SARA TEXTILES LIMITED
CIN - U18101DL2003PLC123708
Registered Office: **A-31, Hauz Khas, New Delhi-110016**
Email: **cfo@sara-textiles.com**

NOTICE OF TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF SARA TEXTILES LIMITED
(Being convened pursuant to an order dated 3rd March 2023 passed by National Company Law Tribunal, New Delhi Bench)

DETAILS OF NCLT CONVENED MEETING OF UNSECURED CREDITORS:

Day	:	Friday
Date	:	12th May 2023
Time	:	4:00 PM (IST)
Venue	:	The deemed venue for the aforesaid Meeting shall be the Office of Sara Textiles Limited ("Company"), i.e., **B-8, Sector-4, Noida - 201301**.
Mode	:	As per the directions of the Hon'ble National Company Law Tribunal, New Delhi Bench, and as per the discretion exercised by the Chairperson appointed for the meeting, the meeting shall be conducted through Video Conferencing ("**VC**") with the facility of remote e-voting.

REMOTE E-VOTING

Start Date and Time	:	**Monday, 8th May 2023; 10:00 AM (IST)**
End Date and Time	:	**Thursday, 11th May 2023, 5:00 PM (IST)**

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI

COMPANY APPLICATION NO. C.A. (CAA) No. 04/ND/2023

In the matter of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the matter of Scheme of Amalgamation

Amongst

SARA UNIVERSAL PRIVATE LIMITED
(Applicant Company-1 / Transferor Company-1)

AND

APPRICIATED EXIM PRIVATE LIMITED
(Applicant Company-2 / Transferor Company-2)

AND

IN STYLE INFRASTRUCTURES PRIVATE LIMITED
(Applicant Company-3 / Transferor Company-3)

AND

CELEBRATION INFRABUILD PRIVATE LIMITED
(Applicant Company-4 / Transferor Company-4)

AND

SARTHI INFRABUILD PRIVATE LIMITED
(Applicant Company-5 / Transferor Company-5)

AND

SARA TEXTILES LIMITED
(Applicant Company-6 / Transferee Company)

AND

Their respective Shareholders and Creditors

FORM NO. CAA 2
[Pursuant to Section 230(3) and Rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

NOTICE OF TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF SARA TEXTILES LIMITED (APPLICANT COMPANY-6 /TRANSFEREE COMPANY)

To,
The Unsecured Creditors of Sara Textiles Limited
*("**Applicant Company-6**" or "**Transferee Company**" or "**Company**")*

NOTICE is hereby given that by an order dated 3rd March 2023 **("Order")**, the New Delhi Bench of the National Company Law Tribunal ("**Tribunal**" or **"NCLT"**) has directed a meeting of the Unsecured Creditors of the Company be convened and held on **Friday, the 12th day of May 2023 at 4:00 PM (IST)** through Video Conferencing ("**VC**") for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between Sara Universal Private Limited ("**Applicant Company-1**" / "**Transferor Company-1**"), Appriciated Exim Private Limited ("**Applicant Company-2**" / "**Transferor Company-2**"), In Style Infrastructure Private Limited ("**Applicant Company-3**" / "**Transferor Company-3**"), Celebration Infrabuild Private Limited ("**Applicant Company-4**" / "**Transferor Company-4**"), Sarthi Infrabuild Private Limited ("**Applicant Company-5**" / "**Transferor Company-5**"), and Sara Textiles Limited ("**Applicant Company-6**" / "**Transferee Company**") *hereinafter together referred to as "**Applicant Companies**" or "**Participating Companies**")* and their respective shareholders and creditors ("**Scheme**").

In pursuance of the NCLT Order, a meeting of the Unsecured Creditors of the Company will be held on **Friday, the 12th day of May 2023 at 4:00 PM (IST)** ("**Meeting**") through Video Conferencing ("**VC**") with facility of remote e-voting and voting during the meeting through e-voting system as per the details provided herein in "**Annexure A"** to this Notice. Accordingly, you are requested to attend the Meeting *via* VC.

Copy of the Scheme and of the Explanatory Statement, under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Company at A-31, Hauz Khas, New Delhi-110016, India during business hours.

Facility of remote e-voting will be available during the prescribed time period before the meeting and facility to vote through e-voting system will be available during the meeting. Accordingly, unsecured creditors can vote through remote electronic means or e-voting system during the meeting. A body corporate which is an unsecured creditor is entitled to appoint a representative for the purposes of participating and / or vote through remote e-voting or e-voting during the meeting.

The Tribunal has appointed Mr. Sanjay Kumar Singh, IAS (Retd.), as the Chairperson, Ms. Suruchi Suri, Advocate, as the Alternate Chairperson and CA Pranshu Singhal, as the Scrutinizer for the meeting of unsecured creditors including any adjournment or adjournments thereof. The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Tribunal.

TAKE NOTICE that the following resolution is proposed under Sections 230(3) and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Transferee Company, for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation between Sara Universal Private Limited, Appriciated Exim Private Limited, In Style Infrastructure Private Limited, Celebration Infrabuild Private Limited, Sarthi Infrabuild Private Limited, and Sara Textiles Limited:

*"**RESOLVED THAT** pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at New Delhi ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of*

*the unsecured creditors of the Company, be and is hereby accorded to the Scheme of Amalgamation between Sara Universal Private Limited ("**Transferor Company-1**"), Appriciated Exim Private Limited ("**Transferor Company-2**"), In Style Infrastructure Private Limited ("**Transferor Company-3**"), Celebration Infrabuild Private Limited ("**Transferor Company-4**"), Sarthi Infrabuild Private Limited ("**Transferor Company-5**"), and Sara Textiles Limited ("**Transferee Company**") and their respective shareholders & creditors **("Scheme").**"*

*"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."*

A copy of the Explanatory Statement, under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Date: 10th April 2023
Place: New Delhi
Registered Office:
SARA TEXTILES LIMITED
A-31, Hauz Khas,
New Delhi-110016
CIN - U18101DL2003PLC123708

For Sara Textiles Limited
Sd/-
Deepit Singh
Authorised Signatory

Notes:

(1) In terms of the order dated 3rd March 2023 of the NCLT, New Delhi Bench, the Applicant Company-6 is convening the meeting of unsecured creditors of Applicant Company-6 through Video Conferencing in compliance of the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013 and Rules made thereunder. Facility of remote e-voting will be available during the prescribed time-period before the meeting and e-voting will also be available during the meeting. The proceedings of the meeting shall however be deemed to be conducted at the registered office of Applicant Company-6 which shall be the deemed venue of the meeting.

(2) Only unsecured creditors of the Applicant Company-6 existing as on cut-off date i.e., 31st August 2022 ("**Cut-off Date**") may attend the Meeting to be held through VC and vote using remote e-voting system before the meeting or e-voting system during the meeting.

(3) Where in case an unsecured creditor is a Corporate/ Body Corporate/ Institution, then pursuant to Section 113 of the Act, they are entitled to participate in the Meeting through their Authorised Representatives. Such Corporate Creditor is required to send either through email to cfo@sara-textiles.com or deposit at the Registered Office of the Company, a duly certified copy of the Board Resolution/ Power of Attorney authorizing such Authorized Representative along with the ID of Authorized Representative, to attend and vote at the Meeting on its behalf, not later than 48 hours before the time fixed for the aforesaid Meeting.

(4) The remote e-voting for the unsecured creditors shall commence on **Monday, 8th May 2023 (10:00 AM - IST) and shall end on Thursday, 11th May 2023 (5:00 PM - IST).**

(5) **Link Intime India Private Limited ('Linkintime')** has been appointed to provide platform for convening the meeting through video conferencing, remote e-voting and voting during the meeting in a secured and transparent manner. Detailed instructions and operational manual for participation and remote e-voting during the prescribed time-period before the meeting and e-voting during the meeting is enclosed as **Annexure A** to the Notice. The unsecured creditors

desiring to vote through remote e-voting, attend the meeting through VC and vote during the meeting, are requested to carefully follow the instructions set out in **Annexure A** to this Notice.

(6) **Please take note that as per the directions of the Tribunal, the meeting is proposed to be held through VC with facility of remote e-voting, accordingly, option of attending the meeting physically at venue is not available.**

(7) Unsecured creditors who have voted through remote e-voting during the available window as aforementioned in point (4) above will be eligible to attend/participate in the meeting through the Linkintime platform. However, they will not be entitled to vote again during the meeting. Only those unsecured creditors who have not participated in remote e-voting system, may cast their e-vote during the meeting through Linkintime platform.

(8) The quorum of the meeting of the unsecured creditors of the Applicant Company-6 shall be 220 (Two Hundred and Twenty only) in number of the total unsecured creditors of the Applicant Company-6 as on 31st August 2022. It is also directed that if the required Quorum is not present at the commencement of meeting, then the meeting will be adjourned for 30 minutes, and thereafter the persons present, and voting shall be deemed to constitute the quorum.

(9) The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the unsecured creditors at the registered office of the Applicant Company-6 between 10.00 A.M. and 12.00 Noon on all days (except Saturdays, Sundays, and public holidays) up to the date of the meeting. However, the same shall be open for inspection during the aforesaid meeting.

(10) The Notice, together with the documents accompanying the same, is being sent to all the unsecured creditors of the Applicant Company-6 as on 31st August 2022, either *via* email or by registered post or courier at their registered address available with the company. The notice, copies of Scheme of Amalgamation, Explanatory Statement and annexures to the aforementioned documents may also be accessed on the website of the Applicant Company-6 viz. www.saratextiles.com and on the website of Link Intime India Private Limited viz. https://instavote.linkintime.co.in.

(11) The notice convening the meeting will be published through advertisement in (i) "Financial Express" (English, Delhi NCR edition) (ii) "Jansatta" (Hindi, Delhi NCR edition).

(12) In accordance with the provisions of Sections 230-232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the unsecured creditors, of the Applicant Company-6, voting through remote e-voting or by e-voting system agree to the Scheme.

(13) The voting rights as well as the value of the unsecured creditors shall be in proportion to the outstanding amount due to them by the Applicant Company-6 as on cut-off date i.e., 31st August 2022.

(14) It is clarified that cast of votes by remote e-voting (prior to the meeting) does not disentitle an unsecured creditor from attending the meeting. However, an unsecured creditor who has voted through remote e-voting prior to the meeting cannot vote through e-voting during the Meeting.

(15) As directed by the Tribunal, CA Pranshu Singhal, has been appointed as Scrutinizer for the said meeting of the unsecured creditors of the Applicant Company-6 to scrutinize the voting during the meeting in a fair and transparent manner. Post the meeting, the Scrutinizer will submit the report to the Chairperson after completion of scrutiny of the Voting Process. As per Order of the Tribunal, the Chairperson shall report the result of the said NCLT convened meeting to the Tribunal within 7 days from the date of the conclusion of the meeting with regard to the proposed Scheme.

Encl.: As above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI

COMPANY APPLICATION NO. C.A. (CAA) No. 04/ND/2023

In the matter of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the matter of Scheme of Amalgamation

Amongst

SARA UNIVERSAL PRIVATE LIMITED
(Applicant Company-1 / Transferor Company-1)

AND

APPRICIATED EXIM PRIVATE LIMITED
(Applicant Company-2 / Transferor Company-2)

AND

IN STYLE INFRASTRUCTURES PRIVATE LIMITED
(Applicant Company-3 / Transferor Company-3)

AND

CELEBRATION INFRABUILD PRIVATE LIMITED
(Applicant Company-4 / Transferor Company-4)

AND

SARTHI INFRABUILD PRIVATE LIMITED
(Applicant Company-5 / Transferor Company-5)

AND

SARA TEXTILES LIMITED
(Applicant Company-6 / Transferee Company)

AND

Their respective Shareholders and Creditors

EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the order dated 3rd March 2023 passed by the Hon'ble National Company Law Tribunal, New Delhi Bench ("Tribunal" or "**NCLT**"), in the Company Application Number (CAA) No. 04/ND/2023 ("**Order**"), a meeting of the unsecured creditors of Sara Textiles Limited *(hereinafter referred to as the **"Applicant Company-6"** or **"Transferee Company"** or **"Company"** as the context may admit)* is being convened and held through Video Conferencing ("**VC**") with facility of remote

e-voting and voting during the meeting through e-voting system on **Friday, the 12th day of May 2023 at 4:00 PM (IST)** ("**Meeting**"), for the purpose of considering, and if thought fit, approving, with or without modification(s),the Scheme of Amalgamation between Sara Universal Private Limited, Appriciated Exim Private Limited, In Style Infrastructure Private Limited, Celebration Infrabuild Private Limited, Sarthi Infrabuild Private Limited and Sara Textiles Limited and their respective Shareholders and creditors under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").

2. In terms of the said Order, the quorum for the said meeting shall be 220 (Two Hundred and Twenty only) in number of the total unsecured creditors of the Applicant Company-6 as on 31st August 2022. It is also directed that if the required Quorum is not present at the commencement of meeting, then the meeting will be adjourned for 30 minutes, and thereafter the persons present and voting, shall be deemed to constitute the quorum.

3. In terms of the said Order, NCLT, has appointed Mr. Sanjay Kumar Singh, IAS (Retd.), as the Chairperson, Ms. Suruchi Suri, Advocate, as the Alternate Chairperson and CA Pranshu Singhal as the Scrutinizer for the Meeting of unsecured creditors of the Applicant Company-6 including for any adjournment or adjournments thereof.

4. This statement is being furnished as required under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 ("**Act**") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**"Rules"**).

5. In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be acted upon only if a majority in persons representing three-fourths in value of the unsecured creditors, of the Applicant Company-6, voting through remote e-voting or by e-voting system agree to the Scheme.

Particulars of SARA UNIVERSAL PRIVATE LIMITED ("Applicant Company-1" or **"Transferor Company-1"):**

6. Sara Universal Private Limited ("Applicant Company-1" or "Transferor Company-1") is a private limited company incorporated under the Companies Act, 1956 on 6th January 2000, and its registered office is situated at A-31, Hauz Khas, New Delhi-110016, India. Its Corporate Identity Number ("CIN") is U51399DL2000PTC103130, and Permanent Account Number ("PAN") is AAECS1164J.

7. The main objects of Transferor Company-1 as set out in its Memorandum of Association are as follows:

"(2) To carry on the business of Importers and Exporters in all kinds of goods and materials either in form of manufactured, semi-manufactured or raw materials.

(3) To transact and carry on all kinds of traders, selling and buying agents and distribution agents of any goods, materials or services produced or rendered by any company or person or firm or corporation or Central or State Government or Corporation or authorities or bodies whether incorporated or not or authorities whether municipal or otherwise in India or abroad.

(4) To act as an export house in connection with the business referred to in sub-clause (1) above.

(5) To act as a broker of or dealer in securities and/or commodities, to carry on all or any part of the business of acquiring, holding, selling, trading and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, futures, derivatives, commodities, commodities contracts, precious or non-precious metals and / or any combination thereof, and/or to become / act as a member of any stock and/or commodity exchange, whether in India or outside India, and to form subsidiaries, joint ventures or collaborations and to cooperate with any other association or company,

whether incorporated or not in India or outside India, whose objects are altogether or in part similar to those of the company.

8. The core business activity of Transferor Company-1 includes the business of business of dealing in securities.

9. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-1 as on 31st March 2022 is as under:

Particulars	**Amount in INR**
Authorised Share Capital	
5,00,000 Equity Shares of Rs.10/- each	50,00,000
Total	**50,00,000**
Issued, Subscribed and Paid-Up Share Capital	
5,00,000 Equity Shares of Rs.10/- each	50,00,000
Total	**50,00,000**

Subsequent to 31st March 2022, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-1.

10. The securities of the Transferor Company-1 are not listed on any stock exchange.

11. The details of the Directors of the Transferor Company-1 as on 31st March 2022, along with their addresses are as follows:

Sr. No.	**Name**	**Designation**	**Address**	**No of shares**	**Shareholding (%)**
1.	Mr. Devinder Pal Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	100	0.02%
2.	Mr. Deepit Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	0	0%
3.	Mr. Tushar Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	0	0%
4.	Mrs. Abha Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	0	0%
Total				**100**	**0.02%**

Subsequent to 31st March 2022, there has been no change in the details of Directors of Applicant Company-1.

Particulars of APPRICIATED EXIM PRIVATE LIMITED ("Applicant Company-2" or **"Transferor Company-2"):**

12. Appriciated Exim Private Limited ("Applicant Company-2" or "Transferor Company-2") is a private limited company incorporated under the Companies Act, 1956 on 19th March 2007, and its registered office is situated at 201A, Krishna Plaza, 2nd Floor, Sector-8, Rohini, Delhi-110085, India. Its Corporate Identity Number ("CIN") is U51909DL2007PTC160756, and Permanent Account Number ("PAN") is AAGCA3432M.

13. The main objects of Transferor Company-2 as set out in its Memorandum of Association are as follows:

"(1) To carry on the business as buyers, sellers, importers, exporters, consultants, stockists, dealers, distributors agents, brokers, commission agents, trading, marketing, forwarding and clearing agents, sales organiser of:

Perfumes, medicines, drugs, pharmaceuticals, Nutra-ceuticals, dietary supplements Biological foods, natural vitamins, insecticides, fumigates, vitamin products, hospital equipment like surgical equipment and X-ray machines, Engineering goods, machine tools, hand tools, small tools, metals, alloys, iron pipe, fittings, nuts and bolts, bicycles and accessories, automobile parts steel, and stainless steel and iron products, ores, and scraps, metallurgical residues, hides, skins, Leather goods, furs, bristles, tobacco hemp, seeds, oils and cakes, vanaspati, textile, fibre and wastes/coir and jute and products thereof wood and timber, bones, crushed and uncrushed, industrial diamonds, coal and charcoal, glue, gums and resins, ivory lac, shellac, manures, pulp rags, rubber, tanning substances, wax, quartz, crystal, chemicals and chemical preparations, plastic and linoleum articles, glass ware, brassware, antiques, handicrafts, handloom, decora tive toys, liquid gold, precious and semi-precious stones, ornaments, jewelleries, pearls, boutiques, soaps, paints, instruments, apparatus and appliances, machinery and millwork and parts thereof, paper and stationery, sport goods, textile including, decorative hand and machine made readymade garments, carpets, rugs, druggets, artificial silk fabrics, cotton woollen, cloth and all sorts of apparels, dressing materials cosmetics, wigs, belts, cinematograph films exposed, gramophone records, rubber, plastic goods, strach, umbrellas, crown croks, batteries, surgical and musical instruments marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitaryware, and fittings, wooden table, natural fibre products, celluise and cellulosic products mixed blended products, nylon polyster, fibre, yam hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products, fooder bran, fruits nuts, cashewnuts, kernels, grains, pulses, flour, confectionery, provisions, alcohol, beverages, perfumes, spirits, spices and tea, coffee, sugar and molasses, vegetable, and vegetable products processed foods and packaged food. Computer Hardware & Software & all allied item in India & abroad.

(2) To act as an export house.

(3) To act as export agents and purchase and sale representatives to stockists, products processing, food processing units and units engaged in village industries, home industries, cottage industries, small and medium scale industries.

(4) To carry on the business of manufacturers, importers and exporters, wholesale and retail dealers of and in men's women's and children's clothing and wearing apparel of every kind, nature and description including shirts, bush shirts, pyjama suits, vests, underwear, suits, pants, workmen's clothes, uniforms for the Army, Navy, Air Force and other personnel, foundation garments for ladies dresses, brasseries, maternity belts, knee caps, coats, Panties, nighties etc."

14. The core business activity of Transferor Company-2 includes the business of dealing as an export house for various categories of products.

15. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-2 as on 31st March 2022 is as under:

Particulars	**Amount in INR**
Authorised Share Capital	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed and Paid-Up Share Capital	
8,46,000 Equity Shares of Rs.10/- each	84,60,000
Total	**84,60,000**

Subsequent to 31st March 2022, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-2.

16. The securities of the Transferor Company-2 are not listed on any stock exchange.

17. The details of the Directors of the Transferor Company-2 as on 31st March 2022, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Sandeep Kumar	Director	201 A, Krishna Plaza, 2nd Floor, Sector-8, Rohini Delhi 110085	0	0%
2.	Mr. Shyamvir Singh	Director	582-B, Street 5, Near Chetan Market Surya Colony Sector-91, Faridabad Haryana 121013	0	0%
Total				**0**	**0%**

Subsequent to 31st March 2022, there has been no change in the details of Directors of Applicant Company-2.

Particulars of IN STYLE INFRASTRUCTURE PRIVATE LIMITED ("Applicant Company-3" or **"Transferor Company-3"):**

18. In Style Infrastructures Private Limited ("Applicant Company-3" or "Transferor Company-3") is a private limited company incorporated under the Companies Act, 1956 on 19th March 2007, and its registered office is situated at C-8 Kh. No 67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chattarpur, Delhi-110068, India. Its Corporate Identity Number ("CIN") is U45200DL2007PTC160753, and Permanent Account Number ("PAN") is AABCI6893B.

19. The main objects of Transferor Company-3 as set out in its Memorandum of Association are as follows:

"(1) To carry on the business of infrastructural works, civil mechanical electrical projects & engineering & construction works and developers and to carry on the business of Infrastructural works, Civil, Electricals, Mechanicals & Process, Engineering, Construction, Trading of Engineering goods, and Project Management Consultancy.

(2) To purchase, take on lease or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.

(3) To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.

(4) To purchase land for sale, and to develop into farm land plots, construct buildings and flats forsale on instalments or otherwise and to act as real estate agents and to carry on the business as civil contractors for constructions of markets, commercial complex, amusement parks roads, buildings,

houses, flats, school complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams, canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewages, gardens and such other necessary related civil and constructional works of all types.

(5) To sell, let, mortgage, or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.

(6) To carry on the business of fabricaters, architects, consultants, civil engineers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction, either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any individual, firm body corporate, association or society Central or State Government, Cantonment board or any local authority and to Design Detail and develop and detail all sorts of Consultancy Services related to Architecture and Interior Designing, Land Scapping, Structural, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts."

20. The core business activity of Transferor Company-3 includes the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy.

21. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-3 as on 31st March 2022 is as under:

Particulars	**Amount in INR**
Authorised Share Capital	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed and Paid-Up Share Capital	
9,30,000 Equity Shares of Rs.10/- each	93,00,000
Total	**93,00,000**

Subsequent to 31st March 2022, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-3.

22. The securities of the Transferor Company-3 are not listed on any stock exchange.

23. The details of the Directors of the Transferor Company-3 as on 31st March 2022, along with their addresses are as follows:

Sr. No.	**Name**	**Designation**	**Address**	**No of shares**	**Shareholding (%)**
1.	Mr. Sandeep Kumar	Director	201 A, Krishna Plaza, 2nd Floor, Sector-8, Rohini Delhi 110085	0	0%
2.	Mr. Arvind Damodar Kate	Director	B2-201, Custom Road, Near School Chala, Pardi Vapi, Valsad Gujrat 396191	0	0%
Total				**0**	**0%**

Subsequent to 31st March 2022, there has been no change in the details of Directors of Applicant Company-3.

Particulars of CELEBRATION INFRABUILD PRIVATE LIMITED ("Applicant Company-4" or **"Transferor Company-4"):**

24. Celebration Infrabuild Private Limited ("Applicant Company-4" or "Transferor Company-4") is a private limited company incorporated under the Companies Act, 1956 on 18th September 2007, and its registered office is situated at C-8 Kh. No 67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chattarpur, Delhi-110068, India. Its Corporate Identity Number ("CIN") is U45400DL2007PTC168386, and Permanent Account Number ("PAN") is AADCC2557J.

25. The main objects of Transferor Company-4 as set out in its Memorandum of Association are as follows:

"(1) To carry on the business of infrastructural works, civil mechanical electrical projects & engineering & construction works and developers and to carry on the business of Infrastructural works, Civil, Electricals, Mechanicals & Process, Engineering, Construction, Trading of Engineering goods, and Project Management Consultancy.

(2) To purchase, take on lease or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.

(3) To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.

(4) To purchase land for sale, and to develop into farm land plots, construct buildings and flats forsale on instalments or otherwise and to act as real estate agents and to carry on the business as civil contractors for constructions of markets, commercial complex, amusement parks roads, buildings, houses, flats, school complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams, canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewages, gardens and such other necessary related civil and constructional works of all types.

(5) To sell, let, mortgage, or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.

(6) To carry on the business of fabricaters, architects, consultants, civil engineers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction, either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any individual, firm body corporate, association or society Central or State Government, Cantonment board or any local authority and to Design Detail and develop and detail all sorts of Consultancy Services related to Architecture and Interior Designing, Land Scapping, Structural, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts."

26. The core business activity of Transferor Company-4 includes the business of carrying on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy.

27. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-4 as on 31st March 2022 is as under:

Particulars	Amount in INR
Authorised Share Capital	
12,50,000 Equity Shares of Rs.10/- each	1,25,00,000
Total	**1,25,00,000**
Issued, Subscribed and Paid-Up Share Capital	
10,60,000 Equity Shares of Rs.10/- each	1,06,00,000
Total	**1,06,00,000**

Subsequent to 31st March 2022, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-4.

28. The securities of the Transferor Company-4 are not listed on any stock exchange.

29. The details of the Directors of the Transferor Company-4 as on 31st March 2022, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Rakesh Kumar	Director	H. No. 738, Khasra 105/3 street No. 5 Block B Baba Colony Burari, North Delhi 110084	5,000	0.47%
2.	Mr. Arvind Damodar Kate	Director	B2-201, Custom Road, Near School Chala, Pardi Vapi, Valsad Gujrat 396191	0	0%
Total				**5,000**	**0.47%**

Subsequent to 31st March 2022, there has been no change in the details of Directors of Applicant Company-4.

Particulars of SARTHI INFRABUILD PRIVATE LIMITED ("Applicant Company-5" or **"Transferor Company-5"):**

30. Sarthi Infrabuild Private Limited ("Applicant Company-5" or "Transferor Company-5") is a private limited company incorporated under the Companies Act, 1956 on 11th September 2007, and its registered office is situated at C-8 Kh. No 67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chattarpur, Delhi-110068, India. Its Corporate Identity Number ("CIN") is U45400DL2007PTC168033, and Permanent Account Number ("PAN") is AALCS4092G.

31. The main objects of Transferor Company-5 as set out in its Memorandum of Association are as follows:

"(1) To carry on the business of infrastructural works, civil mechanical electrical projects & engineering & construction works and developers and to carry on the business of Infrastructural works, Civil, Electricals, Mechanicals & Process, Engineering, Construction, Trading of Engineering goods, and Project Management Consultancy.

(2) To purchase, take on lease or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission

agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.

(3) To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.

(4) To purchase land for sale, and to develop into farm land plots, construct buildings and flats forsale on instalments or otherwise and to act as real estate agents and to carry on the business as civil contractors for constructions of markets, commercial complex, amusement parks roads, buildings, houses, flats, school complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams, canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewages, gardens and such other necessary related civil and constructional works of all types.

(5) To sell, let, mortgage or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.

(6) To carry on the business of fabricaters, architects, consultants, civil engineers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction, either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any individual, firm body corporate, association or society Central or State Government, Cantonment board or any local authority and to Design Detail and develop and detail all sorts of Consultancy Services related to Architecture and Interior Designing, Land Scapping, Structural, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts."

32. The core business activity of Transferor Company-5 includes the business of carrying on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy.

33. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-5 as on 31st March 2022 is as under:

Particulars	**Amount in INR**
Authorised Share Capital	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	**50,00,00,000**
Issued, Subscribed and Paid-Up Share Capital	
7,97,000 Equity Shares of Rs.10/- each	79,70,000
Total	**79,70,000**

Subsequent to 31st March 2022, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-5.

34. The securities of the Transferor Company-5 are not listed on any stock exchange.

35. The details of the Directors of the Transferor Company-5 as on 31st March 2022, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Rakesh Kumar	Director	H. No. 738, Khasra 105/3 street No. 5 Block B Baba Colony Burari, North Delhi 110084	5,000	0.63%
2.	Mr. Shyamvir Singh	Director	582-B, Street 5, Near Chetan Market Surya Colony Sector-91, Faridabad Haryana 121013	0	0%
Total				**5,000**	**0.63%**

Subsequent to 31st March 2022, there has been no change in the details of Directors of Applicant Company-5.

Particulars of SARA TEXTILES LIMITED ("Applicant Company-6" or **"Transferee Company"):**

36. Sara Textiles Limited ("Applicant Company-6" or "Transferee Company") is a public limited company incorporated under the Companies Act, 1956 on 26th December 2003, and its registered office is situated at A-31, Hauz Khas, New Delhi-110016, India. Its Corporate Identity Number ("CIN") is U18101DL2003PLC123708, and Permanent Account Number ("PAN") is AAHCS9602C.

37. The main objects of Transferee Company as set out in its Memorandum of Association are as follows:

"(1) To carry on the business of manufacturers of Textiles, yams, spinners, weavers, twisters, doublers, crimping, combers, Ginners, processors, curing, packers, balers of cotton. Jute, silkens, Rayon, Nylon, Man-made synthetic fibers, staple waste droppings, combine greasy wool, preparing, processing, dyeing and blending wool and wool tops with man-made fibers and synthetic and any other fibrous materials and the cultivation thereof and the business of weaving or otherwise bleaching, printing and processing yam, shoddy yarn, cotton yam, worsted yarn. Nylon yarn, polyester yam, cloth, blankets carpets, shawls, linen, wool blended hosiery and other fabrics whether textile, felted, natted or looped and of cotton staples, silk, rayons, wool and other man made or natural fibers.

(2) To manufacture, buy, sell, trade, distribute, import, export, fabricate, process, deal and to carry on the business as buying agents selling agents, commission agents, principals, representatives, brokers, stockiest, indenting agents of goods and merchandise of all kinds and descriptions such as towels, terry-towels, apparels. Scarves, ready to wear garments, hand printed textiles, dress materials and accessories, home furnishing materials such as bed spreads, table covers, napkins. Kitchen towels, furnishing fabrics, toweling fabrics, uniforms, underwears, denims, trousers, hosiery items, carpets and rugs of all types, garments made of mill-made! Hand-loom cloth, cotton, silk, synthetic, myon, woolen, leather and leather products, zan embroidered garments and jute products.

(3) To export and otherwise sell all the above items manufactured, purchased, produced fabricated, stored and dealt in by the company.

(4) To engage in the business of buying, selling, exchanging importing, exporting manufacturing and dealing in wholesale and in retail in men's, women's and children's clothing and wearing apparel of every kind.

(5) To carry on the business as manufacturers and dealers in all kind of equipment, machineries and accessories required to manufacture all kinds of yarns, fabrics. Made-ups and Terry-Towels."

38. The core business activity of Transferee includes the business of manufacturing of terry towels and export of textiles and cotton yarns.`

39. The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31st March 2022 is as under:

Particulars	Amount in INR
Authorised Share Capital	
5,00,00,000 Equity Shares of Rs.10/- each	50,00,00,000
Total	**50,00,00,000**
Issued, Subscribed and Paid-Up Share Capital	
4,59,11,644 Equity Shares of Rs.10/- each	45,91,16,440
Total	**45,91,16,440**

Subsequent to 31st March 2022, there has been no change in the issued, subscribed, and paid-up share capital of the Transferee Company.

