

FORCE MOTORS LIMITED

CIN: L34102PN1958PLC011172

Transcript of the proceedings of the 66th Annual General Meeting (AGM) held through Video Conferencing (VC) on Wednesday, 17th September, 2025 at 3:00 P.M. (IST.)

Company Secretary	<p>Good afternoon, shareholders...!!</p> <p>I am Rohan Sampat, Company Secretary and Compliance Officer of the Company, pleased to welcome you to the 66th Annual General Meeting of Force Motors Limited, being held through video conferencing. Members may note that this Annual General Meeting is being held through video conferencing, in accordance with the Companies Act, 2013, and circulars issued by the Ministry of Corporate Affairs and SEBI with an arrangement with the NSDL. I would like to spare few minutes to explain about the procedural and technical aspects of it.</p> <p>Facility for joining this AGM on the NSDL platform is made available for 1,000 members on a first-come, first-served basis. The instructions for joining the AGM and for e-voting are mentioned in detail in Notice of AGM.</p> <p>All the members who have joined the AGM are by default kept on mute by the host to avoid any disturbance of background noise and to ensure smooth conduct of the AGM. During the AGM, if a member faces any technical issue, he/she may contact on 022-488-67000 toll-free number. The members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.</p> <p>As mentioned in the AGM Notice, the members desirous of obtaining any information concerning the accounts or operations of the Company were requested to address their questions to the Company at the specified email id compliance-officer@forcemotors.com. Such emails will be responded in the speech of the management appropriately.</p> <p>Further, the members who have registered as speakers for the AGM will be allowed to express their views or ask their questions. We will facilitate this session once the Chairman or the Managing Director opens the floor for questions and answers. The Company reserves the right to limit the number of speakers depending on the availability of time.</p> <p>All the documents referred to in the notice of AGM and statement thereto are open for inspection through electronic mode on the website of the Company till the end of AGM. Similarly, the Register of Directors and KMP, the Register of Contracts or Arrangements, are also made available on the website of the Company for inspection.</p> <p>The registered office of the Company situated at Mumbai-Pune Road, Akurdi, Pune, Maharashtra, shall be the deemed venue for this AGM, and the proceedings of the AGM shall be deemed to be made thereat.</p> <p>Now, I request the Chairman Sir to take forward the proceedings of the AGM.</p> <p>Thank you and over to you, Chairman Sir.</p>
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Chairman	<p>Good afternoon to all Shareholders, Directors and Auditors.</p> <p>I, welcome you to the 66th Annual General Meeting of Force Motors. This is being held through video conference. I see that the requisite quorum is present and I call the meeting to order. Let me introduce, first of all, colleagues on the Board.</p> <p>Present today are Mr. Mukesh Patel, Independent Director and Chairman of Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and also the CSR Committee. He is one of India's most prominent tax lawyers and has great insight and understanding of the taxation situation.</p> <p>We have Ms. Sonia Prashar. Ms. Sonia Prashar has been a very renowned expert in international relations in the business field. Having been previously the Deputy Director General of the Indo-German Chamber, now she heads the European Union Business Chamber in India, and brings to our deliberation a very nuanced understanding of the developed world.</p> <p>Mr. Prasan Firodia, Managing Director, is present here. I would like to talk a lot about him. But I have to restrict myself to say that he has been instrumental in many ways in galvanizing the business and activities of this Company.</p> <p>We have Prashant Inamdar. Prashant Inamdar is one of the pillars of our management, and has been on the Board for several years. He holds the entire operations of the Company together.</p> <p>I would like to place on record our appreciation of the contribution by the Board members.</p> <p>Apart from the Directors, we also have Auditors. Mr. Suhas Deshpande, partner of Kirtane and Pandit. Mr. I U Thakur, Secretarial Auditor, have also joined the meeting through video conferencing.</p> <p>The Company has taken all feasible efforts to enable the members to participate through video conference and to exercise their vote at the AGM. The AGM is also being webcast on the NSDL's website.</p> <p>Company has received authorizations under Section 113 of the Act, from shareholders holding in the aggregate 75,59,928 shares. Representing 57.38% of the paid-up share capital of the Company.</p> <p>I may be permitted to say a few words generally before we go into the formal business of this AGM.</p> <p>It is my pleasure, to see and to inform that the Company has performed very well.</p> <p>The Indian economy has been progressing very well. As we all know, it is one of the signal economies of the world, a large economy which is growing at a great rate, and others well for the whole world.</p> <p>Indian automobile industry has also been performing well, but I do believe that on this background, it is good to note that our growth in several of the seminal aspects of measurement of growth, we are outperforming the industry.</p>
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Post-Covid, that's nearly 5 years ago, one notices a remarkable change in the operations of the Company and this change, I like to say the change in the DNA of how we do the business.

