



## Divgi TorqTransfer Systems

Divgi TorqTransfer Systems Limited

CIN: L32201MH1964PLC013085

75, General Block, MIDC, Bhosari,

Pune 411 026, India

Tel: (+91-20) 63110100

Web: www.divgi-tts.com

Ref.: DTTS/Sec/26-27/08

May 25, 2026

To, <b>BSE Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001  <b>BSE Scrip Code – 543812</b>	To, <b>National Stock Exchange of India Limited,</b> "Exchange Plaza" 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051  <b>NSE Scrip Code - DIVGIITTS</b>
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**Sub: Outcome of Board Meeting**

**Ref.: Regulations 30 and 33 of the LODR Regulations**

Dear Sir / Madam,

Pursuant to Regulations 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of the Company at their meeting held on **May 25, 2026**, inter-alia have approved:

### 1. Financial Results

- The Audited Financial Statements for the quarter and financial year ended March 31, 2026.

In compliance with the Listing Regulations, we are enclosing herewith the said Audited Financial Results and the Auditor's Report for the quarter and financial year ended March 31, 2026.

### 2. Final Dividend

- Recommendation of final dividend at ₹ 3.27 per equity share of ₹ 5.00 each, for FY2025-26, subject to approval by Members at the ensuing Annual General Meeting.
- The dividend, if approved, shall be paid/dispatched to the shareholders within 30 days of its approval by the shareholders, at the ensuing Annual General Meeting.

### 3. Other Business

- The Internal Audit report for the financial year ended March 31, 2026.

### 4. Incorporation of Wholly Owned Subsidiary, directly or indirectly, in United States of America ("Foreign WOS").

The particulars of the disclosure required under Regulation 30 and Part A of Schedule III of the Listing Regulations are provided in Annexure A, enclosed herewith



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5. To invest in the Foreign WOS up to an aggregate amount of not exceeding Rs 3 crores by way of subscribing equity share and/or any other class of shares of Foreign WOS as per applicable regulatory provisions. The funds so invested shall be utilized by Foreign WOS to strengthen its long-term capital base and also towards working capital expenditure.

The said meeting commenced at 02:45 P.M. and concluded at 04:40 P.M. on **May 25, 2026**.

Kindly take the same on your record and acknowledge receipt.

Thanking you,

**For Divgi TorqTransfer Systems Limited**

**Aniket Kokane**  
**Company Secretary and Compliance Officer**  
**M. No: A51571**

*Enclosure: As above*

### **ANNEXURE A**

#### **Disclosure under Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Information</b>
<b>1</b>	Name of the entity, date & country of incorporation, etc	The Board of Directors of the Company at its meeting held today has approved incorporation of a Wholly Owned Subsidiary in United States of America  Name: As would be approved by authorities in United States of America  Date of Incorporation: Not Applicable*  Country of Incorporation: United States of America  * Proposed to be incorporated
<b>2</b>	Name of holding company of the incorporated company and relation with the listed entity	The Divgi TorqTransfer Systems Limited (directly or indirectly) will be the holding company of the proposed Foreign WOS
<b>3</b>	Whether the proposed incorporation would fall within related party transaction(s) and	The proposed entity would be Wholly-owned Subsidiary (WoS) of the Company and hence



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	whether the promoter/ promoter group/ group companies have any interest in the entity proposed to be incorporated? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	once incorporated, the WoS will be a related party of the Company.  Save and except what is mentioned above, the Promoters / Promoter Group / Group Companies are not interested in the transaction.
<b>4</b>	Industry to which the entity being incorporated belongs	Automotive Industry
<b>5</b>	Brief background about the entity incorporated in terms of products-line of business	The Foreign WOS shall carry out the business of Advance Business Development, Sales, marketing, promotion and distribution.
<b>6</b>	Brief details of any governmental or regulatory approvals required for the incorporation	Incorporation of the Foreign WOS will be under the applicable provisions of the Foreign Exchange Management Act & Regulations made thereunder, Reserve Bank of India Regulations/Guidelines, other such authorities in or outside India and subject to the necessary regulatory approvals/licences as may be required from the appropriate Authority(ies) in United States of America.
<b>7</b>	Nature of consideration - whether cash consideration or share swap and details of the same	Not Applicable. Refer details in point no. 8.
<b>8</b>	Cost of subscription / price at which the shares are subscribed	Proposed Initial Investment: Not exceeding Rs. 3 crores, in one or more tranches, to meet set-up, initial operating, procurement and other costs.  The Company would be subscribing to Equity shares and / or any other class of shares of Foreign WOS, as per applicable regulatory provisions
<b>9</b>	Percentage of shareholding / control by the listed entity and / or number of shares allotted.	100% subscription to the share capital

