

41st ANNUAL REPORT

2023 - 2024



SIBAR
AUTOPARTS LIMITED

COMPANY INFORMATION**BOARD OF DIRECTORS**

Shri. Narayana Yadla
Shri. Pemmasani Ravichandra
Shri. Pemmasani Madhu Pratap
Smt. Pemmasani Sugunamma
Shri. Rajesh Katragadda

- Chairman & Independent Director
- Managing Director (w.e.f. 14.08.2023)
- Whole-Time Director
- Non-Executive Director
- Independent Director

Chief Financial Officer

Shri. Pemmasani Madhu Pratap

Company Secretary & Compliance Officer

Mr. Rakshit Sethiya

Registered Office & Corporate Office:

CIN: L34201AP1983PLC003817

D4 & D5, Industrial Estate, Renigunta Road,
Tirupati, Andhra Pradesh-517506
Phone: +91 -877-2271355, 2271366

Registrars & Share Transfer Agents:

M/s. Bigshare Services Private Limited (H.O),
Bharat Tin works Building,
1st Floor, Opp. Vasant Oasis,
Next to Keys Hostel, Marol Maroshi Road,
Andheri (E), Mumbai - 400 059.
Phones: 040-23374967
040-23370295

M/s. Bigshare Services (P) Ltd (B.O),
306, 3rd floor, Right Wing, Amruthaville,
Opp. Yashoda Hospital, Somajiguda,
Raj Bhavan Road, Hyderabad – 500 082
Phones: 040-23374967
040-23370295

Email: bsshyd@bigshareonline.com

Auditors:

M/s. P. Lakshmana Rao & Co,
Chartered Accountants
29-26-21, 1st Floor, Jadagam Vari Street,
Suryarao Pet, Vijayawada,
Andhra Pradesh-520002

Secretarial Auditors:

M /s. P. S. Rao & Associates,
Company Secretaries
Flat No.10, 4th Floor, D. No.6-3-347/22/2
Ishwarya Nilayam, Opp: Sai Baba Temple,
Dwarakapuri Colony, Punjagutta,
Hyderabad– 500 082, Telangana, India

Internal Auditors:

M/s. Y C Narayana & Co.,
Chartered Accountants
D. No. 23 - 7 – 32, Giri Street,
Satyanarayana Puram,
Vijayawada-520011

BOARD COMMITTEES**Audit Committee**

Shri. Y Narayana - Chairman
Shri. K Rajesh - Member
Smt. P Sugunamma - Member

Nomination and Remuneration Committee

Shri. K Rajesh - Chairman
Shri. Y Narayana - Member
Smt. P Sugunamma - Member

Stakeholders Relationship Committee:

Shri. Y Narayana - Chairman
Shri. K Rajesh - Member
Shri. P Madhu Pratap - Member

CONTENTS**Page No.**

| | |
|---------------------------------------|----|
| Notice | 4 |
| Director's Report | 14 |
| Independent Auditors Report..... | 49 |
| Balance Sheet | 61 |
| Statement of Profit & Loss | 62 |
| Cash Flow Statement | 63 |
| Notes on Accounts..... | 65 |
| Significant Accounting Policies | 89 |

NOTICE

NOTICE is hereby given that the Forty First Annual General Meeting of the Members of M/s. Sibar Auto Parts Limited will be held on Saturday, 28th September, 2024 at 3.00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following items of business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year 2023-24 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Madhu Pratap Pemmasani (DIN: 00644254), who retires by rotation and being eligible, offers himself for reappointment as Director.

**By order of the Board of Directors
For Sibar Auto Parts Ltd.**

Place: Tirupati
Date: 14.08.2024

Sd/-
Pemmasani Ravichandra
Managing Director
DIN: 00627413

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 41st AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) herein after called as “e-AGM”.
2. e-AGM: Company has appointed Bigshare Services Private Limited (“Bigshare”), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and the attendant enablers for conducting the e-AGM. The venue of the meeting shall be deemed to be the Registered Office of the Company.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Service (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by CDSL.
4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re- appointment at this AGM is annexed.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Bigshare Services Private Limited (“Bigshare”) for assistance in this regard.
7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
8. To promote green initiative, Members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with Bigshare, in case the shares are held in physical form.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Big share in case the shares are held by them in physical form.
10. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.sibarauto.com>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Bigshare in case the shares are held in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Bigshare, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 21, 2024 through email on sibarauto77@yahoo.com. The same will be replied by the Company suitably.
14. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
15. Members may also note that the Notice of the 41st Annual General Meeting is available on the Company's website: sibarauto.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company sibarauto77@yahoo.com.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.sibarauto.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and CDSL at <https://www.evotingindia.com/>. Members whose email IDs are not registered with the Company/Depositories are requested to follow the process provided further for registration of email IDs with the depositories for procuring user ID & password and registration of email IDs for e-voting for the resolutions set out in this notice.
17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Instructions for E-Voting**CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cclproducts.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on September 25, 2024 at 09:00 A.M. and ends on September 27, 2024 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., September 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Board of Directors have appointed Shri. M. B. Suneel, Practising Company Secretary, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer the detailed procedure on e-voting given hereunder.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and |

| | |
|---|---|
| with NSDL | <p>Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company i.e. Sibar Auto Parts Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sibarauto77@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E- VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at-least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

C. General Instructions:

- A. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 21, 2024.
- B. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- C. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the Meeting a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

A member can opt for only one mode of voting, i.e., either through remote e-voting or by e-voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and e-Voting at the AGM shall be treated as invalid.

The results declared along with the Scrutinizer's Report will be posted on the Company's website and communicated to the Stock Exchange.

The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

Information pursuant to the Listing Regulations and Secretarial Standards in respect of Appointment/ Re-appointment of Directors

| | |
|--|--|
| Name of the Director | Shri. Madhu Pratap Pemmasani Whole-Time Director |
| Age | 50 Yrs (Date of birth 29.05.1974) |
| Date of First Appointment | 17.04.1996 |
| Expertise in Specific functional areas | Shri. Madhu Pratap Pemmasani is having over 27 years of Technical Experience and Administrative affairs of the Company. He is a Post-graduate in Industrial Engineering and Management from PSG, Coimbatore. He has a good exposure in management and promotion of business. |
| Qualifications | Post Graduate in Industrial Engineering and Management from PSG, Coimbatore. |
| Details of Directorships , membership / chairmanship of Committees of other Boards | Nil |
| Number of Equity shares held in the Company | 35,82,100 |
| Number of Board Meetings attended during the financial year 2023-24 | 5 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Smt. P. Sugunamma is mother and Shri. P. Ravichandra is a brother of Shri. P. Madhupratap. |

DIRECTOR'S REPORT

Dear Members,

Your directors have pleasure in presenting the Forty First Annual Report on the business of your Company together with the Audited Statements of Accounts for the financial year ended 31st March, 2024.

1. FINANCIAL SUMMARY:

Your Company's performance during the year ended 31st March, 2024, as compared to the previous financial year, is summarized as below:

(Rs. In Lakhs)

| PARTICULARS | Financial Year 2023-24 | Financial Year 2022-23 |
|---|---------------------------|---------------------------|
| Revenue from operation | 1988.39 | 2595.18 |
| Other Income | 78.51 | 104.31 |
| Total income | 2066.89 | 2699.49 |
| Profit/(Loss) before Interest, Depreciation and Tax | (31.88) | 120.61 |
| Finance Charges | 51.53 | 63.55 |
| Depreciation | 55.61 | 55.65 |
| Net Profit / Loss Before Tax (PBT) | (138.32) | 1.41 |
| Provision for Tax | - | - |
| Current Tax | - | - |
| Provision for earlier years | - | - |
| Deferred tax | (2.05) | (3.37) |
| Net Profit (PAT) | (139.03) | 5.83 |

2. TRANSFER TO RESERVES

The Company did not transfer any amount to the General Reserve for the Financial Year ended March 31, 2024.

3. SHARE CAPITAL

During the year, the Company has not issued shares with differential voting rights, sweat equity shares or Employee Stock Options and there were no changes in the share capital of the Company.

4. DIVIDEND:

Your director's does not recommend any dividend for the year ended 31st March, 2024.

5. LISTING OF EQUITY SHARES

Your Company's equity shares are listed on Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.

6. DIRECTORS & KEY MANAGERIAL PERSONAL:

In accordance with the provisions of Section 152 of the Companies Act, 2013 Shri. Madhu Pratap Pemmasani (DIN: 00644254), Director, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his reappointment for the consideration of the members of the company at the forthcoming Annual General Meeting.

7. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent director under 149(7) of the Companies Act, 2013, that he/she meets the criteria of Independence laid down under section 149(6) of the Companies Act 2013.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have enrolled their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

8. MEETINGS OF THE BOARD

The Board met Five Times during the financial year 2023-24 viz., on 22.05.2023, 30-05-2023, 14.08.2023, 14.11.2023, and 14.02.2024. A separate meeting of the Independent Directors of the Company held during the year on 14.02.2024 as required under Section 149 (8) read with the Schedule IV (VII) of the Companies Act 2013 and clause 25 (3) of Securities Exchange Board of India (Listing obligations and disclosure requirements) Regulations 2015.

9. STATUTORY AUDITORS:

Pursuant to Section 139 and other relevant provisions of the Companies Act, 2013 M/s. P. Lakshmana Rao & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 40th Annual General Meeting ("AGM") for the period of 5 years from conclusion of 40th AGM till the conclusion of 45th AGM.

10. AUDITORS' REPORT:

There are no qualifications, reservations or adverse remarks made by M/s. P. Lakshmana Rao & CO., Chartered Accountants, Statutory Auditors in their report for the Financial Year ended 31st March, 2024.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company under sub-section (12) of section 143 of the Companies Act, 2013, during the year under review.

11. INTERNAL AUDITORS:

The Board of Directors based on the recommendation of the Audit Committee has appointed M/s. Y C Narayana & Co., Chartered Accountants, Vijayawada, as the Internal Auditors of your Company. The Internal Auditors are submitting their reports on quarterly basis.

12. SECRETARIAL AUDITORS:

M/s. P. S. Rao & Associates, Practicing Company Secretaries were appointed to conduct the Secretarial Audit of the Company for the financial year 2023-24, as required under Section 204 of the Companies Act, 2013 and Rule 9 there-under. The secretarial audit report for F.Y. 2023-24 forms part of this Report as **Annexure- I**.

13. SECRETARIAL AUDIT REPORT:

There are no qualifications, reservations or adverse remarks made by M/s. P. S. Rao & Associates, Practicing Company Secretaries in their report for the Financial Year ended 31st March, 2024.

14. COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has devised proper systems to ensure compliance with the provisions of all the Secretarial standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. During the year under review, Your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.

15. RISK MANAGEMENT POLICY

The Company has developed and implementing a risk management policy which includes the identification therein of elements of risk, which in the opinion of the board may threaten the existence of the Company.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

17. COMPOSITION OF AUDIT COMMITTEE:

The Audit Committee of the Company comprises the following Members

| | |
|-------------------------|------------|
| Shri. Y Narayana | - Chairman |
| Shri. Rajesh Katragadda | - Member |
| Smt. P Sugunamma | - Member |

All the recommendations made by the Audit Committee of the Company have been considered and accepted by the Board of Directors of the Company.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE OUTGO:

Information required under section 134(3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, is enclosed herewith as **Annexure- II**.

19. FORMAL ANNUAL EVALUATION OF PERFORMANCE OF THE MEMBERS OF THE BOARD AND COMMITTEES

One of the key functions of the Board is to monitor and review the board evaluation framework. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of executive / non-executive / independent directors through a peer-evaluation excluding the director being evaluated through a Board effectiveness survey. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the whole Board and its various committees on a scale of one to five. Feedback on each director is encouraged to be provided as part of the survey.

Independent directors have three key roles – governance, control and guidance. Some of the performance indicators based on which the independent directors are evaluated include:

- Ability to contribute by introducing international best practices to address top-management issues
- Active participation in long-term strategic planning
- Commitment to the fulfilment of a director's obligations and fiduciary responsibilities; these include participation in Board and committee meetings.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

20. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place an Internal Control System, commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

21. SUBSIDIARIES:

The Company has no subsidiaries as on 31st March, 2024.

22. NOMINATION AND REMUNERATION POLICY:

A committee of the Board named as "Nomination and Remuneration Committee" has been constituted to comply with the provisions of section 178 of Companies Act, 2013 and to recommend a policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters and to frame proper systems for identification, appointment of Directors & KMPs, Payment of Remuneration to them and Evaluation of their performance and to recommend the same to the Board from time to time. The policy is also posted in the investors section of the company's website.

23. FIXED DEPOSITS:

Your Company has not accepted any fixed deposits and as such no principal or interest was outstanding as on the date of the Balance sheet.

24. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS:

During the year under review, the Company has not entered into any transactions covered under section 186 of the companies Act, 2013.

25. POLICY ON SEXUAL HARASSMENT:

The company has adopted policy on prevention of sexual harassment of women at workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year ended March 31, 2024, the company has not received any complaints pertaining to sexual harassment.

26. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013 Your Directors' confirm that:

- i) In preparation of annual accounts for the financial year ended 31st March, 2024, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2024 and of the profit and loss of the Company for the year;
- iii) The Directors have taken proper and sufficient care for their maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors had prepared the annual accounts on a 'going concern' basis;
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. VIGIL MECHANISM:

The Company has a Whistle Blower Policy framed to deal with instance of fraud and mismanagement, if any in the Company. The details of the Policy are posted on the website of the Company www.sibarauto.com

28. RELATED PARTY TRANSACTIONS:

Related party transactions entered during the financial year under review are disclosed in Note No.30 of the Financial Statements of the Company for the financial year ended 31st March, 2024. These transactions entered were at an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Form AOC-2, containing the note on the aforesaid related party transactions is enclosed herewith as **Annexure – III**.

The Policy on the Related Party Transactions as approved by the Board is uploaded on the website of the Company.

29. ANNUAL RETURN:

The annual return of the Company would be placed on the website of the Company i.e. www.sibarauto.com.

30. STATE OF AFFAIRS OF THE COMPANY:

The State of Affairs of the Company is presented as part of Management Discussion and Analysis Report forming part of this Report.

31. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Regulation 34 (2) (e) of SEBI (LODR) Regulations, 2015, a report on Management Discussion & Analysis is herewith annexed as **Annexure-IV**.

32. CORPORATE GOVERNANCE REPORT:

Pursuant to Regulation 34 read with Schedule V of SEBI (LODR) Regulations, 2015, a report on Corporate Governance is herewith annexed as **Annexure-V**.

33. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 (12) read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company is herewith annexed as **Annexure- VI**.

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company does not have any employee who is employed throughout the financial year and in receipt of remuneration of Rs. 120 Lakhs or more, or employees who are employed for part of the year and in receipt of Rs. 8.50 Lakhs or more per month.

The Company does not have any employee who is employed throughout financial year or part thereof, who was in receipt of remuneration in financial year under review which in aggregate, or as the case may be, at a rate which in the aggregate is in excess of that drawn by the Managing Director or Whole time director and holds by himself or along with his spouse and dependent children not less than 2% of the equity shares of the Company.

34. HUMAN RESOURCES:

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees.

35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

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

36. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company.

37. ACKNOWLEDGMENT AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, financial institutions, business associates for their consistent support and continued encouragement to the Company.

Further your Directors convey their appreciation for the whole hearted and committed efforts by all its employees.

Your Directors gratefully acknowledge the ongoing co-operation and support provided by the Central and State Governments, Stock Exchanges, SEBI, RBI and other Regulatory Bodies.