India is an island of stability in a world of turmoil today. And, the piece that we see inside, and India's relationship with the world is a very important factor in enabling our economy, thereby the automobile industry, and our market to be stable and to grow, and I'm delighted that our management is taking every measure to ensure that our growth is not only robust, but is industry leading.

We have in the last few years, greatly sharpened our focus on the market. Force Motors today is primarily looking at the Vans market in India and abroad as our principal vehicle offering. It is a matter of pleasure that we have a very robust Automotive component business, aggregates business and we are major suppliers to global Companies like Mercedes-Benz and BMW which is part of our automobile business, but it's a good ballast to our vehicle business. As you all are aware, we have exited the tractor business and we have also not been producing small commercial vehicles. This focus has enabled, improved, our performance in manufacturing, in quality, in cost, in customer relationship, in dealer development and has brought the desired success.

I believe the management's approach of sharp focus and also emphasis on numbers is resulting in the performance that we see.

It would not be wrong to say that from producers of low-cost utilitarian vehicles, which is what we were founded to do in another era in post-independence India, when the need was to have low-cost mass transport for goods and people. That era has ended. India has happily entered into a sphere of prosperity for the common man, which is for all of us there to see. This has changed the context of the market. You look around you, you will find every kind of vehicle that is on the road today, whether it is a car, or a motorbike, or a scooter, or a van, or a bus, belongs to a next-gen product. The technology, the aspirational aspects of these vehicles, have reached another sphere, which is very close to if not already, similar to the developed markets of the world. Vehicles produced in India are now world-class. And your company has made every effort to ensure that their offers are in keeping with the aspirational aspect of the evolved market. Market is strong, not just because there is demand, Market is strong, also because the buying ability of the customer. The robustness of the business and the formation of fleets, has happened in a seamless but sure manner, enabling the customer to access the right vehicle that he wants. And I'm very happy that, in keeping with this transformation in the market, the Company has also upgraded its products, not only from the customer's expectation point of view, but also from the dealer's expectation point of view, and from the engineer's expectation point of view, in terms of product quality, product performance, and such related factors, where particular focus has enabled us to lift ourselves up by the bootlaces, so to say.

A particular note is the robust organization structure that has been created in the Company, those of you who have looked at the Annual Report of the Company, which is in public domain; we'll notice that the management team is motivated, young, qualified, and focused. And this is a wonderful achievement for the Company, which is already 3 generations old.

I believe India is looking purposefully beyond our borders, and so are we. And with the aspirational products, with the strong organization, with a robust financial status, about

	<p>which the Managing Director will speak to you at greater length, we are well poised to succeed in the future. I'm delighted that all shareholders are present, those who are interested and are taking an active part in this. I, on your behalf also, I would like to say, to the Company's management that keep up the good work. Thank you very much.</p> <p>Over to Managing Director now.</p>
Managing Director	<p>Good afternoon, everyone.</p> <p>First of all, a warm welcome from my side for everyone attending today's AGM. I will share some thoughts on the year gone by, and how we as the Company management see the current year and the near future, in brief.</p> <p>The financial year 2024-25 has been a good year for us, reflecting a strong growth in terms of revenue by about 16%. We grew our EBITDA by almost 21%. Our profit before tax, without exceptional item, also grew by about 36%. Our return on capital employed, an important measure, also grew by about 35%, hitting almost 43% in terms of ROCE. And for those of you who watch the market cap, for the closure of the financial year, our market cap was up from 6,500 crores to 9,000 crores as on 31st March, 2025.</p> <p>The vehicle business in general has done well, capturing you know, increased market share in majority of the segments that we operate in. Predominantly the T1, which is our Traveller and the Urbania, we have now managed to get almost about 77% market share. Our T2, which is the 26-seater Traveller, also has grown its market share and it now stands at about close to 19%. Our Monobus platform, which is the buses with 33 and 41-seater segments, has also gained good market share, especially on the 33-seater segment, where we have now managed to get about 7% market share. And on the Vans that we produce, the delivery Vans, between the Traveller and the Trax platform, we are close to about 16% in market share. The component business, which is our supplies to Mercedes and BMW, has also grown by almost 16% last year.</p> <p>All of this, in realignment of our product portfolio has, in a way, further enhanced our focus on our key product segments, and this has yielded the good financial results, as also bringing about, you know, very strong financial stability to our business.</p> <p>The last year also, the Company made good progress on its key initiatives. We had mentioned earlier, we started a project called Project Digi-Force, which is a very focused initiative on digital transformation in the organization, and this is digital transformation across the value chain for us. Similarly, we have progressed very well on Project Lakshya, which is our strong, focused initiative on people transformation, and this is the whole cultural change in terms of making our organization more agile, more leaner, and more responsive to the environment in which we operate.</p> <p>Similarly, we've also done good work last year on sustainability. In terms of transforming for a greener and a more inclusive future. We've also done good work on diversity. We have now a strong play in terms of the numbers of women participants in our business.</p> <p>Our joint venture Company, FMTU, achieved a break-even last year. This was a big milestone, because after 3 years of struggle in terms of ramp-up and localization and so on and so forth, we came to a situation where we had a break-even in the business.</p>

