

February 09, 2024

- /	
BSE Limited,	National Stock Exchange of India Ltd,
Dept. of Corporate Services,	Listing Department
Phiroze Jeejeebhoy Towers,	Exchange Plaza, Bandra Kurla Complex,
Dalal Street,	Bandra (East), Mumbai – 400051
Mumbai - 400 001	Scrip Symbol: SETCO
Company Code: 505075	

Dear Sir/Madam,

To,

# Sub.: Outcome of Board Meeting in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 33 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the Board of Directors of the Company in its meeting held today i.e. Friday, February 09, 2024 has, inter alia, approved the following:

- 1. To take note of the appointment of Mr. Kuldeep Singh as Chief Financial Officer & Key Managerial Personnel of the Company.
- 2. Unaudited Standalone and Consolidated financial results for the Quarter and Nine months ended December 31, 2023 alongwith the Limited Review Report of the Statutory Auditors thereon;

Accordingly, please find enclosed Unaudited Standalone and Consolidated financial results for Quarter and Nine months ended December 31, 2023 alongwith the Limited Review Report of the Statutory Auditors thereon;

The Board meeting commenced at 11:30 a.m. and concluded at 1:32 p.m.

You are requested to take the same on your record.

Thanking you,

Yours faithfully, **For Setco Automotive Limited** 

Hiren Vala Company Secretary Encl: As above

87 Nariman Bhavan 227 Nariman Point Mumbai 400 021 India +91 22 6153 7500; 2202 2224 / 8857 www.sharpandtannan.com



Independent Auditor's Limited Review Report on Standalone Unaudited Financial results of SETCO AUTOMOTIVE LIMITED for the quarter and nine months ended on December 31, 2023, pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To, **The Board of Directors SETCO AUTOMOTIVE LIMITED** (CIN: L35999GJ1982PLC005203) Baroda Godhra Highway, Kalol (Panchmahal) **GUJARAT - 389330 (INDIA).** 

#### Introduction:

- We have reviewed the accompanying statement of Unaudited Standalone Financial results of SETCO AUTOMOTIVE LIMITED ("the Company") for the quarter and half year ended on December 31, 2023, together with notes thereon ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations").
- 2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors on February 9, 2024 has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, as amended ("the Act"), read with relevant rules issued there under and other recognised accounting practices and policies generally accepted in India and Regulation 33 of the Listing Regulations in this regard. Our responsibility is to express a conclusion on the Statement based on our review.

#### Scope of Review:

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India ("ICAI"). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



.....2

Assurance | Consulting | GRC | Tax

#### **Conclusion:**

4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 as prescribed under section 133 of the Act and other recognised accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations in this regard, including the manner in which it is to be disclosed, or that it contains any material misstatement.

> Sharp & Tannan Associates Chartered Accountant Firm's Reg. No.: 0109983W Digitally Signed by



Pramod Ramesh Bhise



CA Pramod Bhise Partner Membership No.: (F) 047751 UDIN: 24047751BKAAOP6824

Pune, February 9, 2024



Regd. Office : Baroda - Godhra Highway, Kalol, District Panchmahal, Pin Code - 389 330, Gujarat

Tel :- 02676 - 270600, Fax :- 02676 -235524

 $Website: www.setcoauto.com, \ Email:-\ investor.relations@setcoauto.com$ 

Corporate Identity Number : L35999GJ1982PLC005203

Statement of Standalone Unaudited Financial Results for the Quarter and Nine Months ended December 31, 2023