40. The securities of the Transferee Company are not listed on any stock exchange.

41. The details of the Directors of the Transferee Company as on 31st March 2022, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Devinder Pal Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	7,70,000	1.68%
2.	Mr. Deepit Singh	Managing Director	S-99, Panchsheel Park, New Delhi – 110017	8,10,000	1.76%
3.	Mr. Shyam Mohan Dwivedi	Director	I-4 First Floor, Jungpura-B, New Delhi-110014	2,500	0.01%
4.	Mr. Rahul Jain	Director	C-802 Express Green Appartment Vaishali Sector – 1, Ghaziabad 201010	0	0%
5.	Mr. Narayan Das Daga	Director	Daga Chowk, Nearby Narsing Mandir, Bikaner Rajasthan - 334001	0	0%
Total				**5,27,500**	**3.45%**

Subsequent to 31st March 2022, there has been no change in the details of Directors of Applicant Compan-6.

42. **Board Meeting approving the Scheme of Amalgamation.**

The Board of Directors of the Applicant Companies have unanimously approved the proposed Scheme of Amalgamation, vide their respective Board Resolutions dated 27th September 2022 in case of Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4, Transferor Company-5, and 14th September 2022 in case of Transferee Company, after taking on record the Share Entitlement Ratio report dated 14th September 2022, issued by registered valuer, Mr. Niranjan Kumar. (IBBI Registration No.-IBBI/RV/06/2018/10137).

Names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolutions:

A. SARA UNIVERSAL PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Devinder Pal Singh	Favour
2.	Mr. Deepit Singh	Favour
3.	Mr. Tushar Singh	Favour
4.	Mrs. Abha Singh	Favour

B. APPRICIATED EXIM PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Sandeep Kumar	Favour
2.	Mr. Shyamvir Singh	Favour

C. IN STYLE INFRASTRUCTURES PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Sandeep Kumar	Favour
2.	Mr. Arvind Damodar Kate	Favour

D. CELEBRATION INFRABUILD PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Rakesh Kumar	Favour
2.	Mr. Arvind Damodar Kate	Favour

E. SARTHI INFRABUILD PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Rakesh Kumar	Favour
2.	Mr. Shyamvir Singh	Favour

F. SARA TEXTILES LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Devinder Pal Singh	Favour
2.	Mr. Deepit Singh	Favour
3.	Mr. Shyam Mohan Dwivedi	Favour
4.	Mr. Rahul Jain	Favour
5.	Mr. Narayan Das Daga	Favour

43. **Brief details of the Scheme**

S.No.	Particulars	Particulars
i.	Parties involved in the Scheme	• Sara Universal Private Limited ("SUPL" or "**Transferor Company-1"**) • Appriciated Exim Private Limited ("AEPL" or "**Transferor Company-2"**) • In Style Infrastructures Private Limited ("ISIPL" or "**Transferor Company-3"**) • Celebration Infrabuild Private Limited ("CIPL" or "**Transferor Company-4"**) • Sarthi Infrabuid Private Limited ("Sarthi" or "**Transferor Company-5")** • Sara Textiles Limited ("Sarthi" or "**Transferee Company**") Hereinafter, Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, and Transferor Company 5 together referred to as the "Transferor Companies". Hereinafter, all the companies are collectively referred to as "Participating Companies" or "Applicant Companies".
ii.	Relationship between the Companies	• STL and SUPL each hold 49.41% Equity stake in AEPL; • STL and SUPL each hold 47.85% Equity stake in ISIPL; • STL and SUPL each hold 49.53% Equity stake in CIPL; • STL holds 49.18% Equity stake in Sarthi, and SUPL holds 49.56% Equity stake in Sarthi.
iii.	Scheme of Amalgamation	The scheme provides for amalgamation of Transferor Companies into the Transferee Company pursuant to and under the provisions of Sections 230 to 232 of the Companies Act, 2013 and the relevant provisions made thereunder and/or any other applicable provisions of the Companies Act, 2013, in the manner provided for in the Scheme.
iv.	Appointed Date	Means 1st April 2022 or such other date as may be fixed or approved by the NCLT or such other competent authority / Appropriate Authority;
v.	Effective Date	The date or last of the dates on which certified copies of the order of the NCLT sanctioning the Scheme are filed by the Applicant Companies with the registrar of companies. Any references in this Scheme to "upon this Scheme

		becoming effective" or "effectiveness of this Scheme" shall refer to the Effective Date;
vi.	Summary of Share Entitlement Ratio Report	The report on recommendation of fair value dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer, in relation to the Scheme, has recommended following Share Entitlement Ratios – • *"1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e., SIPL."* • *"12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."* • *"35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."* • *"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."* • *"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."* **The Share Entitlement Ratio Report is available for inspection at the registered office of the Transferee Company.**
vii.	Rationale of the Scheme or the benefits of the Scheme as perceived by the Board of Directors of the Company to the Company, Shareholders, Creditors and Others	The management of the Companies believe that the business existing in the Transferor Companies should be consolidated with the Transferee Company for the following primary reasons: (i) The proposed amalgamation of the Transferor Companies with and into Transferee Company, would inter-alia result in the simplification of the Group structure and alignment of group businesses and consolidation of the group companies in one entity thereby resulting in rationalization and standardization of the business processes, economies of scale, reduction in overheads, administrative, managerial and other expenditure, organizational efficiency, and optimal utilization of resources which would be beneficial for all members and other stakeholders. (ii) The combined entity will have a bigger pool of managerial and financial resources ultimately leading to expansion of business, faster execution of large and sophisticated projects ultimately resulting in maximisation of shareholders" wealth. Unification will

		also lead to economies of scale resulting in saving of general and administrative costs. (iii) The amalgamation among the Applicant Companies will lead to elimination of inter-company transactions and balances between the Applicant Companies.

44. **Key salient features of the Scheme**

1.4 DEFINITIONS

In this Scheme, unless repugnant to the subject, context or meaning thereof, the following capitalized words and expressions shall have the meanings as set out herein below:

*1.4.3. "**Appointed Date**" means 1st April 2022, or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority / Appropriate Authority;*

*1.4.6. "**Effective Date**" means the date or last of the dates on which certified copies of the order of the NCLT sanctioning the Scheme are filed by the Applicant Companies with the registrar of companies. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" shall refer to the Effective Date;*

*1.4.9. "**Record Date**" means a mutually agreed date to be fixed by the Board of Directors of the Transferee Company for the purposes of determining the shareholders of the Transferor Companies to whom shares would be issued and allotted in accordance with Clause 3.6 of this Scheme.*

*1.4.11. "**Scheme**" means this Scheme of Amalgamation of the Transferor Companies with and into Transferee Company, and their respective shareholders and creditors, pursuant to the provisions of Sections 230 – 232 and other applicable provisions of the Act, and rules made thereunder with such modifications and amendments as may be made from time to time, with the appropriate approvals and sanctions of the Tribunal and other relevant regulatory authorities, as may be required under the Act and under all other applicable laws;*

*1.4.13. **"Transferee Company"** or **"STL"** means Sara Textiles Limited, a public limited company incorporated under Companies Act, 1956 having its registered office at A-31, Hauz Khas, New Delhi-110016 with Corporate Identity Number U18101DL2003PLC123708, and Permanent Account Number (**"PAN"**) AAHCS9602C.*

*1.4.14. "**Transferor Company 1**" or "**SUPL**" means Sara Universal Private Limited, a company incorporated under Companies Act 1956, having its registered office at A-31, Hauz Khas, New Delhi-110016, with Corporate Identity Number U51399DL2000PTC103130* and shall include without limitation:

(i) all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 1 in such assets;

(ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 1;

(iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 1;

(iv) *all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 1;*

(v) *all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 1;*

(vi) *all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 1;*

(vii) *insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 1 is a party, or to the benefit of which the Transferor Company 1 is eligible;*

(viii) *all employees of the Transferor Company 1;*

(ix) *all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 1;*

(x) *all legal, tax, regulatory, quasi-judicial, administrative, or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 1; and*

(xi) *all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 1.*

1.4.15. *"**Transferor Company 2**" or "**AEPL**" means Appriciated Exim Private Limited, a company incorporated under Companies Act 1956, having its registered office at 201A, Krishna Plaza, 2nd Floor, Sector-8, Rohini, Delhi-110085, with Corporate Identity Number U51909DL2007PTC160756 and Permanent Account Number AAGCA3432M* and shall include without limitation:

(i) *all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 2 in such assets;*

(ii) *all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 2;*

(iii) *all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 2;*

(iv) *all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 2;*

(v) *all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 2;*

(vi) *all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 2;*

(vii) *insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 2 is a party, or to the benefit of which the Transferor Company 2 is eligible;*

(viii) *all employees of the Transferor Company 2;*

(ix) *all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 2;*

(x) *all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 2; and*

(xi) *all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 2.*

1.4.16. *"**Transferor Company 3**" or "**ISIPL**" means In Style Infrastructures Private Limited, a company incorporated under Companies Act 1956, having its registered office at C-8 Kh. No-67.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068, with Corporate Identity Number U45200DL2007PTC160753 and Permanent Account Number AABCI6893B* and shall include without limitation:

(i) *all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 3 in such assets;*

(ii) *all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 3;*

(iii) *all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 3;*

(iv) *all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 3;*

(v) *all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 3;*

(vi) *all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 3;*

(vii) *insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 3 is a party, or to the benefit of which the Transferor Company 3 is eligible;*

(viii) *all employees of the Transferor Company 3;*

(ix) *all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 3;*

(x) *all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 3; and*

(xi) *all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 3.*

1.4.17. *"**Transferor Company 4**" or "**CIPL**" means Celebration Infrabuild Private Limited, a company incorporated under Companies Act 1956, having its registered office at C-8 Kh. No-7.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068, with Corporate Identity Number U45400DL2007PTC168386 and Permanent Account Number AADCC2557J* and shall include without limitation:

(i) *all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 4 in such assets;*

(ii) *all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 4;*

(iii) *all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 4;*

(iv) *all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 4;*

(v) *all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 4;*

(vi) *all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 4;*

(vii) *insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 4 is a party, or to the benefit of which the Transferor Company 4 is eligible;*

(viii) *all employees of the Transferor Company 4;*

(ix) *all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 4;*

(x) *all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 4; and*

(xi) *all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 4.*

1.4.18. *"**Transferor Company 5**" or "**Sarthi**" means Sarthi Infrabuild Private Limited, a company incorporated under Companies Act 1956, having its registered office at C-8 Kh. No-7.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068, with Corporate Identity Number U45400DL2007PTC168033, and its Permanent Account Number (**"PAN"**) is AALCS4092G* and shall include without limitation:

(i) *all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 5 in such assets;*

(ii) *all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 5;*

(iii) *all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 5;*

(iv) *all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 5;*

(v) *all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 5;*

(vi) *all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 5;*

(vii) *insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 5 is a party, or to the benefit of which the Transferor Company 5 is eligible;*

(viii) *all employees of the Transferor Company 5;*

(ix) *all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 5;*

(x) *all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 5; and*

(xi) *all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 5.*

3.4. CHANGES IN AUTHORISED SHARE CAPITAL OF THE TRANSFEREE COMPANY

3.4.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised share capital of Transferor Companies shall stand transferred to and be merged/amalgamated with the authorised share capital of the Transferee Company, and the fee, if any, paid by the Transferor Companies on its authorised share capital shall be set off against any fee payable by the Transferee Company on its authorised capital, subsequent to the amalgamation.

3.4.2 Upon this Scheme coming into effect and with effect from the Appointed Date (and consequent to transfer of the existing authorised share capital of Transferor Companies in accordance with Clause 3.4.1 of this Scheme), the authorised share capital of the Transferee Company of Rs. 50,00,00,000 (divided into 50,00,000 equity shares of Rs. 10 each) shall stand enhanced by Rs. 4,75,00,000 (divided into 47,50,000 equity shares of Rs. 10 each).

3.4.3 Accordingly, Clause V of the Memorandum of Association of the Transferee Company shall stand modified and be substituted by the following:
"The Authorised Share Capital of the Company is Rs.54,75,00,000 /- divided into 5,47,50,000 equity shares of Rs 10 each."

3.4.4 It is hereby clarified that for the purposes of this Clause, the consent of the shareholders

of the Transferee Company to the Scheme shall be deemed to be sufficient for the purposes of effecting the above amendment and increase in authorised share capital of the Transferee Company, and no further act, instrument or deed by the Transferee Company or resolutions or actions under Sections 13, 61 and any other applicable provisions of the Act would be required to be separately passed or taken and pursuant to Section 232(3)(i) of the Act and the fee paid by the Transferor Companies on its authorized share capital shall be set off against any fee payable by the Transferee Company on its authorized share capital subsequent to the amalgamation. Balance fees if any payable, after the aforesaid adjustment, by the Transferee Company shall be duly paid upon the sanctioning of the Scheme. Upon this Scheme coming into effect, the Transferee Company shall, if required, file the necessary documents/ intimations as per the provisions of the Act with the ROC or any other applicable authority to record the aforesaid change in its authorised share capital.

3.6. CONSIDERATION

3.6.1. Upon the Scheme coming into effect and in consideration of the transfer and vesting of Transferor Companies in the Transferee Company pursuant to Part III of this Scheme and subject to the provisions of this Scheme, the Transferee Company shall, without any further application, act, consent, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Companies, whose name is recorded in the register of members as member of the Transferor Companies as on the Record Date, as follows:

"1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e., SIPL."

"12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."

"35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."

"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."

"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."

3.6.2. The aforesaid ratio for the issue of equity shares by the Transferee Company is based on the recommendations made in the Share Entitlement Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered valuer, having IBBI registration No – IBBI/RV/06/2018/10137.

3.6.3. In the event that the equity shares entitled to be issued result in fractional entitlements, the Transferee Company shall be empowered to consolidate and/or round off such fractional entitlements to nearest integer number of respective equity shares.

3.6.4. Equity shares to be issued and allotted in terms hereof will be subject to the Memorandum of Association and Articles of Association of the Transferee Company and shall be deemed to be in compliance with the provisions of the Act or any law for the time being in force.

3.6.5. Issue and allotment of equity shares, pursuant to Clause 3.6 of this Scheme is an integral part of this Scheme. The approval of this Scheme by shareholders of the Transferee Company shall be deemed to be in due compliance with all applicable provisions of the Act including but not limited to Sections 42 or 55 or 61 or 62 and other applicable provisions of the Act.

3.6.6. Upon equity shares being issued and allotted by the Transferee Company in accordance with this Clause 3.6, the share certificates in relation to the shares held by all the members of the Transferor Companies shall stand cancelled and extinguished and be of no effect from the date of such issue and allotment.

3.6.7. For the avoidance of doubt, it is clarified that, in case, the issued and paid-up share capital of the Transferee Company and/ or the Transferor Companies, as the case may be, undergoes any change, prior to this Scheme becoming effective, then Clause 3.6.1 shall automatically stand modified/ adjusted accordingly to take into account the effect of such change.

3.7. ACCOUNTING TREATMENT

3.7.1. Upon the Scheme becoming effective and with effect from Appointed Date, Amalgamation shall be accounted as per "The Pooling of Interest Method" prescribed under the Accounting Standard 14 - "Accounting for Amalgamations" specified by the Companies (Accounting Standards) Rules, 2006 notified by the Central Government and as amended from time to time and issued by the Institute of Chartered Accountants of India.

3.7.2. Transferee Company shall record all assets and liabilities of Transferor Companies, as appearing in the books of Transferor Companies at the close of business of the day immediately preceding the Appointed Date, vested in it pursuant to this Scheme, at their respective carrying amounts.

3.7.3. Face value of equity shares issued pursuant to Clause 3.6. of this Scheme will be recorded as Share capital of the Transferee Company and the premium, if any, on issuance of such equity shares shall be credited to the Securities Premium Account.

3.7.4. If and to the extent there are investments, loans and advances, deposits, or any other balances between the Transferor Companies and Transferee Company, if any, shall stand cancelled.

3.7.5. Difference between the consideration discharged by the Transferee Company pursuant to Clause 3.6. above and the carrying amount of net assets of Transferor Companies transferred and recorded by the Transferee Company as aforesaid after taking into consideration the cancellation of inter-company investments and/or balances as per Clause 3.7.4 above shall be recorded as Capital Reserve in the books of the Transferee Company.

3.7.6. The Transferee Company, by its Board of Directors, may alter or modify the accounting treatment specified in this Scheme, in consultation with its auditors, as it may deem fit and consider necessary, to settle any question / difficulty out of the Scheme, to comply with the applicable laws and applicable accounting standards.

3.7.7. In case of any differences in accounting policies between the Transferee Company and any of the Transferor Companies, the accounting policies followed by the Transferee Company will prevail and impact of the same till the Appointed Date will be quantified and the same shall be appropriately adjusted and reported in accordance with applicable accounting rules and principles, so as to ensure that the financial statements of

Transferee Company reflect the financial position on the basis of consistent accounting policies.

YOU ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF. THE AFORESAID ARE ONLY SOME OF THE SALIENT EXTRACTS THEREOF.

45. The accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder. The certificates issued by the respective Statutory Auditors of the Applicant Companies are open for inspection at the registered office of the Transferee Company.

46. **Details of the Directors and Key Managerial Personnel (KMP) and their respective relatives and their respective equity shareholding in each entity as on date of this notice are as follows:**

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the abovementioned resolution except to the extent of shareholding of the Directors/ KMP given below:

A. Sara Universal Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Devinder Pal Singh	0.02%	0%	0%	0%	0%	1.68%
2.	Mr. Deepit Singh	0%	0%	0%	0%	0%	1.76%
3.	Mr. Tushar Singh	0%	0%	0%	0%	0%	11.10%
4.	Mrs. Abha Singh	0%	0%	0%	0%	0%	2.49%

B. Appriciated Exim Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Sandeep Kumar	0%	0%	0%	0%	0%	0%
2.	Mr. Shyamvir Singh	0%	0%	0%	0%	0%	0%

C. In Style Infrastructures Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Sandeep Kumar	0%	0%	0%	0%	0%	0%
2.	Mr. Arvind Damodar Kate	0%	0%	0%	0%	0%	0%

D. Celebration Infrabuild Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Rakesh Kumar	0%	0%	0%	0.47%	0.63%	0%
2.	Mr. Arvind Damodar Kate	0%	0%	0%	0%	0%	0%

E. Sarthi Infrabuild Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Rakesh Kumar	0%	0%	0%	0.47%	0.63%	0%
2.	Mr. Shyamvir Singh	0%	0%	0%	0%	0%	0%

F. Sara Textiles Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Devinder Pal Singh	0.02%	0%	0%	0%	0%	1.68%
2.	Mr. Deepit Singh	0%	0%	0%	0%	0%	1.76%
3.	Mr. Shyam Mohan Dwivedi	0%	0.59%	0.54%	0%	0%	0.01%
4.	Mr. Rahul Jain	0%	0%	0%	0%	0%	0%

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
5.	Mr. Narayan Das Daga	0%	0%	0%	0%	0%	0%

47. Statement disclosing details of Amalgamation as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

S.No.	Particulars	Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
i.	Details of capital or debt restructuring, if any	Not applicable					
ii.	Benefits of the Amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable)	Refer Para 43(vii) of the Explanatory Statement					
iii.	Amounts due to unsecured and secured creditors as on 31st August 2022	**Secured Creditors** NIL **Unsecured Creditors** INR 970.55 lakhs	**Secured Creditors** NIL **Unsecured Creditors** INR 111.03 lakhs	**Secured Creditors** NIL **Unsecured Creditors** NIL	**Secured Creditors** NIL **Unsecured Creditors** INR 39.67 lakhs	**Secured Creditors** NIL **Unsecured Creditors** NIL	**Secured Creditors** INR 70.23 lakhs **Unsecured Creditors** INR 2238.59 lakhs
iv.	If the Scheme of Amalgamation relates to more than one company,	• STL and SUPL each hold 49.41% Equity stake in AEPL; • STL and SUPL each hold 47.85% Equity stake in ISIPL; • STL and SUPL each hold 49.53% Equity stake in CIPL;					

	the fact and details of any relationship subsisting between such companies who are parties to such Scheme of Amalgamation, including holding, subsidiary or associate companies	• STL holds 49.18% Equity stake in Sarthi, and SUPL holds 49.56% Equity stake in Sarthi.
v.	**Disclosure about effect of the Amalgamation on:**	
a.	Key Managerial Personnel	There will be no impact of the Scheme on the KMPs of the Applicant Companies. Further, none of the KMPs have any interest in the Scheme except to the extent of shares held by them, if any, in the Applicant Companies.
b.	Directors	The proposed Scheme of Amalgamation would not affect any Director of the Applicant Companies.
c.	Promoters / Non-Promoters members	• The Applicant Companies have only one class of shareholders, i.e., equity shareholders. • The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of the Applicant Companies prejudicially.
d.	Creditors	All the liabilities and dues payable pertaining to the Transferor Companies shall become the liabilities and dues payable of/ by Transferee Company (subject to inter-company cancellations).
e.	Depositors	As on date, the Applicant Companies do not have any outstanding public deposits or outstanding debentures and therefore, the effect of the Scheme on any such public deposit holders or deposit trustee(s) or debenture holders does not arise.
f.	Debenture Holders	
g.	Deposit trustee and debenture trustee	
h.	Employees of the Company	All the staff, workmen and other employees pertaining the Transferor Companies immediately before the Scheme of Amalgamation shall become the staff, workmen and employees of the Transferee Company as per the details mentioned in the Scheme of Amalgamation.
vi.	**Disclosure about effect of Amalgamation on material interest of Directors, Key Managerial Personnel and Debenture Trustee**	
a.	Directors	The proposed Scheme of Amalgamation would not affect any Director of the Applicant Companies.
b.	Key Managerial Personnel	No material effect of Amalgamation.
c.	Debenture Trustee	Not applicable

vii.	Details of approvals, sanctions, or no-objection(s), if any, from regulatory or any other governmental authorities required, received, or pending for the proposed Scheme Amalgamation	The Scheme is subject to approval from jurisdictional NCLT. Further, notice under Section 230(5) of Companies Act, 2013 is being submitted with the Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs, Registrar of Companies (NCT of Delhi & Haryana), Ministry of Corporate Affairs, Official Liquidator, attached to the Delhi High Court, Jurisdictional Income Tax Authorities, in respect of the Applicant Companies.
viii.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	As per the directions of the Tribunal, and as per the discretion exercised by the Chairperson appointed for the meeting, the meeting of Unsecured Creditors of Applicant Company-6, is proposed to be held through VC with facility of remote e-voting, accordingly, option of attending the meeting physically at venue is not available. Unsecured Creditors of the Transferee Company to whom the Notice is sent may either vote using remote e-voting system or vote during the meeting *via* VC through e-voting system.

General:

48. The copy of draft scheme has been filed with the Registrar of Companies.

49. The National Company Law Tribunal, New Delhi Bench by its Order dated 3rd March 2023 has dispensed with the requirement of convening the meeting(s) of the Equity Shareholders of the Applicant Companies.

50. The National Company Law Tribunal, New Delhi Bench by its Order dated 3rd March 2023 has dispensed with the requirement of convening the meeting of the secured creditors and unsecured creditors of the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4 and Transferor Company 5.

51. The National Company Law Tribunal, New Delhi Bench by its Order dated 3rd March 2023 has directed for convening of the meeting of the secured and unsecured creditors of the Transferee Company. Further, as per the discretion exercised by the Chairperson appointed for the meeting, the meeting of unsecured creditors of Applicant Company-6/Transferee Company shall be conducted *via* Video Conferencing with facility of remote e-voting. Also, the National Company Law Tribunal, New Delhi Bench by its Order dated 3rd March 2023 has directed for publication of notice of the said meeting in newspaper(s).

52. No investigation or proceedings have been instituted or are pending under applicable provisions of Companies Act, 2013 or erstwhile provisions of Companies Act, 1956 against the Applicant Companies.

53. No winding up petition has been admitted against any of the Applicant Companies.

54. Copy of the notice(s) issued to the unsecured creditors of Transferee Company, the Scheme of Amalgamation and Explanatory Statement under Section 230 of the Companies Act, 2013 have been placed on the website of the Transferee Company at https://www.saratextiles.com

55. The detailed procedure for participation in the meeting through VC, remote e-voting and voting during the meeting through e-voting system is enclosed with this notice as **Annexure A.** The unsecured creditors desiring to attend the meeting convened through VC and to vote during the meeting or before the meeting, using remote e-voting system, are requested to carefully follow the instructions set out in **Annexure A** to this Notice.

56. The following documents will be open for obtaining extracts from or for making or obtaining copies or inspection by the unsecured creditors of Transferee Company at A-31, Hauz Khas, New Delhi-110016, India between 10:00 AM to 12:00 Noon on all working days, except Saturdays, Sundays and Public Holidays:

    a) Copy of the Order dated 3rd March 2023 of the NCLT passed in Company Application No. C.A. (CAA) 04/ND/2023 directing the convening of meeting of the Unsecured Creditors of Transferee Company;
    b) Copy of the Company Application No. C.A. (CAA) 04/ND/2022;
    c) Copy of Scheme of Amalgamation;
    d) Memorandum and Articles of Association of all Applicant Companies;
    e) Copy of audited financial statements of Sara Universal Private Limited, Appriciated Exim Private Limited, In Style Infrastructures Private Limited, Celebration Infrabuild Private Limited, Sarthi Infrabuild Private Limited and Sara Textiles Limited for the year ended 31st March 2022;
    f) Copy of unaudited provisional financial statements of Sara Universal Private Limited, Appriciated Exim Private Limited, In Style Infrastructures Private Limited, Celebration Infrabuild Private Limited, Sarthi Infrabuild Private Limited and Sara Textiles Limited for the period ended 30th September 2022;
    g) Copies of the fair Share Entitlement Ratio Report dated 14th July 2022 issued by Mr. Niranjan Kumar (Registered Valuer) (IBBI Registration No.-IBBI/RV/06/2018/10137);
    h) Certificates issued by Statutory Auditors of the Applicant Companies in relation to the accounting treatment prescribed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued thereunder;
    i) List of unsecured creditors of the Transferee Company as on 31st August 2022;
    j) Any other information, contracts or agreements material to the amalgamation.

57. A copy of the Scheme and Explanatory Statement shall be furnished to the unsecured creditors, free of charge, within 1 (one) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the unsecured creditors.

Date: 10th April 2023
Place: New Delhi
Registered Office:
SARA TEXTILES LIMITED
A-31, Hauz Khas,
New Delhi-110016
CIN - U18101DL2003PLC123708

For Sara Textiles Limited
Sd/-
Deepit Singh
Authorised Signatory

SCHEME OF AMALGAMATION

UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE SECTIONS OF THE COMPANIES ACT, 2013 READ WITH RULES MADE THEREUNDER

AMONGST

SARA UNIVERSAL PRIVATE LIMITED

("TRANSFEROR COMPANY 1")

AND

APPRICIATED EXIM PRIVATE LIMITED

("TRANSFEROR COMPANY 2")

AND

IN STYLE INFRASTRUCTURES PRIVATE LIMITED

("TRANSFEROR COMPANY 3")

AND

CELEBRATION INFRABUILD PRIVATE LIMITED

("TRANSFEROR COMPANY 4")

AND

SARTHI INFRABUILD PRIVATE LIMITED

("TRANSFEROR COMPANY 5")

AND

SARA TEXTILES LIMITED

("TRANSFEREE COMPANY")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

1 PREAMBLE TO THE SCHEME OF AMALGAMATION

1.1 OVERVIEW

1.1.1 This Scheme of Amalgamation (**"Scheme"**) is presented under the provisions of Sections 230 – 232 and other relevant provisions of the Companies Act, 2013 (**'Act'**) among Sara Universal Private Limited (**"SUPL" / "Transferor Company 1"**), Appriciated Exim Private Limited (**"AEPL" / "Transferor Company 2"**), In Style Infrastructures Private Limited (**"ISIPL" / "Transferor Company 3"**), Celebration Infrabuild Private Limited (**"CIPL" / "Transferor Company 4"**), Sarthi Infrabuild Private Limited (**"Sarthi" / "Transferor Company 5"**), (*Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, and Transferor Company 5 together referred to as the "**Transferor Companies**"*) and Sara Textiles Limited (**"STL" / "Transferee Company"**).

- Hereinafter, collectively referred to as **'Applicant Companies'.**

1.1.2 In addition, this Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

1.2 RATIONALE OF THE SCHEME

1.2.1 The management of the Companies believe that the business existing in the Transferor Companies should be consolidated with the Transferee Company for the following primary reasons:

(i) The proposed amalgamation of the Transferor Companies with and into Transferee Company, would inter-alia result in the simplification of the Group structure and alignment of group businesses and consolidation of the group companies in one entity thereby resulting in rationalization and standardization of the business processes, economies of scale, reduction in overheads, administrative, managerial and other expenditure, organizational efficiency, and optimal utilization of resources which would be beneficial for all members and other stakeholders.

(ii) The combined entity will have a bigger pool of managerial and financial resources ultimately leading to expansion of business, faster execution of large and sophisticated projects ultimately resulting in maximisation of shareholders' wealth. Unification will also lead to economies of scale resulting in saving of general and administrative costs.

(iii) The amalgamation among the Applicant Companies will lead to elimination of inter-company transactions and balances between the Applicant Companies.

1.3 BRIEF OVERVIEW OF THE COMPANIES INVOLVED IN THE SCHEME:

1.3.1 **Sara Universal Private Limited**

(i) Sara Universal Private Limited (**"SUPL" / "Transferor Company 1"**) is a company incorporated under Companies Act 1956, having its registered office at A-31, Hauz Khas, New Delhi-110016. The Transferor Company 1 was incorporated on 6th January 2000. Its Corporate Identity Number (**'CIN'**) is U51399DL2000PTC103130 and its Permanent Account Number (**'PAN'**) is AAECS1164J.

(ii) The Transferor Company 1 is engaged in the business of dealing in securities.

1.3.2 **Appriciated Exim Private Limited**

(i) Appriciated Exim Private Limited (**"AEPL" / "Transferor Company 2"**) is a company incorporated under Companies Act 1956 having its registered office at 201A, Krishna Plaza, 2nd Floor, Sector-8, Rohini, Delhi-110085. The Transferor Company 2 was incorporated on 19th March 2007. Its Corporate Identity Number (**'CIN'**) is U51909DL2007PTC160756 and Permanent Account Number (**'PAN'**) is AAGCA3432M.

(ii) The Transferor Company 2 is engaged in the business of dealing as an export house for various categories of products.

1.3.3 **In Style Infrastructures Private Limited**

(i) In Style Infrastructures Private Limited (**"ISIPL" / "Transferor Company 3"**) is a company incorporated under Companies Act 1956 having its registered office at C-8 Kh. No-67.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068. The Transferor Company 3 was incorporated on 19th March 2007. Its Corporate Identity Number (**'CIN'**) is U45200DL2007PTC160753 and its Permanent Account Number (**'PAN'**) is AABCI6893B.

(ii) The Transferor Company 3 is engaged in the business of carrying on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy.

1.3.4 **Celebration Infrabuild Private Limited**

(i) Celebration Infrabuild Private Limited (**"Celebration" / "Transferor Company 4"**) is a private limited company incorporated under Companies Act 1956 having its registered office at C-8 Kh. No-7.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068. Its Corporate Identity Number (**'CIN'**) is U45400DL2007PTC168386, and its Permanent Account Number (**'PAN'**) is AADCC2557J.

(ii) The Transferor Company 4 is engaged in the business of carrying on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy.

1.3.5 **Sarthi Infrabuild Private Limited**

(i) Sarthi Infrabuild Private Limited (**"Sarthi" / "Transferor Company 5"**) is a company incorporated under Companies Act 1956 having its registered office at C-8 Kh. No-67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068. The Transferor Company 5 was incorporated on 11th September 2007. Its Corporate Identity Number (**'CIN'**) is U45400DL2007PTC168033, and its Permanent Account Number (**'PAN'**) is AALCS4092G.