**By order of the Board of Directors
For Sibar Auto Parts Ltd**

Sd/-

Pemmasani Ravichandra

Managing Director

DIN: 00627413

Place: Tirupati

Date: 14.08.2024

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Sibar Auto Parts Ltd.
D4 & D5, Industrial Estate,
Renigunta Road, Tirupati,
Andhra Pradesh-517506

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

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment. **(Not applicable to the company during the audit period).**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. **(Not applicable to the Company during the audit period);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **(Not applicable to the Company during the audit period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the audit period)**; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- vi. Other specifically applicable laws to the Company:
- * Industrial Disputes Act 1947
 - * Environment Protection Act 1986
 - * Legal Metrology Act 2009
 - * Electricity Act 2003
 - * Air (Prevention & control of pollution) Act 1981 and water (Prevention & control of Pollution) Act 1974.

We have also examined compliance with the applicable clauses Secretarial Standards issued by the institute of Company Secretaries of India.

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

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that:

- there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- there were no such specific events/ actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the company's affairs.

For P S Rao & Associates

Company Secretaries

Sd/-

MB Suneel

Company Secretary

C.P. NO: 14449

PR No. 710/2020

UDIN: A031197F001003621

Place: Hyderabad

Date: 14.08.2024

“Annexure A”

To
The Members
Sibar Auto Parts Limited
D4 & D5, Industrial Estate, Renigunta Road
Tirupati-517506

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For P S Rao & Associates
Company Secretaries

Sd/-

MB Suneel

Company Secretary

C.P. No.: 14449

PR No. 710/2020

UDIN: A031197F001003621

Place: Hyderabad

Date: 14.08.2024

ANNEXURE- II
PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER SECTION 134 (3) (M) READ WITH RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014
A. CONSERVATION OF ENERGY:

| | | |
|-------|--|---|
| (i) | The steps taken or impact on conservation of energy | Electrical Energy saving was achieved by installation of energy efficient motors, the production processes by eliminating high power consuming machines / equipments, Optimization of plant, providing for automatic switch off, illumination systems, transparent roof sheets and use of LED lamps in installation of natural draft air exhaust ventilators. |
| (ii) | The steps taken by the company for utilizing alternate sources of energy | ----- |
| (iii) | The capital investment on energy conservation equipments | No capital investment was incurred on energy conservation equipments |

B. TECHNOLOGY ABSORPTION

| | | |
|-------|--|--|
| (i) | The efforts made towards technology absorption | The company continues to use latest technology is for improving productivity and quality of its product. |
| (ii) | The benefits derived like production improvement, cost reduction, product development or import substitution. | Producing better quality products that meet the expectations of customers. |
| (iii) | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- | NIL |
| (iv) | (a) The details of technology imported | NIL |
| | (b) The year of import | NIL |
| | (c) Whether the technology been fully absorbed | NIL |
| | (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof | NIL |
| | The expenditure incurred on Research and Development | NIL |

C. Foreign Exchange Earnings and Outgo:

The foreign exchange earnings and outgo during the year under review are as follows:

Foreign exchange earnings: Rs.351.91 lakhs

Foreign exchange outgo: Rs.77912.33.

By order of the Board of Directors
For Sibar Auto Parts Ltd

Sd/-
Pemmasani Ravichandra
Managing Director
DIN: 00627413

Sd/-
Pemmasani Madhu Pratap
Whole-Time Director
DIN: 00644254

Place: Tirupati
Date: 14.08.2024

FORM NO. AOC-2**Particulars of Contracts / Arrangements made with related parties**

[Pursuant to clause (h) of sub-section (3) of section 134 of the act and rule 8(2) of the Companies (Accounts) Rules, 2014]

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

1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contract or arrangement or transaction which is not at arm's length basis during the year under review.

2. Details of contracts or arrangements or transactions at arm's length basis:

| Name(s) of the related party and nature of relationship | Nature of contracts/ arrangement s/transactions | Duration of the contracts / arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: | Date(s) of approval by the Board, if any: | Amount in Rs. |
|---|---|--|---|---|---------------|
| Smt. P Sugunamma Non-Executive Director | Vehicle Hire Charges | Every year | N.A | 30.05.2023 | 2,64,000 |
| Shri. Pemmasani Veeranarayana | Vehicle Hire Charges | Every Year | N.A. | 30.05.2023 | 78,282 |
| Shri. P Ravi Chandra Whole-Time Director | Vehicle Hire Charges | Every year | N.A | 30.05.2023 | 6,31,410 |

**By order of the Board of Directors
For Sibar Auto Parts Ltd**

Sd/-
Pemmasani Ravichandra
Managing Director
DIN: 00627413

Sd/-
Pemmasani MadhuPratap
Whole-Time Director
DIN: 00644254

Place: Tirupati
Date: 14.08.2024

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**[Pursuant to Regulation 34 (2) (e) of Securities Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]****(A) Business Overview:****Review of Operations:**

Your directors wish to present the details of Business operations done during the year under review:

During the year under review your company reported decrease in revenue from operations of 23.38% over the previous year. The Revenue from operations stood at Rs. 1988.39 lakhs compared with Rs.2595.18 lakhs in the previous year. The operations resulted in Net Loss of Rs. 139.03 lakhs against previous year net profit of Rs. 5.84 lakhs. The repeated waves of Covid-19, had a severe impact on the world supply chain, which extended its disruptions to rising energy prices and even rising inflation levels. The challenges posed upon the global economy urged for structural reforms and thereon, in order to overcome this situation, we have taken all measures to optimize our cash flows to sustain the situation

Your directors are hopeful of better results with increase turnover in the coming years.

INDUSTRY STRUCTURE AND DEVELOPMENTS**AUTO COMPONENTS INDUSTRY IN INDIA IN THE YEAR 2023-24**

India has been one of the fastest-growing major economies in the world. Its GDP growth rate has averaged around 6-7% per annum over the past few decades. India's young and growing population is often seen as a potential demographic dividend, with a large workforce providing opportunities for economic growth and productivity gains, provided adequate employment opportunities and skill development measures are in place.

The Indian government has implemented various structural reforms to boost economic growth, including measures to improve ease of doing business, initiatives to attract foreign investment and investments in infrastructure. India's rapidly expanding digital economy, driven by the proliferation of smartphones, increasing internet penetration, and government-led initiatives like Digital India, has contributed significantly to economic growth, innovation, and job creation.

Global growth, estimated at 3.2% in CY 2023, is projected to continue at the same pace in both CY 2024 and CY 2025. The global expansion is likely to remain modest owing to surging inflation and increasing geopolitical tensions. Advanced Economies (AEs) are expected to see an uptick in growth, from 1.6% in CY 2023 to 1.7% in CY 2024 and 1.8% in CY 2025. Growth in Emerging Markets and Developing Economies (EMDEs) is expected to witness a moderate decline from 4.3% in CY 2023 to 4.2% in both CY 2024 and CY 2025.

Risks and Concerns:**RISKS:****Financial Risk Management:**

The Company's activities expose to a variety of financial risks viz., market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is credit risk and liquidity risk.

Management of Market Risk:

Market risks comprises of Price risk and Interest rate risk. The Company does not designate any fixed rate financial assets as fair value through Profit and Loss nor at fair value through OCI. Therefore, the Company is not exposed to any interest rate risk. Similarly, the Company does not have any Financial Instrument which is exposed to change in price.

Foreign Currency Risks:

The Company is exposed to foreign exchange risk arising currency exposure primarily with respect to the US Dollars (USD) for exports being made by the company and the details of the same have been given in notes forming part of financial statements.

Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The company operations are with parent companies and hence no issues credit worthiness. The company considers that, all the financial assets that are not impaired and past due as on each reporting dates under review are considered credit worthy.

RISK MITIGATION:

The Company has appropriate risk management system in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting.

(B) Opportunities And Threats:**Opportunities:**

The Company is carrying on the business of manufacturing of auto components such as Cylinder Heads, Crankcases for Three Wheelers, Aluminium parts for CAC tanks, Aluminium Parts in Electrical Segments such as Connectors, Core boxes etc.

As reported earlier we have given Nickel Silicon Coated Electro Plated Cylinder blocks for trails for two wheeler manufacturer and trial runs are delayed due to covid-19.

In today's parlance Auto component industry has growth potential as the population is increasing, demand of vehicle in all segment is increasing so the future of the Company seems bright.

THREATS:

While the Economy reeled under the grip of Covid-19 in the past two years and there has been substantial reduction in the number of active cases today, there are still uncertainties around robust economic recovery due various other influencing factors. The Ukraine crisis, Semiconductor shortages and the supply chain disruption continue to weigh on the Economy in general and the Automotive sector in particular. The Indian automotive industry has been witnessing roller coaster ride for nearly two years now and growth challenges still remain.

(C) Internal Control Systems:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

(D) Outlook:

India's economic outlook remains positive, supported by strong consumer demand, increased capital expenditure, improving prospects of rural consumption due to easing inflation, and proactive government policy measures. The Interim Budget 2024-25 lays the foundation for achieving the vision of a developed and self-reliant India by 2047. It outlines a comprehensive economic management strategy, including infrastructure development, digital public infrastructure, taxation reforms, and proactive inflation management.

Cautionary Statement:

Statements in the management discussion analysis describing the Company's objectives, projections, estimates, expectations are forward looking within the meaning of applicable security-laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. Actual results may differ materially from these expressed in the statement. Important factors that could make difference to Company's operations include economic conditions, changes in the Government priorities/policies/ regulations, tax laws and other statutes and other incidental factors affecting the business environment. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements on the basis of any subsequent developments, information or events.

**For and on behalf of the Board of Directors
Sibar Auto Parts Ltd**

Sd/-
Pemmasani Ravichandra
Managing Director
DIN: 00627413

Sd/-
Pemmasani MadhuPratap
Whole-Time Director
DIN: 00644254

Place: Tirupati
Date: 14.08.2024

REPORT ON CORPORATE GOVERNANCE

Company's philosophy on Code of Governance:

Corporate Governance is based on the principles of equity, fairness, integrity, transparency, accountability and commitment to values. Sibar Auto Parts Ltd adopts a business process which is aimed at enhancing an organization's wealth while being committed to high ethical values and conduct.

At Sibar Auto Parts Ltd, we believe in complying with the spirit of the law and not just the letter of the law. We follow the policy of continual disclosure of accurate financial and governance information on our website to ensure investors awareness and protection. Our Board consists of experienced and participative independent directors which ensure independent and unbiased decision making process.

At Sibar Auto Parts Ltd, we ensure application of best governance practices, adherence to high ethical values, healthy stakeholder relations and achievement of our objectives while meeting the stakeholder's needs

The Company has also adopted Code of Conduct for the Board of Directors and other Senior Level Management and also Whistle Blower Policy to enable the employees and directors to report their concerns directly to the Chairman of the Audit Committee.

At Sibar Auto Parts Ltd we have always sought to be a value driven organization, where our growth and success is directed by our values. A report on Corporate Governance as required by the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 is as under:

BOARD OF DIRECTORS

SIZE OF THE BOARD:

The composition of Board is in consonance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on 31st March, 2024, Sibar's Board consisted of 5 Members. The Company has Two Executive Directors, One Non-Executive Director and Two Non-Executive Independent Directors.

COMPOSITION AND CATEGORY OF DIRECTORS

| Name of Director | Category | Designation | No. of shares held in the Company (%) | Directorship in other listed entity (Category of Directorship) |
|-----------------------|------------------------------------|------------------------------------|---------------------------------------|--|
| Shri P. Madhu Pratap | Promoter, Executive Director & CFO | Whole-Time Director | 35,82,100 | Nexgen Ventures Private Limited |
| Smt. Sugunamma | Non-Executive Women Director | Non-Executive Director | 25,58,680 | - |
| Shri P. Ravichandra | Promoter & Executive Director | Managing Director | 2,31,000 | - |
| Shri. Narayana Yadla | Non-Executive Independent Director | Non-Executive Independent Director | Nil | - |
| Shri Rajesh Katrgadda | Non-Executive Independent Director | Non-Executive Independent Director | Nil | 1. Gyanvriksh Interactive Private Limited 2. Rocksolid Infra Private Limited 3. Medley Medical Solutions Private Limited 4. Ducted Dynamics Private Limited |

Relationship among Directors

- Mrs. P. Sugunamma- mother of Mr. P. Ravichandra, Managing Director and P. Madhu Pratap-Whole-Time Director.
- Mr. Madhu Pratap-son of Mrs. P Sugunamma, Director.
- Mr. P Ravichandra- son of Mrs. P Sugunamma, Director.

Further, none of the directors were related to each other.

Selection criteria of Board Members

The Nomination and Remuneration Committee in accordance with the Company's Policy for determining the qualifications, positive attributes and independence of director and the requirements of the skill-sets of the Board considers eminent persons having an independent standing in their respective field and who can effectively contribute to the Company's business, for appointment of new Directors on the Board. The Policy for determining the qualifications, positive attributes and independence of director is available on the website of the Company.

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual member. The Company has adopted Guidelines on selection criteria of Board members, which is available on the website of the Company.

Skills of Directors

Your Board aims to be comprised of Directors with the appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and the Board's responsibilities. The objectives of the skills matrix adopted by the Board are to:

- Identify the skills, knowledge, experience and capabilities that are considered to be desirable by Board as a whole, in order for the Board to fulfill its role and in light of the Company's strategic direction;
- Ascertain the current skills, knowledge, experience and capabilities of the Board, and provide the incumbent Directors with an opportunity to reflect upon and discuss the current composition of the Board; and
- Identify any gaps in skills or competencies that can be addressed in future Director Appointments.

Your Board considers the following key skills set out in the matrix collectively, which it considered to be desired of the Board of Sibar:

Board skills and experience

| |
|--|
| S1- Industry expertise (Telecommunication and Satellite Technologies) |
| S2- Executive leadership and Board experience |
| S3- Expertise in financial matters |
| S4- Corporate Governance |
| S5- Strategy & Risk Management; |
| S6- Health, safety, environment and sustainability |
| S7- M&A/Capital Markets; |
| S8- Sales, Marketing and Market Strategy; |

Board Competency Matrix:

| Board of Directors | S1 | S2 | S3 | S4 | S5 | S6 | S7 | S8 |
|------------------------|----|----|----|----|----|----|----|----|
| Shri P. Madhu Pratap | Y | Y | Y | Y | Y | Y | Y | Y |
| Smt. Sugunamma | Y | Y | N | N | Y | Y | N | Y |
| Shri P. Ravichandra | Y | Y | Y | Y | Y | Y | Y | Y |
| Shri. Narayana Yadla | Y | Y | Y | Y | Y | Y | Y | Y |
| Shri Rajesh Katragadda | Y | Y | Y | Y | Y | Y | Y | Y |

The current composition of your Company's Board includes directors with core industry experience and has all the key skills and experience set out above.

| Name | Attendance in the Board meetings | | Attendance at AGM held on 27 th September 2023 | Other | | |
|------------------------------|----------------------------------|---------|---|---------------|-------------|---------------|
| | Held | Present | | Directorships | Committee | |
| | | | | | Memberships | Chairmanships |
| Shri. Pemmasani Ravichandra | 5 | 5 | Yes | Nil | Nil | Nil |
| Shri. Pemmasani Madhu Pratap | 5 | 5 | Yes | 1 | Nil | Nil |
| Shri. Narayana Yadla | 5 | 5 | Yes | Nil | Nil | Nil |
| Shri. Rajesh Katragadda | 5 | 5 | Yes | 4 | Nil | Nil |
| Smt. Pemmasani Sugunamma | 5 | 5 | Yes | Nil | Nil | Nil |

The Directorships held by Directors in other Companies, as mentioned above do not include Directorships in Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013 and Private Limited Companies.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2024 have been made by the Directors. None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees across all the companies in which they are directors.

None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company. None of the independent directors of the Company is a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director.

In the opinion of the Board, all the Independent directors fulfill the conditions specified in the Companies Act, 2013, including amendments thereunder and SEBI Listing Regulations, 2015, as amended from time to time, and are independent of the management.

Pursuant to section 150 read with of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Companies Act, 2013, your Company's Independent Directors have registered themselves on the portal of "Indian Institute of Corporate Affairs" as Independent Director within the prescribed timelines.