			Quarter Ended		Nine Months Ended		(Rs. in Lakhs) Year Ended
Sr.	Particulars	31-Dec-23	Quarter Ended 30-Sep-23	31-Dec-22		31-Dec-22	31-Mar-23
No.	Particulars				31-Dec-23		
-	T C C C C C C C C C C C C C C C C C C C	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
	Income	20	20	10	0.0		
a.	Revenue from Operations	29 59	29	10	86	41	114
b.	Other Income		2	(145)	63	81	174
2	Total Income	87	30	(135)	149	121	288
	Expenses					1	1
	Cost of materials consumed	-	-	-	-	1	1
	Changes in inventories of finished goods and work-in-progress	-	-		-	-	-
С.	Employee benefits expense	(0)	40	40	40 27	110	110
	Finance costs	16	- 11	-	-	1	5
	Depreciation and amortisation expense	- 20		- 28	- 53	- 67	- 26
1.	Other expenses Total Expenses	36	(13) 38	68	120	179	142
3	Profit / (Loss) before exceptional and tax (1-2)	50		(203)	29		142
	Exceptional Items	51	(7)	(203)	29	(57)	140
4	•	- 51	- (7)		- 29	-	- 146
5	Profit / (Loss) before tax (3-4) Tax Expense	51	(7)	(203)	29	(57)	146
а.	Current Tax	-	-	-	-	-	-
	Deferred Tax	-	-	-	-	-	-
	Total Tax Expense	-	-	-	-	-	-
7	Profit/(loss) for the period/year from continuing	51	(7)	(203)	29	(57)	146
· ·	operations (5-6-8)	51	(7)	(200)		(07)	110
8	Profit/(loss) before tax for the year from discontinued opera	-	-	-	-	-	-
	Tax Expense of discontinued operations						
	Current Tax	_	-	_	_	-	1,027
	Deferred Tax	_	-	_	_	-	-
5.	Total Tax Expense	-	-	-	-	-	1,027
10	Profit/(loss) after tax for the year from discontinued	-	-	-	-	-	(1,027)
	operations (8-9)						(_,)
11	Profit/(loss) for the period/year (7+10)	51	(7)	(203)	29	(57)	(881)
	Other Comprehensive Income (OCI)	01	()	(200)		(07)	(001)
	Items that will not be reclassified to Profit or Loss	-	-	-	-	-	-
	Income Tax relating to items that will not be reclassified to	-	-	-	-	-	-
	Profit or Loss						
c.	Items that will be reclassified to Profit or Loss	-	-	-	-	-	-
	Income Tax relating to items that will be reclassified to Profit or	-	-	-	-	-	-
	Loss						
	Other Comprehensive Income (Net of Tax)	-	-	-	-	-	-
13	Total Comprehensive income for the period/year (11+12)	51	(7)	(203)	29	(57)	(881)
	· · · · · · · · · · · · · · · · · · ·		()	(===)		(-7)	(292)
14	Paid up Equity Share Capital (Face Value Rs. 2/- per share)	2,675	2,675	2,675	2,675	2,675	2,675
	Other Equity	_,	_,	_,	_,	_,	4,821
	Earnings/(loss) per equity share (EPS)						-,
	(Face Value of Rs. 2/-) (not annualised) :						
a.	Earnings/(loss) per equity share from continuing						
	operations (EPS):						
	(a) Basic - Rs.	0.04	(0.01)	(0.15)	0.02	(0.04)	0.11
	(b) Diluted - Rs.	0.04	(0.01)	(0.15)	0.02	(0.04)	0.11
b.	Earnings/(loss) per equity share from discontinued	0.01	(0.01)	(0.10)	0.02	(0.01)	0.11
- · ·	operations (EPS):						
	(a) Basic - Rs.	-	-	-	-	-	(0.77)
	(b) Diluted - Rs.	-	-	-	-	-	(0.77)
c.	Earnings/(loss) per equity share from continuing and	-	-	-	-		[0.77]
с.	discontinued operations (EPS):						
	(a) Basic - Rs.	0.04	(0.01)	(0.15)	0.02	(0.04)	(0.66)
			. ,	. ,		(0.04)	(0.66)
	(b) Diluted - Rs.	0.04	(0.01)	(0.15)	0.02	(0.04)	(0.66)

Pramod Ramesh Bhise Digitally signed by Pramod Ramesh Bhise Date: 2024.02.09 13:30:39 +05'30' HARISHKUMA R KIRITKANT SHETH Date: 2024.02.09 12:45:52 +05'30'

# Notes (Standalone):-

- 1. The above statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013, as amended and other recognized accounting practices and policies to the extent applicable.
- 2. Other Income includes as under:

<sup>(</sup>Rs. In lakhs)

Particulars	Q	uarter End	ed	Nine Mon	Year Ended	
	Dec 31, 2023	Sep 30, 2023	Dec 31, 2022	Dec 31, 2023	Dec 30, 2022	Mar 31, 2023
Foreign Exchange						
Fluctuation gain	56	0	(147)	56	0	0
Finance income on Financial						
Guarantee	2	1	2	5	2	2
Creditors Write back	0	0	0	0	0	92
Other Misc. income*	1	1	0	2	79	80
Total	59	2	(145)	63	81	174

\*Other Misc. income consists of refund of penalty charged by lender.