(ii) The Transferor Company 5 is engaged in the business of carrying on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy .

1.3.6 **Sara Textiles Limited**

(i) Sara Textiles Limited (**"STL" / "Transferee Company"**) is a public limited company incorporated under Companies Act 1956 having its registered office at A-31, Hauz Khas, New Delhi-110016. The Transferee Company was incorporated on 26th December 2003 Its Corporate Identity Number (**'CIN'**) is U18101DL2003PLC123708, and its Permanent Account Number (**'PAN'**) is AAHCS9602C.

(ii) The Transferee Company is engaged in the business of manufacturing of terry towels and export of textiles and cotton yarns.

1.3.7 The amalgamation of Transferor Companies with and into the Transferee Company with and into Transferee Company, pursuant to and in accordance with this Scheme, shall be in accordance with Section 2(1B) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section at a later date including resulting from an amendment of law with retrospective effect or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income-tax Act, 1961. Such modification will however not affect the other parts of the Scheme.

1.3.8 This Scheme is segregated into the following parts:

(i) **Part-I** sets forth the definitions;

(ii) **Part-II** sets forth the Capital Structure of the Companies;

(iii) **Part-III** deals with the amalgamation of the Transferor Companies with and into the Transferee Company, in accordance with Sections 230 to 232 of the Act and other applicable provisions of the Act, and deals with the change in share capital, consideration and accounting treatment in the books of the Transferee Company;

(iv) **Part-V** deals with the general terms and conditions applicable and sets forth certain additional arrangements that form a part of this Scheme.

1.4 DEFINITIONS

In this Scheme, unless repugnant to the subject, context or meaning thereof, the following capitalised words and expressions shall have the meanings as set out herein below:

1.4.1 **"Act"** means the Companies Act, 2013 and the rules, regulations, circulars, and notifications issued thereunder, including without limitation the Companies (Compromises, Arrangements and Amalgamation) Rules 2016, and includes any statutory re-enactment or modification thereof from time to time;

1.4.2 **"Applicable Law(s)"** means any statute, notification, bye-laws, rules, regulations, guidelines, rule or common law, policy, code, directives, ordinance, schemes, directives, notices, orders or instructions enacted or issued or sanctioned by any appropriate authority including any modification and re-enactment thereof for the time being in force;

1.4.3 **"Appointed Date"** means 1st April, 2022 or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority / Appropriate Authority;

1.4.4 **"Board of Directors"** in relation to the Companies, means their respective board of directors, and unless it is repugnant to the context or otherwise, includes any committee of directors or any person authorised by the Board of Directors or by such committee of directors;

1.4.5 **"Companies"** means SUPL, AEPL, ISIPL, CIPL, Sarthi, and STL, collectively;

1.4.6 **"Effective Date"** means the date or last of the dates on which certified copies of the order of the NCLT sanctioning the Scheme are filed by the Applicant Companies with the registrar of companies. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" shall refer to the Effective Date;

1.4.7 **"Equity Shares"**, with respect to a company, means the fully paid-up Equity Shares of such company.

1.4.8 **"IT Act"** means the Income Tax Act, 1961, and the rules, regulations, circulars, and notifications issued thereunder, each as amended, modified, replaced or supplemented from time to time.

1.4.9 **"Record Date"** means a mutually agreed date to be fixed by the Board of Directors of the Transferee Company for the purposes of determining the shareholders of the Transferor Companies to whom shares would be issued and allotted in accordance with Clause 3.6 of this Scheme.

1.4.10 **"RoC"** means the Registrar of Companies, New Delhi;

1.4.11 **"Scheme"** means this Scheme of Amalgamation of the Transferor Companies with and into Transferee Company, and their respective shareholders and creditors, pursuant to the provisions of Sections 230 – 232 and other applicable provisions of the Act, and rules made thereunder with such modifications and amendments as may be made from time to time, with the appropriate approvals and sanctions of the Tribunal and other relevant regulatory authorities, as may be required under the Act and under all other applicable laws;

1.4.12 **"Tax" or "Taxes"** shall include all outgoings or dues or liabilities, crystallized or contingent, on account of taxes on net income, gross income, gross receipts, sales, use, services, ad valorem, value-added, capital gains, corporate income tax, minimum alternate tax, buyback distribution tax, dividend distribution tax, transfer, franchise and profits; withholding tax; property tax; water tax; any tax payable in a representative capacity, goods and service tax; service tax, value-added tax, duties of custom and excise, octroi duty, entry tax, stamp duty, other governmental charges or duties or other taxes or statutory payments in relation to contract labour and/ or other contractors and/ or sub-contractors, statutory pension or other employment benefit plan contributions, fees, assessments or charges of any kind whatsoever, including any surcharge or cess thereon, together with any interest and any penalties, additions to tax or additional amount with respect thereto; and Taxation will be construed accordingly.

1.4.13 **"Transferee Company"** or **'STL'** means Sara Textiles Limited, a public limited company incorporated under Companies Act, 1956 having its registered office at A-31, Hauz Khas, New Delhi-110016 with Corporate Identity Number U18101DL2003PLC123708, and Permanent Account Number (**'PAN'**) AAHCS9602C.

1.4.14 **"Transferor Company 1"** or **"SUPL"** means Sara Universal Private Limited, a company incorporated under Companies Act 1956, having its registered office at A-31, Hauz Khas, New Delhi-110016, with Corporate Identity Number U51399DL2000PTC103130 and Permanent Account Number AAECS1164J and shall include without limitation;

(i) all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 1 in such assets;

(ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 1;

(iii) all debts, borrowings and liabilities, whether present or future, whether secured or

unsecured, availed by the Transferor Company 1;

(iv) all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 1;

(v) all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 1;

(vi) all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 1;

(vii) insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 1 is a party, or to the benefit of which the Transferor Company 1 is eligible;

(viii) all employees of the Transferor Company 1;

(ix) all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 1;

(x) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 1; and

(xi) all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 1.

1.4.15 "**Transferor Company 2**" or "**AEPL**" means Appriciated Exim Private Limited, a company incorporated under Companies Act 1956, having its registered office at 201A, Krishna Plaza, 2nd Floor, Sector-8, Rohini, Delhi-110085, with Corporate Identity Number U51909DL2007PTC160756 and Permanent Account Number AAGCA3432M and shall include without limitation;

(i) all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 2 in such assets;

(ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 2;

(iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 2;

(iv) all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 2;

(v) all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 2;

(vi) all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 2;

(vii) insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 2 is a party, or to the benefit of which the Transferor Company 2 is eligible;

(viii) all employees of the Transferor Company 2;

(ix) all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 2;

(x) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 2; and

(i) all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing

information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 2.

1.4.16 "**Transferor Company 3**" or "**ISIPL**" means In Style Infrastructures Private Limited, a company incorporated under Companies Act 1956, having its registered office at C-8 Kh. No-67.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068, with Corporate Identity Number U45200DL2007PTC160753 and Permanent Account Number AABCI6893B and shall include without limitation;

(i) all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 3 in such assets;

(ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 3;

(iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 3;

(iv) all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 3;

(v) all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 3;

(vi) all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 3;

(vii) insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 3 is a party, or to the benefit of which the Transferor Company 3 is eligible;

(viii) all employees of the Transferor Company 3;

(ix) all advance payments, earnest monies, security deposits, advance rentals, payment

against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 3;

(x) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 3; and

(xi) all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 3.

1.4.17 **"Transferor Company 4"** or **"CIPL"** means Celebration Infrabuild Private Limited, a company incorporated under Companies Act 1956, having its registered office at C-8 Kh. No-7.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068, with Corporate Identity Number U45400DL2007PTC168386 and Permanent Account Number AADCC2557J and shall include without limitation;

(i) all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 4 in such assets;

(ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 4;

(iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 4;

(iv) all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 4;

(v) all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 4;

(vi) all privileges and benefits of, or under, all contracts, agreements, purchase and sale

orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 4;

(vii) insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 4 is a party, or to the benefit of which the Transferor Company 4 is eligible;

(viii) all employees of the Transferor Company 4;

(ix) all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 4;

(x) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 4; and

(xi) all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 4.

1.4.18 "**Transferor Company 5**" or "**Sarthi**" means Sarthi Infrabuild Private Limited, a company incorporated under Companies Act 1956, having its registered office at C-8 Kh. No-7.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068, with Corporate Identity Number U45400DL2007PTC168033, and its Permanent Account Number ('**PAN**') is AALCS4092G.;

(i) all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 5 in such assets;

(ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 5;

(iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 5;

(iv) all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax

credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 5;

(v) all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 5;

(vi) all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 5;

(vii) insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 5 is a party, or to the benefit of which the Transferor Company 5 is eligible;

(viii) all employees of the Transferor Company 5;

(ix) all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 5;

(x) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 5; and

(i) all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 5.

1.4.19 **"Tribunal"** or **"NCLT"** means the National Company Law Tribunal bench at New Delhi, having jurisdiction over the Companies for the purposes of this Scheme;

1.5 INTERPRETATION

1.5.1 Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Income-Tax Act, 1961 and other applicable laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from

time to time.

1.5.2 In this Scheme, unless the context otherwise requires:

(i) words denoting the singular shall include the plural and vice versa;

(ii) references to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives' body (whether or not having separate legal personality);

(iii) the headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;

(iv) references to the word "include" or "including" shall be construed without limitation;

(v) references to one gender includes all genders;

(vi) reference to a clause, section or part is, unless indicated to the contrary, a reference to a clause, section or part of this Scheme;

(vii) reference to a document includes an amendment or supplement to, or replacement or novation of that document; and

(viii) word(s) and expression(s) elsewhere defined in the Scheme shall have the meaning(s) respectively ascribed to them.

1.6 DATE OF TAKING EFFECT AND OPERATIVE DATE

1.6.1 The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Tribunal, shall be effective from the Appointed Date, but shall be deemed to and come in operation from the Effective Date.

PART-II

2 CAPITAL STRUCTURE

2.1 Sara Universal Private Limited ('SUPL'):

The capital structure of the SUPL as on March 31, 2022 is as under:

Share Capital	**Amount (Rs.)**
Authorised Capital	
5,00,000 Equity Shares of Rs. 10/- each	50,00,000
Total	**50,00,000**
Issued, Subscribed & Paid-up Capital	
5,00,000 Equity Shares of Rs. 10/- each	50,00,000
Total	**50,00,000**

2.2 Since March 31, 2022 and until the date of the Scheme being approved by the Board of Directors of the SUPL, there has been no change in the issued, subscribed or paid-up capital of the SUPL.

2.3 Appriciated Exim Private Limited ('AEPL'):

The capital structure AEPL as on March 31, 2022 is as under:

Share Capital	**Amount (Rs.)**
Authorised Capital	
10,00,000 Equity Shares of Rs. 10/- each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed, & Paid-up Capital	
8,46,000 Equity Shares of Rs. 10/- each	84,60,000

Total	**84,60,000**

2.4 Since March 31, 2022, and until the date of the Scheme being approved by the Board of Directors of the AEPL, there has been no change in the issued, subscribed or paid up capital of the AEPL.

2.5 **In Style Infrastructures Private Limited ('ISIPL'):**

The capital structure of ISIPL as on March 31, 2022 is as under:

Share Capital	**Amount (Rs.)**
Authorised Capital	
10,00,000 Equity shares of Rs. 10/- each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
9,30,000 Equity shares of Rs. 10/- each	93,00,000
Total	**93,00,000**

2.6 Since March 31, 2022, and until the date of the Scheme being approved by the Board of Directors of the ISIPL, there has been no change in the issued, subscribed or paid up capital of the ISIPL.

2.7 **Celebration Infrabuild Private Limited ('CIPL'):**

The capital structure of CIPL as on March 31, 2022 is as under:

Share Capital	**Amount (Rs.)**
Authorised Capital	
12,50,000 Equity shares of Rs. 10/- each	1,25,00,000
Total	**1,25,00,000**
Issued, Subscribed & Paid-up Capital	

10,60,000 Equity shares of Rs. 10/- each	1,06,00,000
Total	**1,06,00,000**

2.8 Since March 31, 2022, and until the date of the Scheme being approved by the Board of Directors of the CIPL, there has been no change in the issued, subscribed or paid up capital of the CIPL.

2.9 **Sarthi Infrabuild Private Limited ('Sarthi'):**

The capital structure of Sarthi as on March 31, 2022, is as under:

Share Capital	**Amount (Rs.)**
Authorised Capital	
10,00,000 Equity shares of Rs. 10/- each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
7,97,000 Equity shares of Rs. 10/- each	79,70,000
Total	**79,70,000**

2.10 Since March 31, 2022, and until the date of the Scheme being approved by the Board of Directors of the SIPL, there has been no change in the issued, subscribed or paid up capital of the SIPL.

2.11 **Sara Textiles Limited ('STL'):**

The capital structure of STL as on March 31, 2022 is as under:

Share Capital	**Amount (Rs.)**
Authorised Capital	
5,00,00,000 Equity shares of Rs. 10/- each	50,00,00,000

Total	**50,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
4,59,11,644 Equity shares of Rs. 10/- each	45,91,16,440
Total	**45,91,16,440**

2.12 Since March 31, 2022, and until the date of the Scheme being approved by the Board of Directors of the STL, there has been no change in the issued, subscribed or paid up capital of the STL.

2.13 **Relationship between entities:**

STL and SUPL each hold 49.41% Equity stake in AEPL;

STL and SUPL each hold 47.85% Equity stake in ISIPL;

STL and SUPL each hold 49.53% Equity stake in CIPL;

STL holds 49.18% Equity stake in SIPL, and SUPL holds 49.56% Equity stake in SIPL.

PART-III

3 AMALGAMATION OF SARA UNIVERSAL PRIVATE LIMITED, APPRICIATED EXIM PRIVATE LIMITED, IN STYLE INFRASTRUCTURES PRIVATE LIMITED, CELEBRATION INFRABUILD PRIVATE LIMITED, SARTHI INFRABUILD PRIVATE LIMITED WITH AND INTO SARA TEXTILES LIMITED

3.1 TRANSFER AND VESTING OF THE TRANSFEROR COMPANIES WITH AND INTO THE TRANSFEREE COMPANY

3.1.1 Subject to the provisions of the Scheme in relation to the modalities of amalgamation, upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, the Transferor Companies, together with all their properties, assets, licenses, permits, investments, borrowings, approvals, intellectual property rights, insurance covers or claims, records, rights, benefits, interests, employees, contracts, obligations, proceedings and liabilities, whether or not recorded in the books of the Transferor Companies, shall amalgamate with and into the Transferee Company, and all present and future properties, assets, investments, borrowings, approvals, intellectual property rights, insurance covers or claims, records, rights, benefits, interests, employees, contracts, obligations, proceedings and liabilities of the Transferor Companies after the Appointed Date upto the Effective Date, but which relates to the period on or up to the day of the Appointed Date, shall stand transferred to and vested in, and shall become the property of and an integral part of the Transferee Company subject to the existing charges and encumbrances, if any, (to the extent such charges or encumbrances are outstanding on the Effective Date), by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed required by either of the Transferor Companies or the Transferee Company. Without prejudice to the generality of the above, in particular, the Transferor Companies shall stand amalgamated with and into the Transferee Company, in the manner described below:

(i) Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all immovable property (including land, buildings and any other immovable property) of the Transferor Companies, whether freehold or leasehold, and any documents of title, rights and easements in relation thereto, shall stand vested in or be deemed to be vested in the Transferee Company, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed done by the Transferor Companies or the Transferee Company. Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, the Transferee Company shall be entitled to exercise all rights and

privileges and be liable to pay all taxes, rent and charges, and fulfill all obligations, in relation to or applicable to such immovable properties and the relevant landlords, owners and lessors shall continue to comply with the terms, conditions and covenants under all relevant lease/ license or rent agreements and shall, in accordance with the terms of such agreements, refund the security deposits and advance / prepaid lease / license fee, if any, to the Transferee Company. Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, the title to the immovable properties of the Transferor Companies shall be deemed to have been mutated and recognised as that of the Transferee Company and the mere filing of the vesting order of the Tribunal sanctioning the Scheme with the appropriate Registrar or Sub-Registrar of Assurances or with the relevant Governmental Authorities shall suffice as record of continuing title with the Transferee Company pursuant to this Scheme becoming effective and shall constitute a deemed mutation and substitution thereof. Transferee Company may, if and as required, undertake such act/action as it deems appropriate in this regard. The Transferee Company shall in pursuance of the vesting order of the Tribunal be entitled to the delivery and possession of all documents of title to such immovable property in this regard.

(ii) Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all the assets of the Transferor Companies as are movable in nature or are otherwise capable of being transferred by physical or constructive delivery and, or, by endorsement and delivery, or by vesting and recordal, including equipment, furniture and fixtures, shall stand vested in the Transferee Company, and shall become the property and an integral part of the Transferee Company, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed done by the Transferor Companies or the Transferee Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery, or by vesting and recordal, as appropriate to the property being vested and the title to such property shall be deemed to have been transferred accordingly to the Transferee Company.

(iii) Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, any and all other movable property (except those specified in Clause ii above) including investments in shares and any other securities, all sundry debts and receivables, outstanding loans and advances, if any, relating to the Transferor Companies, recoverable in cash or in kind or for value to be received, actionable claims, bank balances and deposits, if any with Governmental Authorities, semi-Governmental Authorities, local and other authorities and bodies, customers and other persons, cheques on hand, shall, by operation of law pursuant to the vesting order of the Tribunal

sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company become the property of the Transferee Company. Without prejudice to the foregoing, the Transferee Company shall be entitled to deposit at any time after the Effective Date, cheques received in the name of the Transferor Companies, to enable the Transferee Company to receive the amounts thereunder. Where any of the outstanding receivables attributed to the Transferor Companies have been received by the Transferor Companies after the Appointed Date, but before the Effective Date, the same shall be deemed to have been received by the Transferor Companies for and on behalf of the Transferee Company.

(iv) Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all debts, borrowings, liabilities, contingent liabilities, duties and obligations, secured or unsecured, relating to the Transferor Companies, whether provided for or not in the books of accounts of the Transferor Companies or disclosed in the balance sheet of such Transferor Companies, shall stand transferred to and vested in the Transferee Company, and the same shall be assumed to the extent they are outstanding on the Effective Date and become and be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person, who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause. However, if any lender of the Transferor Companies requires satisfaction of the charge over the properties of the Transferor Companies and recordal of a new charge with the Transferee Company, the Transferee Company shall for good order and for statistical purposes, file appropriate forms with the RoC as accompanied by the vesting order of the Tribunal sanctioning the Scheme, or a certified copy of the same, and any deed of modification or novation executed *inter alios* by the Transferee Company. Where any of the loans, liabilities and obligations attributed to the Transferor Companies have been discharged by the Transferor Companies after the Appointed Date but before the Effective Date, such discharge shall be deemed to have been done by the Transferor Companies for and on behalf of the Transferee Company. Where after the Appointed Date but before the Effective Date, Transferor Companies has taken any further loans, liabilities or obligations, such further loan shall also be deemed to have been for and on behalf of the Transferee Company and the Transferee Company will assume liability for the same. All loans, advances and other obligations due from Transferor Companies by the Transferee Company or vice versa, if any, shall stand cancelled and

shall have no effect.

(v) Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, outstanding creditors and other liabilities of the Transferor Companies, as on the Appointed Date whether provided for or not in the books of accounts of the said Transferor Companies, and all other liabilities which may accrue or arise after the Appointed Date up to the Effective Date, shall under the provisions of Section 230 to 232 and all other applicable provisions, if any, of the Act and pursuant to the orders of the Tribunal and without any further act or deed, be transferred or deemed to be transferred to and vest in and be assumed by the Transferee Company, so as to become as from the Appointed Date, the outstanding creditors and other liabilities of the Transferee Company on the same terms and conditions as were applicable to the said Transferor Companies. It is clarified that the Scheme shall not in any manner affect the rights and interests of the creditors of the said Transferor Companies or be deemed to be prejudicial to their interests.

(vi) Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all incorporeal or intangible property of the Transferor Companies shall stand vested in the Transferee Company and shall become the property and an integral part of the Transferee Company, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company.

(vii) Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all letters of intent, contracts, deeds, bonds, agreements, insurance policies, capital investment, subsidies, guarantees and indemnities, schemes, arrangements and other instruments of whatsoever nature in relation to the Transferor Companies to which it is a party or to the benefit of which it may be entitled or eligible, shall be in full force and effect against or in favor of the Transferee Company, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company, and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee thereto. Without prejudice to the generality of the foregoing, bank guarantees, performance guarantees, letters of credit, agreements with any Governmental Authority, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of Transferor Companies or to the benefit of which the Transferor Companies may be eligible and which is subsisting or have effect immediately before the Effective Date, including all

rights and benefits (including benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, upon this Scheme becoming effective, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, be deemed to be bank guarantees, performance guarantees, letters of credit, agreements, deeds, documents, and arrangements, as the case may be, of the Transferee Company, without any further act, instrument or deed of the Transferor Companies or the Transferee Company and shall be appropriately transferred or assigned by the concerned parties / Governmental Authority in favor of the Transferee Company.

(viii) Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all permits, grants, allotments, recommendations, rights, entitlements, licenses (including the licenses granted by any governmental, statutory or regulatory bodies) and registrations including relating to trademarks, logos, patents and other intellectual property rights, approvals, clearances, tenancies, privileges, powers, offices, easements, goodwill, entitlements, facilities of every kind and description of whatsoever nature, in relation to the Transferor Companies, to which the Transferor Companies are a party or to the benefit of which the Transferor Companies may be eligible, shall be enforceable by or against the Transferee Company, as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee thereto, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company.

(ix) Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, statutory licenses, no-objection certificates, permissions, registrations (including, but not limited to, state excise licenses/ permissions, environmental consent/ permissions, factory license, income tax, sales tax, service tax, goods and services tax, excise, value added tax, central sales tax (if any)), approvals, consents, permits, quotas, easements, goodwill, entitlements, allotments, concessions, exemptions, advantages, or rights required to carry on the operations of the Transferor Companies or granted to the Transferor Companies shall stand vested in or transferred to the Transferee Company, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company, and shall be appropriately transferred or assigned by the concerned statutory authorities in favour of the Transferee Company upon amalgamation of the Transferor Companies with and into the Transferee Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, environmental approvals and consents including statutory licenses, permissions, approvals or consents required to carry on the

operations of the Transferor Companies shall vest in and become available to the Transferee Company upon this Scheme, coming into effect on the Effective Date and with effect from the Appointed Date, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company.

(x) All taxes, including but not limited to advance tax, tax deducted at source, minimum alternate tax credits, securities transaction tax, taxes withheld/ paid in a foreign country, goods and service tax payable or refundable to or credits being the entitlement of the Transferor Companies including all or any refunds or claims shall be treated as tax liability or refunds/ claims/ credits as the case may be of the Transferee Company and any tax incentives, advantages, privileges, exemptions, credits, tax holidays, remissions, reductions as would have been available to the Transferor Companies shall pursuant to this Scheme becoming effective, be available to the Transferee Company. Benefit of tax losses including brought forward business loss, unabsorbed depreciation etc. of the Transferor Companies up to the Appointed Date shall be available to the Transferee Company with effect from the Appointed Date in terms of the provisions of Section 72A or other applicable provisions of the Income-tax Act, 1961.

3.1.2 Upon this Scheme becoming effective, to the extent applicable, the secured creditors of the Transferor Companies and/or other security holders over the properties of the Transferor Companies shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Transferor Companies, as existing immediately prior to the amalgamation of the Transferor Companies with the Transferee Company and the secured creditors of the Transferee Company and/or other security holders over the properties of the Transferee Company shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Transferee Company, as existing immediately prior to the amalgamation of the Transferor Companies with the Transferee Company. It is hereby clarified that pursuant to the amalgamation of the Transferor Companies with the Transferee Company, the secured creditors of the Transferor Companies and/or other security holders over the properties of the Transferor Companies shall not be entitled to any additional security over the properties, assets, rights, benefits and interest of the Transferee Company and hence such assets which are not currently encumbered shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Transferee Company. For this purpose, no further consent from the existing secured creditors/other security holders shall be required and sanction of this Scheme shall be considered as a specific consent towards the same.

3.1.3 All the licenses, brand names, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, no-objection certificates, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, no-objection certificates, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions. For the avoidance of doubt, it is clarified that if the consent of either a third party or Governmental Authority is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/ endorsement in the name of the Transferee Company pursuant to the sanction of this Scheme by the Tribunal, and upon this Scheme becoming effective. The Transferee Company shall file appropriate applications/ documents with the relevant authorities concerned for information and record purposes, and the Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

3.1.4 The Transferee Company shall, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangements including any forms or depository instructions, with any party to any contract or arrangement in relation to the Transferor Companies to which the Transferor Companies are parties, and make any filings with the Governmental Authorities, in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writing in the name of and on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on behalf of the Transferor Companies, inter alia, in its capacity as the successor entity of the Transferor Companies.

3.1.5 The Transferee Company and the Transferor Companies shall, respectively, make appropriate filings with the Governmental Authorities in order to give formal effect to the provisions of this Clause 3 of this Scheme, and the relevant Governmental Authorities shall take the same on record, and shall make and duly record the necessary substitution/ endorsement in the name

of the Transferee Company upon this Scheme becoming effective in accordance with the terms hereof. Benefits of any and all corporate approvals as may have already been taken by the Transferor Companies, whether being in the nature of compliances or otherwise, including without limitation, approvals under Sections 62, 179, 180, 185, 186, 188 etc., of the Act, read with the rules and regulations made thereunder, shall stand transferred to the Transferee Company and the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Transferee Company.

3.2 CONDUCT OF BUSINESS UNTIL EFFECTIVE DATE

3.2.1 With effect from the Appointed Date and up to and including the Effective Date:

(i) The Transferor Companies shall carry on and shall be deemed to have carried on the business activities of the Transferor Companies and shall hold and stand possessed of the properties and assets of the Transferor Companies, for and on account of and in trust for the Transferee Company;

(ii) All profits or income accruing to or received by the Transferor Companies and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, minimum alternate tax, fringe benefit tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and service tax etc.) or losses arising in or incurred by the Transferor Companies shall, for all purposes, be treated as and deemed to be the profits, income, taxes or losses, as the case may be, of the Transferee Company;

(iii) Any of the rights, powers, authorities, and privileges attached or related or pertaining to and exercised by or available to the respective Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related, or pertaining to the Undertaking that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.

(iv) All taxes (including, without limitation, income-tax, sales tax, service tax, VAT, excise and custom duties, CGST, SGST / UTGST and IGST, foreign taxes, etc.) paid or payable by the Transferor Companies in respect of the operations and / or the profits of the Transferor Companies before the Appointed Date, shall be on account of the Transferor Companies and, insofar as it relates to the tax payment (including, without limitation, income-tax, sales tax, service tax, VAT, excise and custom duties, CGST, SGST / UTGST, IGST, foreign taxes, etc.), whether by way of deduction at source, tax

collected at source, advance tax, self-assessment tax, regular tax, or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of the Transferor Companies with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.

(v) All accretions and depletions in relation to the Transferor Companies shall be for and on account of the Transferee Company.

(vi) The Transferor Companies shall carry on its business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its respective affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:

(a) when it is expressly provided in this Scheme; or

(b) when it is in the ordinary course of business as carried on by the Transferor Companies, as on the date of filing of this Scheme in the Tribunal; or

(c) when written consent of the Transferee Company has been obtained in this regard;

(vii) Except by mutual consent of the Boards of Directors of the Transferor Companies and the Transferee Company, or except pursuant to any prior commitment, obligation or arrangement existing or undertaken by the Transferor Companies and/or the Transferee Company as on the Appointed Date, or except as contemplated in this Scheme, pending sanction of this Scheme, the Transferor Companies and/or the Transferee Company shall not make any change in their capital structures either by way of any increase (by issue of equity shares, preference shares, bonus shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner, which would have the effect of re-organisation of capital of such company(ies);

(viii) The Transferor Companies shall not alter or substantially expand the business except with the written concurrence of the Transferee Company; and

(ix) Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, holidays, incentives, concessions, and other authorisations of the

Transferor Companies, shall stand transferred by the order of the Tribunal, to the Transferee Company, the Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the Tribunal.

3.3 DISSOLUTION OF THE TRANSFEROR COMPANIES

3.3.1 Upon this Scheme coming into effect, the Transferor Companies shall, without any further act, instrument, or deed, stand dissolved without winding up.

3.4 CHANGES IN AUTHORISED SHARE CAPITAL OF THE TRANSFEREE COMPANY

3.4.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised share capital of Transferor Companies shall stand transferred to and be merged/amalgamated with the authorised share capital of the Transferee Company, and the fee, if any, paid by the Transferor Companies on its authorised share capital shall be set off against any fee payable by the Transferee Company on its authorised capital, subsequent to the amalgamation.

3.4.2 Upon this Scheme coming into effect and with effect from the Appointed Date (and consequent to transfer of the existing authorised share capital of Transferor Companies in accordance with Clause 3.4.1 of this Scheme), the authorised share capital of the Transferee Company of Rs. 50,00,00,000 (divided into 50,00,000 equity shares of Rs. 10 each) shall stand enhanced by Rs. 4,75,00,000 (divided into 47,50,000 equity shares of Rs. 10 each).

3.4.3 Accordingly, Clause V of the Memorandum of Association of the Transferee Company shall stand modified and be substituted by the following:

"The Authorised Share Capital of the Company is Rs.54,75,00,000 /- divided into 5,47,50,000 equity shares of Rs 10 each."

3.4.4 It is hereby clarified that for the purposes of this Clause, the consent of the shareholders of the Transferee Company to the Scheme shall be deemed to be sufficient for the purposes of effecting the above amendment and increase in authorised share capital of the Transferee Company, and no further act, instrument or deed by the Transferee Company or resolutions or actions under Sections 13, 61 and any other applicable provisions of the Act would be required to be separately passed or taken and pursuant to Section 232(3)(i) of the Act and the fee paid by the Transferor Companies on its authorized share capital shall be set off against any fee payable by the Transferee Company on its authorized share capital subsequent to the amalgamation. Balance fees if any payable, after the aforesaid adjustment, by the Transferee Company shall be duly paid upon the sanctioning of the Scheme. Upon this Scheme coming into effect, the Transferee Company shall, if required, file the necessary documents/

intimations as per the provisions of the Act with the ROC or any other applicable authority to record the aforesaid change in its authorised share capital.

3.5 AMENDMENT OF THE MEMORANDUM OF ASSOCIATION

3.5.1 Upon the Scheme coming into effect, the main objects clause of the memorandum of association of the Transferee Company shall be altered and amended, without any further act or deed, to include the objects as required for the purpose of carrying on the business of the Transferor Company, pursuant to the provisions of Section 13 of the Act, and other applicable provisions of the Act. Accordingly, the memorandum of association of the Transferee Company shall be altered and amended and necessary revisions shall be carried out. The following clause shall be substituted in place of Clause III of the memorandum of association of the Transferee Company and shall read as under:

"1. To carry on the business of manufacturers of Textiles, yams, spinners, weavers, twisters, doublers, crimping, combers, Ginners, processors, curing, packers, balers of cotton. Jute, silkens, Rayon, Nylon, Man-made synthetic fibers, staple waste droppings, combine greasy wool, preparing, processing, dyeing and blending wool and wool tops with man-made fibers and synthetic and any other fibrous materials and the cultivation thereof and the business of weaving or otherwise bleaching, printing and processing yam, shoddy yarn, cotton yam, worsted yarn. Nylon yarn, polyester yam, cloth, blankets carpets, shawls, linen, wool blended hosiery and other fabrics whether textile, felted, natted or looped and of cotton staples, silk, rayons, wool and other man made or natural fibers.