Our spare parts business of the Company also grew at about 20% last year.

And on the debt side, we paid back close to about 500 crores last year, making us, you know, almost debt-free and for the year end. We had only 17 crores of debt in the Company as of the last financial year closure.

Now, some thoughts on the year under review, as we are progressing into almost the end of the H1, we expect this year to also be a strong year. We should be able to deliver anywhere in terms of volume growth of between 12-15%, and a revenue growth of about 14-15%. Clearly, we are now debt-free. As of Q1 of the current financial year, we have zero debt in the organization.

On the product side, our whole realignment in terms of product focus will remain, you know, very clear to us, and we will continue to offer best-in-class mobility solutions. Because I strongly believe that our existing platforms still have a lot of juice, not just in the domestic market, but also on the international market, and that is predominantly our core and which is what we should leverage as an organization. So, we will continue to bring in more aspirational and strong market-oriented solutions on our van and bus platforms. We are also creating profitable variants on our Trax platform, our Gurkha platform, all in mind with the end objective of not just growing our top line, but also ensuring that we grow also very healthily on the bottom line as well.

Our existing, you know, strong platform, which is our Traveller, and the Traveller 26 platform, is currently undergoing a major upgrade program, and I expect that we will be able to launch these products in the next year, by maybe in the Q1, or by the end of the Q1 itself. With this significant upgrade that we bring about on the Traveller platform. We will also get a strong opportunity to play with the traveller in international markets, and there can be a very strong potential to grow the numbers on the international market side with the traveller as well.

The Urbania platform, which probably most of you are aware of, has done well in the Indian market. It has been accepted well, it has created a unique and a niche position for itself as a premium shared mobility solution product, and since the last 6 months, we have also been exporting this product. We have started, or we have opened up the entire Middle East belt. We have started selling the Urbania also in Latin America. And we are now making our next steps into the South African and the African markets. I am happy to state that the Urbania has also received very good, strong, promising response from these markets. And we can, you know, significantly grow our numbers on the international side with these, or with the Urbania platform.

We are making all efforts as an organization to now create more variants, more price points with the Urbania, catering to different market segments on the premium shared mobility solutions side. And with this, I would expect, for example, this year alone, our international business to achieve at least 100% growth over last year, predominantly coming out of the Urbania and the Traveller platforms. On the Trax platform as well, we are creating new variants. We want to offer this in different applications, in applications which are profitable, which are niche, which allows us to create differentiation with our product for the end users, and this should also help us to grow numbers on the Trax platform.