- 3. The company has not charged interest on unsecured loan to the subsidiaries.
- 4. Previous period figures have been regrouped / rearranged wherever considered necessary.
- 5. The impact assessment of Covid-19 is a continuing process, given the uncertainties associated with its nature and duration. The company will continue to monitor any material changes to future economic benefits and the consequent impact on business, if any.
- 6. The above financial results were reviewed and recommended by the Audit Committee at its meeting held on February 9, 2024 and subsequently approved by the Board of Directors at its meeting held on February 9, 2024. The Statutory Auditors have carried out a limited review of the financial results for the quarter and nine months ended December 31, 2023.

Place : Mumbai Date : February 9, 2024 For and behalf of the Board

HARISHKUMA R KIRITKANT SHETH L2:46:56 +05'30'

Harish Sheth Chairman & Managing Director DIN:01434459

Pramod Ramesh Bhise Digitally signed by Pramod Ramesh Bhise Date: 2024.02.09 13:31:02 +05'30'

87 Nariman Bhavan 227 Nariman Point Mumbai 400 021 India +91 22 6153 7500; 2202 2224 / 8857 www.sharpandtannan.com



Independent Auditor's Limited Review report on Consolidated Unaudited Financial results of SETCO AUTOMTIVE LIMITED for the quarter and nine months ended on December 31, 2023 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Board of Directors SETCO AUTOMOTIVE LIMITED (CIN: L35999GJ1982PLC005203) Baroda Godhra Highway, Kalol (Panchmahal) GUJARAT - 389330 (INDIA).

#### Introduction

- 1. We have reviewed the accompanying statement of Consolidated Unaudited Financial results of the **SETCO AUTOMOTIVE LIMITED** ( "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which includes Group's share of profit / (loss) in its associates and joint ventures for the quarter and half year ended on December 31, 2023, together with notes thereon ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), which has been initialed by us for identification purposes.
- 2. The Statement, which is the responsibility of the Parent's Management and approved by the Holding company's Board of Directors on February 9, 2024 has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013,("the Act") as amended, read with rules issued there under and other recognised accounting practices and policies generally accepted in India and Regulation 33 of the Listing Regulations in this regard. Our responsibility is to express a conclusion on the Statement based on our review.

#### Scope of review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE)2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations in this regard, to the extent applicable.

# Assurance | Consulting | GRC | Tax Ahmedabad | Bengaluru | Chennai | Coimbatore | Delhi | Goa | Hyderabad | Mumbai | Kune V

....2

Sr. No.	Name of the related party	Nature of relationship		
1.	Setco Automotive Limited, India	Holding Company		
2.	Setco Auto Systems Private Limited, India	Subsidiary Company		
3.	Lava Cast Private Limited, India	Subsidiary Company		
4.	Setco MEA DMCC, UAE	Subsidiary Company		
5.	WEW Holdings Limited, Mauritius - (WEWHL)	Subsidiary Company		
6.	Setco Automotive (UK) Ltd., UK – (SAUL)	Subsidiary of WEWHL		
7.	Setco Automotive N.A. Inc. (USA)	Subsidiary of SAUL		

4. 'The Statement' includes the results of the entities mentioned below:

# Basis for qualified conclusion

5. Note Number 4 to the Statement forms the basis for our qualified conclusion, which are as follows:

We reproduce hereunder the 'Basis for Qualified Conclusion' issued by us on one of the subsidiary viz. Lava Cast Private Limited ('LCPL') vide our limited review report dt. February 7, 2024 to the extent the same are found significant as per the Guidance issued by the Institute of Chartered Accountants of India, from time to time and which also forms the basis for qualified conclusion in our review report on the said subsidiary's report:

The Company has received a recall notice on 16 January 2023 from its lender i.e. Bank of Baroda for outstanding loan facilities of Rs. 145.85 Crores. The Balance reflected as per Company's books of accounts is Rs. 112.53 Crores. As informed to us, the difference is subject to reconciliation and Company's management is in the process of discussing and resolving this matter with the lender. In light of the above, we are unable to quantify the consequential impact on Company's total borrowings, interest and other charges accrued on the results for the quarter ended December 31, 2023.