2. To manufacture, buy, sall, trade, distribute, import, export, fabricate, process, deal and to carry on the business as buying agents selling agents, commission agents, principals, representatives, brokers, stockiest, indenting agents of goods and merchandise of all kinds and descriptions such as towels, terry-towels, apparels. scarves, ready to wear garments, hand printed textiles, dress materials and accessories, home fumishing materials such as bed spreads, table covers, napkins. kitchen towels, furnishing fabrics, toweling fabrics, uniforms, underwears, denims, trousers, hosiery items, carpets and rugs of all types, garments made of mill-made! hand-loom cloth, cotton, silk, synthetic, myon, woolen, leather and leather products, zan embroidered garments and jute products.

3. To export and otherwise sell all the above items manufactured, purchased, produced fabricated, stored and dealt in by the company.

4. To engage in the business of buying, selling, exchanging importing, exporting manufacturing and dealing in wholesale and in retail in men's, women's and children's clothing and wearing apparel of every kind.

5. To carry on the business as manufacturers and dealers in all kind of equipment, machineries and accessories required to manufacture all kinds of yarns, fabrics. made-ups and Terry-Towels.

6. To carry on the business of Importers and Exporters in all kinds of goods and materials either in form of manufactured, semi-manufactured or raw materials.

7. To transact and carry on all kinds of traders, selling and buying agents and distribution agents of any goods, materials or services produced or rendered by any company or person or firm or corporation or Central or State Government or Corporation or authorities or bodies whether incorporated or not or authorities whether municipal or otherwise in India or abroad

8. To act as a broker of or dealer in securities and/or commodities, to carry on all or any part of the business of acquiring, holding, selling, trading and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, futures, derivatives, commodities, commodities contracts, precious or non-precious metals and / or any combination thereof, and/or to become / act as a member of any stock and/or commodity exchange, whether in India or outside India, and to form subsidiaries, joint ventures or collaborations and to cooperate with any other association or company, whether incorporated or not in India or outside India, whose objects are altogether or in part similar to those of the company

9. To carry on the business as buyers, sellers, importers, exporters, consultants, stockists, dealers, distributors agents, brokers, commission agents, trading, marketing, forwarding and clearing agents, sales organiser of:

Perfumes, medicines, drugs, pharmaceuticals, Nutra-ceuticals, dietary supplements Biological foods, natural vitamins, insecticides, fumigates, vitamin products, hospital equipment like surgical equipment and X-ray machines, Engineering goods, machine tools, hand tools, small tools, metals, alloys, iron pipe, fittings, nuts and bolts, bicycles and accessories, automobile parts steel, and stainless steel and iron products, ores, and scraps, metallurgical residues, hides, skins, Leather goods, furs, bristles, tobacco hemp, seeds, oils and cakes, vanaspati, textile, fibre and wastes/coir and jute and products thereof wood and timber, bones, crushed and uncrushed, industrial diamonds, coal and charcoal, glue, gums and resins, ivory lac, shellac, manures, pulp rags, rubber, tanning substances, wax, quartz, crystal, chemicals and chemical preparations, plastic and linoleum articles, glass ware, brassware, antiques, handicrafts, handloom, decora tive toys, liquid gold, precious and semi-precious stones, ornaments, jewelleries, pearls, boutiques, soaps, paints, instruments, apparatus and appliances, machinery and millwork and parts thereof, paper and stationery, sport goods, textile including, decorative hand and machine made readymade garments, carpets, rugs, druggets, artificial silk fabrics, cotton woollen, cloth and all sorts of apparels, dressing materials cosmetics, wigs, belts, cinematograph films exposed, gramophone records, rubber, plastic goods, strach, umbrellas, crown croks, batteries, surgical and musical

instruments marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitaryware, and fittings, wooden table, natural fibre products, celluise and cellulosic products mixed blended products, nylon polyster, fibre, yam hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products, fooder bran, fruits nuts, cashewnuts, kernels, grains, pulses, flour, confectionery, provisions, alcohol, beverages, perfumes, spirits, spices and tea, coffee, sugar and molasses, vegetable, and vegetable products processed foods and packaged food. Computer Hardware & Software & all allied item in India & abroad.

10. To act as an export house.

11. To act as export agents and purchase and sale representatives to stockists, products processing, food processing units and units engaged in village industries, home industries, cottage industries, small and medium scale industries.

12. To carry on the business of manufacturers, importers and exporters, wholesale and retail dealers of and in men's women's and children's clothing and wearing apparel of every kind, nature and description including shirts, bush shirts, pyjama suits, vests, underwear, suits, pants, workmen's clothes, uniforms for the Army, Navy, Air Force and other personnel, foundation garments for ladies dresses, brasseries, maternity belts, knee caps, coats, Panties, nighties etc.

13. To carry on the business of infrastructural works, civil mechanical electrical projects & engineering & construction works and developers and to carry on the business of Infrastructural works, Civil, Electricals, Mechanicals & Process, Engineering, Construction, Trading of Engineering goods, and Project Management Consultancy.

14. To purchase, take on lease or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.

15. To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.

16. To purchase land for sale, and to develop into farm land plots, construct buildings and flats forsale on instalments or otherwise and to act as real estate agents and to carry on the business

as civil contractors for constructions of markets, commercial complex, amusement parks roads, buildings, houses, flats, school complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams, canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewages, gardens and such other necessary related civil and constructional works of all types.

17. To sell, let, mortgage, or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.

18. To carry on the business of fabricaters, architects; consultants, civil engineers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction, either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any individual, firm body corporate, association or society Central or State Government, Cantonment board or any local authority and to Design Detail and develop and detail all sorts of Consultancy Services related to Architecture and Interior Designing, Land Scapping, Structural, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts."

3.5.2 It is hereby clarified that for the purposes of this Clause 3.5 of the Scheme, the consent of the shareholders of the Transferee Company to the Scheme shall be deemed to be sufficient for the purposes of effecting the above amendment, and no further act, instrument or deed by the Transferee Company or resolutions or actions under Section 13 of the Act and / or any other applicable provisions of the Act and rules and regulations framed thereunder, as may be applicable for the alteration of the memorandum of association of the Transferee Company, shall be required, and no further resolution or actions shall be required to be undertaken by the Transferee Company under Sections 13 of the Act or any other applicable provisions of the Act, and rules and regulations framed thereunder, in relation to the same. Upon this Scheme coming into effect, the Transferee Company shall, if required, file the necessary documents/ intimations as per the provisions of Act with the RoC or any other applicable authority to record the aforesaid alteration of its memorandum of association in the manner set out in this Clause 3.5 of this Scheme.

3.6 CONSIDERATION

3.6.1 Upon the Scheme coming into effect and in consideration of the transfer and vesting of Transferor Companies in the Transferee Company pursuant to Part III of this Scheme and subject to the provisions of this Scheme, the Transferee Company shall, without any further application, act, consent, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Companies, whose name is recorded in the register of members as member of the Transferor Companies as on the Record Date, as follows:

"1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e. SIPL."

"12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."

"35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."

"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."

"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."

3.6.2 The aforesaid ratio for the issue of equity shares by the Transferee Company is based on the recommendations made in the Share Entitlement Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered valuer, having IBBI registration No –IBBI/RV/06/2018/10137.

3.6.3 In the event that the equity shares entitled to be issued result in fractional entitlements, the Transferee Company shall be empowered to consolidate and/or round off such fractional entitlements to nearest integer number of respective equity shares.

3.6.4 Equity shares to be issued and allotted in terms hereof will be subject to the Memorandum of Association and Articles of Association of the Transferee Company and shall be deemed to be in compliance with the provisions of the Act or any law for the time being in force.

3.6.5 Issue and allotment of equity shares, pursuant to Clause 3.6 of this Scheme is an integral part of this Scheme. The approval of this Scheme by shareholders of the Transferee Company shall be deemed to be in due compliance with all applicable provisions of the Act including but not limited to Sections 42 or 55 or 61 or 62 and other applicable provisions of the Act.

3.6.6 Upon equity shares being issued and allotted by the Transferee Company in accordance with this Clause 3.6, the share certificates in relation to the shares held by all the members of the Transferor Companies shall stand cancelled and extinguished and be of no effect from the date of such issue and allotment.

3.6.7 For the avoidance of doubt, it is clarified that, in case, the issued and paid-up share capital of the Transferee Company and/ or the Transferor Companies, as the case may be, undergoes

any change, prior to this Scheme becoming effective, then Clause 3.6.1 shall automatically stand modified/ adjusted accordingly to take into account the effect of such change.

3.7 ACCOUNTING TREATMENT

3.7.1 Upon the Scheme becoming effective and with effect from Appointed Date, Amalgamation shall be accounted as per 'The Pooling of Interest Method' prescribed under the Accounting Standard 14 - 'Accounting for Amalgamations' specified by the Companies (Accounting Standards) Rules, 2006 notified by the Central Government and as amended from time to time and issued by the Institute of Chartered Accountants of India.

3.7.2 Transferee Company shall record all assets and liabilities of Transferor Companies, as appearing in the books of Transferor Companies at the close of business of the day immediately preceding the Appointed Date, vested in it pursuant to this Scheme, at their respective carrying amounts.

3.7.3 Face value of equity shares issued pursuant to Clause 3.6. of this Scheme will be recorded as Share capital of the Transferee Company and the premium, if any, on issuance of such equity shares shall be credited to the Securities Premium Account.

3.7.4 If and to the extent there are investments, loans and advances, deposits, or any other balances between the Transferor Companies and Transferee Company, if any, shall stand cancelled.

3.7.5 Difference between the consideration discharged by the Transferee Company pursuant to Clause 3.6. above and the carrying amount of net assets of Transferor Companies transferred and recorded by the Transferee Company as aforesaid after taking into consideration the cancellation of inter-company investments and/or balances as per Clause 3.7.4 above shall be recorded as Capital Reserve in the books of the Transferee Company.

3.7.6 The Transferee Company, by its Board of Directors, may alter or modify the accounting treatment specified in this Scheme, in consultation with its auditors, as it may deem fit and consider necessary, to settle any question / difficulty out of the Scheme, to comply with the applicable laws and applicable accounting standards.

3.7.7 In case of any differences in accounting policies between the Transferee Company and any of the Transferor Companies, the accounting policies followed by the Transferee Company will prevail and impact of the same till the Appointed Date will be quantified and the same shall be appropriately adjusted and reported in accordance with applicable accounting rules and principles, so as to ensure that the financial statements of Transferee Company reflect the financial position on the basis of consistent accounting policies.

3.8 CONSEQUENTIAL MATTERS RELATING TO TAX

3.8.1 Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all direct and indirect taxes of any nature, duties and cess or any other like payment made by the Transferor Companies to any statutory authorities, including (but not limited to) income tax, service tax, security transaction tax, value added tax, central sales tax, customs duty, minimum alternate tax, advance tax, excise duty, goods and services tax, or any other like payments made by the Transferor Companies to any statutory authorities), or other collections made by the Transferor Companies and relating to the period after the Appointed Date up to the Effective Date, shall be deemed to have been on account of, or on behalf of, or paid by, or made by the Transferee Company, without any further act, instrument or deed of the Transferor Companies or the Transferee Company. Further, upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all deduction otherwise admissible to Transferor Companies including deduction admissible on actual payment or on deduction of appropriate taxes or on payment of tax deducted at source shall be eligible for deduction to the Transferee Company upon fulfilment of the applicable conditions under the IT Act. Further, the Transferee Company shall be entitled to claim credit for taxes deducted/collected at source/ paid against its tax/ duty liabilities/ minimum alternate tax, advance tax, service tax, value added tax liability etc., notwithstanding the certificates/ challans or other documents for payment of such taxes/ duties, as the case may be, being in the name of the Transferor Companies.

3.8.2 Upon the Scheme coming into effect on the Effective Date, all taxes payable by or refundable to or being the entitlement of the Transferor Companies, including all or any refunds or claims shall be treated as the tax liability or refunds/ credits/ claims, as the case may be, of the Transferee Company, and any tax incentives, advantages, privileges, exemptions, credits, entitlements (including, but not limited to, credits in respect of income tax, including carry forward tax losses, unabsorbed depreciation, sales tax, closing balance of CENVAT, Input Tax Credit, value added tax, turnover tax, central sales tax, excise duty, goods and services tax, security transaction tax, minimum alternate tax and duty entitlement credit certificates), holidays, remissions, reductions, deduction as would have been available to the Transferor Companies by operation of law without any act or deed of the Transferee Company, shall upon this Scheme becoming effective, be available to the Transferee Company, and losses and unabsorbed depreciation of the Transferor Companies be carried forward and set off against tax on future taxable income of the Transferee Company. The Transferee Company shall undertake all necessary compliances prescribed under applicable laws to effectuate transfer of credits of goods and services tax, Input Tax Credits, refunds etc of the Transferor Companies to the Transferee Company.

3.8.3 Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all taxes payable by the Transferor Companies including all or any refunds of claims shall

be treated as the tax liability or refunds/ claims as the case may be, of the Transferee Company, without any further act, instrument or deed of the Transferor Companies or the Transferee Company, and the Transferee Company shall be entitled to file/ revise its statutory returns and related tax payment certificates and to claim refunds and advance tax credits as may be required consequent to the implementation of the Scheme, and all tax compliances under Applicable Laws by the Transferor Companies shall be deemed to have been undertaken by the Transferee Company. Further, any tax deducted at source by the Transferor Companies on transactions with the Transferee Company, if any from the Appointed Date to Effective Date, shall be deemed to be advance tax paid by the Transferee Company and shall, in all proceedings be dealt with accordingly.

3.8.4 All the expenses incurred by the Transferee Company and/or Transferor Companies in relation to the Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company and/or Transferor Companies, as applicable, in accordance with the Section 35DD of the IT Act over a period of five (5) years beginning with the previous year in which the Scheme becomes effective.

3.9 LEGAL PROCEEDINGS

3.9.1 Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, the Transferee Company shall bear the burden and the benefits of any legal or other proceedings initiated by or against the Transferor Companies. Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, if any notice, dispute, suit, appeal, complaint, claim or other proceeding of whatsoever nature by or against the Transferor Companies, including (but not limited to) those before any Governmental Authority, be pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the amalgamation of Transferor Companies with and into the Transferee Company, or of anything contained in this Scheme, but the proceedings shall be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company. Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, where required, the Transferee Company undertakes to have such legal or other proceedings initiated by or against the Transferor Companies transferred in its name and to have the same continued, prosecuted and enforced by or against the Transferee Company. The Transferee Company also undertakes to handle all legal or other proceedings which may be initiated by or against the Transferor Companies after the Effective Date in respect of the period up to the Effective Date, in its own name and account and further undertakes to pay all amounts including interest, penalties, damages, etc. which the Transferor

Companies may be called upon to pay or secure in respect of any liability or obligation relating to the Transferor Companies for the period up to the Effective Date.

3.10 STAFF, WORKMEN AND EMPLOYEES

3.10.1 Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all persons that were employed in the Transferor Companies immediately before such date shall become employees of the Transferee Company, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company, on terms and conditions no less favorable than those that were applicable to such employees immediately prior to such amalgamation, with the benefit of continuity of service on the same terms and conditions as were applicable to such employees immediately prior to such amalgamation and without any break or interruption in service. It is clarified that such employees of the Transferor Companies that become employees of the Transferee Company by virtue of this Scheme, shall continue to be governed by the terms of employment as were applicable to them immediately before such amalgamation and shall not be entitled to be governed by employment policies, and shall not be entitled to avail of any benefits under any scheme or settlement or otherwise that are applicable and available to any other employees, of the Transferee Company, unless and otherwise so stated by the Transferee Company in writing in respect of all employees, class of employees or any particular employee. The Transferee Company undertakes to continue to abide by any agreement/ settlement, if any, entered into by the Transferor Companies in respect of such employees forming part of the Transferor Companies with their respective employees. With regard to provident fund, gratuity fund, superannuation fund or any other special fund or obligation ('Funds') created or existing for the benefit of such employees of the Transferor Companies, upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, the Transferee Company shall stand substituted for the Transferor Companies, by operation of law pursuant to the vesting order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Companies or the Transferee Company, for all purposes whatsoever relating to the obligations to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. The Funds shall, subject to the necessary approvals and permission and at the discretion of the Transferee Company, either be continued as separate funds of the Transferee Company for the benefit of the employees of the Transferor Companies or be transferred to and merged with other similar funds of the Transferee Company.

3.10.2 The existing provident fund benefits, gratuity benefits and superannuation benefits or any other special benefits or obligation, if any, created or used by the Transferor Companies (or an affiliate of the Transferor Companies on behalf of the Transferor Companies) for its employees

being transferred to the Transferee Company pursuant to this Scheme shall be continued by the Transferee Company for the benefit of such employees on the same terms and conditions. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Companies in relation to such schemes or funds shall become those of the Transferee Company. Further, upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, any prosecution or disciplinary action initiated, pending or contemplated against and any penalty imposed in this regard on any employee forming part of the Transferor Companies shall be continued/ continue to operate against the relevant employee and shall be enforced by the Transferee Company, without any further act, instrument or deed of the Transferor Companies or the Transferee Company.

PART-IV

4 GENERAL TERMS AND CONDITIONS

4.1 CONDITIONALITY OF THE SCHEME

4.1.1 The Scheme is conditional upon and subject to:

(i) The requisite consent, approval or permission of the Tribunal, Central Government, Reserve Bank of India, or any other statutory or regulatory authority, which by law may be necessary for the implementation of this scheme;

(ii) The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and secured and unsecured creditors of the Applicant Companies, as may be directed by the Tribunal or any other competent authority, as may be applicable;

(iii) The Scheme being approved by the Tribunal under Sections 230-232 and any other applicable provision of the Act; and

(iv) Filling of the certified copies of the order of the Tribunal sanctioning the Scheme, by the Applicant Companies, under the applicable provisions of the Act with the jurisdictional RoC.

4.2 COMPLIANCE WITH LAWS

4.2.1 This Scheme is presented and drawn up to comply with the provisions/requirements of Sections 230 to 232 and other applicable provisions of the Act, for the purpose of (a) amalgamation of the Transferor Companies with and into the Transferee Company, and other related matters.

4.2.2 Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date for Part III of the Scheme.

4.2.3 In relation to Part III of this Scheme, this Scheme has been drawn up to comply with the conditions relating to "*amalgamation*" as defined under Section 2 (1B) of the Income Tax Act, 1961. If any terms or provisions of such Parts of this Scheme are found to be or interpreted to be inconsistent with the provisions of the said section of the Income Tax Act, 1961 at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or

for any other reason whatsoever, the aforesaid provisions of the Income Tax Act, 1961 shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other Parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Applicant Companies, which power shall be exercised reasonably in the best interests of the companies concerned and their stakeholders.

4.3 DIVIDENDS

4.3.1 The Applicant Companies shall be entitled to declare and pay dividends, whether interim and/or final, to their respective shareholders prior to the Effective date.

4.3.2 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Applicant Companies to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Applicant Companies, and if applicable as per the provisions of the Act, be subject to the approval of the shareholders of each of the Applicant Companies.

4.4 VALIDITY OF EXISTING RESOLUTIONS, ETC.

4.4.1 Upon occurrence of the Effective Date and post giving effect to Part III and Part IV, the resolutions, if any, of Transferor Companies, which are valid and subsisting on the Effective Date shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

4.5 APPLICATIONS TO THE TRIBUNAL

4.5.1 The Applicant Companies may, with all reasonable dispatch, make a joint application to the Tribunal, under Sections 230 to 232 and other applicable provisions of the Act, seeking orders for dispensing with or convening, holding and/or conducting of the meetings of the classes of their respective shareholders and for sanctioning this Scheme with such modifications, as may be approved by the Tribunal.

4.5.2 Upon this Scheme being approved by the requisite majority of the shareholders of the Applicant Companies (wherever required), the Applicant Companies shall, file a joint petition before the Tribunal for sanction of this Scheme under Sections 230 to 232 and other applicable provisions of the Act, and for such other order or orders, as the Tribunal may deem fit for putting this

Scheme into effect. Upon this Scheme becoming effective, the shareholders of the Applicant Companies shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in this Scheme.

4.6 EFFECTIVENESS OF THE SCHEME

4.6.1 Subject to the provisions of this Scheme, the certified copies of the orders of the Tribunal approving this Scheme shall be filed with the Registrar of Companies by the Applicant Companies ("**Effective Date**"), and the Scheme shall be effective from the Appointed Date.

4.7 MODIFICATIONS OR AMENDMENTS TO THE SCHEME

4.7.1 The Applicant Companies, acting through their respective Boards of Directors, may assent to any modifications or amendments to this Scheme, which the Tribunal and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. The Applicant Companies, acting through their respective Boards of Directors, be and are hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any orders of the Tribunal or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

4.7.2 The Applicant Companies, acting through their respective Boards of Directors, shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by the Tribunal or any other authority is not on terms acceptable to them.

4.7.3 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Applicant Companies and their respective shareholders, and the terms and conditions of this Scheme, the latter shall prevail.

4.7.4 If any part of this Scheme is invalid, ruled illegal or rejected or is unreasonably delayed or not sanctioned by any court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the Applicant Companies, acting through their respective Boards of Directors, shall attempt to bring about a modification in this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part, which is invalid, ruled illegal or rejected, or being unreasonably delayed or not sanctioned by any court of competent jurisdiction, or unenforceable under present or future laws.

4.8 EFFECT OF NON-RECEIPT OF APPROVALS

4.8.1 In the event any of the approvals or conditions enumerated in the scheme not being obtained or complied with, or for any other reason, the scheme cannot be implemented, the Board of Directors of the Applicant Companies shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this scheme and falling such mutual agreement, or in case the Scheme is not sanctioned by the Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges, and expenses in connection with the Scheme.

4.8.2 Further, in case of non-receipts of approvals to the Scheme, no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person.

4.9 COST, CHARGES, EXPENSES

4.9.1 The Transferee Company shall bear all costs, charges, taxes including duties, levies, and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto.

4.10 RESIDUAL

4.10.1 Upon this Scheme becoming effective and post giving effect to Part III, the Transferee Company shall be entitled to operate all bank accounts, cash and deposits relating to the Transferor Companies, realise all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Companies in the name of the Transferor Companies to the extent necessary.

4.10.2 Upon this Scheme becoming effective and post giving effect to Part III, the Transferee Company shall be entitled to rely on, use and operate on the basis of all licenses, consents and approvals, relating to the Transferor Companies in the name of the Transferor Companies to the extent necessary.

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Niranjan Kumar
Registered Valuer - Securities or Financial Assets

Strictly Private and Confidential

Date: 14 September 2022

The Board of Directors
Sara Textile Limited
A-31, Hauz Khas,
New Delhi – 110016

The Board of Directors
Sara Universal Private Limited
A-31, Hauz Khas,
New Delhi – 110016

The Board of Directors
Celebration Infrabuild Private Limited,
C-8, Kh. No- 67.66/2,63,
Ground Floor Hargovind Enclave,
Rajpur Khurd Chattarpur,
Southwest Delhi – 110068

The Board of Directors
Instyle Infrastructures Private Limited,
C-8, Kh. No- 67.66/2,63,
Ground Floor Hargovind Enclave,
Rajpur Khurd Chattarpur,
Southwest Delhi – 110068

The Board of Directors
Sarthi InfraBuild Private Limited,
C-8 Kh. No 67.66/2,63,
Ground Floor Hargovind Enclave,
Rajpur Khurd, Chattarpur
Southwest Delhi – 110068

The Board of Directors
Appriciated Exim Private Limited,
201 A, Krishna Plaza, 2nd Floor
Sector-8 Rohini,
Delhi - 110085

Subject: Recommendation of fair share exchange ratio for the proposed amalgamation of Sara Universal Private Limited ('SUPL'), Appriciated Exim Private Limited ('AEPL'), Celebration Infrabuild Private Limited ('CIPL'), In Style Infrastructures Private Limited ('ISIPL') and Sarthi Infrabuild Private Limited ('Sarthi') with Sara Textiles Limited ('STL').

Dear Sir(s)/ Madam(s),

We refer to the engagement letter dated 25 July 2022 whereby the Board of Directors of Sara Universal Private Limited ('SUPL' or 'Transferor Company 1' or 'Amalgamating Company 1'), Appriciated Exim Private Limited ('AEPL' or 'Transferor Company 2' or 'Amalgamating Company 2'), Celebration Infrabuild Private Limited ('CIPL' or 'Transferor Company 3' or 'Amalgamating Company 3'), In Style Infrastructures Private Limited ('ISIPL' or 'Transferor Company 4' or 'Amalgamating Company 4'), Sarthi Infrabuild Private Limited ('Sarthi' or 'Transferor Company 5' or 'Amalgamating Company 5') (hereinafter collectively referred to as 'Transferor Companies') and Sara Textiles Limited ('STL' or 'Transferee Company' or 'Amalgamated Company'), appointed Niranjan Kumar, Registered Valuer - Securities or Financial Assets ('NK', or 'us' or 'we' or the 'Valuer') to undertake valuation exercise and recommend a fair share exchange ratio for the proposed amalgamation ('Proposed Amalgamation') of SUPL, AEPL, CIPL, ISIPL, and Sarthi with STL.

Hereinafter, the Management including the Board of Directors of SUPL, AEPL, CIPL, ISIPL, Sarthi and STL shall together be referred to as 'the Management'; the Transferor Companies and the Transferee Company shall together be referred to as the 'Companies'.

Please find enclosed the report (comprising 17 pages including annexures) detailing our recommendation of fair share exchange ratio for the Proposed Amalgamation, methodologies employed, and the assumptions used in our analysis.

This report sets out our background, scope & purpose of this report source of information, procedures performed by us and our recommendation of the fair share exchange ratio.

BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT

Sara Textiles Limited (Transferee Company)
STL is engaged in the manufacturing of home furnishing items such as terry towels and export of textiles and cotton yarns. It offers kids towel, bath towels, beach towels, bath robes, promotional towels, and home furnishing. It was incorporated in 2003 and is based in Noida, Uttar Pradesh with an additional manufacturing unit in Solan. STL operates as a subsidiary of Sara International Private Limited (SIPL).

Further, STL holds equity investment in AEPL, ISIPL, CIPL and Sarthi.

Sara Universal Private Limited (Transferor Company 1)
SUPL was incorporated to be engaged in the business of dealing in securities. SUPL is a wholly owned subsidiary of SIPL.

Currently, SUPL does not undertake any business operations and inter-alia holds equity investment in AEPL, CIPL, ISIPL & Sarthi.

Appriciated Exim Private Limited (Transferor Company 2)
AEPL was incorporated to be engaged in the business of dealing as an export house for various categories of products.

Currently, AEPL does not undertake any business operations and inter-alia holds equity investment in SIPL. SUPL, along with STL, holds 98.8% stake (49.4% each) in AEPL.

Celebration Infrabuild Private Limited (Transferor Company 3)
CIPL was incorporated to carry on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy. Currently, CIPL does not undertake any business operations and inter-alia holds equity investment in equity shares of SIPL. SUPL, along with STL, holds ~99.1% stake (~45.5% each) in CIPL.

In Style Infrastructures Private Limited (Transferor Company 4)
ISIPL was incorporated to carry on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy. Currently, ISIPL does not undertake any business operations but holds investment in equity shares of SIPL. SUPL, along with STL, holds ~95.7% stake (~47.8% each) in ISIPL.

Sarthi Infrabuild Private Limited (Transferor Company 5)
Sarthi was incorporated to carry on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy. Currently, Sarthi does not undertake any business operations but holds investment in equity shares of SIPL. SUPL, along with STL, holds ~98.7% stake (49.6% and 49.2% respectively) in Sarthi.



AEPL, CIPL, ISIPL & Sarthi together hold ~8.9% stake in Sara International Private Limited ('SIPL'). The brief background of SIPL is as follows:

Sara International Private Limited ('SIPL')

SIPL is an industrial conglomerate and a holding company of Sara Group companies. It is engaged in the trading of iron ore fines, cement, coal, industrial sewing machines, chrome ore lumps, steel, copper, thermal coal, agro products, towels and fabric. Further, it is also engaged in investing business through its group companies.

SIPL holds investment in the operating/non-operating group companies along with investments in quoted equity shares, unquoted preference shares, debentures, mutual funds and units of various alternative investment funds ('AIFs'). Non-operating group companies primarily represents companies which currently are not carrying out any business operations and which hold investments in equity shares, preference shares and convertible & non-convertible debentures of various new age companies and units of AIFs.

Investment in operating group companies of SIPL is as under:

- Sara International HK Private Limited ('SIPL HK') is a private company incorporated in Hong Kong with limited liability. Its principal activity is trading of chrome ore lumps. SIPL HK is a wholly owned subsidiary of SIPL.
- Magnum Resources Private Limited ('MRPL') is engaged in the trading of sewing machines, tools, spare parts & accessories. MRPL is a wholly owned subsidiary of SIPL.

We understand that the Management of the Companies are contemplating a scheme of amalgamation, wherein they intend to amalgamate SUPL, AEPL, CIPL, ISIPL and Sarthi with STL in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 or any statutory modifications, re-enactment or amendments thereof for the time being in force ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules"), as amended from time to time and all other applicable provisions, if any, of the Act and any other applicable law for the time being in force as amended from time to time, in a manner provided in the draft scheme of amalgamation ('the Scheme'). Further, as consideration for the Proposed Amalgamation under Part III of the Scheme, equity shares of the Transferee Company would be issued to the equity shareholders of the Transferor Companies respectively.

Equity shares to be issued for the aforesaid Proposed Amalgamation will be based on the fair share exchange ratio as determined by the Board of Directors on the basis of the fair share exchange ratio report prepared by us.

In connection with the above-mentioned Proposed Amalgamation, the Management has appointed Niranjan Kumar, Registered Valuer – Securities or Financials Assets ('NK') to submit a report recommending a fair share exchange ratio for the Proposed Amalgamation.

We would like to emphasize that certain terms of the Proposed Amalgamation are stated in our report, however the detailed terms of the Proposed Amalgamation shall be more fully described and explained in the Scheme document to be submitted with relevant authorities in relation to the Proposed Amalgamation. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the underlying Scheme.

We understand that the appointed date for the Proposed Amalgamation shall be 1 April 2022 as defined in the Scheme, or such other date as the competent authority may direct or approve. We have carried out our Valuation to determine the fair share exchange ratio for the Proposed Amalgamation as at the date of report ('Valuation Date').

The scope of our services is to conduct a relative (and not absolute) valuation exercise as at the Valuation Date to determine the equity value of the Companies and then arrive at the fair share exchange ratio using internationally accepted valuation methodologies as may be applicable to the Companies and report on the same in accordance with generally accepted professional standards including ICAI Valuation Standards, 2018 notified by the Institute of Chartered Accountants of India (ICAI).

The Management have informed us that:

a) There would not be any capital variation in the Companies till the Proposed Amalgamation becomes effective without approval of the shareholders and other relevant authorities;

b) Till the Proposed Amalgamation becomes effective, neither of the Companies would declare any dividend which are materially different from those declared in the past few years.

c) There are no unusual/ abnormal events in the Companies other than those represented to us by the Management till the report date materially impacting their operating / financial performance.

d) There would be no significant variation between the Scheme and the final scheme approved and submitted with the relevant authorities.

This report is our deliverable for the said engagement and is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality and in conjunction with the relevant documents referred to therein.