**DIVGI TORQTRANSFER SYSTEMS LIMITED**  
**CIN: L32201MH1964PLC013085**  
**REGD OFFICE: P NO 75, GENERAL BLOCK, MIDC, BHOSARI, PUNE 411026**  
**Email ID: companysecretary@divgi-tts.com Phone No. 020 63110114 Website: www.divgi-tts.com**  
**STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2026**

(₹ in million, unless stated otherwise)

Sr. No	Particulars	Quarter ended			Year ended	
		31-Mar-26 Unaudited	31-Dec-25 Unaudited	31-Mar-25 Unaudited	31-Mar-26 Audited	31-Mar-25 Audited
1	<b>Income</b>					
	(a) Revenue from operations	1,076.22	906.21	582.20	3,528.88	2,189.17
	(b) Other income	61.76	56.47	58.66	222.83	212.11
	<b>Total Income (a+b)</b>	<b>1,137.98</b>	<b>962.68</b>	<b>640.86</b>	<b>3,751.71</b>	<b>2,401.28</b>
2	<b>Expenses</b>					
	(a) Cost of materials consumed	415.45	374.04	258.43	1,448.73	936.97
	(b) Changes in inventories of finished goods and work- in-progress	(8.94)	(21.14)	(24.54)	(80.76)	(56.11)
	(c) Employee benefit expense	142.98	104.32	63.70	415.41	251.14
	(d) Finance Cost	0.84	0.84	1.17	3.10	3.82
	(e) Depreciation and amortization expense	75.51	75.65	70.96	292.37	251.83
	(f) Other expenses	310.00	271.85	198.00	1,045.37	683.59
	<b>Total expenses (a+b+c+d+e+f)</b>	<b>935.84</b>	<b>805.56</b>	<b>567.72</b>	<b>3,124.22</b>	<b>2,071.24</b>
3	<b>Profit before tax (1-2)</b>	<b>202.14</b>	<b>157.12</b>	<b>73.14</b>	<b>627.49</b>	<b>330.04</b>
4	<b>Tax expenses</b>					
	a) Current Tax	64.76	33.73	18.87	159.44	74.86
	b) Deferred Tax	(17.43)	5.72	0.75	(1.21)	11.26
	<b>Total tax expenses (a+b)</b>	<b>47.33</b>	<b>39.45</b>	<b>19.62</b>	<b>158.23</b>	<b>86.12</b>
5	<b>Net profit for the period / year (3-4)</b>	<b>154.81</b>	<b>117.67</b>	<b>53.52</b>	<b>469.26</b>	<b>243.92</b>
6	<b>Other comprehensive Income/ (loss) (OCI)</b>					
	Items that will not be reclassified subsequently to statement of profit or loss					
	- Gain / (loss) on remeasurement of defined benefit plans (net of tax)	3.16	(1.93)	1.61	(2.89)	(0.11)
	<b>Other comprehensive Income / (loss) for the period / year, net of tax</b>	<b>3.16</b>	<b>(1.93)</b>	<b>1.61</b>	<b>(2.89)</b>	<b>(0.11)</b>
7	<b>Total comprehensive Income for the period / year (5+6)</b>	<b>157.97</b>	<b>115.74</b>	<b>55.13</b>	<b>466.37</b>	<b>243.81</b>
8	<b>Paid up equity share capital (Face value of ₹ 5 each)</b>	<b>152.91</b>	<b>152.91</b>	<b>152.91</b>	<b>152.91</b>	<b>152.91</b>
9	<b>Other equity (excluding revaluation reserve)</b>	-	-	-	<b>6,201.65</b>	<b>5,814.81</b>
10	<b>Earnings per equity share of face value ₹ 5 each</b>					
	(Not annualised for the quarters)					
	(a) Basic (in ₹)	5.06	3.85	1.75	15.34	7.98
	(b) Diluted (in ₹)	5.06	3.85	1.75	15.34	7.98

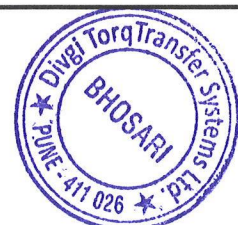
See accompanying notes to the financials results

For Divgi TorqTransfer Systems Limited  
(formerly known as Divgi TorqTransfer Systems Private Limited)



Jitendra Bhaskar Divgi  
Managing Director  
DIN : 00471531

Place : Pune  
Date : May 25, 2026



**DIVGI TORQTRANSFER SYSTEMS LIMITED**

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**REGD OFFICE: P NO 75, GENERAL BLOCK, MIDC, BHOSARI, PUNE 411026**

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**NOTES TO STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2026**

1. The above results were reviewed and recommended to the Board of Directors by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on May 25, 2026. The same has been audited by Statutory Auditors.