# **Qualified Conclusion**

6. Except for the possible effects of the matters specified under *"Basis for qualified conclusion"*, and based on Based on our review conducted and procedures performed as stated in *"Scope of review"* paragraph above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with recognition and measurement principles laid down in Ind AS 34 as prescribed under section 133 of the Act and other recognized accounting practice and principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations in this regard, including the manner in which it is to be disclosed, or that it contains any material misstatement.

# **Emphasis of matter**

7. We reproduce hereunder the 'Emphasis of Matter' paragraphs forming part of review reports issued by us on February 7, 2024 for the two subsidiaries viz. SETCO Auto Systems Private Limited (SASPL) and Lava Cast Private Limited (LCPL), which are reproduced respectively as below:

A. "Without qualifying our opinion, we draw attention to Statement of Standalone Unaudited Financial Results which indicates that the Company incurred a net loss of Rs. 2,721 Lakhs during the quarter ended on December 31, 2023 (Rs. 9,258 Lakhs during the nine months' period ended on December 31, 2023) and having negative net worth of Rs. 55,820 Lakhs as of that date. The amount of accumulated losses and negative Net Worth as on date, indicates the material uncertainty which is a matter of concern and needs to be addressed by the Management." (SASPL).



B. "Without qualifying our opinion, we draw attention to Statement of Standalone Unaudited Financial Results for the quarter and nine months ended on December 31, 2023, which indicates that the Company incurred a net loss of Rs. 379 Lakhs during the quarter ended on December 31, 2023 (Rs. 1,552 Lakhs during the nine months ended on December 31, 2023) and negative net worth of Rs. 8,368 Lakhs as of that date. These conditions, along with other matters as set forth indicate the existence of uncertainty which may cast significant challenges on the company's ongoing operations. In this regard, management has represented to us that it is confident to address these issues in timely manner including settlement of the lender's claim and company's going forward business improvements, leading to addressing the issues, if any, of going concern." (LCPL)

Our conclusion is not modified in respect of these matters of emphasis.

### Other matters

8. We did not review the Ind AS financial statements of two subsidiaries and two step down subsidiaries, whose interim financial information / financial result reflect total assets of Rs. 11,249 Lakhs as at December 31, 2023, total revenues of Rs. 7,033 Lakhs & Rs. 316 Lakhs (net) total net profit after tax and total comprehensive income for the nine months period ended December 31, 2023 respectively.

This financial statements / information is not reviewed by us and have been furnished to us by the Holding company's management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries are based solely on such unaudited financial information as certified by management. In our opinion and according to the information and explanations given to us.



Sharp & Tannan Associates Chartered Accountant Firm's Reg. No.: 0109983W Digitally Signed by

> Digitally signed by Pramod Ramesh Bhise Date: 2024.02.09 13:32:55 +05'30'

CA Pramod Bhise Partner Membership No.: (F) 047751 UDIN: 24047751BKAAOO9478

Pune, February 9, 2024

- 0 -



Regd. Office : Baroda - Godhra Highway, Kalol, District Panchmahal, Pin Code - 389 330, Gujarat

Tel :- 02676 - 270600, Fax :- 02676 -235524

Website: www.setcoauto.com, Email :- investor.relations@setcoauto.com

Corporate Identity Number : L35999GJ1982PLC005203

Statement of Consolidated unaudited Financial Results for the Quarter and Nine Months ended December 31, 2023