	<p>On the defence side, the Gurkha clearly has been well appreciated. You are aware the Company has been selling the Gurkha in one avatar, which is the light strike vehicle. The Company also won last year a major contract with the Armed Forces for supplying 3,000 Gurkha vehicles, which are predominantly for troop carriers and so on. So clearly, with the Gurkha, we will create more and more interesting variants, and the defence forces both within India, and also on the international defence side, could be a strong opportunity to grow and leverage the Gurkha platform.</p> <p>On the spare parts side this year, we are targeting in excess of 20% growth. Our network, we have also put in a lot of focus to grow our network. As on, currently, we stand at about close to 287 touch-points in India, and about 23 touch-points internationally, and these are now touch-points on the international side in terms of the focus markets for us.</p> <p>Last year, we spent close to about 370 odd crore rupees on CAPEX. This year, I think we will end up spending a little over 400 crore rupees on CAPEX. But our plan is to spend about 2,000 crore rupees on CAPEX, which is between the last year, this year, and over the next year, year and a half. And predominantly, I would expect that most of the cash requirements for this will come out of the business earnings itself. The investments across the value chain that we will do out of the 2,000 crores will go into engineering new products, into upgrading existing products, into adoption of newer technologies, we are bringing in automatic drivelines, we are looking at increasing certain engine horse-powers on various of our platforms, we are investing close to about 150 crore rupees on digitization as an organization, we are investing in people, on leadership, on people development, so, this is also a very clear focus area for us.</p> <p>So, to summarize from my side, we feel confident to continue to sustain the kind of momentum that we have built over the last two years. Clearly, the big move from the government of India in terms of the GST rationalization also should help further expand markets for us. Should help us to, you know, look at much higher numbers in the near future. We will make all, you know, efforts to not only sustain, but probably try to even grow on our EBITDA numbers, what we have, you know, managed to deliver over the last two years. As and when the market is ready, we will bring out our EV platforms into the market.</p> <p>And last but not the least, we will remain focused to our core segments, because I strongly believe we have a lot of juice in them, and not just within the domestic market, by creating more and more niche, profitable segments, as also playing significantly more aggressively on the international market side.</p> <p>So, thank you. These were just a few reflections from my side of the last year and how we see the current year.</p> <p>So, I would now like to hand over to Rohan Sampat, our Company Secretary, please.</p>
Company Secretary	<p>I request the members who have registered themselves as the speakers to express their opinions in brief and precise manner. Speaker shareholders are requested to enter the full name at the time of joining the meeting. Only those shareholders who have already registered as speaker before the specified date that is up to 7th September, 2025 will be allowed to speak.</p>

	<p>Once your name is announced, you would be placed in the meeting. Kindly unmute your microphone, switch your camera on, and speak. Kindly restrict your queries or comments to a maximum of 2 minutes. I request the moderator to unmute first speaker shareholder, Mr. Anil Ugamraj Jain.</p> <p>Mr. Jain, can you hear me?</p>
Mr. Anil Jain	Hi Sir, am I audible now?
Company Secretary	Yes, yes, you are audible, please go on.
Mr. Anil Jain	<p>Perfect, thanks for the opportunity, and first of all, congratulations on the outstanding performance over the last couple of years. I have a few questions, I'll put them down one by one. First one on the income tax, our P&L income tax comes to about 36-37 odd percent, when is that expected to, normalize over the next 1 or 2 years?</p> <p>Secondly, on the EBITDA and gross margins. Can you talk about the sustainability of the margins there, and any further operating leverage to play out here on? And is there a margin difference in the engine business and vehicle business?</p> <p>Next, you've already guided for, sales volume for FY26, but with the new GST reforms, any thoughts on that, and what would FY27 look like, in your opinion?</p> <p>Next, is there any seasonality in the engines business, for Mercedes and BMW?</p> <p>Fifth, plans with the Rolls-Royce JV that we have, what is the outlook on growth and profitability on that front? Again, amazing to see that hit break-even last year, but incrementally, what would that look like?</p> <p>Sixth, can you talk about capacity utilization across verticals, both in own vehicles and the engine?</p> <p>Seventh, just a clarification on CAPEX. We talked about 2,000 crore CAPEX over the next 3 years. Can you just confirm that? And what would that split look like in 26, 27, 28? Any plans, if you can share that?</p> <p>Finally, can you share the exact number of engines produced for BMW and Mercedes in FY25? And how is that partnership shaping up? Any thoughts on that?</p> <p>That's all from my side. Thank you.</p>
Company Secretary	<p>Thank you, Sir. We have noted the questions. We'll be responding after we receive the questions from all the speaker shareholders.</p> <p>Now I would request the moderator to unmute second speaker shareholder, Ms. Smita Deshpande.</p>
Ms. Smita Deshpande	Good evening to everybody, and congratulations to the management for such wonderful performance. I am Smita Deshpande, and I'm here to represent those 621 A Equity Shareholders. I have a little note written from them, and I would like to read that out to the