2. The above financial results of Divgi TorqTransfer Systems Limited ("the Company") have been prepared in accordance with and complied in all material aspects with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ("the act") read with relevant rules issued there under and in terms of Regulations 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended.

3. Details of utilisation of net Initial Public Offer (IPO) proceeds of INR 1,696 million\*, are as follows:

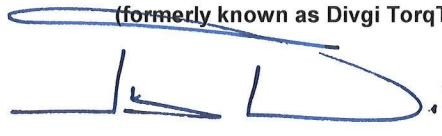
<b>Objects of the issue as per Prospectus</b>	<b>Amount to be utilised as per prospectus</b>	<b>Utilisation upto 31/03/2026</b>	<b>Unutilised upto 31/03/2026</b>
Funding capital expenditure requirements for the purchase of equipments/ machineries of our manufacturing facilities	1,507.07	779.65	727.42
General corporate purposes*	189.55	189.54	0.01
<b>Total</b>	<b>1,696.62</b>	<b>969.19</b>	<b>727.43</b>

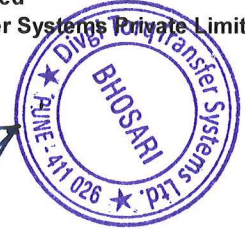
\* Revision in General Corporate Purpose is on account of actual offer related expenditure being lower than estimated by INR 12.28 million

Net IPO proceeds which were un-utilised as at March 31, 2026 were temporarily invested in deposits with scheduled commercial banks and in monitoring agency account.

4. The Company operates in a single reportable business segment, "Auto Components and Parts".
5. These Financial Results are also available on the stock exchange websites www.bseindia.com, www.nseindia.com and on our website www.divgi-tts.com.
6. The Board of Directors has recommended the final dividend of Rs. 3.27 per share (financial year 2024-25 Rs 2.60 per share) for the financial year 2025-26 which is subject to approval of shareholders.
7. The figures for the quarter ended March 2026 and the corresponding quarter of the previous year, as reported in the financial results, are balancing figures between the audited figures for the full financial year and the unaudited year-to-date figures up to the end of the third quarter of the relevant financial year.

For Divgi TorqTransfer Systems Limited  
(formerly known as Divgi TorqTransfer Systems Private Limited)

  
**Jitendra Bhaskar Divgi**  
Managing Director  
DIN : 00471531



Place : Pune  
Date : May 25, 2026



**DIVGI TORQTRANSFER SYSTEMS LIMITED**

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**BALANCE SHEET AS AT MARCH 31, 2026**

(₹ in million)

Particulars	As at March 31, 2026	As at March 31, 2025
	Audited	Audited
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, plant and equipment	2,470.68	2,434.17
Capital work-in-progress	177.33	15.52
Right-of-use assets	19.36	11.69
Intangible assets	96.29	108.78
Intangible assets under development	11.79	2.22
Financial Assets		
Non-current investments	0.46	0.46
Other non-current financial assets	18.60	39.06
Other non-current assets	17.39	38.49
<b>Total Non-Current Assets</b>	<b>2,811.90</b>	<b>2,650.39</b>
<b>Current Assets</b>		
Inventories	587.83	387.31
Financial Assets		
i) Trade Receivables	792.87	554.63
ii) Cash And Cash Equivalents	315.20	154.36
iii) Bank Balances Other Than (ii) above	2,630.03	2,693.97
iv) Other current financial assets	113.56	133.11
Other Current Assets	62.80	30.76
<b>Total Current Assets</b>	<b>4,502.29</b>	<b>3,954.14</b>
<b>TOTAL ASSETS</b>	<b>7,314.19</b>	<b>6,604.53</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	152.91	152.91
Other Equity	6,201.65	5,814.81
<b>Total Equity</b>	<b>6,354.56</b>	<b>5,967.72</b>
<b>Liabilities</b>		
<b>Non-Current Liabilities</b>		
Financial Liabilities		
i) Borrowings	0.46	1.41
ii) Lease Liabilities	8.67	4.41
Long Term Provisions	22.52	28.64
Deferred Tax Liabilities (Net)	35.07	37.24
<b>Total Non-Current Liabilities</b>	<b>66.72</b>	<b>71.70</b>
<b>Current Liabilities</b>		
Financial Liabilities		
i) Borrowings	0.95	0.91
ii) Lease Liabilities	7.62	4.02
iii) Trade Payables		
total outstanding dues of micro enterprises and small enterprises	81.67	13.22
total outstanding dues of creditors other than micro enterprises and small enterprises	519.61	389.49
iv) Other Financial Liabilities	176.76	88.61
Other Current Liabilities	10.75	8.72
Provisions	40.44	18.93
Current Tax Liabilities (Net)	55.11	41.21
<b>Total Current Liabilities</b>	<b>892.91</b>	<b>565.11</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>7,314.19</b>	<b>6,604.53</b>