							(Rs. in Lakhs)
Sr.		Quarter Ended			Nine Mon	ths Ended	Year Ended
Sr. No.	Particulars	31-Dec-23 30-Sep-23 31-Dec-22		31-Dec-22	31-Dec-23	31-Dec-22	31-Mar-23
NU.		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Income						
a.	Revenue from Operations	16,505	14,574	11,145	45,595	38,521	54,557
b.	Other Income	117	70	(109)	245	283	449
	Total Income	16,622	14,644	11,036	45,840	38,804	55,006
2	Expenses						
a.	Cost of materials consumed	8,639	7,956	5,301	24,129	21,786	30,235
b.	Purchases of stock-in-trade	215	139	-	354	-	-
c.	Changes in inventories of finished goods and work-in-progress	(761)	(522)	810	(1,272)	(216)	(540)
d.	Employee benefits expense	2,459	2,445	2,098	7,204	6,469	8,768
e.	Finance costs	4,656	4,467	3,968	13,365	11,426	15,474
f.	Depreciation and amortisation expense	870	868	910	2,612	2,713	3,845
g.	Other expenses	3,481	3,354	2,622	10,142	8,506	12,067
	Total Expenses	19,559	18,707	15,708	56,534	50,683	69,848
3	Profit / (Loss) before exceptional and tax (1-2)	(2,937)	(4,062)	(4,672)	(10,694)	(11,878)	(14,842)
4	Exceptional Items	-	-	170	-	170	1,273
5	Profit / (Loss) before tax (3-4)	(2,937)	(4,062)	(4,842)	(10,694)	(12,049)	(16,115)
6	Tax Expense						
a.	Current Tax	-	-	-	-	-	1,028
b.	Deferred Tax	(0)	-	-	(9)	(9)	2,084
7	Profit/(loss) for the period/year(5-6)	(2,937)	(4,062)	(4,842)	(10,685)	(12,039)	(19,226)
8	Other Comprehensive Income (OCI)						
a.	Items that will not be reclassified to Profit or Loss	-	-	-	-	-	(146)
b.	Income Tax relating to items that will not be reclassified to Profit or Loss	-	-	-	-	-	38
c.	Items that will be reclassified to Profit or Loss	(48)	49	495	(35)	361	296
d.	Income Tax relating to items that will be reclassified to Profit or Loss	-	-	-	-	-	-
	Other Comprehensive Income (Net of Tax)	(48)	49	495	(35)	361	188
10	Total Comprehensive income for the period/year (7+8)	(2,985)	(4,013)	(4,347)	(10,720)	(11,679)	(19,038)
					,		
11	Profit for the period attributable to						
	Owners of the company	(2,420)	(3,397)	(3,364)	(8,919)	(9,480)	(15,247)
	Non-controlling Interest	(517)	(665)	(1,479)	(1,766)	(2,560)	(3,978)
	-						
12	Other Comprehensive Income attributable to						
	Owners of the company	(48)	49	495	(35)	361	216
	Non-controlling Interest	-	-	-	-	-	(27)
13	Total Comprehensive Income for the period attributable to						
	Owners of the company	(2,468)	(3,348)	(2,868)	(8,954)	(9,119)	(15,032)
	Non-controlling Interest	(517)	(665)	(1,479)	(1,766)	(2,560)	(4,006)
14	Paid up Equity Share Capital (Face Value Rs. 2/- per share)	2,675	2,675	2,675	2,675	2,675	2,675
	Other Equity						(45,747)
16	Earnings per equity share (Face Value of Rs. 2/-) (not annualised) :						
	(a) Basic - Rs.	(1.81)	(2.54)	(2.51)	(6.67)	(7.09)	(11.40)
	(b) Diluted - Rs.	(1.81)	(2.54)	(2.51)	(6.67)	(7.09)	(11.40)

Pramod D Bamesh B Bhise 11

Digitally signed by Pramod Ramesh Bhise Date: 2024.02.09 13:31:48 +05'30' HARISHKUM Digitally signed by AR HARISHKUMAR KIRITKANT SHETH Date: 2024.02.09 SHETH 12:47:42 +05'30'

