52
<b>Total</b>	<b>11.52</b>		<b>1,048.25</b>
<b>Foreign Currency Payable</b>			
Warehousing Charges	(0.01)	EURO	(1.28)
Workspace Fees	(0.04)	USD	(3.16)
<b>Total</b>	<b>(0.05)</b>		<b>(4.45)</b>
<b>Derivative Financial Instrument</b>			
Forward Contracts Outstanding	(4.00)	USD	(341.80)
<b>Total</b>	<b>(4.00)</b>		<b>(341.80)</b>
<b>Net Unhedged Foreign Currency Exposure</b>			
	(1.29)	USD	(110.25)
	8.82	EURO	812.26
<b>Total</b>			<b>702.01</b>

The exchange rate as at 31.03.2025 considered are as follows:

Particulars	Selling Rate	Buying Rate
USD	85.45	85.45
EURO	92.10	92.10

(A) The foreign currency profile as on 31.03.2024 are as below:

Particulars	Amount in Foreign Currency	Foreign Currency	Amount in Rs.
<b>Foreign Currency Receivable</b>			
Trade Receivables	2.98	USD	248.39
Trade Receivables	7.87	EURO	706.93
Loans & Advances	6.62	YEN	3.65
<b>Total</b>	<b>10.84</b>		<b>958.97</b>
<b>Foreign Currency Payable</b>			
Warehousing Charges	(0.06)	EURO	(5.27)
Interest on External Commercial Borrowings	(0.03)	USD	(2.76)
<b>Total</b>	<b>(0.09)</b>		<b>(8.02)</b>
<b>Derivative Financial Instrument</b>			
Forward Contracts Outstanding	(9.00)	USD	(750.63)
Forward Contracts Outstanding	(5.00)	EURO	(449.37)
<b>Total</b>	<b>(14.00)</b>		<b>(1,200.00)</b>
<b>Net Unhedged Foreign Currency Exposure</b>			
	(6.05)	USD	
	6.62	YEN	
	2.81	EURO	
<b>Total</b>			<b>(249.05)</b>

The exchange rate as at 31.03.2024 considered are as follows:

Particulars	Selling Rate	Buying Rate
USD	83.40	83.40
EURO	89.87	89.87
YEN	0.55	0.55

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**Hedged Foreign Currency Exposure**

(A) The foreign currency profile as on 31.03.2023 are as below:

Particulars	Amount in Foreign Currency	Foreign Currency	Amount in Rs.
<b>Foreign Currency Receivable</b>			
Trade Receivables	4.46	USD	366.79
Trade Receivables	7.14	EURO	638.21
<b>Total</b>	<b>11.60</b>		<b>1,005.00</b>
<b>Foreign Currency Payable</b>			
Commission Charges	(0.02)	EURO	(1.44)
Warehousing Charges	(0.02)	EURO	(1.89)
Interest on External Commercial Borrowings	(0.08)	USD	(6.26)
<b>Total</b>	<b>(0.11)</b>		<b>(9.59)</b>
<b>Derivative Financial Instrument</b>			
Forward Contracts Outstanding	(14.00)	USD	(1,150.38)
Forward Contracts Outstanding	(8.00)	EURO	(715.54)
<b>Total</b>	<b>(22.00)</b>		<b>(1,865.92)</b>
<b>Net Unhedged Foreign Currency Exposure</b>			
	(9.61)	USD	
<b>Total</b>	<b>(0.90)</b>	EURO	
			(870.51)

The exchange rate as at 31.03.2023 considered are as follows:

Particulars	Selling Rate	Buying Rate
USD	82.17	82.17
EURO	89.44	89.44

The company has derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rate in foreign currency exposure. The counterparty for these contracts is generally a bank.

The unhedged exposures are naturally hedged by future foreign currency earnings and earnings linked to foreign currency.

**Currency Risk Sensitivity Analysis**

The following table details the company's sensitivity to a 5% increase and decrease in the rupee against the relevant foreign currencies is the sensitivity rate used when reporting risk of reasonably possible change in foreign exchange rates. This is mainly attributable to the net exposure outstanding on receivables or payables in the company at the end of the reporting period.