Except below mentioned, none of the Non-Executive Directors hold any equity shares.

| S. No. | Name and Designation of Director | No. of shares |
|--------|----------------------------------|---------------|
| 1 | Mrs. Pemmasani Sugunamma | 25,58,680 |

DATES OF BOARD MEETINGS:

The Board met 5 times in the financial year 2023-24 on the following dates, in compliance with the circulars and notifications issued by statutory authorities between two meetings

| Date | Board Strength | No. of Directors Present |
|------------|----------------|--------------------------|
| 22.05.2023 | 5 | 5 |
| 30.05.2023 | 5 | 5 |
| 14.08.2023 | 5 | 5 |
| 14.11.2023 | 5 | 5 |
| 14.02.2024 | 5 | 5 |

COMMITTEES OF THE BOARD:

Currently, there are 3 Board Committees – The Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board, Committee are convened by the Chairman of the respective Committees.

The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below:

Audit Committee:

As on 31.03.2024, the Company has a qualified and Independent Audit Committee comprising of Two Independent Directors and One Non-Executive Director constituted in accordance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee is empowered with the powers as prescribed under the said Regulation 18 and Section 177 of the Companies Act, 2013. The Committee also acts in terms of reference and directions if any, given by the Board from time to time.

Details on composition of the Audit Committee and the attendance by each Member of the Audit Committee are as under:

| Name of the Director | Category | No. of Meetings held during the Year | No. of meetings Attended |
|-------------------------|----------|--------------------------------------|--------------------------|
| Shri. Yadla Narayana | Chairman | 4 | 4 |
| Shri. Rajesh Katragadda | Member | 4 | 4 |
| Smt. P Sugunamma | Member | 4 | 4 |

All the members of the Audit Committee are financially literate and have expertise in accounting / financial management. The Company Secretary of the Company acts as the Secretary of the said Committee. Chief Financial Officer of the Company, Internal Auditors and Statutory Auditors are invitees to the meetings of the Audit Committee.

Meetings of Audit Committee:

The Audit Committee met 4 times during the previous year, in compliance with the circulars and notifications issued by statutory authorities between two meetings. All members were present at the meetings of Audit Committees. The said committee met at the following dates.

| Date | Committee Strength | No. of Directors Present |
|------------|--------------------|--------------------------|
| 30.05.2023 | 3 | 3 |
| 14.08.2023 | 3 | 3 |
| 14.11.2023 | 3 | 3 |
| 14.02.2024 | 3 | 3 |

Terms of reference of Audit Committee:

The terms of reference of the Audit Committee are as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time.

Powers of the Audit Committee includes:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee includes:

1. Oversight of Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of auditors and fixation of audit fee.
3. Approval of payment to statutory auditors for any other services rendered by them.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - ii) Changes, if any, in accounting policies and practices and reasons for the same.
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management.

- iv) Significant adjustments made in the financial statements arising out of audit findings.
 - v) Compliance with listing and other legal requirements relating to financial statements.
 - vi) Disclosure of any related party transactions.
 - vii) Review of draft Auditors Report, in particular qualifications / remarks / observations made by the Auditors on the financial statements.
 - viii) Management Discussion and Analysis of financial conditions and result of operations.
5. Review of Statement of significant related party transactions submitted by the management.
 6. Review of management letters/letters of internal control weaknesses issued by the statutory auditors.
 7. Review of internal audit reports relating to internal control weaknesses.
 8. Review of appointment, removal and terms of remuneration of the Chief Internal Auditor.
 9. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 10. Review of the financial statements of subsidiary Companies.
 11. Review and monitor the auditor's independence and performance and effectiveness of audit process.
 12. Approval or any subsequent modification of transactions of the company with related parties.
 13. Scrutiny of inter-corporate loans and investments.
 14. Valuation of undertakings or assets of the Company, wherever it is necessary.
 15. Evaluation of internal financial controls and risk management systems.
 16. To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors.
 17. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
 18. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 19. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 20. Discussion with internal auditors of any significant findings and follow up there on.
 21. Reviewing the risk management policies, practices and the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 22. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 23. To review the functioning of the Whistle Blower Mechanism.
 24. Approval of appointment / reappointment / remuneration of CFO (or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.
 25. Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee.
 26. Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 27. Annual statements of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Audit Committee discharges its functions and obligations on regular basis and on the occurrence of the events.

Nomination and Remuneration Committee:

As on 31.03.2024, the Nomination and Remuneration Committee has been formed in compliance of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013 comprising of 2 Independent Non-Executive Directors and One Non-Executive Director.

Details on composition of the Nomination and Remuneration Committee and the attendance by each Member of the Committee are as under:

| Name of the Director | Category | No. of Meetings held during the Year | No. of meetings Attended |
|-------------------------|----------|--------------------------------------|--------------------------|
| Shri. Rajesh Katragadda | Chairman | 2 | 2 |
| Smt. P Sugunamma | Member | 2 | 2 |
| Shri. Yadla Narayana | Member | 2 | 2 |

Meetings of Nomination and Remuneration Committee:

The Committee met thrice during the previous year. The said committee met on the following dates:

| Date | Committee Strength | No. of Directors Present |
|------------|--------------------|--------------------------|
| 14.08.2023 | 3 | 3 |
| 14.11.2023 | 3 | 3 |
| 14.02.2024 | 3 | 3 |

The main object of this Committee is to identify persons who are qualified to become directors and who may be appointed in senior management of the Company, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance, recommend the remuneration package of both the Executive and the Non-Executive Directors on the Board and also the remuneration of Senior Management, one level below the Board. The Committee reviews the remuneration package payable to Executive Director(s) and recommends to the Board the same and acts in terms of reference of the Board from time to time.

Terms of reference:

The terms of reference of the Nomination and Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. To recommend/review remuneration of Key Managerial Personnel based on their performance and defined assessment criteria.
6. To decide on the elements of remuneration package of all the Key Managerial Personnel i.e. salary, benefits, bonus, stock options, pensions etc.

7. Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.
8. Payment / revision of remuneration payable to Managerial Personnel.
9. While approving the remuneration, the committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
10. The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and shareholders.
11. Any other functions / powers / duties as may be entrusted by the Board from time to time.

The Company has adopted a policy relating to the remuneration for Directors, Key Managerial Personnel and other employees of the Company which is disclosed on the website of the Company www.sibarauto.com

During the Financial Year 2023-24, the Company has paid Remuneration to the executive directors and Sitting Fee to the Non-Executive directors

All pecuniary relationship or transactions of the Non-Executive Directors:

The Company has not entered into any pecuniary transactions with the Non-Executive Directors. During the year, the Company has paid any sitting fee or commission to the Directors.

Criteria of making payments to Non-Executive Directors:

The Company has paid only sitting fee to the Non-Executive Directors and Independent Directors

| Particulars | Nature of Transaction | 2023-24 |
|------------------------|-----------------------|-----------------|
| Smt P Sugunamma | Sitting Fee | 75,000 |
| Shri Y. Narayana | Sitting Fee | 75,000 |
| Shri Rajesh Katragadda | Sitting Fee | 75,000 |
| Total | | 2,25,000 |

Disclosure with respect to remuneration:

The Company has paid remuneration to the Executive Directors. The details of which are detailed below

| Particulars | Salary Paid | Perquisites and Allowances | Commission as % of Profit |
|-----------------------|-------------|----------------------------|---------------------------|
| Shri. P. Madhu Pratap | 19,80,000 | 1,67,524 | - |
| Shri. P. Ravichandra | 19,80,000 | 4,75,286 | - |

Shareholding of Director

| Particulars | No. of Shares |
|------------------------------|---------------|
| Late Shri. P. Veerannarayana | 922850 |
| Shri. P. Madhu Pratap | 3582100 |
| Smt. P. Sugunamma | 2558680 |
| Shri P. Ravichandra | 231000 |
| Shri. Narayana Yadla | Nil |
| Shri Rajesh Katrgadda | Nil |

Stakeholders Relationship Committee:

As on 31.03.2024, the Stakeholders Relationship Committee has been formed in compliance of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013 comprising of 2 Independent Non-Executive Directors and 1 Executive Director. The composition of the Stakeholders Relationship Committee and the attendance of each Member of the said Committee are as under:

| Name of the Director | Category | No. of Meetings held during the Year | No. of meetings Attended |
|-------------------------|----------|--------------------------------------|--------------------------|
| Shri. Yadla Narayana | Chairman | 1 | 1 |
| Shri. Rajesh Katragadda | Member | 1 | 1 |
| Shri. P Madhu Pratap | Member | 1 | 1 |

The Committee reviews the security transfers/transmissions, process of dematerialization and the Investor's grievances and the systems dealing with these issues. Shri. Rakshit Sethiya, Company Secretary is appointed as the Compliance Officer of the Company. The Board has authorized the Company Secretary, who is also the Compliance Officer, to approve share transfers/transmission and comply with other formalities in relation thereto. All investor complaints, which cannot be settled at the level of the Compliance Officer, will be placed before the Committee for final settlement. There were no pending complaints and transfers as on 31st March, 2024.

Terms of reference:

The terms of reference of the Stakeholders Relationship Committee are as under:

- Redressal of grievances of shareholders, debenture holders and other security holders.
- Transfer and transmission of securities.
- Dealing with complaints related to transfer of shares, non-receipt of declared dividend, non-receipt of Balance Sheet etc.
- Issuance of duplicate shares certificates.
- Review of dematerialization of shares and related matters.
- Performing various functions relating to the interests of shareholders/investors of the Company as may be required under the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 with the Stock Exchanges and regulations/guidelines issued by the SEBI or any other regulatory authority. In order to expedite the process and for effective resolution of grievances/complaints, the Committee has delegated powers to the Registrar and Share Transfer Agents i.e., M/s. Bigshare Online Services Private Limited., to redress all complaints/grievances/enquiries of the shareholders/investors. It redresses the grievances/complaints of shareholders/investors under the supervision of Company Secretary & Compliance Officer of the Company.

The Committee, along with the Registrars and Share Transfer Agents of the Company follows the policy of attending to the complaints, if any, within seven days from the date of its receipt.

As mandated by SEBI, the Quarterly Reconciliation of Share Capital Audit, highlighting the reconciliation of total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vis-à-vis the total issued and listed capital is being carried out by a Practicing Company Secretary. This Audit confirms that the total issued and paid up capital is in agreement with the total number of shares held in physical and dematerialized form with NSDL and CDSL.

Risk Management Committee:

The Company is not required to constitute Risk Management Committee pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Compliance officer

Mr. Rakshit Sethiya, Company Secretary, is the Compliance Officer for complying with the requirements of the Securities Laws, Listing Agreements with the Stock Exchanges and SEBI (LODR) Regulations, 2015. He acts as the Secretary to all the mandatory sub-committees of the Board.

CODE OF CONDUCT:

All the Directors and senior management confirmed the compliance of code of conduct. The Company has posted the Code of Conduct for Directors and Senior Management on the website <http://www.sibarauto.com>

MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on 14th February, 2024, inter alia, to discuss: Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole; Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present at the Meeting.

FAMILIARIZATION PROGRAMME FOR BOARD MEMBERS:

A formal Familiarization Programme was conducted about the amendments in the Companies Act, 2013, Rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws of the Company.

It is the general practice of the Company to notify the changes in all the applicable laws from time to time in every Board Meeting conducted.

The details of such familiarization programs for Independent Directors are posted on the website of the Company <http://www.sibarauto.com>

PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and other Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

GENERAL BODY MEETINGS:

Details of Last 3 Annual General Meetings (AGMs) were as under:

| Financial Year ended | Date, Day and Time of AGM | Venue | Special Resolutions passed at the AGM by the Shareholders |
|------------------------------|---|--------------------------|--|
| 31 st March, 2023 | Wednesday, the 27 th Day September, 2023 02.30 P.M. | Through Video Conference | <ol style="list-style-type: none"> To consider and approve the appointment of Shri Pemmasani Ravichandra (DIN:00627413) as a Managing Director of the company. To consider the appointment of Shri Yadla Narayana (DIN:02596053) to the Office of Independent Director. To consider the appointment of Shri Katragadda Rajesh (DIN:02727491) to the Office of Independent Director. |
| 31 st March, 2022 | Wednesday, the 28 th Day September, 2022 04:30 P.M. | Through Video Conference | <ol style="list-style-type: none"> To consider and approve the re-appointment of Shri. Pemmasani Veeranarayana (DIN: 00644259) as a Managing Director of the company. To consider and approve the re-appointment of Shri. Pemmasani Madhu Pratap (DIN: 00644254) as a Whole Time Director of the company |
| 31 st March, 2021 | Tuesday, the 28 th Day September, 2021 04:30 P.M. | Through Video Conference | <ol style="list-style-type: none"> To consider and approve the re-appointment of Shri. Pemmasani Ravichandra (DIN: 00627413) as a Whole-Time Director of the company. |

Sri. MB Suneel, Practicing Company Secretary conducted the e-voting process and the Poll during the previous Annual General Meeting.

The Company had not conducted any postal ballot during the previous financial year.

DISCLOSURES:

a) The particulars of transactions between the Company and its related parties are set out at Notes to financial statements. However these transactions are not likely to have any conflict with the Company's interest.

The Policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company www.sibarauto.com

b) There were no penalties imposed nor strictures passed on the Company by any Stock Exchange, SEBI or any other Statutory Authority.

c) The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee.

The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The Whistle Blower Policy of the Company is also posted on the website of the Company <http://www.sibarauto.com>

d) The Company does not have any Material Subsidiary.

The Policy on Material Subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as approved by the Board is uploaded on the website of the Company <http://www.sibarauto.com>

e) The Managing Director and the Chief Financial Officer have certified to the Board in accordance with Regulation 33(2)(a) of SEBI Listing Regulations pertaining to CEO/CFO certification for the Financial Year ended 31st March, 2024.

f) The Company has complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has complied with the Discretionary Requirements as specified by Regulation 27(1) of SEBI Listing Regulations which are as under:

* Reporting of the Internal Auditor: The internal auditor of the company reports directly to the audit committee.

g) There are no Shares lying in Demat Suspense Account.

h) Company's practices and procedures meet the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

i) Total fees for all services paid by the listed entity to the statutory auditor FY 2023-24 is set out in Note No. 27 of the Standalone Financial Statements, forming part of the Annual Report.

j) disclosures in relation to the Sexual Harassment of Women at Workplace Prevention, Prohibition and Redressal) Act, 2013:

a. number of complaints filed during the financial year : Zero

b. number of complaints disposed of during the financial year : Zero

c. number of complaints pending as on end of the financial year : Nil

k) The Company also complies with the following non-mandatory requirements Regulation 27 of the SEBI Listing Regulations, 2015.

• There are no audit qualifications during the year under review.

• The Internal auditors report to the Audit Committee every quarter.

MEANS OF COMMUNICATION:

The Quarterly/Half-yearly/Annual Financial results of the Company are published in the newspapers within 48 hours from the conclusion of the Board meeting.

The Results are generally published in Financial Express, Andhra Prabha and Such other News Papers from time to time within 48 Hours from time of Board Meeting.

Financial results and other information are displayed in the Investor Relations section on the company's Website <http://www.sibarauto.com>.

No presentations were made to the Institutional Investors or to Analysts.

GENERAL SHAREHOLDER INFORMATION:

The 41st Annual General Meeting of the company will be held on Saturday, the 28th day of September, 2024 at 3.00 P.M through VC/OAVM

Financial Calendar: The Company follows April to March as its financial year.