SHAREHOLDING PATTERN OF COMPANIES:

Sara Textiles Limited ('STL')

The share capital of STL as at the Valuation Date comprises of 4,59,11,644 equity shares with a face value of INR 10/- each. Equity shareholding pattern of STL as at the Valuation Date is set out below:

Shareholding pattern:

Name of shareholders	No. of shares	% of holding
Sara International Private L	2,84,82,328	62.0%
Indra Banga	67,69,000	14.7%
Tushar Singh	50,94,402	11.1%
Lexdale International Limite	17,43,033	3.8%
Abha Singh	11,45,000	2.5%
Iskandar Sultan Khwaja	10,95,381	2.4%
Deepit Singh	8,10,000	1.8%
Devinder Pal Singh	7,70,000	1.7%
Shyam Mohan Dwivedi	2,500	0.0%
Total equity shares	**4,59,11,644**	**100.0%**

Source: Information provided by the Management



Sara Universal Private Limited ('SUPL')

The share capital of SUPL as at the Valuation Date comprises of 500,000 equity shares with a face value of INR 10/- each. Equity shareholding pattern of SUPL as at the Valuation Date is set out below:

Shareholding pattern:

Name of shareholders	No. of shares	% of holding
Sara International Private Limited	4,99,900	99.98%
Mr. Devinder Pal Singh (nominee shareholder)	100	0.02%
Total equity shares	**5,00,000**	**100.00%**

Source: Information provided by the Management

Appriciated Exim Private Limited ('AEPL')

The share capital of AEPL as at the Valuation Date comprises of 8,46,000 equity shares with a face value of INR 10/- each. Equity shareholding pattern of AEPL as at Valuation Date is set out below:

Shareholding pattern:

Name of shareholders	No. of shares	% of holding
Sara Textile Limited	4,18,000	49.4%
Sara Universal Private Limited	4,18,000	49.4%
Arjun Mehta	5,000	0.6%
Shyam Mohan Dwivedi	5,000	0.6%
Total equity shares	**8,46,000**	**100.0%**

Source: Information provided by the Management

Celebration Infrabuild Private Limited ("CIPL")

The share capital of CIPL as at the Valuation Date comprises of 10,60,000 equity shares with a face value of INR 10/- each. Equity shareholding pattern of CIPL as at the Valuation Date is set out below:

Shareholding pattern:

Name of shareholders	No. of shares	% of holding
Sara Textile Limited	5,25,000	49.5%
Sara Universal Private Limited	5,25,000	49.5%
Arjun Mehta	5,000	0.5%
Rakesh Kumar	5,000	0.5%
Total equity shares	**10,60,000**	**100.0%**

Source: Information provided by the Management

In Style Infrastructures Private Limited ('ISIPL')

The share capital of ISIPL as at the Valuation Date comprises of 9,30,000 equity shares with a face value of INR 10/- each. Equity shareholding pattern of ISIPL as at Valuation Date is set out below:

Shareholding pattern:

Name of shareholders	No. of shares	% of holding
Sara Textile Limited	4,45,000	47.8%
Sara Universal Private Limited	4,45,000	47.8%
Arjun Mehta	35,000	3.8%
Shyam Mohan Dwivedi	5,000	0.5%
Total equity shares	**9,30,000**	**100.0%**

Source: Information provided by the Management



Sarthi InfraBuild Private Limited ('SIBPL')

The share capital of SIBPL as at the Valuation Date comprises of 797,000 equity shares with a face value of INR 10/- each. Equity shareholding pattern of SIBPL as at the Valuation Date is set out below:

Shareholding pattern:

Name of shareholders	No. of shares	% of holding
Sara Textile Limited	3,92,000	49.2%
Sara Universal Private Limited	3,95,000	49.6%
Arjun Mehta	5,000	0.6%
Rakesh Kumar	5,000	0.6%
Total equity shares	**7,97,000**	**100.0%**

Source: Information provided by the Management

We understand that upon Part III of the Scheme being effective, the equity shares of AEPL, CIPL, ISIPL and Sarthi held by STL and SUPL shall stand automatically cancelled.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management and/or obtained from the public domain:

A. Companies' specific information:

In connection with preparation of this report, we have used and relied on the following sources of information provided by the Management and/or obtained from the public domain which includes:

- Audited financial statements of Companies for the financial year ('FY') ended 31 March 2020 ('FY20'), 31 March 2021 ('FY21') and 31 March 2022 ('FY22');
- Audited financial statements of SIPL for FY20, FY21 and FY22;
- Audited financial statements of SIPL HK for FY20, FY21 and FY22;
- Audited financial statements of MRPL for FY20, FY21 and FY22;
- Shareholding pattern of Transferor Companies and Transferee Company as at the Valuation Date;
- Projected income statement, working capital and capital expenditure from FY ended 31 March 2023 ('FY23') to FY ended 31 March 2032 ('FY32') for STL which the respective Management believes to be their best estimate of the expected performance of STL ('Management Projections for STL');
- Projected income statement, working capital and capital expenditure from FY23 to FY ended 31 March 2025 ('FY25') for SIPL which the respective Management believes to be their best estimate of the expected performance of SIPL ('Management Projections for SIPL');
- Projected income statement, working capital and capital expenditure from FY23 to FY25 for SIPL HK which the respective Management believes to be their best estimate of the expected performance of SIPL HK ('Management Projections for SIPL HK');
- Projected income statement, working capital and capital expenditure from FY23 to FY ended 31 March 2027 ('FY27') for MRPL which the respective Management believes to be their best estimate of the expected performance of MRPL ('Management Projections for MRPL');
- Provisional computation of income tax return of SIPL, SIPL HK, MRPL and STL for FY22 including the statement of carried forward income tax and book losses available for set-off, if any.
- Fair value of immovable properties held by SIPL as at the Valuation Date.
- Draft scheme of amalgamation.
- Shareholding pattern as at the Valuation Date; and
- Discussions and correspondences with the Management to inter-alia understand the historical performance, fair value of investment in non-operating companies by SIPL, key value drivers and competitive scenario affecting the Companies.
- Other information and documents considered relevant for the purpose of this engagement.



B. Industry and economy information:

- Information available in public domain and databases such as Capital IQ and other subscribed databases.
- Such other information and relevant data, representations, information and explanations provided by the Management as considered relevant for the purpose of this engagement.

Besides the above listing, there may be other information provided by the Management which may not have been perused by us in detail, if not considered relevant for our defined scope.

We have also considered/ obtained such other analysis, review, explanations, and information considered reasonably necessary for our exercise, from the Management.

The Management of the Companies had been provided with the opportunity to review the draft report (excluding the recommended fair share exchange ratio) as part of our standard practice to make sure that factual inaccuracy/ omissions are avoided in our report.

PROCEDURE ADOPTED

Procedures adopted for our analysis included such substantive steps as we considered necessary under the circumstances, including, but not necessarily limited to the following:

- Discussion with the Management to:
  - Understand the business and fundamental factors that affect the business of the Companies including their earning generating capability.
  - Enquire about the historical financial performance and current state of affairs.
- Analyzed the economic and competitive environments in which the Companies operate.
- Considered audited financial statements of the Companies for FY20, FY21 and FY22;
- Considered audited financial statements of SIPL for FY20, FY21 and FY22.
- Considered audited financial statements of SIPL HK for FY20, FY21 and FY22;
- Considered audited financial statements of MRPL for FY20, FY21 and FY22.
- Considered the Management Projections for STL, Management Projections for SIPL, Management Projections for SIPL HK and Management Projections for MRPL.
- Considered the draft scheme of amalgamation.
- Considered fair value of immovable properties held by SIPL as at the Valuation Date.
- Such other analyses, reviews and inquiries, as we considered necessary.
- Selection of appropriate internationally accepted valuation methodology/ (ies) after deliberations and consideration to the sector in which the Companies operates and analysis of size of business operations, the stage of the Companies in its lifecycle, financial performance, etc.; and
- Arrived at valuations of the Companies using the method/(s) considered appropriate.
- Arrived at the fair share exchange ratio for the Proposed Amalgamation of SUPL, AEPL, CIPL, ISIPL and Sarthi with STL.



SCOPE, LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us.

The recommendation contained herein is as at the Valuation Date and is not intended to represent value at any time other than the date of the report.

This report, its contents and the results herein are specific and subject to:

- the purpose of the valuation agreed as per the terms of the engagement.
- the date of the report.
- market price reflecting the fair value of the underlying equity shares of the Companies; and
- data detailed in the section - Sources of Information

We have been informed by the Management that the business activities of the Companies have been carried out in the normal and ordinary course between the latest financials and the report date and that no material changes have occurred in their respective operations and financial position between the latest available financials and the Valuation Date.

An analysis of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular. It is based on information made available to us as of the date of this report, events occurring after that date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

The ultimate analysis will have to be tempered by the exercise of judicious discretion by the Valuer and judgment taking into account the relevant factors. There will always be several factors e.g., Management capability, present and prospective yield on comparable securities, market sentiment etc., which are not evident on the face of the financial statements, but which will strongly influence the equity value/ the worth of the security.

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information furnished by the Management (or its representatives) till the date of this report and other sources, and the said conclusion shall be considered to be in the nature of non-binding advice (our recommendation should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).

The determination of fair value for arriving at fair share exchange ratio is not a precise science and the conclusions arrived at in many cases, will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single fair value. While we have provided our recommendation of the fair share exchange ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion. The final responsibility for the determination of the fair share exchange ratio at which the Proposed Amalgamation shall take place will be with the Board of Directors of the Companies, who should take into account other factors such as their own assessment of the Proposed Amalgamation and input of other advisors.



In the course of our analysis, we were provided with both written and verbal information, including market, technical, financial and operating data including information as detailed in the section - Sources of Information by the Management.

In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification of,

i) the accuracy of information that was publicly available which formed a substantial basis for the report; and
ii) the accuracy of information made available to us by the Management.

We have not carried out a due diligence or audit or review of the Companies for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided.

We are not legal or regulatory advisors with respect to legal and regulatory matters for the Proposed Amalgamation. We do not express any form of assurance that the financial information or other information as prepared and provided by the Management is accurate. Also, with respect to explanations and information sought from the advisors, we have been given to understand by the Management that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness.

Our conclusions are based on these assumptions and information given by/ on behalf of the Management. The Management have indicated to us that they have understood any omissions, inaccuracies or misstatements may materially affect our recommendation. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the report. Also, we assume no responsibility for technical information (if any) furnished by the Management. However, nothing has come to our attention to indicate that the information provided was materially misstated/ incorrect or would not afford reasonable grounds upon which to base the report. We do not imply, and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

The report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this report has given no consideration on to matters of a legal nature, including issues of legal title and compliance with local laws and litigation and other contingent liabilities that are not represented to us by the Management.

This report does not look into the business/ commercial reasons behind the Proposed Amalgamation nor the likely benefits arising out of the same. Similarly, the report does not address the relative merits of the Proposed Amalgamation as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This report is restricted to recommendation of fair share exchange ratio only.



Certain terms of the Proposed Amalgamation are stated in our report, however the detailed terms of the Proposed Amalgamation shall be more fully described and explained in the Scheme document to be submitted with relevant authorities in relation to the Proposed Amalgamation. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the Scheme document.

The fee for the Engagement is not contingent upon the results reported.

We owe responsibility only to the Board of Directors of the Companies, who have appointed us, and nobody else. We do not accept any liability to any third party in relation to the issue of this report. It is understood that this analysis does not represent a fairness opinion. In no circumstance, shall the liability of NK exceed the amount as agreed in our Engagement Letter.

This Valuation report is subject to the laws of India.

Neither the report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the purpose of determining the fair share exchange ratio for the Proposed Amalgamation and relevant filing with regulatory authorities in this regard, without our prior written consent.

In addition, this report does not in any manner address the prices at which equity shares of the Companies shall trade following announcements of the Proposed Amalgamation and we express no opinion or recommendation as to how shareholders of the Companies should vote at any shareholders' meetings. Our report and the opinion/ valuation analysis contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.



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VALUATION APPROACH & METHODOLOGY

Basis and Premise of Valuation:

Valuation of the equity shares of the Companies as on the Valuation Date is carried out in accordance with ICAI Valuation Standards ('ICAI VS'), considering 'relative value' base and 'going concern' premise. Valuation base means the indication of the type of value being used in an engagement. Any change in the Valuation base, or the Valuation premise could have a significant impact on the Valuation outcome of the Companies.

Basis of Valuation

It means the indication of the type of value being used in an engagement. Fair Value as per ICAI VS is defined as under:

'Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the Valuation Date.'

Premise of Value:

Premise of Value refers to the conditions and circumstances of how an asset is deployed. Valuation of the Companies is carried out on a Going Concern Value premise which is defined under ICAI VS as under:

'Going concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, the necessary licenses, systems, and procedures in place, etc.'

It is pertinent to note that the valuation of any business/company or its assets is inherently imprecise and is subject to various uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions considering inter-alia general business and economic conditions, many of which are beyond the control of the company. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the business, and other factors which generally influence the valuation of the company, its business and assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although, different values may exist for different purpose, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Commonly accepted approach/ methods for determining the value of the equity shares of a company/ business, include:

- Income Approach – Discounted Cash Flow method
- Market Approach
  a. Market Price method
  b. Comparable Companies Market Multiple method



- Asset Approach – Net Asset Value Method

For the Proposed Amalgamation, we have considered the following commonly used and accepted methods for determining the value per equity share of the Companies for the purpose of recommending the fair share exchange ratio, to the extent relevant and applicable:

Income Approach - Discounted Cash Flow ('DCF')

Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount.

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. This method is used to determine the present value of a business on a going concern assumption and recognizes the time value of money by discounting the free cash flows for the explicit forecast period and the perpetuity value at an appropriate discount factor. The terminal value represents the total value of the available cash flow for all periods subsequent to the horizon period. The terminal value of the business at the end of the horizon period is estimated, discounted to its present value equivalent, and added to the present value of the available cash flow to estimate the value of the business.

Such DCF analysis involves determining the following:

- Estimating future free cash flows: Free cash flows are the cash flows expected to be generated by the company/ asset that are available to the providers of the company's capital - both debt and equity.

- Appropriate discount rate to be applied to cash flows i.e., the cost of capital: This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

Under the DCF method the projected free cash flows to the firm for the horizon period are discounted at the weighted average cost of capital. Terminal value of the business at the end of the horizon period is estimated based on an appropriate perpetual growth rate considering inter-alia long-term inflation and other business-related factors. The sum of the discounted value of such free cash flows for the horizon period and terminal value is the enterprise value. Adjustments for debt and debt-like items, cash and cash equivalents, post balance sheet events and contingent liability (if any) adjusted for probability of devolvement is considered to determine the equity value.

Considering int er-alia the business operations of STL, the Management has provided the estimated Management Projections. Hence, we have adopted the DCF method for determining the valuation of STL using DCF method.

Further, considering that the Transferor Companies does not undertake business activities and holds equity investments in underlying operating company i.e. SIPL, the underlying operating company has been valued using DCF method.

Market Approach

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

Market Price Method

The market price of an equity shares as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the shares as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further, in the case of an amalgamation, where there is a question of evaluating the shares of one company against those of another, the volume of transaction and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

Since, the equity shares of Transferor and Transferee Companies are not listed on any stock exchange, we have therefore not used this method to value the equity shares of the Companies.

Comparable Companies Multiple (CCM) Method

Under this method, the value of the shares / business of a company is estimated by applying the derived market multiple based on market quotations of comparable public / listed companies, in an active market, possessing attributes similar to the business of such company - to the relevant financial parameter of the company / business (based on past and / or projected working results) after making adjustments to the derived multiples on account of dissimilarities with the comparable companies and the strengths, weaknesses and other factors peculiar to the company being valued. These valuations are based on the principle that such market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Based on our analysis and discussion with the Management, we understand that there are no listed companies that can be considered as a company comparable to Transferee Company having regard to the size, business profile and financial performance, we have therefore not used CCM Method to value the equity shares of Transferee Company.

Transferor Companies currently does not undertake any business operations. Considering this, we have not considered CCM method for the purpose of valuation of Transferor Companies.

Comparable Transaction Multiple (CTM) Method

Under Comparable Transaction Method, the value of shares/ business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Multiples are generally based on data from recent transactions in a comparable sector, but



with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued.

Based on our market analysis and discussion with the Management, we understand that there are no recent comparable transactions, data of which is available in public domain, involving companies of similar nature and having a similar operating/ financial metrics as that of Transferee Company and Transferor Companies, we have therefore not used CTM method to value the equity shares of these companies.

Asset Approach

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. A net asset methodology is most applicable for businesses where the value lies in its underlying assets and not in the ongoing operations of the business.

Considering inter-alia that Transferor Companies currently does not have any business operations and holds investment in underlying investment companies, we have considered net asset value method for the purpose of Valuation of Transferor Companies.

Valuation of Transferee Company is carried out on a 'going concern' premise. They have made net operating profits in the past and is expected to make profits in the near to medium term. The historical net asset value of the business may not be representative of their earning potential. Accordingly, Asset Approach has not been adopted for the Valuation of Transferee Company.



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RECOMMENDATION OF FAIR SHARE EXCHANGE RATIO FOR THE PROPOSED AMALGAMATION

The fair share exchange ratio has been arrived at on the basis of a relative (and not absolute) equity value of the Transferor Companies and Transferee Company for the Proposed Amalgamation based on the various methodologies mentioned herein earlier. Suitable rounding off have been carried out wherever necessary to arrive at the recommended fair share exchange ratio.

Refer Annexure 1 for value per share under different methods prescribed and the fair share exchange ratio.

In light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above including scope, limitations and assumptions described in this report and the engagement letter, we recommend the fair share exchange ratio as follows:

To the equity shareholders of SUPL:

1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e. SIPL.

To the equity shareholders of AEPL:

12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up.

To the equity shareholders of CIPL:

33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up.

To the equity shareholders of ISIPL:

35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up.

To the equity shareholders of Sarthi:

18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up.

Respectfully submitted,



Niranjan Kumar
Registered Valuer- Securities or Financial Assets
IBBI Registration Number: IBBI/RV/06/2018/10137
ICAIRVO/06/RV-P000021/2018-19
UDIN: 22121635BCUBBL4730

Date: 14 September 2022
Place: Pune

Annexure 1 – Summary of fair share exchange ratio

Amalgamation of SUPL, AEPL, CIPL, ISIPL and Sarthi (Transferor Companies) with STL (Transferee Company)

Approach/Method of Valuation	STL			SUPL *			Appreciated		
	Value per share (INR)	Weights	Product	Value per share (INR)	Weights	Product	Value per share (INR)	Weights	Product
Market Approach - Comparable Companies Multiple (CCM) method	NA	0.0%	NA	NA	0.0%	NA	NA	0.0%	NA
Income Approach - Discounted Cash Flow Method	22.0	100.0%	22.0	NA	0.0%	NA	NA	0.0%	NA
Asset Approach - Net Asset Value Method	NA	0.0%	NA	(11.3)	100.0%	(11.3)	26.6	100.0%	26.6
Total		**100.0%**	**22.0**		**100.0%**	**(11.3)**		**100.0%**	**26.6**
Relative value per equity share (INR)			**22.0**			**-**			**26.6**
Recommended Fair Share Exchange Ratio (Rounded off)						**NA**			**1.20**

Approach/Method of Valuation	Celebration			Instyle			Sarthi		
	Value per share (INR)	Weights	Product	Value per share (INR)	Weights	Product	Value per share (INR)	Weights	Product
Market Approach - Comparable Companies Multiple (CCM) method	NA	0.0%	NA	NA	0.0%	NA	NA	0.0%	NA
Income Approach - Discounted Cash Flow Method	NA	0.0%	NA	NA	0.0%	NA	NA	0.0%	NA
Asset Approach - Net Asset Value Method	36.1	100.0%	36.1	38.8	100.0%	38.8	39.8	100.0%	39.8
Total		**100.0%**	**36.1**		**100.0%**	**38.8**		**100.0%**	**39.8**
Relative value per equity share (INR)			**36.1**			**38.8**			**39.8**
Recommended Fair Share Exchange Ratio (Rounded off)			**1.65**			**1.75**			**1.80**

NA: Not Adopted/Applicable

** Note: Token share will be issued to each shareholders of SUPL*

Notes:

1) Income Approach – Discounted Cash Flow Method

Considering inter-alia the business operations of STL, the Management has provided the estimated Management Projections. Hence, we have adopted the DCF method for determining the valuation of STL using DCF method.

Further, considering that the Transferor Companies does not undertake business activities and holds equity investments in underlying operating company i.e. SIPL, the underlying operating company has been valued using DCF method.

2) Market Approach – Market Price Method

Since, the equity shares of Transferor and Transferee Companies are not listed on any stock exchange, we have therefore not used this method to value the equity shares of the Companies.

Based on our analysis and discussion with the Management, we understand that there are no listed companies that can be considered as a company comparable to Transferee Company having regard to the size, business profile and financial performance, we have therefore not used CCM Method to value the equity shares of Transferee Company.

Transferor Companies currently does not undertake any business operations. Considering this, we have not considered CCM method for the purpose of valuation of Transferor Companies.

3) Asset Approach – NAV Method

Considering inter-alia that Transferor Companies currently does not have any business operations and holds investment in underlying investment companies, we have considered net asset value method for the purpose of Valuation of Transferor Companies.

Valuation of Transferee Company is carried out on a 'going concern' premise. They have made net operating profits in the past and is expected to make profits in the near to medium term. The historical net asset value of the business may not be representative of their earning potential. Accordingly, Asset Approach has not been adopted for the Valuation of Transferee Company.



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REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SARA UNIVERSAL PRIVATE LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON THE 27TH DAY OF SEPTEMBER 2022

1. The Scheme of Amalgamation (**"Scheme"**) between Sara Universal Private Limited (**"SUPL"** / **"Transferor Company 1"**), Appriciated Exim Private Limited (**"AEPL"** / **"Transferor Company 2"**), In Style Infrastructure Private Limited (**"ISIPL"** / **"Transferor Company 3"**), Celebration Infrabuild Private Limited (**"CIPL"** / **"Transferor Company 4"**), Sarthi Infrabuild Private Limited (**"Sarthi"** / **"Transferor Company 5"**), and Sara Textiles Limited (**"STL"** / **"Transferee Company"**) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'Act'**), provides for Amalgamation of SUPL, AEPL, ISIPL, CIPL and Sarthi into and with STL.

2. The Board of Directors of the Company at its meeting held on 27th September 2022 approved the Scheme.

3. As per Section 232(2)(c) of the Act, a report is required to be adopted by the Directors of the Company explaining effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders and Key Managerial Personnel (**'KMP'**) laying out in particular the share exchange ratio, specifying any special valuation difficulties.

4. Following documents were placed before the board:
   - Scheme of Amalgamation;
   - Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer.

5. **Share Exchange Ratio and Consideration:**

   Following are important extracts of the Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer – Securities or Financial Assets:

   "1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e. SIPL."

   "12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."

"35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."

"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."

"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."

No special valuation difficulties were reported.

6. **Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company:**
   a) The Company has only one class of shareholders, i.e. equity shareholders.
   b) The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of SUPL prejudicially.

7. **Effect of the Scheme on the KMP of the Company:**

   There will be no impact of the Scheme on the KMP of the Company. Further, none of the KMP have any interest in the Scheme except to the extent of shares held by them, if any, in the Company.

For and Behalf of the Board
For Sara Universal Private Limited



Deepit Singh
Director
DIN: 00035623
Date: 27th September 2022

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF APPRICIATED EXIM PRIVATE LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON THE 27TH DAY OF SEPTEMBER 2022

1. The Scheme of Amalgamation (**"Scheme"**) between Sara Universal Private Limited (**"SUPL"** / **"Transferor Company 1"**), Appriciated Exim Private Limited (**"AEPL"** / **"Transferor Company 2"**), In Style Infrastructure Private Limited (**"ISIPL"** / **"Transferor Company 3"**), Celebration Infrabuild Private Limited (**"CIPL"** / **"Transferor Company 4"**), Sarthi Infrabuild Private Limited (**"Sarthi"** / **"Transferor Company 5"**), and Sara Textiles Limited (**"STL"** / **"Transferee Company"**) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'Act'**), provides for Amalgamation of SUPL, AEPL, ISIPL, CIPL and Sarthi into and with STL.

2. The Board of Directors of the Company at its meeting held on 27th September 2022 approved the Scheme.

3. As per Section 232(2)(c) of the Act, a report is required to be adopted by the Directors of the Company explaining effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders and Key Managerial Personnel (**'KMP'**) laying out in particular the share exchange ratio, specifying any special valuation difficulties.

4. Following documents were placed before the board:
   - Scheme of Amalgamation;
   - Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer.

5. **Share Exchange Ratio and Consideration:**

   Following are important extracts of the Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer – Securities or Financial Assets:

   "1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e. SIPL."

   "12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."

   "35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."

"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."

"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."

No special valuation difficulties were reported.

6. **Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company:**
   1. The Company has only one class of shareholders, i.e. equity shareholders.
   2. The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of AEPL prejudicially.

7. **Effect of the Scheme on the KMP of the Company:**

There will be no impact of the Scheme on the KMP of the Company. Further, none of the KMP have any interest in the Scheme except to the extent of shares held by them, if any, in the Company.

For and Behalf of the Board

For Appriciated Exim Private Limited

Shyamvir Singh

Director

DIN: 09228947

Date: 27th September 2022

In Style Infrastructures Private Limited

CIN: U45200DL2007PTC160753
C-8, Kh. No- 67.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chattarpur, South West, Delhi-110068
Email id: Instyleinfra07@gmail.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF IN STYLE INFRASTRUCTURE PRIVATE LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON THE 27TH DAY OF SEPTEMBER 2022

1. The Scheme of Amalgamation (**"Scheme"**) between Sara Universal Private Limited (**"SUPL" / "Transferor Company 1"**), Appriciated Exim Private Limited (**"AEPL" / "Transferor Company 2"**), In Style Infrastructure Private Limited (**"ISIPL" / "Transferor Company 3"**), Celebration Infrabuild Private Limited (**"CIPL" / "Transferor Company 4"**), Sarthi Infrabuild Private Limited (**"Sarthi" / "Transferor Company 5"**), and Sara Textiles Limited (**"STL" / "Transferee Company"**) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'Act'**), provides for Amalgamation of SUPL, AEPL, ISIPL, CIPL and Sarthi into and with STL.

2. The Board of Directors of the Company at its meeting held on 27th September 2022 approved the Scheme.

3. As per Section 232(2)(c) of the Act, a report is required to be adopted by the Directors of the Company explaining effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders and Key Managerial Personnel (**'KMP'**) laying out in particular the share exchange ratio, specifying any special valuation difficulties.

4. Following documents were placed before the board:
   - Scheme of Amalgamation;
   - Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer.

5. **Share Exchange Ratio and Consideration:**

   Following are important extracts of the Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer – Securities or Financial Assets:

   "1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e. SIPL."

   "12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."

"35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."

"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."

"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."

No special valuation difficulties were reported.

6. **Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company:**
   a) The Company has only one class of shareholders, i.e. equity shareholders.
   b) The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of ISIPL prejudicially.

7. **Effect of the Scheme on the KMP of the Company:**

   There will be no impact of the Scheme on the KMP of the Company. Further, none of the KMP have any interest in the Scheme except to the extent of shares held by them, if any, in the Company.

For and Behalf of the Board

For In Style Infrastructure Private Limited



Arvind Damodar Kate

Director

DIN: 07360938

Date: 27th September 2022

Celebration Infrabuild Private Limited

CIN: U45400DL2007PTC168386
C-8, Kh. No- 67.66/2,63, Ground Floor,
Hargovind Enclave, Rajpur Khurd,
Chattarpur, South West, Delhi- 110068
Email id: Celebrationinfra07@gmail.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CELEBRATION INFRABUILD PRIVATE LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON THE 27TH DAY OF SEPTEMBER 2022

1. The Scheme of Amalgamation (**"Scheme"**) between Sara Universal Private Limited (**"SUPL"** / **"Transferor Company 1"**), Appriciated Exim Private Limited (**"AEPL"** / **"Transferor Company 2"**), In Style Infrastructure Private Limited (**"ISIPL"** / **"Transferor Company 3"**), Celebration Infrabuild Private Limited (**"CIPL"** / **"Transferor Company 4"**), Sarthi Infrabuild Private Limited (**"Sarthi"** / **"Transferor Company 5"**), and Sara Textiles Limited (**"STL"** / **"Transferee Company"**) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'Act'**), provides for Amalgamation of SUPL, AEPL, ISIPL, CIPL and Sarthi into and with STL.

2. The Board of Directors of the Company at its meeting held on 27th September 2022 approved the Scheme.

3. As per Section 232(2)(c) of the Act, a report is required to be adopted by the Directors of the Company explaining effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders and Key Managerial Personnel (**'KMP'**) laying out in particular the share exchange ratio, specifying any special valuation difficulties.

4. Following documents were placed before the board:
   - Scheme of Amalgamation;
   - Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer.

5. **Share Exchange Ratio and Consideration:**

   Following are important extracts of the Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer – Securities or Financial Assets:

   "1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e. SIPL."

   "12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."

"35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."

"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."

"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."

No special valuation difficulties were reported.

6. **Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company:**
   a) The Company has only one class of shareholders, i.e. equity shareholders.
   b) The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of CIPL prejudicially.

7. **Effect of the Scheme on the KMP of the Company:**

   There will be no impact of the Scheme on the KMP of the Company. Further, none of the KMP have any interest in the Scheme except to the extent of shares held by them, if any, in the Company.

For and Behalf of the Board

For Celebration Infrabuild Private Limited

Rakesh Kumar

Director

DIN: 06490921

Date: 27th September 2022

SARTHI INFRABUILD PRIVATE LIMITED

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SARTHI INFRABUILD PRIVATE LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON THE 27TH DAY OF SEPTEMBER 2022

1. The Scheme of Amalgamation (**"Scheme"**) between Sara Universal Private Limited (**"SUPL"** / **"Transferor Company 1"**), Appriciated Exim Private Limited (**"AEPL"** / **"Transferor Company 2"**), In Style Infrastructure Private Limited (**"ISIPL"** / **"Transferor Company 3"**), Celebration Infrabuild Private Limited (**"CIPL"** / **"Transferor Company 4"**), Sarthi Infrabuild Private Limited (**"Sarthi"** / **"Transferor Company 5"**), and Sara Textiles Limited (**"STL"** / **"Transferee Company"**) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'Act'**), provides for Amalgamation of SUPL, AEPL, ISIPL, CIPL and Sarthi into and with STL.

2. The Board of Directors of the Company at its meeting held on 27th September 2022 approved the Scheme.

3. As per Section 232(2)(c) of the Act, a report is required to be adopted by the Directors of the Company explaining effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders and Key Managerial Personnel (**'KMP'**) laying out in particular the share exchange ratio, specifying any special valuation difficulties.

4. Following documents were placed before the board:
   - Scheme of Amalgamation;
   - Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer.

5. **Share Exchange Ratio and Consideration:**

   Following are important extracts of the Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer – Securities or Financial Assets:

   "1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e. SIPL."

   "12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."

"35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."

"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."

"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."

No special valuation difficulties were reported.

6. **Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company:**
   a) The Company has only one class of shareholders, i.e. equity shareholders.
   b) The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of Sarthi prejudicially.

7. **Effect of the Scheme on the KMP of the Company:**

There will be no impact of the Scheme on the KMP of the Company. Further, none of the KMP have any interest in the Scheme except to the extent of shares held by them, if any, in the Company.