As At 31.03.2025

Particulars	Impact on profit before tax (increase in rate 5%)	Impact on profit before tax (decrease in rate 5%)
USD	(5.51)	5.51
EURO	40.61	(40.61)

As At 31.03.2024

Particulars	Impact on profit before tax (increase in rate 5%)	Impact on profit before tax (decrease in rate 5%)
USD	(25.25)	25.25
EURO	(12.61)	12.61
YEN	(0.18)	0.18

As At 31.03.2023

Particulars	Impact on profit before tax (increase in rate 5%)	Impact on profit before tax (decrease in rate 5%)
USD	(18.03)	18.03
EURO	(31.74)	31.74

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**(ii) Price Risk**

Price risk is the risk of fluctuations in the fair value of financial instruments due to changes in market prices, excluding risks arising from interest rate or currency movements. The Company is primarily exposed to price risk from investments in equity instruments that are measured at fair value.

**Exposure to Price Risk**

The Company's exposure to price risk arises from:

Investments classified as Fair Value Through Other Comprehensive Income (FVTOCI) or Fair Value Through Profit or Loss (FVTPL).

Market-driven fluctuations in the value of traded securities, raw materials, or other financial assets.

**Mutual Fund Investments**

The company is exposed to price risk from its investments in mutual funds, which are classified as Fair Value Through Profit or Loss (FVTPL). The fair value of these investments fluctuates based on changes in market conditions, interest rates, and underlying asset performance.

As on 31.03.2025, details of mutual fund investments are as follows:

Particulars	Classification	Units	NAV	Fair Value (Rs.)
Mutual Fund Units	FVTPL	50,000	45.97	22.99

**Risk Management Strategy:**

To manage price risk on mutual fund investments, the Company:

Invests in diversified funds to minimize exposure to individual asset volatility.

Monitors market trends and performance of the investment portfolio.

Maintains a balanced mix of liquid and growth-oriented funds based on financial objectives.

**Price Risk Sensitivity Analysis**

A reasonably possible change of 1% in NAV (increase or decrease) due to market volatility will all other variables held constant, the impact on profit before tax has been shown by the amounts below:

**As At 31.03.2025**

Particulars	Impact on profit before tax (increase in rate 1%)	Impact on profit before tax (decrease in rate 1%)
Mutual Fund investments	0.23	(0.23)

**As At 31.03.2024**

Particulars	Impact on profit before tax (increase in rate 1%)	Impact on profit before tax (decrease in rate 1%)
Mutual Fund investments	0.23	(0.23)

**As At 31.03.2023**

Particulars	Impact on profit before tax (increase in rate 1%)	Impact on profit before tax (decrease in rate 1%)
Mutual Fund investments	0.14	(0.14)

**(iii) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. The interest rate risk is measured by using cash flow sensitivity for changes in variable interest rate. The borrowings of the company are principally denominated in rupees with a mix of fixed and floating rates of interest. The risk is managed by the company by maintaining an appropriate mix between fixed and floating rate borrowings.

The following table provides the break-up of the Company's fixed and floating rate borrowings.

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Fixed Rate Borrowings	4,669.95	6,732.41	6,405.97
Floating Rate Borrowings	5,518.35	4,404.80	4,436.73
Total Borrowings	10,188.30	11,137.21	10,842.70

**Interest Rate Sensitivity Analysis**

A reasonably possible change of 100 basis points in interest rates at the reporting date would have affected the profit or loss by the amounts shown below. The analysis has been determined based on the exposure to interest rates for floating rate liabilities assuming the amount of liability outstanding on the year end and was outstanding for the whole year. A positive number below indicates an increase in profit before tax where the interest rate decrease by 100 basis points and vice versa.

**As At 31.03.2025**

Particulars	Impact on profit before tax (increase in rate 1%)	Impact on profit before tax (decrease in rate 1%)
Borrowings	(55.18)	55.18

**KAY JAY FORGINGS LIMITED***(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)***CIN: U74899DL1983PLC029298****(All amounts in INR lakhs, unless otherwise stated)****As At 31.03.2024**

Particulars	Impact on profit before tax (increase in rate 1%)	Impact on profit before tax (decrease in rate 1%)
Borrowings	(44.05)	44.05

**As At 31.03.2023**

Particulars	Impact on profit before tax (increase in rate 1%)	Impact on profit before tax (decrease in rate 1%)
Borrowings	(44.37)	44.37

**47.2 Credit Risk**

Credit Risk arises from the possibility that the value of receivables or other financial assets of the company may be impaired because counter-parties cannot meet their payment or other performance obligations.