Results for the quarter ending:

30th June 2024 : On or before 14th August, 2024
 30th Sep, 2024 : On or before 14th November, 2024
 31st Dec, 2024 : On or before 14th February, 2025
 31st Mar, 2025 : On or before 30th May, 2025

Listing on Stock Exchanges: BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.
 Stock Code (BSE Ltd) : 520141
 ISIN : INE441C01014

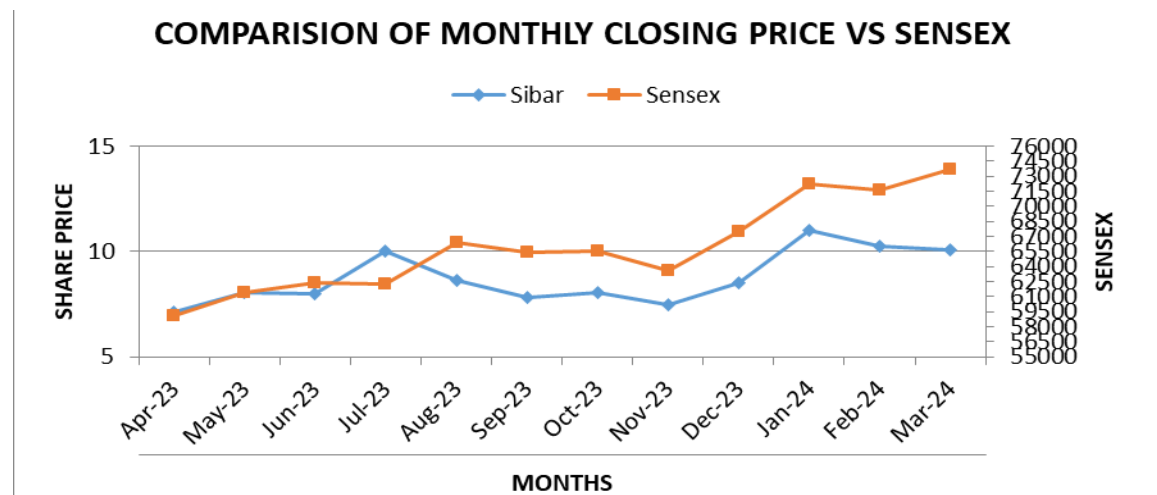
The Annual Listing fees for the year 2024-25 has been paid to the Stock Exchange.

MARKET PRICE DATA

High, low during each month and trading volumes of the Company's Equity Shares during the last financial year 2023-24 at The BSE Limited (BSE) areas under:

| Month | BSE | | |
|-----------------|-------|------|-----------------|
| | High | Low | Traded Quantity |
| April,2023 | 8.56 | 6.52 | 89,465 |
| May, 2023 | 9.38 | 7.40 | 1,07,819 |
| June, 2023 | 10.97 | 7.68 | 2,99,217 |
| July, 2023 | 10.50 | 8.05 | 1,38,379 |
| August,2023 | 9.12 | 7.45 | 1,92,423 |
| September, 2023 | 8.69 | 7.50 | 1,84,439 |
| October, 2023 | 8.74 | 7.75 | 85,932 |
| November,2023 | 8.87 | 7.25 | 1,94,031 |
| December,2023 | 15.15 | 8.01 | 15,51,677 |
| January, 2024 | 11.67 | 9.61 | 4,46,641 |
| February, 2024 | 11.30 | 9.42 | 2,44,139 |
| March, 2024 | 10.92 | 8.70 | 1,05,130 |

The securities of the Company are not suspended from trading during the financial year ended March 31, 2024.

Share Price Performance:**DISTRIBUTION OF SHAREHOLDING:**

| Nominal Value | Holders | | Amount | |
|------------------|--------------|---------------|---------------------|---------------|
| | Number | % To Total | In Rs | % To Total |
| Up to - 5000 | 9841 | 89.90 | 1,20,45,770 | 7.29 |
| 5001 - 10000 | 564 | 5.15 | 48,45,660 | 2.93 |
| 10001 - 20000 | 229 | 2.09 | 35,91,380 | 2.17 |
| 20001 - 30000 | 85 | 0.78 | 21,98,220 | 1.33 |
| 30001 - 40000 | 38 | 0.35 | 13,58,250 | 0.82 |
| 40001 - 50000 | 50 | 0.46 | 24,02,380 | 1.45 |
| 50001 - 100000 | 68 | 0.62 | 49,67,050 | 3.01 |
| 100001 and above | 71 | 0.65 | 13,38,42,290 | 80.99 |
| Total | 10946 | 100.00 | 16,52,51,000 | 100.00 |

CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2024:

| SI. No. | Category of Shareholders | No. of Shares | Percentage % |
|---------|--------------------------------|--------------------|--------------|
| 1 | Promoter & Promoter Group | 79,34,631 | 48.02 |
| 2 | Mutual Funds | - | - |
| 3 | Alternate Investment Funds | - | - |
| 4 | Foreign Portfolio Investors | - | - |
| 5 | Financial Institutions & Banks | - | - |
| 6 | Other Bodies Corporate | 2,04,927 | 1.24 |
| 7 | Resident Individuals | 82,27,716 | 49.79 |
| 8 | HUF | 97,062 | 0.59 |
| 9 | Non-Resident Individuals | 22,763 | 0.13 |
| 10 | Clearing Members | 38,001 | 0.23 |
| | Total | 1,65,25,100 | 100 |

Dematerialization of shares and liquidity:

The shares of the Company are under compulsory demat trading. The Company has made necessary arrangements with NSDL and CDSL for demat facility. As on 31st March, 2024, 90.71% of the Company's Shares are dematerialized.

Dematerialization mandatory for effecting share transfers

SEBI has vide proviso to Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandated that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, the Company shall not process any requests for transfer of shares in physical mode. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for share transfers.

Bank Details

Shareholders holding shares in the physical form are requested to advise the Registrar Transfer Agent of change in their address / mandate / bank details to facilitate better servicing. Shareholders are advised that their bank details, or where such details are not available, their addresses, as furnished by them to the Company or to the Depository participant, will be printed on the dividend warrants as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as a measure of protection against fraudulent encashment.

Permanent Account Number (PAN)

Shareholders holding shares in the physical form are mandatorily required to furnish copy of PAN Card in the following transactions:

- i. Transfer of shares – Transferee and Transferor
- ii. Transmission of shares - Legal heirs' or Nominees'
- iii. Transposition of shares - Joint holders' and iv) In case of decease of shareholder - Surviving joint holders'

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion and likely impact on equity:
Nil

Plant Location: D4 & D5, Industrial Estate, Renigunta Road, Tirupati, Andhra Pradesh-517506

Address for Correspondence & any query on Annual Report : Shri. E Prudvi Babu,
Accounts Manager
Sibar Auto Parts Ltd
D4 &D5, Industrial Estate, Renigunta Road,
Tirupati, Andhra Pradesh-517506
E-mail: sibarauto77@yahoo.com
Phone: +91-877-2271355.

Registrar and Transfer Agents : Bigshare Services Pvt. Ltd
306, Right Wing, 3rd Floor, Amrutha Ville,
Opp.Yashoda Hospital, Rajbhavan Road, Somajiguda
Hyderabad – 500082

Contact Person : Shri. M M N Mohan
040-40144582
Bsshyd1@bigshareonline.com

- Share Transfer System : The Share transfers are affected within one month from the date of lodgment for transfer, transmission, Sub-division, consolidation, renewal etc. Such modified Share certificates are delivered to the shareholders immediately.
- Compliance Certificate : Certificate from P S Rao & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated Under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the Directors' Report and forms part of this 39th Annual Report.

Secretarial Audit:

1. M/s. P. S Rao & Associates, Practising Company Secretaries have conducted Secretarial Audit of the Company for the year 2023-24. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act and the Rules made there under, SEBI Listing Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Director's Report.
2. Pursuant to Regulation 40(9) of the SEBI Listing Regulations, certificates have been issued on a half-yearly basis, by M/s. P. S. Rao & Associates, Practising Company Secretaries, certifying due compliance of share transfer formalities by the Company.
3. M/s. P. S. Rao & Associates, Practising Company Secretaries carry out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
4. Compliance under SEBI Listing Regulations pertaining to mandatory requirements and Practising Company Secretaries Certificate on Corporate Governance is attached herewith.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:

In terms of SEBI (LODR) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the respective Code of Conduct, as applicable to them for the year ended 31st March, 2024.

For **Sibar Auto Parts Ltd**

Sd/-

Pemmasani Ravichandra

Managing Director

DIN: 00627413

Place: Tirupati

Date: 14.08.2024

CEO/CFO CERTIFICATION

We, Pemmasani Ravichandra, Managing Director and Pemmasani Madhu Pratap, Chief Financial Officer of the Company, to the best of our knowledge and belief, certify that:

- a. We have reviewed the financial statements including cash flow statement (standalone and consolidated) for the financial year ended 31st March, 2024 and to the best of our knowledge and belief :
 - I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- d. We have indicated to the auditors and the Audit Committee:
 - I. That there are no significant changes in the internal control over financial reporting during the year;
 - II. That there are no significant changes in the accounting policies during the year; and
 - III. that there are no instances of significant fraud of which they have become aware of and involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Sibar Auto Parts Ltd
Sd/-
Pemmasani Ravichandra
Managing Director
DIN: 00627413

For Sibar Auto Parts Ltd
Sd/-
Pemmasani Madhu Pratap
Whole-Time Director
DIN: 00644254

Place: Tirupati
Date: 14.08.2024

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Sibar Auto Parts Limited.

We have examined the compliance of conditions of Corporate Governance by Sibar Auto Parts Limited ('the Company') for the year ended 31st March, 2024 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15 (2) of the Listing Regulations. The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P.S. Rao & Associates
Company Secretaries

Sd/-

M B Suneel

Company Secretary

C.P.NO.:14449

PR NO.710/2020

UDIN: A031197F001005940

Place: Hyderabad
Date: 14.08.2024

CERTIFICATE

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

To
The Members of
Sibar Auto Parts Limited
D4 & D5, Industrial Estate, Renigunta Road,
Tirupati, Andhra Pradesh-517506

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Sibar Auto Parts Limited, having its Registered office at D4D5, Industrial Estate, Renigunta Road, Tirupati, Andhra Pradesh-517506, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and the respective Directors, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S. No. | Name of the Director | Designation | DIN |
|--------|------------------------------|--|----------|
| 1 | Shri. Pemmasani Madhu Pratap | Whole-Time Director | 00644254 |
| 2 | Shri. Pemmasani Ravichandra | Whole-Time Director | 00627413 |
| 3 | Shri. Pemmasani Sugunamma | Non-Executive Director | 07128299 |
| 4 | Shri. Narayana Yadla | Non-Executive Director (Independent Director) | 02596053 |
| 5 | Shri. Katragadda Rajesh | Non-Executive Director (Independent Director) | 02727491 |

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

For P.S. Rao & Associates
Company Secretaries

Sd/-
M B Suneel
Company Secretary
C.P.NO.:14449
PR NO.710/2020
UDIN: A031197F001005962

Place: Hyderabad
Date: 14.08.2024

ANNEXURE – VI**Details pertaining to Employees as required under Section 197(12) of the Companies Act, 2013****Statement of Particulars of Employees Pursuant to Provisions of Section 197(12) of the Companies Act 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i. The ratio of the remuneration of the each Director to the median remuneration of the employees of the Company for the financial year:

| S. No. | Name of Director | Designation | Ratio of the Remuneration of each Director to the median remuneration of employees |
|--------|----------------------|---------------------|--|
| 1 | Shri. P Madhu Pratap | Whole-Time Director | 7.88% |
| 2 | Shri. P Ravichandra | Whole-Time Director | 7.88% |

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24:

| S. No | Name of Director/KMP and Designation | Designation | % increase in Remuneration in the Financial year 2023-24 |
|-------|--------------------------------------|---------------------|--|
| 1 | Shri P Madhu Pratap | Whole-Time Director | 2.59% |
| 2 | Shri P Ravichandra | Managing Director | 2.86% |
| 3 | Shri. Rakshit Sethiya | Company Secretary | Nil |

- iii. **The percentage increase in the median remuneration of employees in the financial year:** There was 62.50 % increase in the median remuneration of employees in the financial year.
- iv. **The number of permanent employees on the rolls of Company as at March 31, 2024:** There were 100 permanent employees on the rolls of Company as on March 31, 2024.
- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
 There was no average percentile increase in salaries of employees and the managerial personnel in the last financial year.
- vi. We herewith affirm that remuneration to the Directors and Key Managerial Personnel is as per the remuneration policy of the Company.

A. Top 10 Employees in terms of remuneration:

| Name | Age | Qualification and Experience of employee in Sibar Auto Parts Ltd | Designation | Date of commencement of employment | Nature of employment | Remuneration in (Rs. In Lacs) Per Year | Previous Employment | Relative of Director if any | % of Share holding |
|-----------------|-----|--|--------------------------|------------------------------------|----------------------|--|----------------------------|-----------------------------|--------------------|
| K. Mohan Achary | 70 | ITI(Fitter) & 10 Years | TOOL ROOM MANAGER | 05-03-2014 | Permanent | 4.80 | MOPEDS INDIA LTD | No | NIL |
| E. Prudvi Babu | 42 | M.Com & 12 Years | ACCOUNTS MANAGER | 28-05-2012 | Permanent | 4.58 | GVK-Novopan Industries Ltd | No | NIL |
| T.Venu | 52 | DME & 1 Years | FOUNDRY MANAGER | 01-06-2023 | Permanent | 4.41 | No | No | NIL |
| S. Damodharam | 49 | ITI & 19 Years | SHELLCORE MANAGER | 01-01-2005 | Permanent | 4.34 | No | No | 0.00 |
| P. Charitha | 47 | B.Tech & 16 Years | ENGINEER | 01-04-2008 | Permanent | 4.20 | No | YES | 0.90 |
| P. Annapurna | 48 | Degree & 16 Years | CANTEEN & ADMIN INCHARGE | 01-04-2008 | Permanent | 4.20 | No | YES | 3.21 |
| Rakshit sethiya | 30 | Company Secretary | COMPANY SECRETARY | 01-02-2023 | Permanent | 3.60 | No | No | NIL |
| C.Jaya Prakash | 40 | DME & 2 Years | PPC MANAGER | 01-05-2022 | Permanent | 3.42 | No | No | NIL |
| K.Mohan | 32 | B.Tech (Mech) & 7 Year | NPD | 01-08-2017 | Permanent | 3.36 | Modern Refractory Engg | No | NIL |
| D.Krishnan | 69 | DIP(Mech),DQ, DPM & 7 Years | PLANT HEAD | 01-05-2017 | Permanent | 3.30 | Greaves Cotton Limited | No | NIL |

For and on behalf of the Board of Directors
Sibar Auto Parts Ltd.

Sd/-

Pemmasani Ravichandra
 Managing Director
 DIN: 00627413

Sd/-

Pemmasani Madhu Pratap
 Whole-Time Director
 DIN: 00644254

Place: Tirupati
 Date: 14.08.2024

INDEPENDENT AUDITOR'S REPORT

To
The Members,
Sibar Auto Parts Limited

Report on the Audit of Standalone Financial Statements**Opinion**

We have audited the Standalone financial statements of Sibar Auto Parts Limited ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of profit and loss (including other comprehensive income) statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant 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 Standalone financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015 and other accounting principles generally accepted in India, of State of Affairs of the company as 31st March 2024, its profits including other comprehensive income, its cash flows and changes in equity 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 (ICAI) 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.

KEY AUDIT MATTERS

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

We have determined the matter described below be the key audit matter to be communicated in our audit report

| Key Audit Matter | How the matter was dealt with by the auditor |
|---|--|
| Rejections/re-works being generated in the process of production. | <p>Our procedures included obtaining an understanding of the process and how the management is taking steps to reduce the rejections.</p> <p>We have intimated the management regarding the impact on the value of the inventory and ultimately the profitability.</p> |
| Long over dues from debtors | <p>We have obtained representations from the management regarding the non-receipt of the confirmations from certain debtors assuring that the same will be produced.</p> <p>We have considered the impact on the going concern and discussed the same with the management.</p> |

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards 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 implementation and maintenance of 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 statement 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 concerned and using the 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.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation, and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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 intend 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 the Financial Statements

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 Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 an 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.