For and Behalf of the Board

For Sarthi Infrabuild Private Limited

Rakesh Kumar

Director

DIN: 06490921

Date: 27th September 2022

SARA TEXTILES LTD.
Draping the world in its colors.

Sara Textiles Limited
Corporate Office : Sara House, B-8, Sector 4,
Noida, Uttar Pradesh 201 301, India
Tel.: +91-120-466 7272 Fax : +91-120-468 7399
www.saratextiles.com, info@saratextiles.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SARA TEXTILES LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON THE 14TH DAY OF SEPTEMBER 2022

1. The Scheme of Amalgamation (**"Scheme"**) between Sara Universal Private Limited (**"SUPL"** / **"Transferor Company 1"**), Appriciated Exim Private Limited (**"AEPL"** / **"Transferor Company 2"**), In Style Infrastructure Private Limited (**"ISIPL"** / **"Transferor Company 3"**), Celebration Infrabuild Private Limited (**"CIPL"** / **"Transferor Company 4"**), Sarthi Infrabuild Private Limited (**"Sarthi"** / **"Transferor Company 5"**), and Sara Textiles Limited (**"STL"** / **"Transferee Company"**) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'Act'**), provides for Amalgamation of SUPL, AEPL, ISIPL, CIPL and Sarthi into and with STL.

2. Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, and Transferor Company 5 together referred to as the "Transferor Companies".

3. The Board of Directors of the Company at its meeting held on 14th September 2022 approved the Scheme.

4. As per Section 232(2)(c) of the Act, a report is required to be adopted by the Directors of the Company explaining effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders and Key Managerial Personnel (**'KMP'**) laying out in particular the share exchange ratio, specifying any special valuation difficulties.

5. Following documents were placed before the board:
   - Scheme of Amalgamation;
   - Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer.

6. **Share Exchange Ratio and Consideration:**

   Following are important extracts of the Share Exchange Ratio Report dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer – Securities or Financial Assets:

   "1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e. SIPL."

Sara Textiles Limited
Corporate Office : Sara House, B-8, Sector 4,
Noida, Uttar Pradesh 201 301, India
Tel.: +91-120-466 7272 Fax : +91-120-468 7399
www.saratextiles.com, info@saratextiles.com

"12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."

"35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."

"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."

"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."

No special valuation difficulties were reported.

7. **Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company:**

(a) The Company has only one class of shareholders, i.e. equity shareholders.
(b) The Scheme does not affect rights and interest of the shareholders of STL prejudicially.

8. **Effect of the Scheme on the KMP of the Company:**

There will be no impact of the Scheme on the KMP of the Company. Further, none of the KMP have any interest in the Scheme except to the extent of shares held by them, if any, in the Company.

For and Behalf of the Board

For Sara Textiles Limited

Deepit Singh

Managing Director

DIN: 00035623

Date: 14th September 2022

K. KRISHAN & ASSOCIATES
CHARTERED ACCOUNTANTS

Ref. No.....

INDEPENDENT AUDITORS' REPORT

Dated.....

To The members of
SARA UNIVERSAL PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statement of **SARA UNIVERSAL PRIVATE LIMITED** (herein referred to as "the Company"), which comprise the Balance Sheet as at 31ST March 2022, and the Statement of Profit and Loss and Cash Flow 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 (" Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its loss and Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs 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 standalone financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of Ethics. We believe that the audit evidence obtained by us , is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and cash flow 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In Preparing the standalone 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 intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

K. KRISHAN & ASSOCIATES CHARTERED ACCOUNTANTS MN 090613 FRN 011846N

• 201 A, 2nd Floor, Krishna Plaza, Sector-8, Rohini, (Near Petrol Pump) New Delhi-110085
Phone : 27941217, 47010381, Mobile : 9810474401, Email : kkguptaca53@yahoo.co.in

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone 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 standalone financial statements.

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

a) Identify and assess the risks of material misstatement of the Standalone 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.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal controls with reference to financial statements in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

d) Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's report to the related disclosures in the standalone 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.

e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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



Report on other Legal and Regulatory Requirements

1. As required the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, The statement on the matters specified in paragraph 3 and 4 of the order, Not applicable.

2. (A) As required by section 143(3) of the Act, based on our audit 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 and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

e) On the basis of written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, from being appointed as a director in terms of Section 164(2) of the Act.

f) Since the Company,s turnover is less than Rs. 50 Crores and its borrowings from Banks and Financial Institutions at any time during the year is less than Rs 25 Crore, the company is exempted from getting and Audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06.2017 issued by MCA.

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

(a) The Company does not have any pending litigations which would impact its financial position.
(b) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For K.Krishan & Associates
Chartered Accountants
FRN : 011846n

Place: New Delhi
Date: 2/09/2022

K. KRISHAN & ASSOCIATES
CHARTERED ACCOUNTANTS
MN 090613
FRN 011846N

CA Kewal Krishan Gupta
Prop.
M.No. 090613

UDIN No. 22090613ATA PEZ5301

Sara Universal Private Limited
CIN U51399DL2000PTC103130
Balance Sheet as at 31 March, 2022

(Amount: In lakhs)

	Notes	As at 31st March, 2022	As at 31st March, 2021
I Equity and Liabilities			
A. Shareholders' Funds			
(a) Share Capital	2	50.00	50.00
(b) Reserves and Surplus	3	(726.71)	(625.32)
		(676.71)	(575.32)
B. Unsecured Loan			
Sara International Private Limited		967.66	787.00
C. Current Liabilities			
(a) Other Current Liabilities	4	43.41	40.50
		43.41	40.50
TOTAL		334.36	252.18
II Assets			
A. Non-Current Assets			
(a) Property, Plant and Equipment			
(i) Tangible Assets	5	0.15	0.15
		0.15	0.15
(b) Non Current Investment	6	57.38	71.65
(c) Deffered Tax Asset	7	79.39	79.39
B Non current Assets			
(b) Loans and Advances	9	150.70	44.35
B. Current Assets			
(a) Cash and Cash Equivalents	8	45.24	55.39
(b) Other Current Assets	10	1.50	1.25
		46.74	56.64
TOTAL		334.36	252.18
Summary of Significant accounting Policies	1		

The accompanying notes are integral part of the financial statement
As per our report of even date

FOR K.KRISHAN & ASSOCIATES
FRN: 011846N
Chartered Accountants

CA Kewal Krishan Gupta
Proprietor
M.No. 090613

K. KRISHAN & ASSOCIATES CHARTERED ACCOUNTANTS MN 090613 FRN 011846N

Place : Noida
Date: 02-09-2022
UDIN: 22090613ATAPEZ5301

For and on behalf of the Board of Directors of
Sara Universal Private Limited

SARA UNIVERSAL PRIVATE LIMITED SARA

(Devinder Pal Singh)
Director
DIN No. 00035519

(Abha Singh)
Director
DIN No. 00035566

Sara Universal Private Limited
CIN U51399DL2000PTC103130
Statement of Profit and Loss for the year ended 31st March, 2022

(Amount: In lakhs)

		Notes	For the year ended 31st March, 2022	For the year ended 31st March, 2021
A.	**Continuing Operations**			
1	Other Incomes	11	2.90	2.12
	Total Revenue		2.90	2.12
2	**Expenses**			
	a) Other Expenses	12	14.61	0.43
	b) Finance Cost	13	89.68	80.56
	Total Expenses		104.29	80.99
3	**Profit / (Loss) before exceptional and extraordinary items and tax (1-2)**		(101.39)	(78.87)
4	**Exceptional Item**		-	-
5	**Profit / (Loss) before extraordinary items and tax (3+4)**		(101.39)	(78.87)
6	**Tax Expense:**			
	(a) Current Year's Tax Expense		-	-
	(b) Carry over MAT		-	-
	(c) Earlier Year Tax Expense		-	-
	(d) Deferred Tax		-	-
7	**Profit / (Loss) for the year (5-6)**		(101.39)	(78.87)
8	**Earnings Per Share (of 10/- Each):**	14		
	(a) Basic		(20.28)	(15.77)
	(b) Diluted		(20.28)	(15.77)

See accompanying notes forming part of the financial statements
In terms of our report attached.

FOR K.KRISHAN & ASSOCIATES
FRN: 011846N
Chartered Accountants

CA Kewal Krishan Gupta
Proprietor
M.No. 090613

K.KRISHAN & ASSOCIATES CHARTERED ACCOUNTANTS MN 090613 FRN 011846N

Place : Noida
Date: 02-09-2022
UDIN: 22090613ATAPEZ5301

For and on behalf of the Board of Directors of
Sara Universal Private Limited

SARA UNIVERSAL PRIVATE LIMITED SARA

(Devinder Pal Singh)
Director
DIN No. 00035519

(Abha Singh)
Director
DIN No. 00035566

SARA UNIVERSAL PRIVATE LIMITED
CIN No. U51399DL2000PTC103130
CASH FLOW STATEMENT

PARTICULARS	As at 31.03.2022 Amount (in Lakhs.)	As at 31.03.2021 Amount (in Lakhs.)
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary items	(101.39)	(78.87)
Add: Loss/(profit) on sale of Securities	-	-
Provision for Diminution in value of Investments	14.27	
Add: Finance Costs	89.68	80.56
Operating Profit before Working Capital Changes	2.56	1.69
Changes in Working Capital:		
Decrease/(Increase) in Current Assets	(106.60)	0.06
(Decrease)/Increase in Current Liabilities	2.91	(1.50)
Cash generated from Operation	(101.12)	0.26
Taxes Paid (Net)	-	-
Cash Flow before Extraordinary Items	(101.12)	0.26
Extraordinary Items (Prior Year Income/Expenditure)	-	
Net Cash Flow from (Used in) Operating Activities	(101.12)	0.26
B) CASH FLOW FROM INVESTING ACTIVITIES		
Less: Loss on Sale of Securities	-	-
Less: Purchase of Investments	-	-
Net Cash Flow from (Used in) Investing Activities	-	-
C) CASH FLOW FROM FINANCING ACTIVITIES		
Add: Proceed/(Payment) from/of Long Term Borrowing	180.66	90.36
Less: Finance Cost	(89.68)	(80.56)
Net Cash Flow from (Used in) Financing Activities	90.97	9.80
D) Net Inc./(Dec.) in cash and cash equivalent: (A+B+C)	(10.15)	10.06
Add: Opening Balance of Cash and Cash Equivalents	55.39	45.33
Closing Balance of Cash and Cash Equivalents	45.24	55.39

FOR K.KRISHAN & ASSOCIATES
FRN: 011846N
Chartered Accountants

CA Kewal Krishan Gupta
Proprietor
M.No. 090613

K. KRISHAN & ASSOCIATES CHARTERED ACCOUNTANTS MN 090613 FRN 011846N

Place : Noida
Date: 02-09-2022
UDIN: 22090613ATAPE25301

For and on behalf of the Board of Directors of
Sara Universal Private Limited

(Devinder Pal Singh)
Director
DIN No. 00035519

(Abha Singh)
Director
DIN No. 00035566

SARA UNIVERSAL PRIVATE LIMITED SARA

Rupees in 1,00,000.00

Sara Universal Private Limited
CIN No. U51399DL2000PTC103130

Note No **Notes forming part of the Financial Statements for the year ended 31st March, 2022**

Corporate Information
The company is having its registered office at A-31,Hauz Khas, New Delhi and is engaged in the business of dealing in Securities.

1. **Significant Accounting Policies**
The Company is a Small and Medium Sized Company as defined in the General Instructions in respect of Accounting Standards as prescribed under section 133 of the

a) **Basis of Accounting and Preparation of Financial**
These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

b) **Revenue Recognition**
Incomes are recognised and accounted for on accrual basis.

c) **Tangible fixed assets**
Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date.

d) **Investments**
Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

e) **Borrowing costs**
Borrowing costs attributable to the acquisition and construction of asset are capitalised as part of the cost of such asset upto the date when such asset is ready for its intended use. Other borrowing costs are treated as revenue expenditure as considered appropriate by the Management.

f) **Taxes on income**
Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.
Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

g) **Deferred tax** is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

h) **Impairment of assets**
The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment by the management. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount.

2. **Share Capital**

	As at 31 March, 2022		As at 31 March, 2021	
	Number of shares	Rs.	Number of shares	Rs.
a) **Authorised Capital**				
Equity shares of Rs.10/-each	5,00,000	50.00	5,00,000	50.00
Total	5,00,000	50.00	5,00,000	50.00
b) **Issued, Subscribed & Paid-Up Capital**				
Equity shares of Rs.10/-each fully paid up	5,00,000	50.00	5,00,000	50.00
Total	5,00,000	50.00	5,00,000	50.00

c) There is no change in the amount of Equity Share Capital and the number of Equity Shares at the beginning and at the end of the reporting period.

d) The company has only one class of Equity Shares having a par value of Rs.10/- per Share. Each holder of Equity Shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees.
In the event of liquidation of the company, the holders of equity shares will be entitled to receive the assets of the company in proportion to the number of equity shares held by the shareholders.

K. KRISHAN & ASSOCIATES CHARTERED ACCOUNTANTS MN 090613 FRN 011846N

SARA UNIVERSAL PRIVATE LIMITED SARA

e) **Details of Shareholders holding more than 5% shares :-**

	As at 31 March, 2022		As at 31 March, 2021	
	Number of shares	%	Number of shares	%
Equity Shares of Rs.10/- Each fully paid				
Mr. Devinder Pal Singh	100	0.02	100	0.02
Sara International Pvt Limited	4,99,900	99.98	4,99,900	99.98

Mr Devinder Pal Singh holds shares as a nominee of Sara International Private limited as per Section-89 of Companies Act, 2013.

II.4 Shareholding of Promoters -Equity Shares

Shares Held by promoters at the end of the year -31-03-2022

S.No.	Promoter Name	No of Shares	% Change during the year
1	Mr. Devinder Pal Singh	100	NIL
2	Sara International Pvt Limited	4,99,900	NIL

3. **Reserves & Surplus**	As at 31 March, 2022	As at 31 March, 2021
Surplus/(Deficit) in the Statement of Profit & Loss		
Opening Balance	(625.32)	(546.46)
Add : Profit/ (Loss) for the year	(101.39)	(78.86)
Closing Balance	(726.71)	(625.32)

4 **Other Current Liabilities**		
Sunil K Khanna & Co	0.28	0.28
Audit Fees Payable	0.55	0.55
Navin Sudhir & Associates	-	0.01
Mayfair Capital Private Limited	33.62	33.62
TDS Payable	8.97	6.04
	43.41	40.50

6 **Non Current Investments**		
Trade Investments (Valued at Cost)		
A) Quoted Equity Instruments		
i) 13,317 (Previous year-13,317) Equity Shares of Rs.10/- each fully paid up of Indian Toners & Developers Ltd. (@ 158.80 as on 31.03.2022 Market Value : 2114739.6)	2.25	2.25
ii) 18,280 (Previous year-18,280) Equity Shares of Rs.10/- each fully paid up of Spice Jet Ltd (@ 54.40 as on 31.03.2022 Market Value : 994432)	12.02	12.02
iii) NIL (Previous year-3,300) Equity Shares of Rs.10/- each fully paid up of Dewan Housing Finance Corporation Ltd. (@ Market Value NIL)	-	14.27
iv) 3,640 (Previous year-3,640) Equity Shares of Rs.10/- each fully paid up of Indian Oil Corporation Ltd. (@ 118.95 Market Value : Rs 432978)	7.45	7.45
B) Investment in Unquoted equity Instruments of Associate companies		
i) 5,25,000 Equity Shares of Rs.10/- each fully paid up of Celebration Infrabuild Pvt. Ltd.	10.50	10.50
ii) 4,45,000 Equity Shares of Rs.10/- each fully paid up of Instyle Infrastructure Pvt. Ltd.	8.90	8.90
iii) 3,95,000 Equity Shares of Rs.10/- each fully paid up of Sarathi Infrabuild Pvt. Ltd.	7.90	7.90
iv) 4,18,000 Equity Shares of Rs.10/- each fully paid up of Appriciated Exim Pvt. Ltd.	8.36	8.36
Total	57.38	71.65
	57.38	**71.65**

7 **Deffered Tax Assets**		
Fixed Assets		
Opening Balance	79.39	79.39
Impact of Difference between tax Depreciation and Depreciation Charged for financial reporting	-	-
Impact of Carryover business Losses	-	-
Closing Balance	79.39	79.39

8 **Cash & Cash Equivalents**	As at 31 March, 2022	As at 31 March, 2021
Cash Balances		
Cash-in-Hand	0.16	0.16
Balances with Banks		
Punjab National Bank	4.70	15.73
Coporation Bank	3.04	3.38
Fixed Deposits		
Fixed deposit with scheduled banks pledged with sales tax deparment	1.10	1.10
Fixed deposit with Punjab National Bank	9.00	9.00
Fixed deposit with Coporation Bank	27.02	25.80
Interest Accrued	0.22	0.22
Total	45.24	55.39

K. KRISHAN & ASSOCIATES CHARTERED ACCOUNTANTS MN 090613 FRN 011846N

SARA UNIVERSAL PRIVATE LIMITED SARA

9	**Loans & Advances**		
	Other Loans & Advances		
	Other Recoverables	0.00	0.00
	Appriciated Exim Private Limited	111.03	44.35
	Celebration Infabuild Pvt Ltd - Adv	39.67	-
	Total	150.70	44.35
10	**Other Current Assets**		
	Tax Deducted at source	0.61	0.36
	MAT Carryover	0.89	0.89
	Interest Receivable against Income Tax Refund	0.00	0.00
	Total	1.50	1.25
11	**Other Incomes**	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
	Interest Received	1.62	1.85
	Profit on Investment	-	-
	Dividend	1.28	0.27
	Total	2.90	2.12
12	**Other Expenses**		
	Filing Fees		
	Audit Fees	0.30	0.30
	Legal & Professional Charges	-	0.09
	Bank Charges	0.02	0.01
	DP Charges	0.03	-
	Broker Delay Payment Charges	-	0.01
	Rates & Taxes	-	0.02
	writing off of Investments	14.27	
		14.61	0.43
13	**Finance Cost**		
	Interest on Unsecured Loan	89.68	80.56
		89.68	80.56
14	**Earnings Per Share (EPS)**		
	Profit/ (Loss) after Tax	(101.39)	(78.87)
	Total Equity Shares Outstanding at the year end	5,00,000	5,00,000
	Basic Earning Per Share	(20.28)	(15.77)
	Diluted Earning Per Share	(20.28)	(15.77)

15 **Ratios**

Particulars	As on/for the year ended 31-03-2022	As on/for the year ended 31-03-2021	% Change	Reason for change whereever more than 25%
Current Ratio (Total Current Assets/Total Current Liabilities)	1.08	1.40	-23.02%	Not applicable
Debt-Equity Ratio (Total Debt including lease liabilities/total equity)	(1.43)	(1.37)	-4.53%	Not applicable
Debt Service Coverage Ratio (Earnings before depreciation , Interest and tax-current tax), Depreciation and current tax)	(0.13)	0.02	-723.73%	Decrease in Profits
Return on Equity Ratio (Profit after Tax/Average equity)	0.15	0.14	9.29%	Not applicable
Inventory Turnover Ratio (Sale of Products/Average Inventory)	No Inventory and Nil turnover	No Inventory and Nil turnover		Not applicable
Trade Receivable turnover ratio (Sale of Products/average trade receivables)	No Trade Receivables	No Trade Receivables		Not applicable
Trade payable turnover ratio (Purchases of Trading Goods/Average Trade Payable)	No Trade Payable	No Trade Payable		Not applicable
Net Capital turnover ratio (Sale of Products/working capital)	No Turnover	No Turnover		Not applicable
Net Profit Ratio (Profit after Tax/total revenue from operations including other oprating income)	No Turnover	No Turnover		Not applicable
Return on Capital Employed (Earning before Interest and Tax/(Total Equity-Goodwill-other Intagible assets +total Debt +-Deferred Tax liability/Assets)	(0.04)	0.01	-605.22%	Decrease in Profits
Return on Investment (Income gennerated from Investments/weighted average investments)	0.00%	0.00%	0.00%	Not applicable

K. KRISHAN & ASSOCIATES CHARTERED ACCOUNTANTS MN 090513 FRN 011846N

SARA UNIVERSAL PRIVATE LIMITED SARA

15 **Related Party Disclosures**

The Management has identified the following companies and individual as related parties of the company for the year ended 31st March, 2022 for the purpose of reporting as per AS-18 Related Party Transaction

A) Related parties and transactions with them as identified by the management are given below:

a) Major Shareholders

1) Sara International Pvt Limited

b) Key Management Personnel and their relatives

1) Mr Devinder Pal Singh
2) Ms Abha Singh
3) Mr Deepit Singh
4) Mr Tushar Singh
5) Ms Jaitika Bedi
6) Ms Ekaterina Chalova
7) Mr Harinder Pal Singh Banga
8) Mr Neeraj Julka
9) Ms Shivani Dewan

c) Enterprises over which Major Shareholders, Key Management Personnel and their relatives have significant influence:

1) Bath Boutique Pvt Ltd
2) Magnum Resources Pvt. Ltd.
3) Sara International Pvt. Ltd.
4) Sara Star Shipping & Logistics Ltd.
5) Gamut Textiles Solutions Private Limited
6) Sara India Financial Services Private Limited
7) Sara Textiles Ltd.
8) Celebration Infrabuild Pvt. Ltd.
9) Instyle Infrastructure Pvt. Ltd.
10) Sarathi Infrabuild Pvt. Ltd.
11) Appriciated Exim Pvt. Ltd.

B) Transactions with Related Parties in the Ordinary Course of Business.

Particulars	Name of Party	As at 31 March, 2022 Parties Where Control Exists	As at 31 March, 2021 Parties Where Control Exists
Transactions during the year			
Loan Taken	Sara International Pvt. Ltd	99.94	8.00
Loan Given	Appriciated Exim Pvt. Ltd	66.67	-
	Celebration Infrabuild Pvt Ltd	39.67	
Repayment of Loan	Sara International Pvt. Ltd	-	-
Interest booked & Paid	Sara International Pvt. Ltd	-	-
Interest booked but not Paid	Sara International Pvt. Ltd	89.68	80.56
Expenses Incurred on behalf of Sara Universal	Sara International Pvt. Ltd	6.04	7.84
Outstanding Balances			
Loan taken	Sara International Pvt. Ltd	967.66	787.00
Loan Given	Appriciated Exim Pvt. Ltd	111.03	44.35
Loan Given	Celebration Infrabuild Pvt Ltd	39.67	

FOR K.KRISHAN & ASSOCIATES
FRN: 011846N
Chartered Accountants

K. KRISHAN & ASSOCIATES CHARTERED ACCOUNTANTS MN 090613 FRN 011846N

CA Kewal Krishan Gupta
Proprietor
M.No. 090613

Place : Noida
Date: 02-09-2022
UDIN: 22090613ATAPEZ5301

For and on behalf of the Board of Directors of
Sara Universal Private Limited

UNIVERSAL PRIVATE LIMITED SARA

(Devinder Pal Singh)
Director
DIN No. 00035519

(Abha Singh)
Director
DIN No. 00035566

SARA UNIVERSAL PRIVATE LIMITED
CIN No. U51399DL2000PTC103130
SCHEDULE OF PROPERTY, PLANT AND EQUIPMENT AS ON 31st MARCH, 2022

Note-5

(Amount: in Lakhs)

PARTICULARS	COST				DEPRECIATION					Written Down Value	
	AS ON 01-04-2021	ADDITION DURING THE YEAR	SALES DURING THE YEAR	TOTAL AS ON 31-03-2022	As On 01-04-2021	ADJUST-MENT TRANSFER	TRANSFER TO RESERVE	FOR THE YEAR	TOTAL	AS ON 31-03-2022	AS ON 31-03-2021
Air Conditioner	0.29	-	-	0.29	0.28	-	-	-	0.28	0.01	0.01
Furniture & Fixture	0.67	-	-	0.67	0.65	-	-	-	0.65	0.03	0.03
Car	7.26	-	-	7.26	7.21	-	-	-	7.21	0.04	0.04
Scooter	0.08	-	-	0.08	0.08	-	-	-	0.08	0.00	0.00
Fax	0.21	-	-	0.21	0.20	-	-	-	0.20	0.01	0.01
Inverter	0.04	-	-	0.04	0.04	-	-	-	0.04	0.00	0.00
Computer	0.95	-	-	0.95	0.95	-	-	-	0.95	0.00	0.00
Cellular Phone	0.17	-	-	0.17	0.17	-	-	-	0.17	0.01	0.01
EPABX	0.16	-	-	0.16	0.15	-	-	-	0.15	0.01	0.01
Generator	0.64	-	-	0.64	0.61	-	-	-	0.61	0.03	0.03
Refrigerator	0.04	-	-	0.04	0.04	-	-	-	0.04	0.00	0.00
UPS	0.05	-	-	0.05	0.04	-	-	-	0.04	0.00	0.00
Cooler	0.17	-	-	0.17	0.16	-	-	-	0.16	0.01	0.01
Water Filter	0.05	-	-	0.05	0.05	-	-	-	0.05	0.00	0.00
Computer Printer	0.07	-	-	0.07	0.07	-	-	-	0.07	0.00	0.00
	10.84	-	-	10.84	10.69	-	-	-	10.69	0.15	0.15

FOR K.KRISHAN & ASSOCIATES
FRN: 011846N
Chartered Accountants

CA Kewal Krishan Gupta
Proprietor
M.No. 090613

K. KRISHAN & ASSOCIATES CHARTERED ACCOUNTANTS MN 090613 FRN 011846N

UDIN: 22090613ATAPEZ5301

For and on behalf of the Board of Directors
of Sara Universal Private Limited

(Devinder Pal Singh)
Director
DIN No. 00035519

(Abha Singh)
Director
DIN No. 00035566

SARA UNIVERSAL PRIVATE LIMITED SARA

Sara Universal Private Limited
CIN U51399DL2000PTC103130
Provisional Balance Sheet as at 30th September, 2022

(Amount in Lakhs)

	Notes	As at 30th September, 2022	As at 31st March, 2022
I Equity and Liabilities			
A. Shareholders' Funds			
(a) Share Capital	2	50.00	50.00
(b) Reserves and Surplus	3	(767.16)	(726.71)
		(717.16)	(676.71)
B. Unsecured Loan			
Sara International Private Limited		973.20	967.66
C. Current Liabilities			
(a) Other Current Liabilities	4	38.21	43.41
		38.21	43.41
TOTAL		294.25	334.36
II Assets			
A. Non-Current Assets			
(a) Property, Plant and Equipment			
(i) Tangible Assets	5	0.15	0.15
		0.15	0.15
(b) Non Current Investment	6	57.38	57.38
(c) Deffered Tax Asset	7	79.39	79.39
B Non current Assets			
(b) Loans and Advances	9	150.70	150.70
B. Current Assets			
(a) Cash and Cash Equivalents	8	5.27	45.24
(b) Other Current Assets	10	1.36	1.50
		6.63	46.74
TOTAL		294.25	334.36

Summary of Significant accounting Policies 1

The accompanying notes are integral part of the financial statement

For and on behalf of the Board of Directors of
Sara Universal Private Limited

Devinder Pal Singh
Director
DIN: 00035519

Abha Singh
Director
DIN: 00035566

Sara Universal Private Limited
CIN U51399DL2000PTC103130
Provisional Statement of Profit and Loss for the year ended 30th September, 2022

(Amount in Lakhs)

	Notes	For the period ended as on 30th September, 2022	For the year ended 31 st March, 2022
A. Continuing Operations			
1 Other Incomes	11	0.31	2.90
Total Revenue		0.31	2.90
2 Expenses			
a) Other Expenses	12	0.15	14.61
b) Finance Cost	13	40.60	89.68
Total Expenses		**40.75**	104.29
3 Profit / (Loss) before exceptional and extraordinary items and tax (1-2)		(40.44)	(101.39)
4 Exceptional Item			-
5 Profit / (Loss) before extraordinary items and tax (3+4)		(40.44)	(101.39)
6 Tax Expense:			
(a) Current Year's Tax Expense		-	-
(b) Carry over MAT		-	-
(c) Earlier Year Tax Expense		-	-
(d) Deferred Tax		-	-
7 Profit / (Loss) for the year (5-6)		(40.44)	(101.39)
8 Earnings Per Share (of 10/- Each):	14		
(a) Basic		(8.09)	(20.28)
(b) Diluted		(8.09)	(20.28)

See accompanying notes forming part of the financial statements

For and on behalf of the Board of Directors of
Sara Universal Private Limited

Devinder Pal Singh
Director
DIN: 00035519

Abha Singh
Director
DIN: 00035566

NAVIN SUDHIR & ASSOCIATES
Chartered Accountants

22, Sharda Apartment, 3 West Enclave.
Outer Ring Road, Pitampura, Delhi-110034
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INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
APPRICIATED EXIM PRIVATE LIMITED
NEW DELHI

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statement of APPRICIATED EXIM PRIVATE LIMITED (herein referred to as "the Company"), which comprise the Balance Sheet as at 31ST March 2022, and the Statement of Profit and Loss 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its Profit for the year ended on that date.

Basis for Opinion

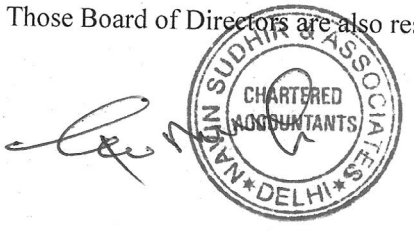
We conducted our audit of the standalone financial statements in accordance with the standards on Auditing (SAs) specified under section 143(10) of the companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial 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 standalone financial statements under the provisions of the Companies Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence, we have obtained, is sufficient and appropriate to provide a basis for our opinion on opinion on the standalone financial statements.

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

The Company's Board of Directors are 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 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In Preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors 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.



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Auditor's Responsibilities for the Audit of the Standalone 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 standalone financial statements.

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

a) Identify and assess the risks of material misstatement of the Standalone 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.

b) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) 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 standalone 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.

e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on other Legal and Regulatory Requirements

1. As required 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 are not applicable being a small company.

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

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2. As required by section 143(3) of the Act, based on our audit 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 dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, from being appointed as a director in terms of Section 164(2) of the Act.

f) Since the Company's turnover is less than Rs 50 Crore and its borrowings from Banks and Financial Institutions at any time during the year is less than Rs 25 Crore, the Company is exempted from getting an Audit opinion with respect to adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls vide notification u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06.2017 issued by MCA.

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

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which material either individually or in the aggregate) have been advanced or loaned or invested (either borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("intermediaries"), with the understanding, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of company (" ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

b) The Management has represented that, to the best of its knowledge and belief, no funds (which material either individually or in the aggregate) have been received by the company from any person or entity including foreign entity (" Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of funding party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

NAVIN SUDHIR & ASSOCIATES
Chartered Accountants

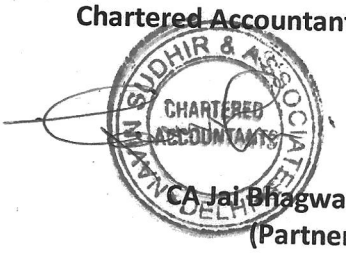
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c) based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of the Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

d) the company has not declared or paid any dividend during the year in accordance with the Section 123 of the Companies Act, 2013

3. In our opinion and to the best of our information provided to us the company has not paid any remuneration to it's directors during the year.