To manage credit risks from trade receivables other than Related Party, the credit managers from Order to Cash department of the Company regularly analyse customer's receivables, overdue and payment behaviors. Some of these receivables are collateralised and the same is used according to conditions. These could include advance payments, security deposits, post-dated cheques etc. Credit limits for this trade receivables are evaluated and set in line with Company's internal guidelines. There is no significant concentration of default risk.

Credit risks from financial transactions are managed independently by Finance department. For banks and financial institutions, the Company has policies and operating guidelines in place to ensure that financial instrument transactions are only entered into with high quality banks and financial institutions. The Company had no other financial instrument that represents a significant concentration of credit risk.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through out each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding looking information such as:

- (i) Actual or expected significant adverse changes in business;
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counter-party's ability to meet its obligations.
- (iv) Significant changes in the value of the collateral supporting the obligation or in the quality of the third party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery. Where loans or receivables have been written off, the Company continues engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in statement of profit & loss.

For other financial assets, the Company assesses and manages credit risk based on internal control and credit management system. The finance function consists of a separate team who assess and maintain an internal credit management system. Internal credit control and management is performed on a Company basis for each class of financial instruments with different characteristics.

The Company considers whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. It considers available reasonable and supportive forward-looking information. Macroeconomic information (such as regulatory changes, market interest rate or growth rates) are also considered as part of the internal credit management system.

A default on a financial asset is when the counterparty fails to make payments as per contract. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The Company measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates.

Based on the historical data no provision has been considered necessary since the management has taken suitable measures to recover the said dues and is hopeful of recovery in due course of time. The company maintains exposure in cash & cash equivalents, deposits with banks, investments and other financial assets. The maximum exposure to the credit risk at the reporting date is the carrying value of each class of financial assets. The company believes the current value of trade receivables reflects the fair value/recoverable values.

**47.3 Liquidity Risk**

Liquidity risk is the risk that company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The company's approach to manage liquidity is to have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the company's reputation. Management manages the liquidity risk by monitoring cash flow forecasts on a yearly basis and maturity profiles of financial assets and financial liabilities. This monitoring takes into account the accessibility of cash & cash equivalents and additional undrawn financing facilities.

The company will continue to consider various borrowing options to maximise liquidity and supplements cash requirements as necessary. The company's objective is to maintain a balance between continuity of funding & flexibility through the use of bank overdrafts, cash credit facilities and buyers' credit facilities.

**(i) Maturities of Financial Liabilities**

The following table details the company's remaining contractual maturity for its financial liabilities with agreed repayment and its financial assets. The table has been drawn up based on the undiscounted cash flows of financial liabilities on the earliest date on which the company can be required to pay.

The table includes both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of reporting year. The contractual maturity is based on the earliest date on which the company may be required to pay.

**KAY JAY FORGINGS LIMITED****(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)****CIN: U74899DL1983PLC029298****(All amounts in INR lakhs, unless otherwise stated)****Liquidity Exposure as at 31.03.2025**

Particulars	Carrying Value	Contractual Cash Flows			
		Less Than 1 Year	1-5 Years	More Than 5 Years	Total
Borrowings	10,188.30	6,008.86	3,615.71	2,568.35	12,192.91
Lease Liabilities	45.63	12.55	33.00	14.85	60.40
Trade Payables	5,931.89	5,892.90	38.99	-	5,931.89
Other Financial Liabilities	2,493.40	2,493.40	-	-	2,493.40
<b>Total Financial Liabilities</b>	<b>18,659.22</b>	<b>14,407.70</b>	<b>3,687.70</b>	<b>2,583.20</b>	<b>20,678.60</b>

**Liquidity Exposure as at 31.03.2024**

Particulars	Carrying Value	Contractual Cash Flows			
		Less Than 1 Year	1-5 Years	More Than 5 Years	Total
Borrowings	11,137.21	6,151.28	5,363.08	2,477.02	13,991.38
Lease Liabilities	57.75	16.30	38.95	21.45	76.70
Trade Payables	6,013.12	5,965.46	47.66	-	6,013.12
Other Financial Liabilities	988.98	988.98	-	-	988.98
<b>Total Financial Liabilities</b>	<b>18,197.06</b>	<b>13,122.03</b>	<b>5,449.69</b>	<b>2,498.47</b>	<b>21,070.19</b>