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

Report on Other Legal and Regulatory Requirements

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 Companies Act, 2013, 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 ;
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows, and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified report on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of 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 no pending litigations on its financial position in its Ind AS Financial Statements as on 31st March 2024;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no funds which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - 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, 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.

The Management has represented, that, to the best of its knowledge and belief, 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, 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.
 - b) Based on the audit procedures performed that have been 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

Based on our examination which included test checks, 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. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For P.Lakshmana Rao & Co

Chartered Accountants

FRN: 001826S

CA H.N. Deepak Edara

Partner

MRN: 254076

UDIN: 24254076BKAFFN1920

Place: Tirupathi

Date: 05.08.2024

Annexure - A to the Auditors' Report

The Annexure referred to in Report on the Audit of Sibar Auto Parts Limited, Ind AS Financial Statements for the year ended 31st March 2024 we report that:

- i) a) The Company has maintained proper records showing full particulars including quantitative details and the situation of Property, Plant, and Equipment.

The Company does not have any intangible assets. Accordingly, the provisions of clause 3(i)(a)(B) of the Order are not applicable

- b) The Property, Plant, and Equipment have been physically verified by the management during the year and according to the information and explanation given to us, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the Property, Plant, and Equipment is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us and based on the examination of the registered sale deed provided to us, we report that the title deeds of all the immovable properties are held in the name of the Company.
- d) The Company has not revalued its Property, Plant, and Equipment during the year. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable.
- e) There are no proceedings which have been initiated or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable.
- ii) a) The management has conducted physical verification of inventory at reasonable intervals. According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion, the coverage and procedure of such verification by the management is appropriate and no material discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- b) According to the information and explanations given to us, during the year, the Company has not been sanctioned any working capital limits in excess of ₹ 5 crores, in aggregate from financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) (b) of the Order are not applicable.
- iii) In our opinion and according to the information and explanations given to us, the Company has not made investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties. Accordingly, the provisions of clause 3(iii)(a) to (f) of the Order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.

- v) In our opinion and according to the information and explanations given to us, the Company has neither accepted any deposits nor the amounts which are deemed to be deposits during the year. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi) According to the information and explanations given to us, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- viii) In our opinion and according to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- ix) a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the payment of interest for loans availed. The APSFC has rescheduled the repayment programme. As per the repayment schedule, the repayment period has not yet commenced.
- b) In our opinion and according to the information and explanations given to us, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- c) In our opinion and according to the information and explanations given to us, the Company has applied the term loans during the year for the purposes for which they were obtained.
- d) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on a short-term basis have been used for long-term purposes by the Company.
- e) In our opinion and according to the information and explanations given to us, the Company does not have any subsidiary, associate, or joint venture. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable.
- f) In our opinion and according to the information and explanations given to us, the Company does not have any subsidiary, associate, or joint venture during the year. Accordingly, the provisions of clause 3(ix)(f) of the Order are not applicable.
- x) a) In our opinion and according to the information and explanations given to us, the Company did not raise moneys by way of initial public offer or further public offer including debt instruments during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable.

- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally). Accordingly, provisions of clause 3 (x)(b) of the order are not applicable.
- xi) a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 (as amended) with the Central Government, during the year and up to the date of this report
- c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year
- xii) According to the information and explanations given to us the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii)(a)to(c) of the Order are not applicable
- xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Section 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.
- xiv) a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3 (xv) of the order are not applicable.
- xvi) The Company is not required to be registered under Section 45-IA of the RBI Act, 1934. Accordingly, provisions of clause 3 (xvi) (a-d) of the order are not applicable
- xvii) The Company has incurred cash losses amounting to Rs. 69,50,660/- during the financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of clause 3 (xviii) of the order are not applicable. However, P.Laxmana Rao & Co, Chartered Accountants, Vijayawada was appointed as Statutory Auditors of the Company for filing up the casual vacancy arising on account of the death of a partner of existing Statutory Auditors of the Company.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, and other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting assumptions nothing has come to our attention which causes us to believe that materiality uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the

date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the date balance sheet date, will get discharged by the company as and when they fall due.

- xx) Since the provisions of Section 135 of the Act are not applicable to the Company. Accordingly, provisions of clause 3 (xx) (a) and (b) of the order are not applicable.

For P.Lakshmana Rao & Co

Chartered Accountants

FRN: 001826S

CA H.N. Deepak Edara

Partner

MRN: 254076

UDIN: 24254076BKAFFN1920

Place: Tirupathi

Date: 05.08.2024

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 Sibar Auto Parts Limited ("the Company") as of 31 March 2024 in conjunction with our audit of Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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 Ind AS Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS 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 Ind AS Financial Statements in accordance with generally accepted

accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, 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 2024, 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 P. Lakshmana Rao & Co
Chartered Accountants
FRN: 0018265

CA H. N. Deepak Edara
Partner
MRN: 254076
UDIN: 24254076BKAFFN1920

Place: Tirupathi
Date: 05.08.2024

CIN: L34201AP1983PLC003817

Balance Sheet as at March 31, 2024

(Rs. in thousands)

| Particulars | Note No. | As at March 31, 2024 | As at March 31, 2023 |
|---|----------|----------------------|----------------------|
| ASSETS | | | |
| Non-current assets | | | |
| (a) Property, Plant and Equipment | 1 | 1,09,237.00 | 1,12,623.17 |
| (b) Capital work-in-progress | | - | - |
| (c) Investment Property | | - | - |
| (d) Other intangible assets | | - | - |
| (e) Financial Assets | | | |
| (i) Investments | | - | - |
| (ii) Trade Receivables | 2 | 16,717.59 | 18,346.54 |
| (iii) Loans | | - | - |
| (iv) Others | 3 | 3,022.75 | 3,120.89 |
| (f) Deferred tax Assets (net) | | | |
| (g) Other non-current Assets | | | |
| Current Assets | | | |
| (a) Inventories | 4 | 49,071.43 | 45,161.67 |
| (b) Financial Assets | | | |
| (i) Investments | | | |
| (ii) Trade Receivables | 5 | 47,311.97 | 46,184.19 |
| (iii) Cash & Cash Equivalents | 6 | 897.41 | 1,140.11 |
| (iv) Bank Balances other than (iii) above | | - | - |
| (v) Loans | | - | - |
| (iv) Others | | - | - |
| (c) Current Tax Assets | 7 | 1,311.70 | 961.12 |
| (d) Other Current Assets | 8 | 5,379.95 | 5,322.85 |
| (e) Assets Classified held for Sale | 9 | 18.96 | 81.45 |
| Total Assets | | 2,32,968.76 | 2,32,941.99 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 10 | 1,65,251.00 | 1,65,251.00 |
| (b) Other Equity | 11 | (68,217.21) | (54,314.00) |
| Liabilities | | | |
| Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 12 | 12,519.73 | 25,107.85 |
| (ii) Trade Payables | 13 | | |
| -Total outstanding dues of Micro enterprises and small enterprises | | 11,413.81 | 9,429.21 |
| -Total outstanding dues of creditors other than micro enterprises and small | | 2,274.97 | 2,701.89 |
| (b) Provisions | | | - |
| (c) Other non-current liabilities | | | - |
| (d) Deferred Tax Liabilities | 14 | 469.50 | 674.27 |
| Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 15 | 1.14 | 1.14 |
| (ii) Trade payables | 16 | | |
| -Total outstanding dues of Micro enterprises and small enterprises | | 21,839.57 | 29,343.75 |
| -Total outstanding dues of creditors other than micro enterprises and small | | 21,774.35 | 9,097.12 |
| (iii) Other Financial Liabilities | 17 | 62,210.17 | 40,703.66 |
| (b) Provisions | 18 | 310.55 | 494.52 |
| (c) Current Tax Liabilities | | - | - |
| (d) Other current liabilities | 19 | 3,121.19 | 4,451.58 |
| Total Equity and Liabilities | | 2,32,968.76 | 2,32,941.99 |

For **P.Lakshmana Rao & Co,**

Chartered Accountants

FRN: 001826S

Sd/-

CA H.N. Deepak Edara

Partner

MRN: 254076

Place:Tirupathi

Date: 30-05-2024

For **Sibar Auto Parts Ltd.**

Sd/-

P.Ravichandra

Whole-time Director

DIN : 00627413

Sd/-

P.Madhuratap

Whole-time Director CFO

DIN:00644254

Sd/-

Rakshit sethiya

Company Secretary

| CIN: L34201AP1983PLC003817 | | | |
|--|-------------------------------------|---------------------------|---------------------------|
| Statement of Profit and Loss for the year ended March 31, 2024 (Rs. in thousands) | | | |
| Particulars | Note No. | Year ended March 31, 2024 | Year ended March 31, 2023 |
| Revenue from Continuing Operations | | | |
| i) Revenue From Operations | 20 | 1,98,838.67 | 2,59,518.34 |
| ii) Other Income | 21 | 7,850.62 | 10,430.83 |
| Total Income | | 2,06,689.29 | 2,69,949.17 |
| Expenses | | | |
| i) Cost of materials consumed | 22 | 1,33,100.20 | 1,83,308.15 |
| ii) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 23 | (760.70) | (19,391.42) |
| iii) Excise duty paid | | - | - |
| iv) Employee benefits expense | 24 | 38,793.95 | 46,562.36 |
| v) Depreciation and amortisation | 25 | 5,561.23 | 5,565.13 |
| vi) Finance costs | 26 | 5,152.69 | 6,354.94 |
| vii) Other expenditure | 27 | 38,674.28 | 47,409.43 |
| Total expenses | | 2,20,521.65 | 2,69,808.58 |
| Profit / (loss) before exceptional items and tax | | (13,832.36) | 140.59 |
| Exceptional Items | | (275.63) | 105.56 |
| Profit Before Tax | | (14,107.99) | 246.15 |
| Tax Expenses | | (204.77) | (337.40) |
| -Current Tax | | - | - |
| -Deferred Tax | | (204.77) | (337.40) |
| Profit/(loss) for the period from continuing operations | | (13,903.22) | 583.55 |
| Profit/(loss) from discontinued operations | | | |
| Tax expense of discontinued operations | | | |
| Profit/(loss) from discontinued operations after tax | | | |
| I | Profit/(loss) for the Period | (13,903.22) | 583.55 |
| II Other Comprehensive Income | | | |
| i) Items that will not be reclassified to profit or loss: | | | |
| -Impairment of allowances in doubtful debt | | | |
| - Remeasurements of the defined benefit plans | | | |
| -Equity Instruments through other comprehensive income | | | |
| -Income Tax relating to these items | | | |
| ii) Items that will be reclassified to profit or loss: | | | |
| -Debt Instruments through Other Comprehensive Income | | | |
| -The effective portion of gains and loss on hedging instruments in a cash flow hedge | | | |
| -Income Tax relating to these items | | | |
| Other Comprehensive Income | | | |
| | | - | - |
| Total Comprehensive Income for the period | | (13,903.22) | 583.55 |
| Earnings per equity share : | | | |
| (1) Basic | | -0.84 | 0.04 |
| (2) Diluted | | | |

For **P.Lakshmana Rao & Co,**
 Chartered Accountants
 FRN: 001826S
 Sd/-
CA H.N. Deepak Edara
 Partner
 MRN: 254076

Place: Tirupathi
 Date: 30.05.2024

For **Sibar Auto Parts Ltd.**

Sd/-

P.Ravichandra

Whole-time Director

DIN : 00627413

Sd/-

P.Madhupratap

Whole-time Director CFO

DIN:00644254

Sd/-

Rakshit sethiya

Company Secretary

CIN: L34201AP1983PLC003817

Cash Flow Statement for the Year Ended March 31, 2024

(Rs. in thousands)

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|--------------------------------------|--------------------------------------|
| Cash flow from operating activities | | |
| Profit before income tax from | | |
| Continuing operations | (14,107.99) | 246.15 |
| Discontinued operations | | |
| Prior period Items | | |
| Profit before income tax including discontinued operations | (14,107.99) | 246.15 |
| Adjustments for | | |
| Depreciation and amortisation expense | 5,561.23 | 5,565.13 |
| Provision for gratuity | (183.97) | 116.33 |
| Finance costs | 5,152.69 | 6,354.94 |
| Net exchange differences | - | - |
| | (3,578.04) | 12,282.54 |
| Change in operating assets and liabilities, net of effects from purchase of controlled entities and sale of subsidiary: | | |
| (Increase)/Decrease in trade receivables | 501.17 | 20,187.03 |
| (Increase) in inventories | (3,909.76) | (14,198.39) |
| Increase in trade payables | 6,730.73 | (4,153.98) |
| (Increase) in other financial assets | - | - |
| (Increase)/decrease in other non-current assets | 98.14 | (291.06) |
| (Increase)/decrease in other current assets | (345.19) | (989.30) |
| Increase (decrease) in other current liabilities | (1,330.39) | 3,033.99 |
| Increase (decrease) in financial liabilities | 21,506.51 | 4,338.50 |
| Increase(decrease) in other non current liabilities | - | - |
| Cash generated from operations | 19,673.17 | 20,209.34 |
| Income taxes paid | - | - |
| Net cash inflow from operating activities | 19,673.17 | 20,209.34 |
| Cash flows from investing activities | | |
| Payments for property, plant and equipment | (2,175.05) | (2,949.54) |
| Net cash outflow from investing activities | (2,175.05) | (2,949.54) |
| Cash flows from financing activities | | |
| Proceeds from issues of shares | - | - |
| Proceeds from borrowings | (12,588.12) | (12,585.92) |
| Interest paid | (5,152.69) | (6,354.94) |
| Net cash inflow (outflow) from financing activities | (17,740.82) | (18,940.86) |
| Net increase (decrease) in cash and cash equivalents | (242.70) | (1,681.07) |
| Cash and cash equivalents at the beginning of the financial year | 1,140.11 | 2,821.17 |
| Effects of exchange rate changes on cash and cash equivalents | - | - |
| Cash and cash equivalents at end of the year | 897.41 | 1,140.11 |

For **P.Lakshmana Rao & Co,**

Chartered Accountants

FRN: 001826S

Sd/-

CA H.N. Deepak Edara

Partner

MRN: 254076

Place:Tirupathi

Date: 30.05.2024

For **Sibar Auto Parts Ltd.**

Sd/-

P.Ravichandra

Whole-time Director

DIN : 00627413

Sd/-

P.Madhupratap

Whole-time Director CFO

DIN:00644254

Sd/-

Rakshit sethiya

Company Secretary

Statement of Changes in Equity for the period ended 31.03.2024
A Equity Share Capital

(Rs. in thousands)

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | | As at March 31, 2023 | |
|--|----------------------|--------------------|----------------------|--------------------|----------------------|--------|
| | No of Shares | Amount | No of Shares | Amount | No of Shares | Amount |
| Opening Equity Shares | 1,65,25,100 | 1,65,251.00 | 1,65,25,100 | 1,65,251.00 | - | - |
| Share Warrants s of Rs.10 each , paid up Rs.2.50 each | - | - | - | - | - | - |
| Share Warrants s of Rs.10 each , paid up Rs.2.50 each Converted into Equity of Rs.10.00 each | - | - | - | - | - | - |
| Shares issued during the period of Rs 10 each | - | - | - | - | - | - |
| Closing balance of Shares | 1,65,25,100 | 1,65,251.00 | 1,65,25,100 | 1,65,251.00 | - | - |

B Other Equity as at March 31, 2024

(Rs. in thousands)

| Particulars | Share application money pending allotment | Equity Components of compound financial instruments | Reserves and Surplus | | | | Debt instruments through OCI | Equity instruments through OCI | Effective Portion of cash flow hedges | Revaluation Surpluses | Exchange difference on translation | Other items of OCI | Money received against share warrants | Total |
|---|---|---|----------------------|------------------|--------------------|--------------------|------------------------------|--------------------------------|---------------------------------------|-----------------------|------------------------------------|--------------------|---------------------------------------|------------------|
| | | | General Reserve | Capital Reserve | Retained Earnings | Securities Premium | | | | | | | | |
| Balance at the beginning of the reporting period | - | - | 1,443.80 | 17,633.73 | (143.29) | 69,900.00 | - | - | - | - | - | - | - | 88,834.24 |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Total comprehensive income for the year | - | - | - | - | (13,903.22) | - | - | - | - | - | - | - | - | (13,903.22) |
| Dividend and DDT* | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Unamortized premium on forward contract | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Transfer to retained earnings | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Any other changes | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Balance at the end of the reporting period | - | - | 1,443.80 | 17,633.73 | (14,046.51) | 69,900.00 | - | - | - | - | - | - | - | 74,931.02 |