# Notes (Consolidated):-

- 1. The above results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013, as amended and other recognized accounting practices and policies to the extent applicable.
- Exceptional Items for the year ended March 31, 2023 includes ECL is provided by Indian subsidiary, Setco Auto Systems Pvt. Ltd. on the amount recoverable from SE Transstadia Pvt. Ltd. of Rs. 85 Lakhs, Transstadia Technology Pvt. Ltd. of Rs. 299 Lakhs and Other Advances of Rs. 889 Lakhs.
- 3. The Company's subsidiary Lava Cast Private Limited has received a recall notice on January 16, 2023 from its lender Bank of Baroda, which is being attended, making all attempts to resolve the matter in an amicable manner by that company. Also, the lender had filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 read with Rule 4 of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016, before the Hon'ble National Company Law Tribunal, Ahmedabad and its holding company Setco Automotive Limited as a Corporate Guarantor.
- 4. Basis for qualified conclusion by the Independent Auditors of Company's subsidiary Lava Cast Private Limited vide their Limited Review Report on the unaudited consolidated financial results for quarter and nine months ended December 31, 2023, vide their report dt. February 7, 2024, is reproduce hereunder:

"The Company has received a recall notice on January 16, 2023 from its lender i.e. Bank of Baroda for outstanding loan facilities of Rs. 145.85 Crores. The Balance reflected as per Company's books of accounts is Rs. 112.53 Crores. As informed to us, the difference is subject to reconciliation and Company's management is in the process of discussing and resolving this matter with the lender. In light of the above, we are unable to quantify the consequential impact on Company's total borrowings, interest and other charges accrued on the results for the quarter and nine months ended December 31, 2023."

Lava Cast Private Limited's Management Response:

The difference is subject to reconciliation and Company's management is in the process of discussing continuously with the Lender for a positive resolution.

5. We reproduce hereunder the 'Emphasis of Matter' paragraphs forming part of Limited Review reports issued by statutory auditors of two subsidiaries viz. Setco Auto Systems Private Limited (SASPL) and Lava Cast Private Limited (LCPL), which are reproduced below:

"Without qualifying our opinion, we draw attention to Statement of Standalone Audited Financial Results which indicates that the Company incurred a net loss of Rs. 2,721 lakhs during the quarter ended December 31, 2023 (Rs. 9,258 lakhs during the nine months ended December 31, 2023) and having negative net worth of Rs. 55,820 lakhs as of that date. The amount of accumulated losses and negative Net Worth as on date, indicates the material uncertainty which is a matter of concern and needs to be addressed by the Management." (SASPL).

"Without qualifying our opinion, we draw attention to the Statement of Profit and Loss for the

quarter ended on December 31, 2023, which indicates that the Company incurred a net loss of Rs. 379 lakhs during the quarter ended on December 31, 2023 (Rs. 1,552 lakhs during the nine months ended December 31, 2023) and negative net worth of Rs. 8,368 lakhs as of that date. These conditions, along with other matters as set forth indicate the existence of uncertainty which may cast significant challenges on the company's ongoing operations. In this regard, management has represented to us that it is confident to address these issues in timely manner including settlement of the lender's claim and company's going forward business improvements, leading to addressing the issues, if any, of going concern." (LCPL)

### Management Response:

We are addressing these issues appropriately including settlement of the lender's claim and company's going forward business improvements, leading to addressing the issues, if any, of going concern.

- 6. The impact assessment of Covid-19 is a continuing process, given the uncertainties associated with its nature and duration. The company will continue to monitor any material changes to future economic benefits and the consequent impact on business, if any.
- 7. Previous period figures have been regrouped / rearranged wherever considered necessary.
- 8. The above financial results were reviewed and recommended by the Audit Committee at its meeting held on February 9, 2024 and subsequently approved by the Board of Directors at its meeting held on February 9, 2024. The Statutory Auditors have carried out a limited review of the consolidated financial results for the quarter and nine months ended December 31, 2023.

# For and behalf of the Board

Place : Mumbai Date : February 9, 2024 HARISHKUM Digitally signed by AR HARISHKUMAR KIRITKANT SHETH Date: 2024.02.09 SHETH 12:48:07 +05'30'

Harish Sheth Chairman & Managing Director DIN : 01434459

Pramod Digitally signed by Pramod Ramesh Bhise Date: 2024.02.09 13:32:09 +05'30'