*[Handwritten Signature]*



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**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**

(₹ in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
	Audited	Audited
<b>A) Cash flows from operating activities</b>		
Profit before tax	627.49	330.04
<b>Adjustments for</b>		
Depreciation and amortization expenses	292.37	251.83
Interest Expenses	1.87	2.88
Unwinding of discounting (lease obligations)	1.23	0.94
Interest income	(197.10)	(204.06)
Profit on sale of fixed assets	(1.46)	(0.28)
<b>Operating profit before working capital changes</b>	<b>724.40</b>	<b>381.35</b>
<b>Changes in working capital :</b>		
Trade and other receivables	(249.82)	71.28
Inventories	(200.52)	(29.97)
Trade and other payables and provisions	282.31	(1.48)
<b>Cash generated from operations</b>	<b>556.37</b>	<b>421.18</b>
Income taxes paid (net)	(145.54)	(69.05)
<b>Net cash flow generated from operating activities -Total (A)</b>	<b>410.83</b>	<b>352.13</b>
<b>B) Cash flows from investing activities</b>		
Payments for acquisition of property, plant and equipment, intangibles and capital work in progress including capital advances	(443.16)	(265.03)
Sale of Fixed Assets	1.84	0.42
Interest received	216.65	205.98
Term deposit with banks, matured / (placed) (net)	63.94	(366.66)
<b>Net cash (used) in investment activities - Total (B)</b>	<b>(160.73)</b>	<b>(425.29)</b>
<b>C) Cash flows from financing activities</b>		
Short Term Borrowings availed / (repaid) (net)	0.04	0.09
Long Term Borrowings availed / (repaid) (net)	(0.95)	(1.29)
Dividend paid	(79.52)	(79.52)
Lease rentals paid	(6.96)	(4.62)
Interest paid	(1.87)	(2.88)
<b>Net cash flow from/ (used) in financing activities - Total (C)</b>	<b>(89.26)</b>	<b>(88.22)</b>
<b>D) Net increase/ (decrease) in cash and cash equivalents (A)+(B)+(C)</b>	<b>160.84</b>	<b>(161.38)</b>
<b>E) Cash and cash equivalents at the beginning of the year</b>	<b>154.36</b>	<b>315.74</b>
<b>F) Cash and cash equivalents at the end of the year (D)+(E)</b>	<b>315.20</b>	<b>154.36</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement</b>		
Cash and cash equivalents as per above comprise of the following		
Balances in current accounts	314.99	154.17
Cash on hand	0.21	0.19
<b>Balances per statement of cash flows</b>	<b>315.20</b>	<b>154.36</b>



*[Handwritten Signature]*



**Independent Auditors' Report on Quarterly and Year to Date Financial Results of Divgi TorqTransfer Systems Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

To the Board of Directors of **Divgi TorqTransfer Systems Limited**

**Opinion**

We have audited the accompanying statement of quarterly and year to date financial results of Divgi TorqTransfer Systems Limited (Formerly Divgi TorqTransfer Systems Private Limited) ("the Company") for the quarter and year ended March 31, 2026 ("the Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Results:

- i. are presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian accounting standards ("Ind AS"), and other accounting principles generally accepted in India, of the net profit and Other Comprehensive Income and Other Financial Information for the quarter and for the year ended March 31, 2026.

**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 ("the Act"). Our responsibilities under those Standards are further described in the 'Auditors' Responsibilities for the audit of the Financial Results' 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 ("the ICAI") together with the ethical requirements that are relevant to our audit of the Financial Results for the quarter and year ended March 31, 2026 under the provisions of the Act and the Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

**Management's Responsibilities for the Statement**

The Statement has been prepared on the basis of the annual audited financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these financial results that give a true and fair view of the net profit after tax and other comprehensive income and

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India



other financial information in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the Act read with relevant rules issued thereunder, and other accounting principles generally accepted in India and in compliance with the Listing Regulations. 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 the 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 results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

#### **Auditors' Responsibilities for the audit of the Financial Results**

Our objectives are to obtain reasonable assurance about whether the Financial Results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 Results.

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 Results, 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 controls.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors..
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists



related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Statement 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 auditors' 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 Results, including the disclosures, and whether the Financial Results 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.

#### **Other matter**

The Statement includes the results for the quarter ended March 31, 2026, being the balancing figures between audited figures in respect of the financial year ended March 31, 2026 and the year to date figures up to the third quarter of the financial year, which were subject to limited review by us.

**For B. K. Khare & Co.**

Chartered Accountants

Firm Registration No. 105102W

A. A. Mahadik



**Amit Mahadik**

Partner

Membership No. 125657

UDIN: 26125657KZ HKOJ 6767

Place: Pune

Date: May 25, 2026