Notes to accounts for the year ended March 31, 2024
Note 1: Property, Plant and Equipment
(Rs. in thousands)

| Particulars | Gross carrying value as at April 1, 2023 | Additions | Disposal / adjustments | Gross carrying value as at March 31, 2024 | Accumulated depreciation as at April 1, 2023 | Depreciation for the year | Disposal / adjustments | Accumulated depreciation as at March 31, 2024 | Carrying Value as at March 31, 2024 | Carrying Value as at April 31, 2023 |
|---------------------------------|--|-----------------|------------------------|---|--|---------------------------|------------------------|---|-------------------------------------|-------------------------------------|
| Land | 52,899.34 | - | - | 52,899.34 | - | - | - | - | 52,899.34 | 52,899.34 |
| Factory Buildings | 5,957.02 | - | - | 5,957.02 | 2,195.13 | 316.33 | - | 2,511.46 | 3,445.57 | 3,761.89 |
| Administrative building | 3,800.63 | - | - | 3,800.63 | 612.58 | 87.51 | - | 700.09 | 3,100.54 | 3,188.05 |
| Furniture & Fixtures | 168.39 | - | - | 168.39 | 93.14 | 14.32 | - | 107.46 | 60.94 | 75.25 |
| Plant and Machinery | 67,972.62 | 1,762.52 | 275.63 | 69,459.51 | 25,831.37 | 4,378.60 | - | 30,209.97 | 39,249.54 | 42,141.25 |
| Computers | 1,385.89 | - | - | 1,385.89 | 1,178.87 | 74.04 | - | 1,252.91 | 132.98 | 207.02 |
| Electrical and office Equipment | 3,444.08 | 66.31 | - | 3,510.39 | 1,175.77 | 210.96 | - | 1,386.73 | 2,123.66 | 2,268.31 |
| Plating Equipment | 2,338.78 | - | - | 2,338.78 | 59.57 | 17.71 | - | 77.28 | 2,261.50 | 2,279.21 |
| Vehicles | 4,723.46 | - | - | 4,723.46 | 2,445.08 | 244.37 | - | 2,689.45 | 2,034.01 | 2,278.38 |
| Dies | 18,454.99 | 621.85 | - | 19,076.84 | 14,930.52 | 217.40 | - | 15,147.92 | 3,928.92 | 3,524.47 |
| Total | 1,61,145.20 | 2,450.68 | 275.63 | 1,63,320.25 | 48,522.03 | 5,561.23 | - | 54,083.26 | 1,09,237.00 | 1,12,623.17 |

Note 2 : Trade Receivables

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| Trade Receivables other than from Related Parties | | |
| Unsecured considered good | 16,717.59 | 18,346.54 |
| Total | 16,717.59 | 18,346.54 |

Note 3 : Other Financial Assets Non-Current

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|------------------------------------|-------------------------|-------------------------|
| Unsecured (considered good) | | |
| Deposits | 3,022.75 | 3,120.89 |
| Total | 3,022.75 | 3,120.89 |

Note 4: Inventories

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---------------------|-------------------------|-------------------------|
| Finished Goods | 985.33 | 3,115.06 |
| Raw Materials | 4,110.83 | 2,202.73 |
| Semi Finished Stock | 34,287.37 | 31,396.95 |
| Chemical and others | 2,118.36 | 1,532.65 |
| Packing Materials | 575.35 | 356.80 |
| Stores and Spares | 3,636.39 | 2,877.37 |
| Dies | 3,357.80 | 3,680.12 |
| Total | 49,071.43 | 45,161.67 |

Note 5: Trade Receivables Current

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|--|-------------------------|-------------------------|
| Trade Receivables other than from Related Parties | | |
| Unsecured, considered good | 47,311.97 | 46,184.19 |
| Total | 47,311.97 | 46,184.19 |

Note 6: Cash & Cash Equivalents

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|------------------------|-------------------------|-------------------------|
| Cash on hand | 85.39 | 162.94 |
| Balances with Banks | | |
| (a) in Current Account | 812.03 | 977.16 |
| Total | 897.41 | 1140.11 |

Note 7: Current tax Assets

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|------------------|-------------------------|-------------------------|
| TDS | 1,260.85 | 910.27 |
| Advance tax paid | - | - |
| MAT Credit | 50.85 | 50.85 |
| Total | 1,311.70 | 961.12 |

Note 8: Other Assets Current

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------------|-------------------------|-------------------------|
| Unsecured (considered good) | | |
| Prepaid Expenses | 192.54 | 406.05 |
| GST balances | - | - |
| Other Advances | 5,187.40 | 4,916.80 |
| Unsecured Doubtful | - | - |
| Less : Provision for Doubtful Loans | - | - |
| Total | 5,379.95 | 5,322.85 |

Note 9: Assets Classified held for sale

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|--------------|-------------------------|-------------------------|
| Land | 18.96 | 81.45 |
| Total | 18.96 | 81.45 |

Note 10: a) Equity Share Capital

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|--|-------------------------|-------------------------|
| Authorized | | |
| Ordinary shares of par value of Rs. 10/- each number | 20,000.00 | 20,000.00 |
| Amount | 2,00,000.00 | 2,00,000.00 |
| Issued, subscribed and fully paid | | |
| Ordinary shares of par value of Rs.10/- each number | 16,525.10 | 16,525.10 |
| Amount | 1,65,251.00 | 1,65,251.00 |

There is no change in issued and subscribed share capital during the year

b) Reconciliation of number of shares:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|----------------------|----------------------|
| Opening Equity Shares | 1,65,25,100 | 1,65,25,100 |
| Add: -No. of Shares, Share Capital issued/ subscribed during the year | - | - |
| Less: Deduction | | |
| Closing balance | 1,65,25,100 | 1,65,25,100 |

c) No. of Shares in the company held by shareholder holding more than 5 percent

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|--------------------|----------------------|----------------------|
| Bajrang Karnani | 21,61,303 | 21,61,303 |
| Mr.P.Veeranarayana | 9,22,850 | 9,22,850 |
| Mr.P.Madhupratap | 35,82,100 | 35,82,100 |
| Mrs. P.Sugunamma | 25,58,680 | 25,58,680 |

d) Disclosure of Shareholding of Promoters

| Promoter Name | As at 31st March,2024 | | | As at 31st March,2023 | | |
|---------------------|-----------------------|------------------|--------------------------|-----------------------|------------------|--------------------------|
| | No. of Shares | % of total share | % change during the year | No. of Shares | % of total share | % change during the year |
| P.Madhu Pratap | 35,82,100 | 21.68 | - | 35,82,100 | 21.68 | - |
| P.Sugunamma | 25,58,680 | 15.48 | - | 25,58,680 | 15.48 | - |
| P.Veeranarayana | 9,22,850 | 5.58 | - | 9,22,850 | 5.58 | - |
| P.Ravichandra | 2,31,000 | 1.40 | - | 2,31,000 | 1.40 | - |
| P.Annapurna | 5,00,000 | 3.03 | - | 5,00,000 | 3.03 | - |
| P.Charitha | 1,40,000 | 0.85 | - | 1,40,000 | 0.85 | - |
| A.Aruna | - | - | | - | | (0.26) |
| A.Chenna Krishnaiah | - | - | | - | | (0.37) |
| A.Usha | 1 | - | | 1 | | (0.19) |
| | 79,34,631 | 48.02 | - | 79,34,631 | 48.02 | (0.82) |

The Company has one class of share capital, comprising ordinary shares of Rs. 10/- each. Subject to the Company's Articles of Association and applicable law, the Company's ordinary shares confer on the holder the right to receive notice of and vote at general meetings of the Company, the right to receive any surplus assets on a winding-up of the Company, and an entitlement to receive any dividend declared on ordinary shares.

Note 11: Other Equity

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|-------------------------|-------------------------|
| Capital Reserve | | |
| Opening balance | 17,633.73 | 17,633.73 |
| Add: Current Year Transfer | | |
| Less: Written Back in Current Year | | |
| Total | 17,633.73 | 17,633.73 |
| Securities Premium Reserve | | |
| Opening balance | 69,900.00 | 69,900.00 |
| Add: Current Year on issue of shares | - | - |
| Less: Written Back in Current Year | - | - |
| Total | 69,900.00 | 69,900.00 |
| General Reserve | | |
| Opening balance | 1,443.80 | 1,443.80 |
| Add: Current Year Transfer | | |
| Less: Written Back in Current Year | | |
| Total | 1,443.80 | 1,443.80 |
| Surplus in Profit and Loss account | | |
| Opening balance | (1,43,291.53) | (1,43,875.08) |
| Add: Prior Period Adjustment | - | - |
| Add: Current Year Transfer | | |
| Profit and loss account | (13,903.22) | 583.55 |
| Total | (1,57,194.74) | (1,43,291.53) |
| Share Application Money | - | - |
| Total Other Equity | (68,217.21) | (54,314.00) |

Note 12: Borrowings Non Current

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|-------------------------|-------------------------|
| (i)Term Loans | | |
| (a) From Banks | - | - |
| -Secured | - | - |
| Vehicle Loans-ICICI | - | 160.23 |
| (b)From Other parties | | |
| -Secured | | |
| - APSFC** | 10,484.43 | 22,911.04 |
| (i) Deposits | - | - |
| (ii) Loans from Related Parties Unsecured | 2,035.31 | 2,036.59 |
| (iii) Deferred Payment Liabilities | - | - |
| (iv) Other Loans Unsecured | - | - |
| Total | 12,519.73 | 25,107.85 |

* Term Loan obtained from ICICI Bank secured by hypothecation of Vehicle-Lorry

** Term Loan obtained from APSFC secured by hypothecation of Plant and Machinery purchased out of Finance and Equitable Mortgage of land and buildings located at Shed Nos.D4 & D5 , D11 and C2 in addition to personal guarantee of Directors

Note 13: Trade Payable Non Current

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|------------------|-------------------------|-------------------------|
| Other than MSMEs | 2,274.97 | 2,701.89 |
| MSMEs | 11,413.81 | 9,429.21 |
| Total | 13,688.78 | 12,131.10 |

Note 14: Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|--------------------------------|-------------------------|-------------------------|
| Deferred Tax Liability | | |
| Property, plant and equipment | 469.50 | 674.27 |
| Sub Total | 469.50 | 674.27 |
| Deferred tax Assets | | |
| Employee benefits | - | - |
| Sub Total | - | - |
| Net Deferred Tax Assets | 469.50 | 674.27 |

Movement in deferred tax balances during the year

| Particulars | Balance As at March 31, 2023 | Recognised in Profit and Loss | Recognised in OCI | Balance As at March 31, 2024 |
|-------------------------------|---------------------------------|----------------------------------|----------------------|---------------------------------|
| Property, plant and equipment | 674.27 | (204.77) | - | 469.50 |
| Employee benefits* | - | - | - | - |
| | 674.27 | (204.77) | | 469.50 |

Unrecognised Deferred tax assets

Deferred tax assets have not been recognised in respect of the following items

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|----------------------------------|-------------------------|-------------------------|
| Deductible temporary differences | - | - |
| Tax losses | - | - |
| Total | - | - |

Note 15: Borrowings Current

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------------|-------------------------|-------------------------|
| (i) Term Loans | | |
| (ii) Loans from Related Parties | - | - |
| (iii) Other Loans | 1.14 | 1.14 |
| Total | 1.14 | 1.14 |

Note 16: Trade Payable Current

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|------------------|-------------------------|-------------------------|
| Other than MSMEs | 21,774.35 | 9,097.12 |
| MSMEs | 21,839.57 | 29,343.75 |
| Total | 43,613.92 | 38,440.87 |

Note 17: Other Financial Liabilities Current

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------------|-------------------------|-------------------------|
| Current payables of Long Term Debts | 19,357.09 | 13,831.19 |
| Salaries and wages payable | 2,631.91 | 2,307.22 |
| Other Expenses payable | 7,387.06 | 6,681.15 |
| Short Term Loan from Director | 32,834.10 | 17,884.10 |
| Total | 62,210.17 | 40,703.66 |

Note 18: Provisions

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|------------------------|-------------------------|-------------------------|
| Provision for Gratuity | 7.36 | 51.33 |
| Audit Fee Payable | 303.19 | 443.19 |
| Total | 310.55 | 494.52 |

Note 19: Other Liabilities Current

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------------|-------------------------|-------------------------|
| Advance Received from Customers | - | - |
| Statutory dues Payable | 3,121.19 | 4,451.58 |
| Others | - | - |
| Total | 3,121.19 | 4,451.58 |

Note 20: Revenue from Operations

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|------------------|-------------------------|-------------------------|
| Sale of Products | 1,98,767.21 | 2,59,280.74 |
| Sale of Services | 71.46 | 237.60 |
| Total | 1,98,838.67 | 2,59,518.34 |

Note 21: Other Income

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|-------------------------|----------------------------|
| Interest Income | | |
| - From Fixed Deposits | 5.19 | 3.62 |
| - Others | 165.57 | 390.27 |
| Profit on Sale of Land | 6,817.51 | 7,613.90 |
| Other Non operating Revenue (Net of expenses directly attributable to such income) | | |
| -Liabilities Written Back | - | 0 |
| - Misc. Receipt | 862.36 | 2,423.05 |
| Total | 7,850.62 | 10,430.83 |

Note 22: Cost of Materials Consumed

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------|-------------------------|-------------------------|
| Stores & Spares | 15,483.25 | 22,048.53 |
| Chemicals | 8,749.69 | 8,891.70 |
| Packing Materials | 2,199.68 | 2,753.29 |
| Raw Materials | 1,02,217.38 | 1,33,767.51 |
| Dies | 4,261.17 | 13,470.67 |
| HSD | 10.11 | 197.09 |
| SS Insert | 178.92 | 2,179.36 |
| TOTAL | 1,33,100.20 | 1,83,308.15 |

Note 23: Changes in Inventory

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|--|-------------------------|-------------------------|
| A. Finished Goods | | |
| Opening Balance | 3,115.06 | 2,478.86 |
| Closing Balance | 985.33 | 3,115.06 |
| Changes in Inventory of Finished Goods | 2,129.73 | (636.20) |
| B. Semi Finished | | |
| Opening Balance | 31,396.95 | 12,641.72 |
| Closing Balance | 34,287.37 | 31,396.95 |
| Changes in work in process | (2,890.43) | (18,755.22) |
| Net (Increase) /Decrease | (760.70) | (19,391.42) |

Note 24: Employees' Benefit Expenses

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|-------------------------|-------------------------|
| Wages | 14,316.87 | 20,359.75 |
| Labour Contract | 2,180.07 | 5,992.91 |
| Directors other Perks | 675.21 | 953.38 |
| Directors Remuneration | 2,310.97 | 3,150.00 |
| Employer Contribution to ESI | 384.11 | 537.89 |
| Employer Contribution to Provident Fund | 457.66 | 618.89 |
| House Rent Allowance | 1,043.87 | 1,530.00 |
| Medical Allowance | 898.71 | 1,225.00 |
| Medical Expenses | 256.25 | 347.38 |
| Incentives | 12,880.38 | 8,284.20 |
| Salaries | 1,938.11 | 1,986.86 |
| Staff Welfare | 1,444.38 | 1,507.46 |
| Gratuity | 7.36 | 68.64 |
| Total | 38,793.95 | 46,562.36 |