**Liquidity Exposure as at 31.03.2023**

Particulars	Carrying Value	Contractual Cash Flows			
		Less Than 1 Year	1-5 Years	More Than 5 Years	Total
Borrowings	14,231.52	7,211.72	7,074.65	2,624.79	16,911.16
Lease Liabilities	71.44	41.96	35.38	-	77.33
Trade Payables	4,234.33	4,209.78	24.55	-	4,234.33
Other Financial Liabilities	483.23	483.23	-	-	483.23
<b>Total Financial Liabilities</b>	<b>19,020.52</b>	<b>11,946.69</b>	<b>7,134.58</b>	<b>2,624.79</b>	<b>21,706.06</b>

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### **Note (48) Practical Constraints in EIR Computation**

Certain borrowings have variable interest rates and irregular cash flows, making precise EIR computation impractical.

Additionally, due to volume & nature of loans, the impact of using contractual interest rates instead of EIR is assessed as immaterial.

Management has reviewed the difference between contractual and effective interest rate and determined that it does not materially affect finance costs or loan balances. Transaction costs are not material to be included in EIR calculation.

Further, interest free security deposits have been carried at carrying value as the difference between fair values is assessed as immaterial.

Interest income & interest expenses accounted in the statement of profit & loss except interest income & expenses from/on leases is shown at contractual rate instead of effective interest rate (EIR).

### **Conclusion & Impact on Financials:**

Borrowings where use of EIR computation was immaterial or not feasible have been measured at amortized cost using contractual interest rates, ensuring fair presentation.

Interest free security deposits are measured at carrying value.

Interest expense & income is measured at contractual rate.

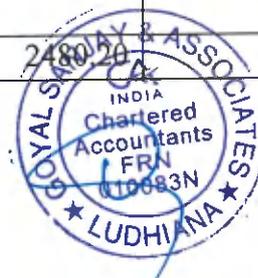
This approach has been adopted to maintain compliance with Ind-AS 109 while ensuring practicality in financial reporting.

Financial liabilities recognized at FVTPL, including derivatives are subsequently measured at fair value.

### **Note (49) Change in Depreciation Method:**

The company has adopted Straight Line Method from Written Down Value Method (except Depreciation on fixed assets of Unit-III and Machinery of other units installed from 01.04.2002 onwards as it was already on Straight Line Method) w.e.f 1<sup>st</sup> April, 2024 to better reflect the pattern of economic benefits derived from the assets. This change resulted in reduction of depreciation expenses of Rs.1,93,56,601.31 for the year.

Depreciation as per SLM	Depreciation as per WDV	Increase/(Decrease) During the Year
2286.63	2480.50	(193.56)



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### **Note (50) First-Time Adoption of Ind-AS (Ind-AS 101)**

These are the Company's first set of standalone financial statements prepared in accordance with Ind-AS.

The opening financial statement for the date as at 01 April 2022 is the transition date of Financial Statements prepared in accordance with the requirements of IND AS 101 - First time adoption of Indian Accounting Standards.

In preparing its opening Ind AS Balance Sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act ("previous GAAP"). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

The financial statements have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory and optional exemptions availed as per Ind-AS 101) being consistent with the use and as per the presentation, accounting policies and grouping/classifications including revised Schedule-III disclosures.

Exemptions applied under Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind-AS. The company has applied the following exemptions:

#### **(A) Deemed cost: Property, plant and equipment, capital work in progress and intangible assets**

A first-time adopter may elect to measure an item of property, plant and equipment, at the date of transition at its fair value and use that amount as its deemed cost at that date.

In addition to this, Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for above assets as recognized in the Restated Consolidated Financial Statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

The company has elected to continue with the carrying value for the property, plant and equipment, capital work in progress and intangible assets and use it as deemed cost (net of depreciation/amortization) as at the date of transition (i.e. April 01, 2022).