	<p>management, please.</p> <p>The management is aware that we have been trying, individually, to convince the management to remove the restrictions imposed on the A Equity Shares for quite some time now, without any results. Although, we are told that the management has written to SEBI, MCA for approval of removal of the restrictions imposed, the correspondence is not being shared with us. And, on the pretext, that the same is confidential. Actually, we don't understand why that cannot be shared with us, since it refers to our own matter.</p> <p>We would like to know whether there are any other efforts that have been made by the management for the removal of the restrictions besides the two letters written in 2022-23. If other efforts have been made, we would like to know about them. Also, please note that, there is no mention of these actions that are being taken by yourselves in any of your Annual Reports. We would like to know the SEBI, MCA rule or notification under which these restrictions have been imposed in the first place. We are aware that the Company had passed a special resolution in an extraordinary general meeting for imposing the restrictions. Therefore, we believe that another extraordinary general meeting should be called, and a special resolution to counter the previous resolution should be passed. Such that the A equity shares should be converted to ordinary shares with all the benefits of the ordinary shares. Therefore, if need be, an approval should be taken from SEBI or MCA, as the case may be. Transparency with the A Equity shareholders in this matter will be of utmost importance.</p> <p>However, we are sure that the management appreciates the hard work, loyalty, and the investments in the A Equity Shares, which contributed to the growth and success of the Company and that the management would definitely ensure that these employees get their due returns from their investments in the equity at the earliest.</p> <p>We therefore, once again request the management to take urgent and bold steps to resolve the matter and relieve us of this stress.</p> <p>Thank you.</p>
Company Secretary	<p>Thank you, ma'am. We have noted your question, and we'll be responding it.</p> <p>I request the moderator to unmute third speaker shareholder, Mr. Shlok Dave.</p>
Mr. Shlok Dave	<p>Hello, am I audible?</p>
Company Secretary	<p>Yes, sir, you are audible. Please go on.</p>
Mr. Shlok Dave	<p>Good afternoon, ladies and gentlemen. Thank you very much Mr. Chairman, for giving me the opportunity. Sir, I would like to place on record my, appreciation for the great work that the team has done. And also, your company secretary is pretty good. Sir, I attended a lot of AGMs across a lot of Companies, and not many company secretaries are as efficient as he is. His correspondence to me after I registered as a speaker shareholder has been to the point and he has been very efficient in organizing everything, and the AGM has been conducted in a very good manner.</p>

	<p>Mr. Managing Director, thank you very much for your opening remarks. They were also very well-articulated. Not many people take this seriously in India, but your opening remarks covered a lot of what an investor would like to know is happening in the Company. So, I had sent a list of questions, I'll not repeat them. You've covered a lot of them in your opening remarks, so again, sir, there's no need to answer them again.</p> <p>Sir, there is one thing that I would like to really understand from your end. Last 2 years, in fact, last over 2 or 3 years, your margins have improved dramatically. So, what have you done at the shop floor level? which has led to such nice improvement in gross margins and EBITDA margins. I don't think there have been, like, significant jump in your ASPs and the volatility in commodity prices and the overall uncertainty, I'm pretty sure it is not an easy thing for any management to handle all the moving parts in any business. So, you have done a remarkable job. Sir, I would like to understand what exactly has gone into this, which has brought in such nice margins. So, are these sustainable? I think the first shareholder has asked the same question, whether these margins are sustainable or not and so, is there... because we are in a very competitive market, it doesn't matter which product line I look at, there are competitors available. And so, in such a competitive situation, is there a ceiling to our margins beyond which you can't go? There must be some low-hanging fruits that you have obviously managed to pluck. But in terms of pure efficiency and cost optimization, how much, how much ground have you covered, and what remains to be covered?</p> <p>So, you mentioned in your CAPEX, the statements regarding the CAPEX that you're going for a lot of automation and digitalization. I'm assuming digitalization is towards the salesforce automation. I would love to get some details on that and on the automation side. Sir, can you tell us what kind of operating leverage will we see on the implementation of the automation. Again, sir, it's a statement that you made, I don't know the details, so I don't really know how to frame the question properly, but I guess you get my meaning.</p> <p>This is the only, like, broad question, sir. Sir, I have one suggestion for a Company of our stature, and the way we are performing, and also the size of the Company. Sir, we should be holding quarterly con-calls. I do understand quarterly con-calls are time-consuming for the management. If you can do even two con-calls every year, that would be of great help, sir. We are the only large OEM which is not doing it, sir. So, it's about time we start doing it, because we as shareholders get to interact with you only once a year, and there is a huge time gap between the communications, which creates information vacuum, and that's slightly, It just increases the risk for us because of the uncertain environment that we are in.</p> <p>So, if you can consider, more frequent communications with the investors, so, if you don't want to do con-calls that is also perfectly fine. If you come out with press releases after the quarterly results, some kind of qualitative commentary from your end.</p> <p>Sir, I would really appreciate it. Thank you very much, sir, and all the best. Thank you</p>
Company Secretary	I request the moderator to unmute fourth speaker shareholder, Ms. Sandhya Kejriwal. Please go on, please unmute them.
Moderator	Sir, she is not present.