Note 25: Depreciation And Amortization Expenses

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|-------------------------|-------------------------|
| Depreciation / Amortisation for the year | | |
| Depreciation | 5,561.23 | 5,565.13 |
| Total | 5,561.23 | 5,565.13 |

Note 26: Financial Cost

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|--------------------------------------|-------------------------|-------------------------|
| Interest on Term Loan from A.P.S.F.C | 5,121.82 | 6,294.12 |
| Interest on ICICI | 30.87 | 60.82 |
| Total | 5,152.69 | 6,354.94 |

Note 27: Other Expenses

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------------------|-------------------------|-------------------------|
| Manufacturing Expenses | | |
| Conversion Charges | 354.73 | 703.80 |
| Heat Treatment Charges | 100.43 | 30.00 |
| Inspection Charges X Ray | 1,594.62 | 4,030.69 |
| Machinery Rental | 114.10 | 218.00 |
| Machining Charges | 783.25 | 1,254.87 |
| Power Charges | 15,260.97 | 15,802.59 |
| Repair Maintenance -Building | 238.88 | 625.12 |
| Repair Maintenance -Electricals | 275.22 | 174.57 |
| Repair Maintenance -Others | 287.34 | 356.99 |
| Repair Maintenance -Plant & Machinery | 544.45 | 779.95 |
| Sub total (a) | 19,553.99 | 23,976.56 |
| Selling & Administrative Expenses : | | |
| Advertisement | 25.85 | 17.14 |
| Audit Fees | 200.00 | 200.00 |
| Bank Charges | 83.60 | 95.08 |
| Bill Discounting Charges | 428.94 | 508.61 |
| Calibration & Analysis Charges | 147.74 | 186.94 |
| Cleaning & Loading un Loading Charges | 75.47 | 87.05 |
| Canteen | 1,688.39 | 1,343.16 |
| Consultancy | 1,022.32 | 910.75 |
| Conveyance Expenses | 92.76 | 101.08 |
| Custody Fees | 90.00 | 90.00 |
| Director Sitting Fee | 225.00 | 180.00 |
| Directors Travelling | 844.83 | 1,234.30 |
| Donations | 2.00 | 25.00 |
| Fees Account | 45.30 | 408.62 |
| Filing Charges | 22.50 | 31.60 |
| Freight Outward | 1,335.14 | 2,578.76 |
| Helium Leak Testing Charges | 110.44 | 89.50 |
| GST Late Fee & Interest | 199.46 | 114.55 |
| Insurance | 247.72 | 207.07 |
| Journals & Periodicals | 8.32 | 7.68 |
| Internal Audit Fees | 60.00 | 60.00 |
| Internet Charges | 28.87 | 32.80 |
| Legal and Professional Charges | - | 26.00 |
| Listing Fees | 325.00 | 300.00 |
| Loading & Unloading | 137.96 | 126.66 |

| | | |
|--|------------------|------------------|
| Miscellaneous Expenses | 109.90 | 100.45 |
| Office Maintenance Expenses | 173.14 | 76.87 |
| Pooja Expenses | 88.51 | 329.91 |
| Postage & Telegram | 10.42 | 98.62 |
| Power Coating Expenses | 14.11 | 38.21 |
| Printing & Stationery | 92.87 | 128.22 |
| Processing and Inspection Charges | 2.95 | 2.00 |
| Professional Tax | 2.50 | 5.00 |
| Rates & Taxes and Fines | 65.42 | 290.90 |
| Repairs & Maintenance office equipment | 174.84 | 258.73 |
| Sales promotions Expenses | 1,109.57 | 2,238.97 |
| Subscription | - | 4.50 |
| Telephone & Fax | 117.17 | 116.81 |
| Travelling Expenses | 1,232.98 | 1,202.69 |
| Vehicle Maintenance Expenses | 3,585.39 | 3,554.18 |
| Vehicle hire charges | 1,097.59 | 1,353.23 |
| Watch & Ward | 1,204.32 | 1,084.11 |
| Website Expenses | 35.05 | 45.70 |
| Customer Charges | 1,327.31 | 3,486.61 |
| General Expenses | 91.72 | 54.82 |
| Amount Written Off | 1,126.29 | - |
| RCM Input not Taken | 10.64 | - |
| Sub Total (b) | 19,120.29 | 23,432.86 |
| Total (a+b) | 38,674.28 | 47,409.43 |

i) Amount paid to auditors:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|--------------------------------|-------------------------|-------------------------|
| As Auditor | 160.00 | 160.00 |
| For Taxation Matters/Tax Audit | 40.00 | 40.00 |
| For Other Services | - | - |
| For Reimbursement of Expenses | - | - |
| Total | 200.00 | 200.00 |

Note 28 : Income Tax

A reconciliation of the Income Tax provision to the amount computed by applying the statutory income tax rate to the profit before tax is summarized as follows:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|-------------------------|-------------------------|
| Loss before tax | - | 2,46,150 |
| Enacted Tax rates for the financial year | 25.00% | 25.00% |
| Expected tax expense (A) | - | 61,538 |
| Tax affect on allowable items (B) | - | - |
| Tax affect on disallowable items (C) | - | - |
| Tax on incomes chargeable under other heads (D) | - | - |
| Provision for income tax for the current year (A+B+C+D) | - | - |
| Interest on income tax for the year | - | - |
| Current tax for the year | - | 61,538 |
| Tax credits allowable | - | - |
| Deferred tax for the year | (2,04,770) | (3,37,399) |
| Tax expense of earlier years adjusted | - | (64,919) |
| Net tax expense for the year | (2,04,770) | (3,40,780) |

Note 29 Employee Benefits

- a) **Provident Fund:** Company pays fixed contribution to provident fund at predetermined rates to the government authorities. The contribution of Rs. 4,57,664 (Previous year Rs. 6,18,887) including administrative charges is recognized as expense and is charged in the Statement of Profit and Loss. The obligation of the Company is to make such fixed contribution and to ensure a minimum rate of return as specified by GOI to the members. The overall interest earnings and cumulative surplus is more than the statutory interest payment requirement during the year.
- b) **Gratuity:** Gratuity is a funded Defined Benefit Plan payable to the qualifying employees on separation. It is managed by a Life Assurance Scheme' of the Life Insurance Corporation of India.

Company makes annual contribution to the Fund based on the present value of the Defined Benefit obligation and the related current service costs which are measured on actuarial valuation carried out as on Balance Sheet date. The liability has been assessed using Projected Unit Credit Method.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as at the year ended March 31, 2024 are as follows:

| I. Change in Benefit obligation : | As at March 31, 2024 | As at March 31, 2023 |
|---|---------------------------------|---------------------------------|
| Present value of obligation as at the beginning | 15,86,393 | 15,61,539 |
| Interest Cost | 1,15,013 | 1,09,308 |
| Current Service Cost | 1,38,389 | 1,47,471 |
| Prior Service cost | - | - |
| Benefits paid | (896) | (17,338) |
| Actuarial (gain) / loss | (2,82,060) | (2,14,587) |
| Present value of obligation at the end of the period | 15,56,839 | 15,86,393 |

| II. Change in Fair value of plan assets | As at March 31,2024 | As at March 31,2023 |
|--|--------------------------------|--------------------------------|
| Fair value of Plan Assets at the beginning of the year | 19,78,444 | 18,55,795 |
| Expected return on plan assets | 1,36,157 | 1,24,191 |
| Contributions | 45,718 | 15,796 |
| Benefits paid | (896) | (17,338) |
| Premium Expense | - | - |
| Actuarial gain/loss on plan assets | - | - |
| Fair value of planned assets at the end of the period | 21,59,423 | 19,78,444 |

| III. Expenses recognized in the Statement of Profit & Loss : | As at March 31,2024 | As at March 31,2023 |
|---|--------------------------------|--------------------------------|
| Interest Cost | 1,15,013 | 1,09,308 |
| Current Service Cost | 1,38,389 | 1,47,471 |
| Prior Service cost | - | - |
| Expected return on Plan Assets | (1,36,157) | (1,24,191) |
| Net Actuarial (gain)/loss recognized in the period | (2,82,060) | (2,14,587) |
| Premium Expense | | |
| Expenses recognized in the statement of Profit & Loss | (1,64,815) | (81,999) |

| IV. Amounts recognized in the Balance Sheet | As at March 31,2024 | As at March 31,2023 |
|---|------------------------|------------------------|
| Present value of Obligation as at the end of the period | 15,56,839 | 15,86,393 |
| Fair value of Plan Assets at the end of the period | 21,59,423 | 19,78,444 |
| Funded Status | 6,02,584 | 3,92,051 |
| Unrecognized Past Service cost | - | - |
| Net Asset or Liability recognised in the Balance sheet | 6,02,584 | 3,92,051 |

| V. Actual Return of plan assets: | As at March 31,2024 | As at March 31,2023 |
|----------------------------------|------------------------|------------------------|
| Actual Return on Plan Assets | 1,36,157 | 1,24,191 |

| VI. Movement in Balance Sheet | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------|-------------------------|-------------------------|
| Opening Liability | 11,299 | 77,502 |
| Expenses as above | (1,64,815) | (81,999) |
| Contribution paid | 45,718 | 15,796 |
| Closing Liability | (1,07,798) | 11,299 |

| VII. Principal Assumptions | As at March 31, 2024 | As at March 31, 2023 |
|--|-------------------------|-------------------------|
| Discounting Rate | 7.25% | 7.25% |
| Salary Escalation Rate | 7.00% | 7.00% |
| Expected rate of return on plan assets | | |

The estimates of future salary increase considered in actuarial valuation, have been factored in inflation, seniority, promotion and other relevant factors.

Note 30: Related Party Disclosures

List of Related Parties: Parties with whom the company has entered into transactions during the year/where control exists

A. Key Management Personnel

- i) Mr. P. Ravi Chandra
- ii) Mr. P. Madhu Pratap
- iii) Mr. P. Veeranarayana
- iv) Mr. Y. Narayana
- v) Mrs. P. Sugunamma
- vi) Mr. K. Rajesh

B. Holding and Associate Companies

Nil

C. Transaction with Related Parties

| Particulars | Key Management Personnel | | Relatives of KMP | |
|--------------------------------------|--------------------------|-------------|------------------|-----------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| 1.Transaction during the Year | | | | |
| a. Remuneration Paid | 43,61,864 | 46,72,159 | 7,04,400 | 7,72,200 |
| b. Vehicle Hire charges | 7,30,612 | 8,69,012 | | |
| c. Director's Sitting Fee | 1,30,500 | 1,80,000 | | |
| 2.Balances as at 31.03.22 | | | | |
| a. Share capital held by | 7,29,46,300 | 7,29,46,300 | 64,00,000 | 64,00,000 |
| b. Short Term Loan | 3,28,34,104 | 3,28,34,104 | - | - |
| c. Remuneration Payable | 5,66,895 | 2,56,600 | 1,35,600 | 67,800 |
| d. Vehicle Hire Charges payable | 2,43,080 | 1,04,680 | | |
| e. Director's Sitting Fee Payable | 94,500 | - | | |
| f. Unsecured Loans | 24,533 | 24,533 | 20,10,772 | 20,12,052 |

Note 31 : Earnings per Share

| Particulars | 2023-24 | 2022-23 |
|--|---------------|-------------|
| Profit / (Loss) after Tax (Rs.) | (1,39,03,216) | 5,83,549 |
| The weighted average number of ordinary shares for | | |
| Basic EPS (Nos.) | 1,65,25,100 | 1,65,25,100 |
| Diluted EPS (Nos.) | 1,65,25,100 | 1,65,25,100 |
| The nominal value per ordinary Share (Rs.) | 10 | 10 |
| Earning per share | | |
| Basic | -0.84 | 0.04 |
| Diluted (Rs.) | -0.84 | 0.04 |

Dividend : The Board of Directors have recommended a dividend at Rs Nil per share of Rs.10 amounting to Rs. Nil for the year 2023-2024 excluding dividend distribution tax

Note 32 : Contingent liabilities and commitments

| Contingent liabilities and commitments (to the extent not provided for) | 2023-24 | 2022-23 |
|---|----------|----------|
| Contingent liabilities | - | - |
| Claims against the company not acknowledged as debt | - | - |
| Total | - | - |

Note 33: Segmental Reporting

The entire operations of the company relate to only one segment viz., automobile parts and hence segmental reporting is not given.

Note 34: Financial Instruments- Fair Values and Risk Management

i) Financial Instruments by Categories

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

Amount in Rs. as of March 31, 2024

| Particulars | Cost | Financial assets / liabilities at FVTPL | Financial assets / liabilities at fair value through OCI | Total carrying value | Total fair value |
|-----------------------------|-------------|---|--|----------------------|------------------|
| Assets: | | | | | |
| Cash & Cash Equivalents | 8,97,412 | - | - | 8,97,412 | 8,97,412 |
| Trade Receivable | 6,40,29,560 | - | - | 6,40,29,560 | 6,40,29,560 |
| Other Financial Assets | 97,14,404 | - | - | 97,14,404 | 97,14,404 |
| Liabilities: | | | | | |
| Trade Payable | 5,73,02,698 | - | - | 5,73,02,698 | 5,73,02,698 |
| Borrowings | 1,25,20,865 | - | - | 1,25,20,865 | 1,25,20,865 |
| Other Financial Liabilities | 6,53,31,361 | - | - | 6,53,31,361 | 6,53,31,361 |

Amount in Rs. as of March 31, 2023

| Particulars | Cost | Financial assets / liabilities at FVTPL | Financial assets / liabilities at fair value through OCI | Total carrying value | Total fair value |
|-----------------------------|-------------|---|--|----------------------|------------------|
| Assets: | | | | | |
| Cash & Cash Equivalents | 11,40,108 | - | - | 11,40,108 | 11,40,108 |
| Trade Receivable | 6,45,30,732 | - | - | 6,45,30,732 | 6,45,30,732 |
| Other Financial Assets | 94,04,864 | - | - | 94,04,864 | 94,04,864 |
| Liabilities: | | | | | |
| Trade Payable | 5,05,71,972 | - | - | 5,05,71,972 | 5,05,71,972 |
| Borrowings | 2,51,08,988 | - | - | 2,51,08,988 | 2,51,08,988 |
| Other Financial Liabilities | 4,51,55,238 | - | - | 4,51,55,238 | 4,51,55,238 |

Fair Value Hierarchy Management considers that, the carrying amount of those financial assets and financial liabilities that are not subsequently measured at fair value in the Financial Statements approximate their transaction value. No financial instruments are recognized and measured at fair value for which fair values are determined using the judgments and estimates. The fair value of Financial Instruments referred below has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities. (Level-1 measurements) and lowest priority to unobservable (Level-3 measurements).

The Company does not hold any equity investment and no financial instruments hence the disclosure are nil.

Financial Risk Management:

The Company's activities expose to a variety of financial risks viz., market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is credit risk and liquidity risk. The Company's exposure to credit risk is influenced mainly by orders

Management of Market Risk:

Market risks comprises of Price risk and Interest rate risk. The Company does not designate any fixed rate financial assets as fair value through Profit and Loss nor at fair value through OCI. Therefore, the Company is not exposed to any interest rate risk. Similarly, the Company does not have any Financial Instrument which is exposed to change in price.

Foreign Currency Risks:

The Company is exposed to foreign exchange risk arising from various Currency exposures primarily with respect to the US Dollars (USD), for the imports being made by the Company.

The Company exposure to foreign currency risk as at the end of the reporting period March 31 2024 is INR 351.91 lacs (March 31 2023 INR 531.82 lacs)

Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The company operations are with parent companies and hence no issues credit worthiness. The company considers that, all the financial assets that are not impaired and past due as on each reporting dates under review are considered credit worthy.