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**(B) Leases**

As per Indian Accounting Standard (Ind AS) 101 First-time Adoption of Ind AS, provides exceptions to the retrospective application of Ind AS 116 lease. Accordingly, a first-time adopter may assess the classification of each element as finance or an operating lease at the date of transition to Ind AS on the basis of the facts and circumstances existing as at that date. If there is any lease newly classified as finance lease then the first time adopter may recognize assets and liability at fair value on that date; and any difference between those fair values is recognized in retained earnings.

Ind AS 116 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 116, this assessment should be carried out at the inception of the contract or arrangement. However, the company has used Ind AS 101 exemption where a first time adopter may assess whether a contract existing at the date of transition to Ind AS's contains leases by applying paragraph 9-11 of Ind AS 116 to those contracts on the basis of facts and circumstances existing at that date. The Group as first-time adopter as a lessee recognized lease liabilities and right to use assets, and had adopted following approach to all of its leases by adopting modified retrospective method:

- (a) Measured a lease liability at the date of transition to Ind AS. The Group has measured that lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of transition to Ind AS.
- (b) Measured a right-of-asset at the date of transition to Ind AS. The right-of-use assets were recognized based on the amount equal to the lease liabilities, and accrued lease payments previously recognized and reclassification of Leasehold land recognized previously under finance leases from property, plant and equipment.

**Practical expedients applied:**

In applying Ind AS 116 for the first time, the Group has used the following practical expedients permitted by the standard:

- (a) Applied a single discount rate to a portfolio of leases with reasonably similar characteristics (i.e. a similar remaining lease term for a similar class of underlying asset in a similar economic environment).



## **KAY JAY FORGINGS LIMITED**

***(FORMERLY KNOWN AS KAY JAY FORGINGS PRIVATE LIMITED)***

**CIN: U74899DL1983PLC029298**

**(All amounts in INR lakhs, unless otherwise stated)**

- (b) Elected not to apply the requirements of recognizing lease liabilities and right to use assets for which the lease term ends within 12 months of the date of transition to Ind AS. Instead, the Group accounted these leases as if they were short term leases and have accounted these lease payments as an expense on either a straight-line basis over the lease term or another systematic basis.
- (c) Elected not to apply the requirements of recognizing lease liabilities and right to use assets for which the underlying asset is of low value. Instead, the Group accounted these leases as if they were short term leases and have accounted these lease payments as an expense on either a straight-line basis over the lease term or another systematic basis.
- (d) Excluded initial direct costs from the measurement of the right to use assets at the date of transition to Ind AS.

### **Ind AS Mandatory Exceptions:**

#### **A. Estimates:**

The estimates at April 01, 2022 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from the items where application of Indian GAAP did not require estimation. The estimates used by the Company to present these amounts in accordance with Ind-AS reflect conditions as at the transition date.

#### **B. Derecognition of Financial Assets and Financial Liabilities:**

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

#### **C. Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. The company has applied the above requirement on transition date.



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Fair valuation in certain financial assets Under the Previous GAAP, mutual funds were classified as long-term investments measured at cost less provision for other than temporary diminution in the value.

Under Ind AS, these investments have been fair valued through the statement of profit or loss. This has increased the investment carrying value by Rs.7,50,500 on April 1,2022 as compared to IGAAP.

### **Note (5I) Other Statutory Information**

- i). The immovable properties disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- ii). The Company has not revalued its Property, Plant and Equipment.
- iii). The Company has not granted any Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person. That are (a) repayable on demand or (b) without specifying any terms or period of repayment.
- iv). No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- v). The Company has been sanctioned working capital limits from Banks on the basis of security of current Assets. Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with books of accounts.
- vi). The company is not declared willful defaulter by any bank or financial Institution or other lender.
- vii). The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act 1956.
- viii). No charges are pending for registration or satisfaction with Registrar of Companies beyond the statutory period.
- ix). The Company has no number of Layers of companies.