Company Secretary	<p>Okay, fine. We can go to the fifth speaker shareholder, Mr. Shrikant Deshpande.</p> <p>Can you hear me, Mr. Deshpande?</p>
Moderator	Mr. Deshpande, please unmute yourself and speak.
Company Secretary	<p>Mr. Deshpande, we can't hear you. Please unmute yourself.</p> <p>You can take the next, shareholder, Mr. Sanjeev Soin. We can take him afterwards.</p> <p>Please unmute Mr. Sanjeev Soin.</p>
Moderator	Sir, he's not present in this meeting.
Company Secretary	Okay, so we can go with the next shareholder, Prabhjot Singh Sahni.
Moderator	Sir, he's not present in this meeting.
Company Secretary	Okay, fine, we can go with the next one, Mr. Hiranand Kotwani.
Moderator	Yes, he is present in this meeting, Sir.
Company Secretary	Okay, please unmute him.
Mr. Hiranand Kotwani	Well, Namaste, I am audible?
Company Secretary	Yes, sir, you are audible, please go on.
Mr. Hiranand Kotwani	<p>Yeah, yeah, it's a great pleasure to join you. I am Hiranand Kotwani from Kalyan. Let me congratulate the management, particularly Mr. Abhaykumar because I used to criticize the management for the operation efficiency, coming at Pune. Such a remarkable job, excellent work, has been seen in your balance sheet, and your operation efficiency and sustainability.</p> <p>Mr. Vallabh Bhanshali has not attended the meeting, what is the reason?</p> <p>And he is our main investor broker? And, particularly, what type of commission non-executive will be paid? Why just suddenly the sitting fees, we have known. And, what, what type of commission you give? We, certainly see, there is a sitting fee and a convenience charge. Commission is given to the broker. Why? Mr. Abhaykumar is not taking any money? Because I read your page number 56, known about NIL, and others are taking huge amount. Companies improve, you take huge amount, you increase the dividend and bonus also. This is, actually, you said there was a non-fashionable Mr. Firodia. This is a high time to announce the bonus, and you can at least one in this meeting. Because very small equity and 1,000 crore company. Around 1,000 crore net profit, you should see the minority shareholder should be rewarded at this time. Because we are associated with you a long time. And particularly, nothing more total than my base business with the organization, certainly the sustainability, please narrate the export front also, and huge market, and</p>

	<p>particularly expanding where you are going to expand, what type of new vehicle, because you are innovative.</p> <p>I know this Mr. Abhaykumar is very hardworking and innovative. I have to appreciate this gentleman. This is the first time I'm appreciating. I've seen, read your balance sheet. I'm very much interested in this organization, very dear to us. Thank you, and good luck ahead.</p>
Company Secretary	Thank you, sir. We have noted your point. We can go to next shareholder, Himanshu Anilbhai Trivedi. Please unmute them.
Mr. Himanshu Trivedi	Hello Sir?
Company Secretary	Yes, sir, you are audible, please go on.
Mr. Himanshu Trivedi	<p>Yeah, yeah, Good afternoon all of you, respected Chairman Abhaykumar Firodia, and other Board of Directors sitting on dais. Myself, Himanshu Trivedi from Vadodara, Gujarat State. First of all, we are thankful to our Company Secretary, Rohan Sampat, who is sending me a soft copy of the Annual report which is a full of impression, easy to follow, easy to understand. So I am thankful to you and your entire secretarial. Report is nicely prepared, all Corporate governance is covered in the in the annual general report. I don't have much concern, because I have full faith on Board and their working. Sir, I support all the resolutions. I sent all my questions and queries through the email well in advance to save the time of AGM, given the opportunity to speak as speaker shareholder. So, still, I have a few questions.</p> <p>What is the market share we have in Domestic and international market? My second query, what would be the profit-sharing ratio in coming financial year? And how much we spend in R&D in current financial? Which segment is most profitable in commercial vehicle and passenger vehicle? In how many countries we exporting our product out of India? And how much rupees order is pending such in current financial year?</p> <p>I wish good luck and bright future for coming financial year. Thank you to all.</p>
Company Secretary	Thank you, sir. We can go ahead with the next shareholder, Yashvee Kothari.
Mr. Yashvee Kothari	Yeah, am I audible?
Company Secretary	Yes, sir, you are audible, please go on.
Mr. Yashvee Kothari	<p>So, I have a few questions. So, first is, could you please share the current sales volume of Urbania and the production type of plans of the Urbania plant?</p> <p>And my second question is, can you please provide the detailed breakup of the, CAPEX, which has been incurred, and the ongoing CAPEX, which I guess you told you are planning to incur 2,000 crore?</p>