Credit risk exposure

An analysis of age-wise trade receivables at each reporting date is summarized as follows:

For the year ended March 31, 2024

| Particulars | Less than 6 months | 6months - 1year | 1 - 2 years | 2 - 3 years | More than three year | As at March, 2024 |
|---|--------------------|-----------------|-------------|-------------|----------------------|-------------------|
| (i) Undisputed Trade Receivables- Considered Good | 4,69,20,697 | 3,91,277 | 25,85,473 | 39,48,582 | 1,01,83,532 | 6,40,29,560 |
| (ii) Undisputed Trade Receivable-Credit Impaired | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables-Considered Good | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables-Credit Impaired | - | - | - | - | - | - |

For the year ended March 31, 2023

| Particulars | Less than 6 months | 6 months - 1year | 1 - 2 years | 2-3 years | More than three years | As at March,2023 |
|--|--------------------|------------------|-------------|-----------|-----------------------|------------------|
| (i) Undisputed Trade Receivables-Considered Good | 4,45,32,864 | 16,51,326 | 57,12,489 | 6,73,607 | 1,19,60,446 | 6,45,30,732 |
| (ii) Undisputed Trade Receivable-Credit Impaired | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables-Considered Good | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables-Credit Impaired | - | - | - | - | - | - |

Liquidity Risk:

The company's liquidity needs are monitored on the basis of monthly projections. The principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of cash credit and overdraft facilities to meet the obligations as and when due.

Short term liquidity requirements consist mainly of sundry creditors, expenses payable and employee dues during the normal course of business. The company maintains sufficient balance in cash and cash equivalents and working capital facilities to meet the short term liquidity requirements. The company assesses long term liquidity requirements on a periodical basis. The following table shows the maturity analysis of the Companies Financial Liabilities based on contractually agreed, undiscounted cash flows as at the balance sheet date.

For the year ended March 31, 2024

| Particulars | Less than 6 months | 6 months - 1year | 1 - 2 years | 2-3 years | More than three years | As at March, 2024 |
|--|--------------------|------------------|-------------|-----------|-----------------------|-------------------|
| (i) Outstanding dues of Micro and Small Enterprises | 1,56,38,736 | 62,00,835 | 38,70,378 | 24,27,628 | 51,15,802 | 3,32,53,379 |
| (ii) Undisputed dues of other than Micro and Small Enterprises | 2,18,03,564 | (29,215) | (48,792) | (1,233) | 23,24,995 | 2,40,49,319 |
| (iii) Disputed Outstanding dues of Micro and Small Enterprises | - | - | - | - | - | - |
| (iv) Disputed Outstanding dues of other than Micro and Small Enterprises | - | - | - | - | - | - |

For the year ended March 31, 2023

| Particulars | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2-3 years | More than three years | As at March, 2023 |
|--|--------------------|-------------------|-------------|-----------|-----------------------|-------------------|
| (i) Outstanding dues of Micro and Small Enterprises | 3,12,39,554 | (18,95,807) | 45,75,167 | 17,06,185 | 31,47,857 | 3,87,72,956 |
| (ii) Undisputed dues of other than Micro and Small Enterprises | 91,20,966 | (23,844) | (40,257) | 17,97,155 | 9,44,996 | 1,17,99,016 |
| (iii) Disputed Outstanding dues of Micro and Small Enterprises | - | - | - | - | - | - |
| (iv) Disputed Outstanding dues of other than Micro and Small Enterprises | - | - | - | - | - | - |

Note 35: Expenditure in Foreign Currency

| Particulars | 2023-24 | 2022-23 |
|----------------|----------|----------|
| Foreign Travel | - | - |
| Total | - | - |

Note 36: The disclosure relating to transactions with Micro, Small and Medium Enterprises

Sundry Creditors includes Rs. 33253379/- due to Micro, Small and Medium undertakings. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note 37: Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013 and rules made there under on CSR Activities are not applicable to the Company.

Note 38: Reschedule of Repayment Programme

The APSFC has rescheduled the repayment programme and as per reschedulement , the repayment programme starts from Spetember,2023.

Note 39: Benami Property

The Company does not have any Benami Property. Where any proceeding has been initiated or pending against the company for holding any Benami Property

Note 40: Quarterly Returns or Statements of Current Assets

There is no requirement of Quarterly Returns or Statements of Current Assets to be filed by the Company with banks or Financial Institutions hence reporting on whether these are in agreement with books of accounts does not arise

Note 41:

The Company has not be declared wilful defaulter by any bank or financial institution or Government or Government Authority

Note 42:

The Company had no transactions with Companies struck off under Section 248 of the Companies Act ,2013 or Section 560 of the Companies Act,1961 during the year

Note 43:

The Company does not have any shares or satisfaction which is yet to be registered with ROC beyond the statutory period

Note 44:

The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year

Note 45:

The company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income tax Act ,1961 (such as search or survey or any other relevant provisions of the Income-tax Act.1961)

Note 46:

The Code on Social Security, 2020("Code") relating to employee benefits during employment and post employment benefits received presidential assent in September, 2020. The Code has been published in the Gazette of India. However the date on which the code will come into force effect has not been notified . The company will assess the impact of Code when it comes into effect and will record any related impact in the period the Code becomes effective

Note 47: Ratios

| Particulars | Numerator | Denominator | As at 31.03.2024 | As at 31.03.2023 | % Variance | Remarks |
|---------------------------------|---|--|---------------------|---------------------|------------|---|
| Current Ratio | Current Assets | Current Liabilities | 0.95 | 1.18 | -19.03% | Not applicable |
| Debt-Equity Ratio | Outstanding Borrowings | Share holders equity | 0.31 | 0.33 | -7.55% | Not Applicable |
| DSCR Ratio | PAT+ Non Cash Items such as Depreciation + Interest | debt service = Interest + principal repayments | -0.13 | 0.62 | -121.01% | Not applicable |
| Return on Equity | Net Profit after Tax | Average Shareholders Equity | -0.13 | 0.01 | -2621.17% | Decrease in Profits |
| Inventory Turnover Ratio | Sales | Average Inventory | 4.22 | 6.82 | -38.10% | Not applicable |
| Trade Receivable Turnover Ratio | Net Credit Sales | Average Accounts Receivable | 4.25 | 4.17 | 1.93% | Not applicable |
| Trade Payables Turnover Ratio | Net Credit Purchases | Average Trade Payables | 3.27 | 4.01 | -18.34% | Company has cleared major payables and increased in purchases |
| Net Capital Turnover Ratio | Net Sales | Average Working Capital | 10.47 | 2.88 | 263.13% | Change due to increase in working capital gap |
| Net Profit Ratio | Net Profit after Tax | Net Sales | -0.07 | 0.00 | -3209.60% | Due to decrease in losses |
| Return on Capital Employed | EBIT | Tangible Netwoth + Total Debt + Differed Tax Liability | -0.04 | 0.03 | -233.61% | Not applicable |
| Return on Investment | Net Profit after Tax | Net Block of PPE | -0.13 | 0.01 | -2556.38% | Due to increase in sales and decrease in losses |

The Company provides explanation for any change in the ratio by more than 25% as compared to the Previous Year.

Note: 48**(i) Amount paid to auditors:**

| Particulars | As at March 31, 2024 | As at March, 2023 |
|----------------------------------|-------------------------|----------------------|
| As Auditor | 1,60,000 | 1,60,000 |
| For Taxation Matters / Tax Audit | 40,000 | 40,000 |
| For Internal Audit | 60,000 | 60,000 |
| Total | 2,60,000 | 2,60,000 |

Note : 49

The Financial statements were approved for issue by the Board of Directors on May 29,2024

Note 50

Previous year's figures have been regrouped/reclassified/recasted wherever necessary to confirm to the current year's presentation.

Note: COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES :**a) Corporate overview**

Sibar Auto Parts Limited (“the Company”) was incorporated in 1983 as a Private Limited Company under the Companies Act and later it was converted into a Public Limited Company in the Year 1994. The Company is in the business of manufacturing and sale of spare parts for automobiles. The registered office is at D4&D5, Industrial Estate, Renigunta Road Tirupati, Andhra Pradesh. The Company has been listed with the Bombay Stock Exchange (BSE).

b) Basis of preparation of Financial Statements

The financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 (“the Companies Act”), as applicable, and guidelines issued by the Securities and Exchange Board of India (“SEBI”). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016.

For the year ended March 31, 2018, and in the years before 2018, the Company prepared its financial statements in accordance with the requirements of the Indian GAAP (“Previous GAAP”), which included Standards notified under the Companies (Accounting Standards) Rules, 2006. The date of transition to Ind AS is April 1, 2016. The accounting policies have been applied consistently to all periods presented in these financial statements. The Financial Statements are approved by the Board of Directors on 29th May, 2024

c) Basis of Measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain assets and liabilities which have been measured at fair value as per Ind AS.

d) Functional and Presentation Currency

These Ind AS Financial Statements are presented in Indian Rupee which is the Company’s functional Currency.

e) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgments, and assumptions (including revisions, if any). These estimates, judgments, and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statements, and the reported amounts of revenue and expenses during the period.

Appropriate changes in the estimates are made as management becomes aware of changes in circumstances. Changes in the estimates are reflected in the financial statements in the period in which changes are made.

f) Classification of Current / Non-Current Assets and Liabilities

All the 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 Schedule III of the Companies Act, 2013.

Assets: An asset is classified as current when it satisfies any of the following criteria: it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;

- i. it is held primarily to be traded;
- ii. it is expected to be realized within twelve months after the reporting date; or
- iii. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities: A liability is classified as current when it satisfies any of the following criteria :

- i. It is expected to be settled in the Company's normal operating cycle;
- ii. it is held primarily for the purpose of being traded;
- iii. it is due to be settled within twelve months after the reporting date; or
- iv. the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets/ liabilities are classified as non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realization in Cash or cash equivalents, the Company has ascertained its normal operating cycle as 12 months for the Current / Non-current classification of assets and liabilities.

g) Revenue of Recognition :

Revenue is net of GST wherever applicable, recognized on an accrual basis, to the extent that the economic benefits will probably flow to the Company and the revenue can be reliably measured.

Revenue from the sale of other allied goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer on delivery of the goods.

Revenue from services is recognized concerning the stage of completion of a contract when the outcome can be measured reliably.

Interest income is recognized using the effective interest rate method

h) Property Plant and Equipment:

Property, Plant, and Equipment are stated at cost net of GST, if any, and subsequently at cost less depreciation and impairment losses if any cost includes expenditure on acquisition of the asset, the present value of expected cost for the decommissioning of an asset, cost of replacing part of Plant and Equipment and borrowing costs.

Depreciation on all assets is provided on the "Straight Line Method" over the useful lives of the assets estimated by the Management. Depreciation for assets purchased/sold during the period is proportionately charged Individual low-cost assets (acquired for Rs. 5,000/- or less) are depreciated at 100 % in the year of acquisition/ purchase.

The Management estimates the useful lives for fixed assets as follows :

- | | |
|---------------------------|----------|
| i. Buildings | 30 Years |
| ii. Computers | 3 Years |
| iii. Furniture & Fixtures | 10 Years |
| iv. Plant & Machinery | 15 Years |
| v. Vehicles | 8 Years |

i) Capital Work in Progress

Assets in the course of construction are capitalized in capital work in progress account, At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant, and equipment.

j) Borrowing Cost:

Borrowing costs directly attributable to the creation of an asset are capitalized as part of the cost of the asset. General borrowing costs are capitalized by apportioning the same to qualifying assets.

k) Impairment:

At the end of each Balance Sheet date, the carrying amount of assets is assessed as to whether there is any indication of impairment. If the estimated recoverable amount is found less than its carrying amount, the impairment loss is recognized and assets are written down to their recoverable amount.

l) Inventories

Inventories are valued at the lower cost and net realizable value except for scrap and by-products which are valued at net realizable value.

Costs incurred in bringing the inventory to its present location and conditions are accounted for as follows :

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.
- Finished goods and work in progress: cost includes the cost of direct materials and labor wages and a proportion of manufacturing overheads based on the normal operating capacity, excluding borrowing costs. Cost is determined on a weighted average basis.

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

m) Foreign Exchange Transactions/Translation

Transactions in foreign currencies are accounted at functional currency, at the exchange rate prevailing on the date of transactions. Gains/losses arising out of the fluctuations in the exchange rate between the functional currency and foreign currency are recognized in the Statement of Profit & Loss in the period in which they arise. The fluctuations between foreign currency and functional currency relating to monetary items at the year ending are accounted as gains/losses in the Statement of Profit & Loss.

n) Earnings per Share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the

Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share are determined by adjusting the profit or loss attributed to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

o) Leases

The Company recognizes the right to use assets under lease arrangements in which it is the lessee. Rights to use assets owned by third parties under lease agreements are capitalized at the inception of the lease and recognized on the consolidated balance sheet. The corresponding liability to the lessor is recognized as a lease obligation within short and long-term borrowings. The carrying amount is subsequently increased to reflect interest on the lease liability and reduced by lease payments made. For calculating the discounted lease liability on leases, the incremental borrowing rate is used. The incremental borrowing rate is calculated at the rate of interest at which the company would have been able to borrow for a similar term and with a similar security the funds necessary to obtain a similar asset in a similar market. Finance costs are charged to the income statement to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period. If modifications or reassessments occur, the lease liability and right-of-use asset are re-measured. Right-of-use assets are depreciated over the shorter of the useful life of the asset or the lease term.

p) Employee benefits:

Defined Contribution Plans: Payments made to a defined contribution plan such as a provident Fund are charged as an expense in the Profit and Loss Account as they fall due.

Defined Benefit Plans: The company's liability towards gratuity to past employees is determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight-line basis over the average period until the amended benefits become vested. Actuarial gains and losses are recognized immediately in the statement of profit and loss Account as income or expense. The obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimate terms of the defined benefit obligations.

q) Income Tax:

Income tax expense represents the sum of current tax payable and deferred tax. Current Tax: The tax currently payable is based on the current year's taxable profit for the year. The current tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax: Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that the taxable profits will probably be available against which those deductible temporary differences can be utilized. Deferred tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

r) Research and Development

All expenses incurred for Research & Development are charged to revenue as incurred.

s) Provisions, Contingent Assets/ Contingent Liabilities

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, an outflow of economic benefits will probably be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Show cause notices issued by Government Authorities where the probability of outflow of economic resources is remote are not considered obligations. When the demands are raised against show-cause notices and are disputed by the company, these are treated as disputed obligations along with other contingent liabilities. Such contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

t) Segment Information:

The company is considered to be a single-segment company engaged in the manufacture of Automobiles and Electrical and providing related customer support services. Consequently, the company has in its primary segment only one reportable business segment.

u) Financial Instruments:**Non-derivative financial instruments**

Non-derivative financial instruments consist of :

Financial assets, which include cash and cash equivalents, trade receivables, other advances, and eligible current and non-current assets;

Financial liabilities, which include long and short-term loans and borrowings, trade payables, and eligible current and non-current liabilities.

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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

After initial recognition, non-derivative financial instruments are measured as described below:

Cash and cash equivalents

For the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts, if any, that are repayable on demand and are considered part of the Company's cash management system.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost, less any impairment losses. Loans and receivables comprise trade receivables and other assets.

The company estimates the un-collectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer creditworthiness, and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

Borrowings

Borrowings are subsequently measured at amortized cost using the EIR method.

Trade and payable

Liabilities are recognized for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

v) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing, and financing activities of the Company are segregated.

w) Events after the reporting period :

Adjusting events are events that provide further evidence of a condition that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for the issue.

x) Prior Period Errors

Errors of the material amount relating to prior period(s) are disclosed by a note with the nature of prior period errors, the amount of correction of each such prior period presented retrospectively, to the extent practicable along with change in basic and diluted earnings per share. However, where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes to Accounts.

P. MADHU PRATAP

(Executive Director & CFO)
DIN: 00644254

For P.Lakshmana Rao & Co

Chartered Accountants
FRN: 0018265

P. RAVICHANDRA

(Technical Director)
DIN : 00627413

CA HN Deepak Edara

Partner
MRN: 254076
UDIN : 24254076BKAFB3705

Place: Tirupathi

Date: 30.05.2024