For Navin Sudhir & Associates
Chartered Accountants



CA Jai Bhagwan
(Partner)
M. No.: 081039
FRN. :003873N

Place: New Delhi
Date: 01/09/2022

UDIN:- 22081039BAVSKL6783

APPRICIATED EXIM PVT. LTD.
BALANCE SHEET AS AT MARCH 31, 2022

Amount (Rs in Lakhs)

Particulars	Note No.	As at 31st March, 2022	As at 31st March, 2021
EQUITY AND LIABILITIES			
SHARE HOLDERS' FUND			
Share Capital	2	84.60	84.60
Reserves & Surplus	3	221.06	332.07
		305.66	416.67
Current liabilities			
Short Term Borrowing-Sara Universal Private Limited		111.03	44.35
Other Current liabilities-Expenses Payable		0.01	0.01
Short Term Provisions- Income Tax		-	-
TOTAL		**416.70**	**461.03175**
ASSETS			
NON CURRENT ASSETS			
Long Term Investments	4	416.50	416.50
CURRENT ASSETS			
Cash and bank balances	5	0.20	0.18
Other Current Assets-Carry over MAT			-
Deposit with Income Tax Department		-	44.35
		0.20	44.53
TOTAL		**416.70**	**461.03**

Significant Accounting Policies 1

The accompanying notes form an integral part of these financial statements.

As per our report of even date annexed
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES Chartered Accountants FRN 003873N DELHI

CA JAI BHAGWAN
Partner
M. No. 081039
Place: New Delhi
Date:
01 SEP 2022
UDIN: 22081039BAVSKL6783

For and on behalf of the Board of Directors
Appriciated Exim Private Limited

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

APPRICIATED EXIM PVT. LTD.

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2022

Amount (Rs in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
A. INCOME			
Other Income		0.18	0.17
Total - Income		**0.18**	**0.17**
B. EXPENDITURES			
Employee benefits expense	6	0.00	0.00
Other expenses	7	0.15	0.12
Total - Expenditures		**0.16**	**0.12**
Profit / (Loss) before exceptional and extraordinary items and tax		**0.02**	**0.05**
Exceptional items			
Profit / (Loss) before extraordinary items and tax		0.02	0.05
Extraordinary items			
Profit / (Loss) before tax		0.02	0.05
Less : Provision for Tax			
Less: 1) Current Tax		-	-
2) Tax Provision for earlier Year		111.03	
Add : MAT to be carried over		-	-
Profit / (Loss) for the year		**(111.00)**	**0.05**
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share (Face value of Rs 10/ each)	8	(13.12)	-
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements.

As per our report of even date annexed
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES Chartered Accountants FRN 003873N DELHI

CA JAI BHAGWAN
Partner
M. No. 081039
Place : New Delhi
Date: 01 SEP 2022

For and on behalf of the Board of Directors
Appriciated Exim Private Limited

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

APPRICIATED EXIM PVT. LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

Amount (Rs in Lakhs)

	Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/-Loss Before Tax	0.02	0.05
	Add/Less : Adjustments for		
	Trade & other payable	-	(0.00)
	Trade & other receivable	-	0.03
	Cash Generated from operations	0.02	0.08
	Direct Taxes Paid	66.67	
	NET CASH FLOW FROM OPERATING ACTIVITIES	(66.65)	0.08
B	CASH FLOW FROM FINANCING ACTIVITIES		
	Loans received from related parties	66.67	-
	Loans repaid	-	-
	NET CASH FLOW FROM FINANCING ACTIVIIES	66.67	
C	NET INCREASE/DECREASE IN CASH & CASH EQUIVALENTS	0.02	0.08
	Opening Balance at the begining of the year	0.18	0.10
	Closing Balance at the end of the year	0.20	0.18

As per our report of even date
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES Chartered Accountants FRN 003873N * DELHI *

CA JAI BHAGWAN
Partner
M. No. 081039
Place : New Delhi
Date: 01 SEP 2022

For and on behalf of the Board of Directors
Appriciated Exim Private Limited

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

APPRICIATED EXIM PRIVATE LIMITED

Notes forming integral part of financial statements for the year ended March 31, 2022

Note:1

Significant accounting policies

1.1Basis Of preparation of financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the companies Act, 2013 ('the Act') read with Rule 7 of the companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting Policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2Use of estimates

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include income taxes & the useful lives of fixed tangible and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3 Revenue recognition

a) Sales are recognized at the time of transfer of ownership and significant risk of goods to the customer. Service income is recognized when the service is rendered.

b) The company adopts the Mercantile method in the preparation of the accounts.

c) Dividend income on investments is recognized when the right to receive dividend is established.Interest is recognized on a time proportionate basis taking into account the amounts invested and the rates of interest.

1.4 Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefit required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a

SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS NAVIN DELHI

present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.5 Tangible assets and capital work-in-progress

Tangible assets are to be stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

1.6 Depreciation and amortization

Depreciation on tangible assets is provided on the prescribed method over the useful lives of assets estimated by the Management. Depreciation for assets purchased/ sold during a period is proportionately charged. The useful lives estimated by the management are in accordance with the useful lives as prescribed under Part C of schedule II of the Companies Act 2013.

1.7 Impairment

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an assts exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization and depreciation) had no impairment loss been recognized for the asset in prior years.

1.8 Income Taxes

Income Taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the company will pay normal tax in future and the resultant asset can be measured reliably. The company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right, and where it intends to settle such assets and liabilities on a net basis. The differences that result between the profit considered for income tax and profit as per financial statements are identified, and there after a deferred tax asset or liability is recorded for timing differences, namely the difference that originate in one accounting period and reverse in another , based on the tax effect of the aggregate amount of timing difference. The tax effect is calculated on the accumulated timing difference at the end of an accounting period based on enacted or substantively enacted regulations. Deferred tax assets in situation where unabsorbed depreciation and carry forward business loss exists, are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available



against which deferred tax asset can be realized. Deferred tax assets and deferred tax liabilities have been offset where the company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

1.9 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares.

1.10 Investments

All the Long term and Current investments are carried at cost.



APPRICIATED EXIM PVT. LTD.
NOTES FORMING PART OF THE FINANCIAL STATEMENT

Amount (Rs in Lakhs)

	As at 31st March, 2022	As at 31st March, 2021
Note No. 2-SHARE CAPITAL		
AUTHORIZED		
10,00,000 (Previous Year 10,00,000) Equity shares of Rs. 10/- each	100.00	100.00
ISSUED, SUBSCRIBED & PAID-UP		
8,46,000 (Previous year 8,46,000) Equity shares of Rs.10/- each fully paid up	84.60	84.60
	84.60	84.60

Reconciliation of Share Capital:

Particulars	Opening Balance	Fresh Issue	Closing Balance
Equity shares with Voting rights			
Year ended 31 March, 2022			
- Number of shares	8,46,000	-	8,46,000
- Amount	84.60	-	84.60
Year ended 31 March, 2021			
- Number of shares	8,46,000	-	8,46,000
- Amount	84.60	-	84.60

Terms/rights attached to equity shares

(a) The company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all prefrential amounts. The distribution will be in proporation to the number of equity shares held by the shareholders.

(b) During the year ended 31st March, 2022 the amount of per share dividend recognised as distribution to equity shareholders was Rs. NIL (31st March, 2021 Rs. NIL)

(c) Aggregate number of shares alloted as fully paid up Bonus Shares (i.e. Other than by way of cash) during 5 years preceding the current FY 2021-22 is NIL.

List of Shareholders holding more than 5% of total shares

	As at 31.03.2022		As at 31.03.2021	
Name of Shareholders	No. of Shares held	% of Holding	No. of Shares held	% of Holding
M/s Sara Textiles Limited	4,18,000	49.41%	4,18,000	49.41%
M/s Sara Universal Pvt. Limited	4,18,000	49.41%	4,18,000	49.41%

II.4 Shareholding of Promoters -Equity Shares
Shares Held by promoters at the end of the year -31-03-2022

S.No.	Promoter Name	No of Shares	% Change during the year
1	M/s Sara Textiles	4,18,000	Nil
2	M/s Sara Universal Pvt. Limited	4,18,000	Nil
3	Shyam Mohan Dwivedi	5,000	Nil
4	Arjun Mehta	5,000	0.59%

Note No. 3 RESERVES & SURPLUS

Securities Premium		
Balance as per last account	334.40	334.40
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(2.33)	(2.38)
Add: Profit / (Loss) for the year	(111.00)	0.05
Closing balance	(113.34)	(2.33)



Total	**221.06**	**332.07**

Note No. 4 INVESTMENTS

I) Trade Investments-Unquoted 4,16,500 (Previous year 4,16,500) Equity Shares of Rs. 10/- each of M/s Sara International Ltd fully paid up	416.50	416.50
Total	**416.50**	**416.50**

Note No. 5 CASH & BANK BALANCES

Cash in hand	0.14	0.12
Balances with banks-in current accounts	0.06	0.06
Total	**0.20**	**0.18**

Note No. 6 EMPLOYEE BENEFITS EXPENSE	**For the year ended 31st March, 2022**	**For the year ended 31st March, 2021**
Staff Welfare Expenses	0.004	0.00
Total	**0.00400**	**0.00**

Note No. 7 OTHER EXPENSES

Bank Charges	-	0.04
Printing & Stationery	0.00120	0.00
Professional Fees	0.01000	0.01
Filing & other fees	0.12000	0.02
Telephone Expenses		-
Travelling & Conveyance	0.00150	0.00
Audit Fees	0.01298	0.01
Misc. Expenses	0.00200	0.00
Accounting Charges	0.00600	0.01
MAT carry over w/off	-	0.03
Total	**0.15368**	**0.12**

Note No. 8 EARNINGS PER SHARE		
Profit/-Loss as pet statement of profit & loss	(111.00)	0.05
Average number of Equity Shares (Face value of Rs 10/ each)	8,46,000	8,46,000
Basic & Diluted EPS (in rupees)	(13.12)	0.01

Note No. 9 RATIOS	**For the year ended 31-03-2022**	**For the year ended 31-03-2021**	**% Change**	**Reason for change whereever more than 25%**
(a) Current Ratio (Total Current Assets/Total Current Liabilities)	0.00	1.00	-99.82%	Short term borrowing taken from related party for payment of Income tax Liability
(b) Debt-Equity Ratio (Total Debt including lease liabilities/total equity)	0.36	0.11	241.24%	Short term borrowing taken from related party for payment of Income tax Liability
(c) Debt Service Coverage Ratio (Earnings before depreciation , Interest and tax-current tax), Depreciation and current tax)	No interest bearing Debt	No interest bearing Debt		Not Applicable



(d) Return on Equity Ratio (Profit after Tax/Average equity)	-36.32%	0.01%	(3,011.04)	Loss in current year due to Income tax payments of previous years .
(e) Inventory Turnover Ratio (Sale of Products/Average Inventory)	No Inventory and Nil turnover	No Inventory and Nil turnover		Not Applicable
(f)Trade Receivable turnover ratio (Sale of Products/average trade receivables)	No Trade Receivables and turnover	No Trade Receivables and turnover		Not Applicable
(g) Trade payable turnover ratio (Purchases of Trading Goods/Average Trade Payable)	No Trade payables and turnover	No Trade payables and turnover		Not Applicable
(h) Net Capital turnover ratio (Sale of Products/working capital)	No Turnover	No Turnover		Not Applicable
(i) Net Profit Ratio (Profit after Tax/total revenue from operations including other oprating income)	No Turnover	No Turnover		Not Applicable
(j) Return on Capital Employed (Earning before Interest and Tax/(Total Equity-Goodwill-other Intagible assets +total Debt +-Deferred Tax liability/Assets)	-26.64%	0.01%	(2,444.05)	Loss in current year due to Income tax payments of previous years under Vivad Se Vishwas Scheme.
(k) Return on Investment (Income gennerated from Investments/weighted average investments}	-	-	No change	Nil Return on Investment

Note No.-9 Contingent Liabilities

Financial Year (Assessment Year)	Type of Liability	Amount		Amount
2007-08 (2008-09)	Income Tax	-		160.95
2008-09 (2009-10)	Income Tax	-		16.13

Note No.-10 Related Party Transactions

The Management has identified the following Companies and individuals as related parties of the company for the period ended 31st March 2022, for the Purpose of reporting as per AS-18 " Related Party Transactions"

Related parties as identified by the management are given below:

a) Major Shareholders

1) M/s Sara Textiles Limited
2) M/s Sara Universal Pvt. Limited

b) Key Management Personnel and their relatives

1) Sandeep Kumar
2) Shyamvir Singh

Transactions with related parties

M/s Sara Universal Pvt. Limited

Loan received	66.67		0
Outstanding at the end of the year	111.03		44.35

As per our report of even date annexed
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES Chartered Accountants FRN 003873N DELHI

CA JAI BHAGWAN
Partner
M. No. 081039
Place : New Delhi
Date:

01 SEP 2022

For and on behalf of the Board of Directors
Appriciated Exim Private Limited

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

APPRICIATED EXIM PVT. LTD.
U51909DL2007PTC160756
UNAUDITED BALANCE SHEET AS AT SEPTEMBER 30, 2022

Amount (Rs in Lakhs)

EQUITY AND LIABILITIES	Note No.	As at 30th Sep , 2022	As at 31st March, 2022
SHARE HOLDERS' FUND			
Share Capital	2	84.60	84.60
Reserves & Surplus	3	221.06	221.06
		305.66	305.66
Current liabilities			
Short Term Borrowing-Sara Universal Private Limited		111.03	111.03
Other Current liabilities-Expenses Payable		0.01	0.01
Short Term Provisions- Income Tax		-	-
TOTAL		**416.70**	**416.70**
ASSETS			
NON CURRENT ASSETS			
Long Term Investments	4	416.50	416.50
CURRENT ASSETS			
Cash and bank balances	5	0.20	0.20
Other Current Assets-Carry over MAT			-
Deposit with Income Tax Department		-	-
		0.20	0.20
TOTAL		**416.70**	**416.70**

Significant Accounting Policies 1

The accompanying notes form an integral part of these financial statements.

APPRICIATED EXIM PRIVATE LIMITED

For and on behalf of the Board of Directors
Appricaited Exim Private Limited

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

APPRICIATED EXIM PVT. LTD.
U51909DL2007PTC160756
UNAUDITED PROFIT AND LOSS STATEMENT AS AT SEPTEMBER 30, 2022

Amount (Rs in Lakhs)

A. INCOME	**Note No.**	**For the period ended 30th Sep, 2022**	**For the year ended 31st March, 2022**
Other Income		-	0.18
Total -Income		**-**	**0.18**
B. EXPENDITURES			
Employee benefits expense	6	-	0.00
Other expenses	7	0.01	0.15
Total-Expenditures		**0.01**	**0.16**
Profit / (Loss) before exceptional and extraordinary items and tax		**(0.01)**	**0.02**
Exceptional items			
Profit / (Loss) before extraordinary items and tax		(0.01)	0.02
Extraordinary items			
Profit / (Loss) before tax		(0.01)	0.02
Less : Provision for Tax			
Less: 1) Current Tax		-	-
2) Tax Provision for earlier Year		-	111.03
Add : MAT to be carried over		-	-
Profit / (Loss) for the year		**(0.01)**	**(111.00)**
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share (Face value of Rs 10/ each)	8	(0.00)	(13.12)
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements.

For and on behalf of the Board of Directors
Appricaited Exim Private Limited

APPRICIATED EXIM PRIVATE LIMITED

SANDEEP KUMAR	**SHYAMVIR SINGH**
DIRECTOR	**DIRECTOR**
DIN: 06542610	**DIN: 09228947**

NAVIN SUDHIR & ASSOCIATES
Chartered Accountants

22, Sharda Apartment, 3 West Enclave.
Outer Ring Road, Pitampura, Delhi-110034
Ph. +91-9811835057, 9811076135

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
IN STYLE INFRASTRUCTURES PRIVATE LIMITED
NEW DELHI

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statement of IN STYLE INFRASTRUCTURES PRIVATE LIMITED (herein referred to as "the Company"), which comprise the Balance Sheet as at 31ST March 2022, and the Statement of Profit and Loss 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its Profit for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements 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 standalone financial statements under the provisions of the Companies Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence, we have obtained, is sufficient and appropriate to provide a basis for our opinion on opinion on the standalone financial statements.

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

The Company's Board of Directors are 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 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In Preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors 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.



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Auditor's Responsibilities for the Audit of the Standalone 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 standalone financial statements.

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

a) Identify and assess the risks of material misstatement of the Standalone 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.

b) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) 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 standalone 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.

e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on other Legal and Regulatory Requirements

1. As required 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 are not applicable being a small company.



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2. As required by section 143(3) of the Act, based on our audit 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 dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, from being appointed as a director in terms of Section 164(2) of the Act.

f) Since the Company's turnover is less than Rs 50 Crore and its borrowings from Banks and Financial Institutions at any time during the year is less than Rs 25 Crore, the Company is exempted from getting an Audit opinion with respect to adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls vide notification u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06.2017 issued by MCA.

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

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which material either individually or in the aggregate) have been advanced or loaned or invested (either borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("intermediaries"), with the understanding, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of company (" ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

b) The Management has represented that, to the best of its knowledge and belief, no funds (which material either individually or in the aggregate) have been received by the company from any person or entity including foreign entity (" Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of funding party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS

NAVIN SUDHIR & ASSOCIATES
Chartered Accountants

22, Sharda Apartment, 3 West Enclave.
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c) based on audit procedures 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 the Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

d) the company has not declared or paid any dividend during the year in accordance with the Section 123 of the Companies Act, 2013

3. In our opinion and to the best of our information provided to us the company has not paid any remuneration to it's directors during the year.

For Navin Sudhir & Associates
Chartered Accountants



CA Jai Bhagwan
(Partner)
M. No.: 081039
FRN. :003873N

Place: New Delhi
Date: 01/09/2022

UDIN: 22081039BAVSVA9164

IN STYLE INFRASTRUCTURES PVT. LTD.
BALANCE SHEET AS AT MARCH 31, 2022

Amount in Lakhs

	EQUITY AND LIABILITIES	Note No.	As at 31st March, 2022	As at 31st March, 2021
I)	**SHARE HOLDERS FUND**			
a)	Share Capital	2	93.00	93.00
b)	Reserves & Surplus	3	353.89	353.86
			446.89	446.86
II)	**Current liabilities**			
	Other Liabilities-Expenses Payable		0.01	0.01
	Provision for Income Tax			-
	TOTAL		**446.91**	**446.87016**
B	**ASSETS**			
I)	**NON CURRENT ASSETS**			
	Investments	4	446.50	446.50
II)	**CURRENT ASSETS**			
a)	Cash & Cash Equivalents	5	0.35	0.31
b)	Other Current assets	6	0.06	0.06
	TOTAL		**446.91**	**446.87**

Significant Accounting Policies 1

The accompanying notes form an integral part of these financial statements.

As per our report of even date Annexed
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

CA JAI BHAGWAN

Partner
M. No.- 081039
Place : New Delhi
Date: 01 SEP 2022

UDIN: 22081039BAUSVA9164

For and on behalf of the Board of Directors of
Instyle Infrastructure Private Limited

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

IN STYLE INFRASTRUCTURES PVT. LTD.
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2022

Amount in Lakhs

A. INCOME	Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Other Income Interest on IT Refund		0.08	0.09
Total -Income		**0.08**	**0.09**
B. EXPENDITURES			
Employee benefits expense	7	0.00	0.00
Other expenses	8	0.04	0.07
Bank Charges		0	0.01
Total-Expenditures		**0.04**	**0.08**
Profit / (Loss) before exceptional and extraordinary items and tax		**0.04**	**0.02**
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax		**0.04**	**0.02**
Extraordinary items		-	-
Profit / (Loss) before tax		**0.04**	**0.02**
Less: Current Tax		-	-
Add : MAT to be carried over		-	-
Profit / (Loss) for the year		**0.04**	**0.02**
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share (Face value of Rs 10/ each)	9	0.00	0.00

Significant Accounting Policies 1
The accompanying notes form an integral part of these financial statements.

As per our report of even date Annexed
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

CA JAI BHAGWAN
Partner
M. No.- 081039
Place : New Delhi
Date: 01 SEP 2022

For and on behalf of the Board of Directors of
Instyle Infrastructure Private Limited

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

IN STYLE INFRASTRUCTURES PRIVATE LIMITED

Notes forming integral part of financial statements for the year ended March 31, 2022

Note:1

Significant accounting policies

1.1Basis Of preparation of financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the companies Act, 2013 ('the Act') read with Rule 7 of the companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting Policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2Use of estimates

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include income taxes & the useful lives of fixed tangible and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3 Revenue recognition

a) Sales are recognized at the time of transfer of ownership and significant risk of goods to the customer. Service income is recognized when the service is rendered.

b) The company adopts the Mercantile method in the preparation of the accounts.

c) Dividend income on investments is recognized when the right to receive dividend is established.Interest is recognized on a time proportionate basis taking into account the amounts invested and the rates of interest.

1.4 Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefit required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a



present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.5 Tangible assets and capital work-in-progress

Tangible assets are to be stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

1.6 Depreciation and amortization

Depreciation on tangible assets is provided on the prescribed method over the useful lives of assets estimated by the Management. Depreciation for assets purchased/ sold during a period is proportionately charged. The useful lives estimated by the management are in accordance with the useful lives as prescribed under Part C of schedule II of the Companies Act 2013.

1.7 Impairment

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an assts exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization and depreciation) had no impairment loss been recognized for the asset in prior years.

1.8 Income Taxes

Income Taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the company will pay normal tax in future and the resultant asset can be measured reliably. The company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right, and where it intends to settle such assets and liabilities on a net basis. The differences that result between the profit considered for income tax and profit as per financial statements are identified, and there after a deferred tax asset or liability is recorded for timing differences, namely the difference that originate in one accounting period and reverse in another , based on the tax effect of the aggregate amount of timing difference. The tax effect is calculated on the accumulated timing difference at the end of an accounting period based on enacted or substantively enacted regulations. Deferred tax assets in situation where unabsorbed depreciation and carry forward business loss exists, are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available



against which deferred tax asset can be realized. Deferred tax assets and deferred tax liabilities have been offset where the company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

1.9 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares.

1.10 Investments

All the Long term and Current investments are carried at cost.



IN STYLE INFRASTRUCTURES PVT. LTD.
NOTES FORMING PART OF THE FINANCIAL STATEMENT

Amount in Lakhs

	As at 31st March, 2022	As at 31st March, 2021
Note No. 2 SHARE CAPITAL		
AUTHORISED		
10,00,000 (Previous year 10,00,000) Equity shares of Rs. 10/- each	100.00	100.00
ISSUED, SUBSCRIBED & PAID-UP		
9,30,000 (Previous Year 9,30,000) Equity shares of Rs.10/- each fully paid up	93.00	93.00
	93.00	**93.00**

Reconciliation of Share Capital:

Particulars	Opening Balance	Fresh Issue	Closing Balance	Fresh Issue
Equity shares with Voting rights				
Year ended 31 March, 2021				
- Number of shares	9,30,000	-	9,30,000	
- Amount	93.00	-	93.00	
Year ended 31 March, 2022				
- Number of shares	9,30,000	-	9,30,000	
- Amount	93.00	-	93.00	

Terms/rights attached to equity shares

(a) The company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all prefrential amounts. The distribution will be in proporation to the number of equity shares held by the shareholders.

(b) During the year ended 31st March 2022 the amount of per share dividend recognised as distribution to equity shareholders was Rs. NIL(31st March 2021 Rs. NIL)

(c) Aggregate number of shares alloted as fully paid up Bonus Shares (i.e. Other than by way of cash) during 5 years preceding the current FY 2021-22 is NIL.

List of Shareholders holding more than 5% of total shares

Name of Shareholders	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
M/s Sara Textiles Limited	4,45,000	47.85%	4,45,000	47.85%
M/s Sara Universal Pvt. Limited	4,45,000	47.85%	4,45,000.00	47.85%

II.4 Shareholding of Promoters -Equity Shares
Shares Held by promoters at the end of the year -31-03-2022

S.No.	Promoter Name	No of Shares	% Change during the year
1	M/s Sara Textiles Limited	4,45,000	Nil
2	M/s Sara Universal Pvt. Limited	4,45,000	Nil
3	Shyam Mohan Dwivedi	5,000	Nil
4	Arjun Mehta	35,000	3.76%

Note No. 3 RESERVES & SURPLUS

i) Securities Premium		
Balance as per last account	356.00	356.00
ii) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(2.14)	(2.16)
Add: Profit / (Loss) for the year	0.04	0.02
Closing balance	(2.11)	(2.14)
Total	353.89	353.86

Note No. 4 INVESTMENTS

I) Unquoted (Non- Trade)		
4,46,500 (Previous year-4,46,500) Equity shares of Sara International Ltd Rs. 10/- each full paid up.	446.50	446.50
Total	446.50	446.50

Note No. 5 CASH & CASH EQUIVALENTS

Cash in hand	0.07	0.03
Balances with Banks-Incurrent accounts	0.28	0.28
Total	0.35	0.31

SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS NEW DELHI

Note No. 6 OTHER CURRENT ASSETS

Income Tax Refunds receivable	0.06	0.06
MAT Credit		-
Total	**0.06**	**0.06**

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Note No. 7 EMPLOYEE BENEFITS EXPENSE		
Staff Welfare Expenses	0.00150	0.00
Total	**0.00**	**0.00**

Note No. 8 OTHER EXPENSES

Printing & Stationery	0.00	0.00
Professional Fees	0.01	0.01
Filing & other fees	0.01	0.04
ITAT Fees reimbursement	-	-
Travelling & Conveyance	0.00	0.00
Audit Fees	0.01	0.01
Misc. Expenses	0.00	0.00
Accounting Charges	0.00	0.00
MAT Carry over w/off	-	0.00
Total	0.04	0.07

Note No. 9 EARNINGS PER SHARE

Profit/-Loss as per statement of profit & loss	0.04	0.02
Average number of Equity Shares (Face value of Rs 10/ each)	9,30,000	9,30,000
Basic & Diluted EPS (in rupees)	0.00	0.00

Note No. 9 RATIOS

Ratio	For the year ended 31-03-2022	For the year ended 31-03-2021	% Change	Reason for change whereever more
(a) Current Ratio (Total Current Assets/Total Current Liabilities)	31.37	28.52	10.00%	Not Applicable
(b) Debt-Equity Ratio (Total Debt including lease liabilities/total equity)	Nil Debt	Nil Debt	Nil	Not Applicable
(c) Debt Service Coverage Ratio (Earnings before depreciation , Interest and tax-current tax), Depreciation and current tax)	Nil Debt	Nil Debt	Nil	Not Applicable
(d) Return on Equity Ratio (Profit after Tax/Average equity)	0.01%	0.00%	132.96%	Profit increased from Rs 0.02 Lakhs to Rs 0.04 lakhs.
(e) Inventory Turnover Ratio (Sale of Products/Average Inventory)	No Inventory and Nil turnover	No Inventory and Nil turnover		Not Applicable
(f)Trade Receivable turnover ratio (Sale of Products/average trade receivables)	No Trade Receivables and turnover	No Trade Receivables and		Not Applicable
(g) Trade payable turnover ratio (Purchases of Trading Goods/Average Trade Payable)	No Trade payables and turnover	No Trade payables and turnover		Not Applicable
(h) Net Capital turnover ratio (Sale of Products/working capital)	No Turnover	No Turnover		Not Applicable
(i) Net Profit Ratio (Profit after Tax/total revenue from operations including other oprating income)	No Turnover	No Turnover		Not Applicable
(j) Return on Capital Employed (Earning before Interest and Tax/(Total Equity-Goodwill-other Intagible assets +total Debt +-Deferred Tax liability/Assets)	0.01%	0.00%	132.96%	Profit increased from Rs 0.02 Lakhs to Rs 0.04 lakhs.
(k) Return on Investment (Income gennerated from Investments/weighted average investments)	-	-	No change	Nil Return on Investment

Note No.-11 Related Party Transactions

The Management has identified the following Companies and individuals as related parties of the company for the period ended 31st March 2022, for the Purpose of reporting as per AS-18 " Related Party Transactions"

Related parties as identified by the management are given below:

a) Major Shareholders
1) M/s Sara Textiles Limited
2) M/s Sara Universal Pvt. Limited

b) Key Management Personnel and their relatives
1) Sandeep Kumar
2) Arvind Damodar Kate

As per our report of even date Annexed

For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

CA JAI BHAGWAN
Partner
M. No.- 081039
Place : New Delhi
Date:

01 SEP 2022

For and on behalf of the Board of Directors of Instyle Infrastructure

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

IN STYLE INFRASTRUCTURES PVT. LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

Amount in Lakhs

	Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/-Loss Before Tax	0.04	0.02
	Add/Less : Adjustments for		
	Trade & other payable	-	(0.00)
	Trade & other receivable	-	0.00
	Cash Generated from operations	0.04	0.02
	Direct Taxes Paid		-
	NET CASH FLOW FROM OPERATING ACTIVITIES	0.04	0.02
B	CASH FLOW FROM FINANCING ACTIVITIES		
	Loans received back	-	-
	Loans repaid of Directors	-	-
	NET CASH FLOW FROM FINANCING ACTIVIIES		-
	NET INCREASE/DECREASE IN CASH & CASH EQUIVALENTS	0.04	0.02
	Opening Balance at the begining of the year	0.31	0.30
	Closing Balance at the end of the year	0.35	0.31

For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS *DELHI*

CA JAI BHAGWAN
Partner
M. No.- 081039
Place : New Delhi
Dated: 01 SEP 2022

For and on behalf of the Board of Directors of Instyle Infrastructure Private Limited

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

IN STYLE INFRASTRUCTURES PRIVATE LIMITED

CIN: U45200DL2007PTC160753

UNAUDITED BALANCE SHEET AS AT SEPTEMBER 30, 2022

Amount in Lakhs

A	EQUITY AND LIABILITIES	Note No.	As at 30th September , 2022	As at 31st March, 2022
I)	**SHARE HOLDERS FUND**			
a)	Share Capital	2	93.00	93.00
b)	Reserves & Surplus	3	353.89	353.89
			446.89	446.89
II)	**Current liabilities**			
	Other Liabilities-Expenses Payable		0.01	0.01
	Provision for Income Tax			
	TOTAL		**446.91**	**446.91**
B	**ASSETS**			
I)	**NON CURRENT ASSETS**			
	Investments	4	446.50	446.50
II)	**CURRENT ASSETS**			
a)	Cash & Cash Equivalents	5	0.35	0.35
b)	Other Current assets	6	0.06	0.06
	TOTAL		**446.91**	**446.91**

Significant Accounting Policies 1

The accompanying notes form an integral part of these financial statements.

For and on behalf of the Board of Directors
IN STYLE INFRASTRUCTURES PRIVATE LIMITED

STYLE INFRASTRUCTURES PVT. LTD.

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

IN STYLE INFRASTRUCTURES PRIVATE LIMITED
CIN: U45200DL2007PTC160753
UNAUDITED STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED SEPTEMBER 30, 2022

Amount in Lakhs

A. INCOME	Note No.	For the period ended 30th September, 2022	For the year ended 31st March, 2022
Other Income		-	0.08
Interest on IT Refund			
Total -Income		**-**	**0.08**
B. EXPENDITURES			
Employee benefits expense	7	-	0.00
Other expenses	8	-	0.04
Bank Charges		0	-
Total-Expenditures		**-**	**0.04**
Profit / (Loss) before exceptional and extraordinary items and tax		**-**	**0.04**
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax		**-**	**0.04**
Extraordinary items		-	-
Profit / (Loss) before tax		**-**	**0.04**
Less: Current Tax			-
Add : MAT to be carried over			-
Profit / (Loss) for the year		**-**	**0.04**
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share (Face value of Rs 10/ each)	9	-	0.00
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

For and on behalf of the Board of Directors
IN STYLE INFRASTRUCTURES PRIVATE LIMITED

IN STYLE INFRASTRUCTURES PVT. LTD.