	<p>And what are the, priorities for international expansion plans? Like, how are we going to expand in the export markets?</p> <p>Thank you.</p>
Company Secretary	<p>Thank you, sir. We can go to next speaker shareholder, Jehangir Batiwala.</p> <p>Sir can you hear me?</p> <p>Mr. Jehangir?</p>
Mr. Jehangir Batiwala	<p>Oh, hello! Am I audible?</p>
Company Secretary	<p>Yes, yes, sir, you are audible, please go on.</p>
Mr. Jehangir Batiwala	<p>Okay, then.</p> <p>I've been running your presentation, just wanted to know, like, is there any new vehicles that you plan to introduce this year? In the market, or any new innovations or technology that you plan to introduce?</p> <p>And, good afternoon to all the members on the VC panellists.</p> <p>I'm Jehangir Batiwala from Mumbai. What is the CAPEX plan? And, what are the roadmap for the next two years sir?</p> <p>Thank you very much. Best of luck to all, and compliments to the festival to all and all.</p> <p>Thank you very much, sir.</p> <p>Have a great day.</p>
Company Secretary	<p>Thank you, Sir.</p> <p>Moderator, please unmute Mr. Shrikant Deshpande</p>
Moderator	<p>Sir, he's not present in this meeting.</p>
Company Secretary	<p>I request the Managing Director now, if you can address to the queries, please.</p> <p>Thank you, Sir.</p>
Managing Director	<p>Right. Thank you shareholders, for your interest and your desire to know more and more about the Company. I guess a lot of the questions that were asked have already been answered in some manner or the sort, in terms of what I mentioned earlier.</p>

However, I will just, you know, run through a few points. In terms of EBITDA, people were asking, are we looking at sustaining? So, yes, we will make every effort to sustain and, you know, even grow on these EBITDA margins. On the GST side, this has been, this should work in our favour. Across all our product platforms, there has been a reduction in our GST rates.

So, if I look at, you know, the old problem that we had, and for years the Company was suffering out of that problem, which was on the 10 to 12, or the 10 to 13 seater, where we were, you know, being hammered with 43% duty, and our products were, you know, for lack of a better description, being assumed to be, you know, luxury products and so on. Has now finally been corrected, and these products will now fall at about 18%.

So clearly, this should help in, you know, growing numbers for us, even on our other vehicles, Trax vehicles, Gurkha vehicles, there is a reduction. So, across the Board, there is a reduction between anywhere ranging from, say, about 1 lakh to about 4 lakh rupees, depending on the models and the configurations of the various models that we have.

The current year should be a good year. We are hopeful that the H2 should be even better, significantly better, given all the, you know, the GST impact also coming in. There is no seasonality in our engine business. The luxury market in India is still pretty small, it's only about 60,000 vehicles odd, but it is growing, and I'm sure this segment will continue to grow, and we have very strong partnerships with both Mercedes and BMW, and whatever numbers are needed by these players will be provided. In terms of capacity utilization, I would say we are at anywhere between, depending on variant to variant, platform to platform, but I would say it would be fair enough to assume between 60% to 70% at, in the best months, and around 60-65% is normally what we are currently looking at in terms of capacity utilizations. I can't give out the number of specific engines that we produce for Mercedes or BMW, because we are bound by confidentiality agreements, so those numbers can't be shared.

There was a question being asked about, you know, how have we grown our margins? What is our trade? What is the whole... What is it that we did as an organization? Well, that is our trade secret. I don't think we want to spell it out, to say what did we do to improve our margins. I think you all should be happy to see that on the profitability side, you know, from 3 years back at 100 crores, we were last year at about close to 1200 crore rupees. So, that's our trade secret, we are not giving that out. Yes, the company is putting all efforts to ensure that we either sustain or see how we improve those margins.

CAPEX, we have been stating since the last year that we will invest close to about 2,000 crore rupees, of which about 3-4 hundred crore rupees was invested last year, about 400 crore rupees will be invested. This is across the value chain, it is on engineering, it is on some innovation, it is on, you know, front-end capability development, on people development, so it's across the board.

Mr. Bhanshali is not here today. He has taken leave of absence, that's the only reason why he's not here.