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- x). Analysis of financial Ratios alongwith explanations where change in ratios by more than 25% as compared to preceding year:-

Ratio (With Numerator/Denominator)	31.03.2025	31.03.2024	Change in ratio more than 25 (%)	Comments if Change in ratio more than 25 (%)
(a) Current Ratio (Total Current Asset/Total Current Liability)	1.09	1.21	-9.65%	
(b) Debt Equity Ratio (Total Debt/Equity)	0.63	0.83	24.64%	
(c) Debt Service Coverage Ratio (Earning for Debt Service/Debt Service)	2.97	2.24	32.49%	Due to Increase in Equity
(d) Return on Equity(Net Profit after tax-Preference dividend/ Average Shareholders Equity)	19.54%	19.73%	-0.96%	
(e) Inventory Turnover Ratio (Turnover/Avg. Inventory)	7.74	8.17	-5.22%	
(f) Trade Receivable Turnover Ratio (Turnover/Avg. Debtors)	14.94	14.90	0.26%	
(g) Trade Payables Turnover Ratio (Purchase/Avg. Trade Payable)	6.81	7.36	-7.47%	
(h) Net Capital Turnover Ratio (Turnover/Avg. working capital)	34.06	27.83	22.37%	
(i) Net Profit Ratio (Profit for the year(PAT)/Revenue from Operation)	3.87%	3.53%	7.74%	
(j) Return on Capital Employed (Earning before tax and finance cost/Capital Employed)	21.22%	19.15%	10.80%	
(k) Return on Investment (Net Return On Investments/Cost of Investment)	359.70%	351.90%	2.22%	

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Ratio (With Numerator/Denominator)	31.03.2024	31.03.2023	Change in ratio more than 25 (%)	Comments if Change in ratio more than 25 (%)
(a) Current Ratio (Total Current Asset/Total Current Liability)	1.21	1.15	5.27%	
(b) Debt Equity Ratio (Total Debt/Equity)	0.83	1.29	35.58%	Due to decrease in debt & Increase in Equity
(c) Debt Service Coverage Ratio (Earning for Debt Service/Debt Service)	2.24	1.72	30.50%	Due to Increase in Equity
(d) Return on Equity(Net Profit after tax-Preference dividend/ Average Shareholders Equity)	19.40%	13.20%	46.92%	Due to Increase in Net Profit
(e) Inventory Turnover Ratio (Turnover/Avg. Inventory)	8.17	8.42	-2.99%	
(f) Trade Receivable Turnover Ratio (Turnover/Avg. Debtors)	14.90	12.70	17.32%	
(g) Trade Payables Turnover Ratio (Purchase/Avg. Trade Payable)	7.36	7.67	-3.98%	
(h) Net Capital Turnover Ratio (Turnover/Avg. working capital)	27.83	21.73	28.07%	Due to decrease in Working Capital & Increase in sales
(i) Net Profit Ratio (Profit for the year(PAT)/Revenue from Operation)	3.53%	2.26%	56.42%	Due to Increase in Net Profit
(j) Return on Capital Employed (Earning before tax and finance cost/Capital Employed)	19.15%	14.23%	34.59%	Due to Increase in Net Profit
(k) Return on Investment (Net Return On Investments/Cost of Investment)	351.90%	177.60%	98.14%	Due to favourable market conditions

**KAY JAY FORGINGS LIMITED**

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xi). The Company has no scheme of agreements during which falls under sections 230 to 237 of the Companies Act 2013.

xii). Utilisation of Borrowed funds and share premium:

The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries



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**(All amounts in INR lakhs, unless otherwise stated)**

**Note (52)** The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

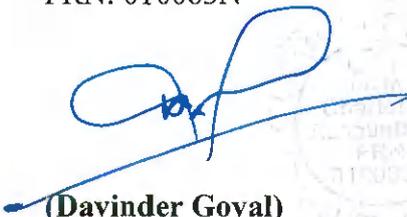
**Note (53)** The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software at the application. Further no instance of audit trail feature being tampered with was noted in respect of accounting software, wherever audit log was enabled.

**Note (54)** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**Note (55)** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For **Goyal Sanjay & Associates**  
Chartered Accountants  
FRN: 010083N

For and on behalf of Board of Directors  
**KAY JAY FORGINGS LIMITED**

  
**(Davinder Goyal)**  
Partner  
Membership No. 091278

  
**(Gopal Krishan Kothari)**  
Managing Director  
DIN: 00026734

  
**(Naveen Behl)**  
Whole-time Director  
DIN: 01322486

Place: Ludhiana

Date: 13/8/25

  
**(Ashok Bansal)**  
Chief Financial Officer

  
**(Amit Verma)**  
Company Secretary &  
Compliance Officer