In terms of, market share, on the Traveller platform I mentioned earlier itself, we are at about 77% market share, and all the other segments, we have grown our market share consistently over the last 2-3 years. And now, as we look at significantly getting into the

	<p>export markets, I would expect, you know, our numbers to look even better. On the Urbania plant, we are doing anywhere around 500 to 600 Urbania's a month currently, but I would expect very soon to ramp up to about 1,000 vehicles a month as we open into more international markets as well. There were a few questions, in relation to A Equity Shares, and I would like to check if, maybe the Chairman would like to give his comments on that, please. Thank you.</p>
Chairman	Can you hear me now?
Managing Director	Yes.
Chairman	<p>Okay.</p> <p>These A Equity Shares is an anomaly. 40 years ago, the Company decided to offer shares to employees. This was far before the time that Companies were offering ESOPs. But at that time, there was a monster in the government called the Controller of Capital Issues. And, the rules and regulations were very Company-unfriendly at that time. Creating capital was considered a crime, more or less. So, the government laid conditions to say that, yes, you can issue to the employees, but the employee shares can only be traded between employees. This made no sense. But having decided that we will issue these shares, we went ahead, issued. I'm happy that so many employees bought them. So, the reason these are not tradable is because of a peculiar government intervention.</p> <p>I have personally gone and met ministers in the central government. I even went to the Minister for Human Resources to say this is an injustice being done to employees who have stood by the Company for 30 - 40 years. Why these should not be tradable. They are not able to answer this. I received very sympathetic feedback from the ministers. I meant to say we will look into it. But this is something which is not easy to entangle. We have not given up the effort. I expect that we will once again pursue. Nothing will give me greater pleasure than to see that these shares become pari-passu, they become equally tradable as the present shares. So that the employees who have held them for 30 - 40 years are able to reap the advantage of the manifold increase in the value of their shareholding. So, effort is being made about that, and I do hope it will succeed.</p> <p>There is very little that I can assure you on, except that we will keep trying.</p> <p>Prasan, would you like to take or is there anything else to be done?</p>
Managing Director	No, we can move on.
Chairman	Alright, Rohan, then go to next question now.
Company Secretary	Sir, the questions are addressed. I request you to take forward the proceedings of the AGM.
Chairman	Alright.
Company Secretary	Thank you, sir.

Chairman	<p>Thank you.</p> <p>Before putting the resolutions to vote, I would like to brief you on the resolutions which are set out in the AGM notice circulated to the members. The first resolution is an Ordinary Resolution to adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2025, including the report of the Board of Directors and the Auditors.</p> <p>Resolution number 2 is also an Ordinary Resolution to declare Dividend of Rupees 40 per share of 10 Rupees for the financial year ended 31st March, 2025.</p> <p>Resolution number 3 is also an Ordinary Resolution to appoint a Director in place of Mr. Prashant Inamdar, who retires by rotation and being eligible offers himself for reappointment.</p> <p>Resolution number 4 is an Ordinary Resolution, Ratification of remuneration of Rs.2,88,750 to M/s Joshi Apte & Associates, Cost Accountants, to verify and review the cost records of the Company for the financial year 2025.</p> <p>Resolution number 5, Ordinary Resolution, Appointment of M/s. SIUT & Co. LLP, Company Secretaries as the Secretarial Auditor of the Company for a period of 5 consecutive years, commencing from financial year 25-26 till the financial year 29-30.</p> <p>Resolution number 6, Again, An Ordinary Resolution, Approval for payment of commission to Non-executive, Independent Directors of the Company, commencing from financial year 24-25, and thereafter, for each financial year up to remaining term of the Independent Non-executive Directors of the Company.</p> <p>The text of the resolution is provided on page 22 of the Notice circulated.</p> <p>Now, I request, Mr. Sampat, Company Secretary to provide general instructions to the members regarding e-voting.</p>
Company Secretary	<p>Thank you, Chairman Sir.</p> <p>The Company has provided remote e-voting facility to its member to vote for the resolution set forth in the Notice. The remote e-voting process was kept open from Saturday, 13th September, 2025, 9.00 am IST, to Tuesday, 16th September, 2025, 5.00 pm IST.</p> <p>Further, the members who have not exercised their vote electronically through remote e-voting will have an opportunity to do so through the e-voting system provided by the NSDL. The members can click on Vote tab on the video conference screen to avail this feature.</p> <p>The Board of Directors has appointed Mr. Parag Pansare, Practicing Chartered Accountant, as the Scrutinizer to supervise the e-voting process. The results would be declared as per statutory timelines, and will be made available on the website of the Company, BSE, NSE, and NSDL. E-voting will remain open for 15 minutes of the conclusion of the AGM.</p>

	Over to you, Chairman Sir, for closing remarks.
Chairman	<p>Thank you, Rohan.</p> <p>I would like to call the meeting to a close.</p> <p>And before that, I want to thank all participants for very constructive, very business-like, very cordial approach to the deliberations today. I'm grateful for this cordiality, and I am happy that shareholders have expressed their confidence in the future performance of the Company, and their appreciation of how the Company is shaping itself.</p> <p>Thank you very much. I call the meeting to a close.</p>
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