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

SANDEEP KUMAR
DIRECTOR
DIN: 06542610

NAVIN SUDHIR & ASSOCIATES
Chartered Accountants

22, Sharda Apartment, 3 West Enclave.
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INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
CELEBRATION INFRABUILD PRIVATE LIMITED
NEW DELHI

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statement of CELEBRATION INFRABUILD PRIVATE LIMITED (herein referred to as "the Company"), which comprise the Balance Sheet as at 31ST March 2022, and the Statement of Profit and Loss 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its Profit for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements 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 standalone financial statements under the provisions of the Companies Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence, we have obtained, is sufficient and appropriate to provide a basis for our opinion on opinion on the standalone financial statements.

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

The Company's Board of Directors are 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 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In Preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors 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.

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

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Auditor's Responsibilities for the Audit of the Standalone 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 standalone financial statements.

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

a) Identify and assess the risks of material misstatement of the Standalone 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.

b) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) 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 standalone 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.

e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on other Legal and Regulatory Requirements

1. As required 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 are not applicable being a small company.

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

2. As required by section 143(3) of the Act, based on our audit 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 dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, from being appointed as a director in terms of Section 164(2) of the Act.

f) Since the Company's turnover is less than Rs 50 Crore and its borrowings from Banks and Financial Institutions at any time during the year is less than Rs 25 Crore, the Company is exempted from getting an Audit opinion with respect to adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls vide notification u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06.2017 issued by MCA.

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

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which material either individually or in the aggregate) have been advanced or loaned or invested (either borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("intermediaries"), with the understanding, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of company (" ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

b) The Management has represented that, to the best of its knowledge and belief, no funds (which material either individually or in the aggregate) have been received by the company from any person or entity including foreign entity (" Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of funding party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;



NAVIN SUDHIR & ASSOCIATES
Chartered Accountants

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c) based on audit procedures 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 the Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

d) the company has not declared or paid any dividend during the year in accordance with the Section 123 of the Companies Act, 2013

3. In our opinion and to the best of our information provided to us the company has not paid any remuneration to it's directors during the year.

For Navin Sudhir & Associates
Chartered Accountants



CA Jai Bhagwan
(Partner)
M. No.: 081039
FRN. :003873N

Place: New Delhi
Date: 01/09/2022

UDIN: 22081039BAVSPV9475

CELEBRATION INFRABUILD PVT. LTD.
BALANCE SHEET AS AT MARCH 31, 2022

Amount (Rs in Lakhs)

A	EQUITY AND LIABILITIES	Note No.	As at 31st March, 2022	As at 31st March, 2021
I)	**SHARE HOLDERS FUND**			
a)	SHARE CAPITAL	2	106.00	106.00
b)	RESERVE & SURPLUS	3	378.07	417.61
			484.07	**523.61**
II)	**Current liabilities**			
	Sara Universal Private Limited		39.67	-
	Other Liabilities		0.02	0.02
	Short Term Provisions- Income Tax		-	-
	TOTAL		523.76	**523.63**
B	**ASSETS**			
I)	**NON CURRENT ASSETS**			
	INVESTMENTS (AT COST)	4	523.50	523.50
II)	**CURRENT ASSETS**			
a)	Cash & Cash Equivalents-Cash in hand		0.26	0.13
b)	Other Current Assets-Income Tax refunds		0.00	0.00
			0.26	**0.13**
	TOTAL		523.76	**523.63**

Significant Accounting Policies 1

The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

CA JAI BHAGWAN
Partner
M. No. - 081039
Place : New Delhi
Date :

01 SEP 2022

UDIN: 22081039BAUSPV9475

For and on behalf of the Board of Directors of
Celebration Infrabuild Private Limited

RAKESH KUMAR
DIRECTOR
DIN: 06490921

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

CELEBRATION INFRABUILD PVT. LTD.

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2022

Amount (Rs in Lakhs)

A. INCOME	Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Other Income		0.18	0.19
Total -Income		**0.18**	**0.19**
B. EXPENDITURES			
Employee benefits expense	5	0.00	0.00
Other expenses	6	0.04	0.08
Total-Expenditures		**0.04**	**0.08**
Profit / (Loss) before exceptional and extraordinary items and tax		**0.14**	**0.12**
Exceptional items			-
Profit / (Loss) before extraordinary items and tax		**0.14**	**0.12**
Extraordinary items			-
Profit / (Loss) before tax		**0.14**	**0.12**
Less: 1) Current Tax			-
2) Tax Provision for earlier Year		39.67	-
Add : MAT to be carried over			-
Profit / (Loss) for the year		**(39.54)**	**0.12**
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share (Face value of Rs 10/ each)	7	(3.73)	0.01
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS NEW DELHI

CA JAI BHAGWAN
Partner
M. No. - 081039
Place : New Delhi
Date: 01 SEP 2022

For and on behalf of the Board of Directors of
Celebration Infrabuild Private Limited

RAKESH KUMAR
DIRECTOR
DIN: 06490921

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

CELEBRATION INFRABUILD PRIVATE LIMITED

Notes forming integral part of financial statements for the year ended March 31, 2022

Note:1

Significant accounting policies

1.1Basis Of preparation of financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the companies Act, 2013 ('the Act') read with Rule 7 of the companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting Policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2Use of estimates

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include income taxes & the useful lives of fixed tangible and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3 Revenue recognition

a) Sales are recognized at the time of transfer of ownership and significant risk of goods to the customer. Service income is recognized when the service is rendered.

b) The company adopts the Mercantile method in the preparation of the accounts.

c) Dividend income on investments is recognized when the right to receive dividend is established.Interest is recognized on a time proportionate basis taking into account the amounts invested and the rates of interest.

1.4 Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefit required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a



present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.5 Tangible assets and capital work-in-progress

Tangible assets are to be stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

1.6 Depreciation and amortization

Depreciation on tangible assets is provided on the prescribed method over the useful lives of assets estimated by the Management. Depreciation for assets purchased/ sold during a period is proportionately charged. The useful lives estimated by the management are in accordance with the useful lives as prescribed under Part C of schedule II of the Companies Act 2013.

1.7 Impairment

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an assts exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization and depreciation) had no impairment loss been recognized for the asset in prior years.

1.8 Income Taxes

Income Taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the company will pay normal tax in future and the resultant asset can be measured reliably. The company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right, and where it intends to settle such assets and liabilities on a net basis. The differences that result between the profit considered for income tax and profit as per financial statements are identified, and there after a deferred tax asset or liability is recorded for timing differences, namely the difference that originate in one accounting period and reverse in another , based on the tax effect of the aggregate amount of timing difference. The tax effect is calculated on the accumulated timing difference at the end of an accounting period based on enacted or substantively enacted regulations. Deferred tax assets in situation where unabsorbed depreciation and carry forward business loss exists, are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available



against which deferred tax asset can be realized. Deferred tax assets and deferred tax liabilities have been offset where the company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

1.9 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares.

1.10 Investments

All the Long term and Current investments are carried at cost.



CELEBRATION INFRABUILD PVT. LTD.
NOTES FORMING PART OF THE FINANCIAL STATEMENT

Amount (Rs in Lakhs)

Particulars	As at 31st March, 2022		As at 31st March, 2021	
Note No. 2 SHARE CAPITAL				
AUTHORISED				
12,50,000 (Previous Year-12,50,000) Equity shares of Rs. 10/- each	125.00		125.00	
ISSUED, SUBSCRIBED & PAID-UP				
10,60,000 (Previous year 10,60,000) Equity shares of Rs.10/- each fully paid up	106.00		106.00	
	106.00		106.00	

The reconciliation of the number of shares outstanding and the amount of share capital

Particulars	Opening Balance	Fresh Issue	Closing	Fresh Issue
Equity shares with Voting rights				
Year ended 31 March, 2022				
- Number of shares	10,60,000	-	10,60,000	-
- Amount	106.00	-	106.00	-
Year ended 31 March, 2021				
- Number of shares	10,60,000	-	10,60,000	-
- Amount	106.00	-	106.00	-

Terms/rights attached to equity shares

(a) The company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all prefrential amounts. The distribution will be in proporation to the number of equity shares held by the shareholders.

(b) During the year ended 31st March 2022 the amount of per share dividend recognised as distribution to equity shareholders was Rs. NIL(31st March 2021 Rs. NIL)

(c) Aggregate number of shares alloted as fully paid up Bonus Shares (i.e. Other than by way of cash) during 5 years preceding the current FY 2021-22 is NIL.

List of Shareholders holding more than 5% of total shares

	As at 31.03.2022		As at 31.03.2021	
Name of Shareholders	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sara Textiles Limited	5,25,000	49.53%	5,25,000	49.53%
Sara Universal Pvt. Limited	5,25,000	49.53%	5,25,000	49.53%

B.4 Shareholding of Promoters -Equity Shares
Shares Held by promoters at the end of the year -31-03-2022

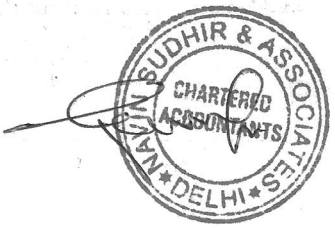
S.No.	Promoter Name	No of Shares	% Change during the year
1	M/s Sara Textiles Limited	5,25,000	Nil
2	M/s Sara Universal Pvt. Limited	5,25,000	Nil
3	Rakesh Kumar	5,000	Nil
4	Arjun Mehta	5,000	0.47%

Note No. 3 RESERVES & SURPLUS

Securities premium			
Balance as per last account	420.00		420.00
Surplus / (Deficit) in Statement of Profit and Loss			
Opening balance	(2.39)		(2.51)
Add: Profit / (Loss) for the year	(39.54)		0.12
Closing balance	(41.93)		(2.39)
	378.07		417.61

Note No. 4 INVESTMENTS

1) Trade Investments-Unquoted			
5,23,500 (Previous Year 5,23,500) Equity shares of Rs.10 /- each of M/s Sara International Ltd. Fully Paid up.	523.50		523.50
	523.50		523.50



	For the year ended 31st March, 2022		For the year ended 31st March, 2021
Note No. 5 EMPLOYEE BENEFITS EXPENSE			
Staff Welfare Expenses	0.00		0.00
	0.00		0.00

Note No. 6 OTHER EXPENSES

Filing Fees	0.01		0.04
Professional Fees	0.01		0.01
Travelling & Conveyance	0.00		0.00
Audit Fees	0.01		0.01
Misc. Expenses	0.00		0.00
Accounting Charges	0.01		0.01
MAT Carry over w/off	-		0.00
	0.04		0.08

Note No. 7 EARNINGS PER SHARE			
Profit/-Loss as per statement of profit & loss	(39.54)		0.12
Average number of Equity Shares (Face value of Rs 10/ each)	10,60,000		10,60,000
Basic & Diluted EPS (in rupees)	(3.73)		0.01

Note No. 8 Ratios

Ratio	For the year ended 31-03-2022	For the year ended 31-03-2021	% Change	Reason for change whereever more than 25%
(a) Current Ratio (Total Current Assets/Total Current Liabilities)	0.01	5.63	-99.88%	Short Term loan taken from a major shareholder for payment of earlier years Income Tax
(b) Debt-Equity Ratio (Total Debt including lease liabilities/total equity)	0.08	-	#DIV/0!	Short Term loan taken from a major shareholder for payment of earlier years Income Tax, previous year nil debt
(c) Debt Service Coverage Ratio (Earnings before depreciation , Interest and tax-current tax), Depreciation and current tax)	No interest bearing Debt	No interest bearing Debt		Not Applicable
(d) Return on Equity Ratio (Profit after Tax/Average equity)	-8.17%	0.02%	-36682.36%	Loss in current year due to Income tax payments of previous years
(e) Inventory Turnover Ratio (Sale of Products/Average Inventory)	No Inventory and Nil turnover	No Inventory and Nil turnover		Not Applicable
(f)Trade Receivable turnover ratio (Sale of Products/average trade receivables)	No Trade Receivables and turnover	No Trade Receivables and turnover		Not Applicable
(g) Trade payable turnover ratio (Purchases of Trading Goods/Average Trade Payable)	No Trade payables and turnover	No Trade payables and turnover		Not Applicable
(h) Net Capital turnover ratio (Sale of Products/working capital)	No Turnover	No Turnover		Not Applicable
(i) Net Profit Ratio (Profit after Tax/total revenue from operations including other operating income)	No Turnover	No Turnover		Not Applicable
(j) Return on Capital Employed (Earning before Interest and Tax/(Total Equity-Goodwill-other Intagible assets +total Debt +-Deferred Tax liability/Assets)	-7.55%	0.02%	-33911.39%	Loss in current year due to Income tax payments of previous years
(k) Return on Investment (Income gennerated from Investments/weighted average investments)	-	-	No change	Nil Return on Investment

Note No. 9 Contingent Liabilities

Financial Year (Assessment Year)			
2007-08 (2008-09)	Income Tax	-	27.03
2008-09 (2009-10)	Income Tax	-	46.75

Note No.-10 Related Party Transactions

The Management has identified the following Companies and individuals as related parties of the company for the period ended 31st March 2022, for the Purpose of reporting as per AS-18 " Related Party Transactions"

Related parties as identified by the management are given below:

a) Major Shareholders

1) M/s Sara Textiles Limited
2) M/s Sara Universal Pvt. Limited

b) Key Management Personnel and their relatives

1) Rakesh Kumar
2) Arvind Damodar Kate

Transactions during the year	For the year ended 31st March, 2022		For the year ended 31st March, 2021
Loan received	39.67		-
Oustanding loa n at the end of year	39.67		-

As per our report of even date Annexed
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

CA JAI BHAGWAN
Partner
M. No. - 081039
Place : New Delhi
Date :

01 SEP 2022

For and on behalf of the Board of Directors of
Celebration Infrastructure Private Limited

RAKESH KUMAR
DIRECTOR
DIN: 06490921

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

CELEBRATION INFRABUILD PVT LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

Amount (Rs in Lakhs)

	Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/-Loss Before Tax	0.14	0.12
	Add/Less : Adjustments for		
	Trade & other payable		(0.00)
	Trade & other receivable		0.00
	Cash Generated from operations	0.14	0.12
	Direct Taxes Paid	39.67	-
	NET CASH FLOW FROM OPERATING ACTIVITIES	(39.54)	0.12
B	CASH FLOW FROM FINANCING ACTIVITIES		
	Loans received from related parties	39.67	-
	Loans repaid	-	-
	NET CASH FLOW FROM FINANCING ACTIVIIES	39.67	
	NET INCREASE/DECREASE IN CASH & CASH EQUIVALENTS	0.14	0.12
	Opening Balance at the begining of the year	0.13	0.01
	Closing Balance at the end of the year	0.26	0.13

As per our report of even date .

For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

CA JAI BHAGWAN
Partner
M. No.-081039
Place : New Delhi
Date :

01 SEP 2022

For and on behalf of the Board of Directors of
Celebration Infrabuild Private Limited

RAKESH KUMAR
DIRECTOR
DIN: 06490921

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

CELEBRATION INFRABUILD PRIVATE LIMITED

CIN: U45400DL2007PTC168386

UNAUDITED BALANCE SHEET AS AT SEPTEMBER 30, 2022

Amount (Rs. in Lakhs)

A	EQUITY AND LIABILITIES	Note No.	As at 30th SEPTEMBER , 2022	As at 31st March, 2022
I)	**SHARE HOLDERS FUND**			
a)	SHARE CAPITAL	2	106.00	106.00
b)	RESERVE & SURPLUS	3	378.07	378.07
			484.07	484.07
II)	**Current liabilities**			
	Sara Universal Private Limited		39.67	39.67
	Other Liabilities		0.02	0.02
	Short Term Provisions- Income Tax		-	-
	TOTAL		**523.76**	**523.76**
B	**ASSETS**			
I)	**NON CURRENT ASSETS**			
	INVESTMENTS (AT COST)	4	523.50	523.50
II)	**CURRENT ASSETS**			
a)	Cash & Cash Equivalents-Cash in hand		0.26	0.26
b)	Other Current Assets-Income Tax refunds		0.00	0.00
			0.26	**0.26**
	TOTAL		**523.76**	**523.76**

Significant Accounting Policies 1

The accompanying notes form an integral part of these financial statements.

For and on behalf of the Board of Directors
CELEBRATION INFRABUILD PRIVATE LIMITED

CELEBRATION INFRABUILD PVT. LTD.

RAKESH KUMAR
DIRECTOR
DIN: 06490921

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

CELEBRATION INFRABUILD PRIVATE LIMITED

CIN: U45400DL2007PTC168386

UNAUDITED STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED SEPTEMBER 30, 2022

Amount (Rs in Lakhs)

A. INCOME	Note No.	For the year ended 30th September, 2022	For the year ended 31st March, 2022
Other Income		0	0.18
Total -Income		-	**0.18**
B. EXPENDITURES			
Employee benefits expense	5	-	0.00
Other expenses	6	0.01	0.04
Total-Expenditures		**0.01**	**0.04**
Profit / (Loss) before exceptional and extraordinary items and tax		**(0.01)**	**0.14**
Exceptional items			
Profit / (Loss) before extraordinary items and tax		**(0.01)**	**0.14**
Extraordinary items			
Profit / (Loss) before tax		**(0.01)**	**0.14**
Less: 1) Current Tax			
2) Tax Provision for earlier Year			39.67
Add : MAT to be carried over			
Profit / (Loss) for the year		**(0.01)**	**(39.54)**
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share (Face value of Rs 10/ each)	7	-	(3.73)

Significant Accounting Policies 1

The accompanying notes form an integral part of these financial statements.

For and on behalf of the Board of Directors
CELEBRATION INFRABUILD PRIVATE LIMITED

CELEBRATION INFRABUILD PVT. LTD.

RAKESH KUMAR
DIRECTOR
DIN: 06490921

ARVIND DAMODAR KATE
DIRECTOR
DIN: 07360938

NAVIN SUDHIR & ASSOCIATES
Chartered Accountants

22, Sharda Apartment, 3 West Enclave.
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Ph. +91-9811835057, 9811076135

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
SARTHI INFRABUILD PRIVATE LIMITED
NEW DELHI

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statement of SARTHI INFRABUILD PRIVATE LIMITED (herein referred to as "the Company"), which comprise the Balance Sheet as at 31ST March 2022, and the Statement of Profit and Loss 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its Loss for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements 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 standalone financial statements under the provisions of the Companies Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence, we have obtained, is sufficient and appropriate to provide a basis for our opinion on opinion on the standalone financial statements.

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

The Company's Board of Directors are 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 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In Preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors 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.

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DE

22, Sharda Apartment, 3 West Enclave.
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Auditor's Responsibilities for the Audit of the Standalone 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 standalone financial statements.

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

a) Identify and assess the risks of material misstatement of the Standalone 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.

b) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) 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 standalone 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.

e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on other Legal and Regulatory Requirements

1. As required 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 are not applicable being a small company.

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

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2. As required by section 143(3) of the Act, based on our audit 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 dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, from being appointed as a director in terms of Section 164(2) of the Act.

f) Since the Company's turnover is less than Rs 50 Crore and its borrowings from Banks and Financial Institutions at any time during the year is less than Rs 25 Crore, the Company is exempted from getting an Audit opinion with respect to adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls vide notification u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06.2017 issued by MCA.

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

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which material either individually or in the aggregate) have been advanced or loaned or invested (either borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("intermediaries"), with the understanding, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of company (" ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

b) The Management has represented that, to the best of its knowledge and belief, no funds (which material either individually or in the aggregate) have been received by the company from any person or entity including foreign entity (" Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of funding party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

NAVIN SUDHIR & ASSOCIATES
Chartered Accountants

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Ph. +91-9811835057, 9811076135

c) based on audit procedures 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 the Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

d) the company has not declared or paid any dividend during the year in accordance with the Section 123 of the Companies Act, 2013

3. In our opinion and to the best of our information provided to us the company has not paid any remuneration to it's directors during the year.

For Navin Sudhir & Associates
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS *DELHI*

CA Jai Bhagwan
(Partner)
M. No.: 081039
FRN. :003873N

Place: New Delhi
Date: 01/09/2022

UDIN :- 22081039BAVTAW4335

SARTHI INFRABUILD PVT. LTD.
BALANCE SHEET AS AT MARCH 31, 2022

(Amount-Rs in Lakhs)

	PARTICULARS	Note No.	As at 31st March, 2022	As at 31st March, 2021
A	**EQUITY AND LIABILITIES**			
I)	**SHARE HOLDERS FUND**			
a)	SHARE CAPITAL	2	79.70	79.70
b)	RESERVE & SURPLUS	3	313.21	313.22
			392.91	392.92
II)	**Current liabilities**			
	Other Liabilities-Expenses Payable		0.01	0.01
	TOTAL		**392.92**	**392.93**
B	**ASSETS**			
I)	**NON CURRENT ASSETS**			
	INVESTMENTS (AT COST)	4	392.50	392.50
II)	**CURRENT ASSETS**			
a)	Cash & Cash equivalents	5	0.41	0.41
b)	Other Current Assets	6	0.02	0.02
			0.42	0.43
	TOTAL		**392.92**	**392.93**

Significant Accounting Policies 1
The accompanying notes form an integral part of these financial statements.

As per our report of even date annexed
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS NAVIN DELHI

CA JAI BHAGWAN
Partner
M. No. 081039
Place: New Delhi
Date: 01 SEP 2022

UDIN: 22081039BAVTAW4335

For and on behalf of the Board of Directors of
Sarthi Infrabuild Private Limited

RAKESH KUMAR
DIRECTOR
DIN: 06490921

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

SARTHI INFRABUILD PVT. LTD.

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2022

(Amount-Rs in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
A. INCOME			
Other Income		0.14	0.08
Total -Income		**0.14**	**0.08**
B. EXPENDITURES			
Employee benefits expense	7		-
Other expenses	8	0.15	0.07
Total-Expenditures		**0.15**	**0.07**
Profit / (Loss) before exceptional and extraordinary items and tax		(0.01)	0.00
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax		(0.01)	0.00
Extraordinary items		-	-
Profit / (Loss) before tax		(0.01)	0.00
Less: Tax expense			
Current tax		-	-
MAT to be carried over		-	-
Profit / (Loss) for the year		(0.01)	0.00
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share (Face value of Rs 10/ each)	9	-	0.00
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date annexed

For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS DELHI

CA JAI BHAGWAN
Partner
M. No. 081039
Place : New Delhi
Date: 01 SEP 2022

For and on behalf of the Board of Directors of
Sarthi Infrabuild Private Limited

RAKESH KUMAR
DIRECTOR
DIN: 06490921

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

SARTHI INFRABUILD PVT LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

(Amount-Rs in Lakhs)

	Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/-Loss Before Tax	(0.01)	0.00
	Add/Less : Adjustments for		
	Trade & other payable		-
	Trade & other receivable		0.00
	Cash Generated from operations	(0.01)	0.01
	Direct Taxes Paid		-
	NET CASH FLOW FROM OPERATING ACTIVITIES	(0.01)	0.01
B	CASH FLOW FROM FINANCING ACTIVITIES		
	Loans received back		-
	Loans repaid of Directors		-
	NET CASH FLOW FROM FINANCING ACTIVIIES	-	-
	NET INCREASE/DECREASE IN CASH & CASH EQUIVALENTS	(0.01)	0.01
	Opening Balance at the begining of the year	0.41	0.41
	Closing Balance at the end of the year	0.41	0.41

As per our report of even date annexed
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

NAVIN SUDHIR & ASSOCIATES CHARTERED ACCOUNTANTS *DELHI*

CA JAI BHAGWAN
Partner
M. No.-081039
Place : New Delhi
Date: 01 SEP 2022

For and on behalf of the Board of Directors of
Sarthi Infrabuild Private Limited

RAKESH KUMAR
DIRECTOR
DIN: 06490921

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

SARTHI INFRABUILD PRIVATE LIMITED

Notes forming integral part of financial statements for the year ended March 31, 2022

Note:1

Significant accounting policies

1.1Basis Of preparation of financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the companies Act, 2013 ('the Act') read with Rule 7 of the companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting Policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2Use of estimates

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include income taxes & the useful lives of fixed tangible and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3 Revenue recognition

a) Sales are recognized at the time of transfer of ownership and significant risk of goods to the customer. Service income is recognized when the service is rendered.

b) The company adopts the Mercantile method in the preparation of the accounts.

c) Dividend income on investments is recognized when the right to receive dividend is established.Interest is recognized on a time proportionate basis taking into account the amounts invested and the rates of interest.

1.4 Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefit required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a



present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.5 Tangible assets and capital work-in-progress

Tangible assets are to be stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

1.6 Depreciation and amortization

Depreciation on tangible assets is provided on the prescribed method over the useful lives of assets estimated by the Management. Depreciation for assets purchased/ sold during a period is proportionately charged. The useful lives estimated by the management are in accordance with the useful lives as prescribed under Part C of schedule II of the Companies Act 2013.

1.7 Impairment

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an assts exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization and depreciation) had no impairment loss been recognized for the asset in prior years.

1.8 Income Taxes

Income Taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the company will pay normal tax in future and the resultant asset can be measured reliably. The company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right, and where it intends to settle such assets and liabilities on a net basis. The differences that result between the profit considered for income tax and profit as per financial statements are identified, and there after a deferred tax asset or liability is recorded for timing differences, namely the difference that originate in one accounting period and reverse in another , based on the tax effect of the aggregate amount of timing difference. The tax effect is calculated on the accumulated timing difference at the end of an accounting period based on enacted or substantively enacted regulations. Deferred tax assets in situation where unabsorbed depreciation and carry forward business loss exists, are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available



against which deferred tax asset can be realized. Deferred tax assets and deferred tax liabilities have been offset where the company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

1.9 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares.

1.10 Investments

All the Long term and Current investments are carried at cost.



SARTHI INFRABUILD PVT. LTD.
NOTES FORMING PART OF THE FINANCIAL STATEMENT

(Amount-Rs in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Note No. 2 SHARE CAPITAL		
AUTHORISED		
10,00,000 (Previous Year-10,00,000) Equity shares of Rs. 10/- each	100.00	100.00
ISSUED, SUBSCRIBED & PAID-UP		
7,97,000 (Previous year 7,97,000) Equity shares of Rs.10/- each fully paid up	79.70	79.70
	79.70	79.70

The reconciliation of number of equity shares and paid up share capital

Particulars	Opening Balance	Fresh Issue	Closing Balance	Fresh Issue
Equity shares with Voting rights				
Year ended 31 March, 2022				
- Number of shares	7,97,000	-	7,97,000	-
- Paid up capital	79.70	-	79.70	-
Year ended 31 March, 2021				
- Number of shares	7,97,000	-	7,97,000	-
- Paid up capital	79.70	-	79.70	-

Terms/rights attached to equity shares

(a) The company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all prefrential amounts. The distribution will be in proporation to the number of equity shares held by the

(b) During the year ended 31st March 2022 the amount of per share dividend recognised as distribution to equity shareholders was Rs. NIL(31st March 2021 Rs. NIL)

(c) Aggregate number of shares alloted as fully paid up Bonus Shares (i.e. Other than by way of cash) during 5 years preceding the current FY

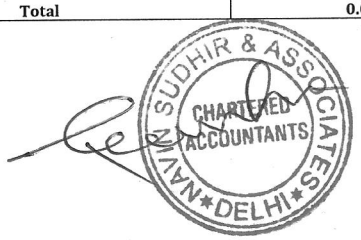
List of Shareholder holding more than 5% of total shares

Name of Shareholders	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
M/s Sara Textiles Limited	3,92,000	49.18%	3,92,000	49.18%
M/s Sara Universal Pvt. Limited	3,95,000	49.56%	3,95,000	49.56%

II.4 Shareholding of Promoters -Equity Shares
Shares Held by promoters at the end of the year -31-03-2022

S.No.	Promoter Name	No of Shares	% Change during the year
1	M/s Sara Textiles Limited	3,92,000	Nil
2	M/s Sara Universal Pvt. Limited	3,95,000	Nil
3	Rakesh Kumar	5,000	Nil
4	Arjun Mehta	5,000	0.63%

Note No. 3 RESERVES & SURPLUS		
Securities Premium		
Balance as per last account	314.80	314.80
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(1.58)	(1.59)
Add: Profit / (Loss) for the year	(0.01)	0.00
Closing balance	(1.59)	(1.58)
Total	**313.21**	**313.22**
Note No. 4 INVESTMENTS		
I) Trade Investments-Unquoted		
3,92,500 (Previous Year 3,92,500) Equity shares of Rs.10 /- each of M/s Sara International Ltd.fully paid up.	392.50	392.50
Total	**392.50**	**392.50**
Note No 5 CASH & CASH EQUIVALENTS		
Cash in hand	0.00	0.01
Balances with Banks-In current accounts	0.40	0.40
Total	**0.41**	**0.41**
Note No 6 OTHER CURRENT ASSETS		
Income Tax Refunds	0.02	0.02
Total	**0.02**	**0.02**



	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Note No. 7 EMPLOYEE BENEFITS EXPENSE		
Staff Welfare Expenses	-	-
Total	-	-
Note No. 8 OTHER EXPENSES		
Filing Fees	0.11	0.04
Professional Fees	0.01	0.01
Telephone Expenses	-	-
Travelling & Conveyance	0.00	0.00
Audit Fees	0.01	0.01
Misc. Expenses	0.00	0.00
Accounting Charges	0.01	0.00
MAT Carry Over w/off	-	0.00
	0.15	0.07
Note No. 9 EARNINGS PER SHARE		
Profit/-Loss as per statement of profit & loss	(0.01)	0.00
Average number of Equity Shares (Face value of Rs 10/ each)	7,97,000	7,97,000
Basic & Diluted EPS (in rupees)	(0.00)	0.00

Note No. 9 RATIOS

Ratio	For the year ended 31-03-2022	For the year ended 31-03-2021	% Change	Reason for change whereever more than 25%
(a) Current Ratio (Total Current Assets/Total Current Liabilities)	32.64	33.08	-1.35%	Not Applicable
(b) Debt-Equity Ratio (Total Debt including lease liabilities/total equity)	Nil Debt	Nil Debt	Nil	Not Applicable
(c) Debt Service Coverage Ratio (Earnings before depreciation , Interest and tax-current tax), Depreciation and current tax)	Nil Debt	Nil Debt	Nil	Not Applicable
(d) Return on Equity Ratio (Profit after Tax/Average equity)	0.00%	0.00%	-235.68%	Loss in current year Rs 0.01 lakhs against profit of Rs 0.00 Lakhs in previous year
(e) Inventory Turnover Ratio (Sale of Products/Average Inventory)	No Inventory and Nil turnover	No Inventory and Nil turnover		Not Applicable
(f)Trade Receivable turnover ratio (Sale of Products/average trade receivables)	No Trade Receivables and turnover	No Trade Receivables and turnover		Not Applicable
(g) Trade payable turnover ratio (Purchases of Trading Goods/Average Trade Payable)	No Trade payables and turnover	No Trade payables and turnover		Not Applicable
(h) Net Capital turnover ratio (Sale of Products/working capital)	No Turnover	No Turnover		Not Applicable
(i) Net Profit Ratio (Profit after Tax/total revenue from operations including other oprating income)	No Turnover	No Turnover		Not Applicable
(j) Return on Capital Employed (Earning before Interest and Tax/(Total Equity-Goodwill-other Intagible assets +total Debt +-Deferred Tax liability/Assets)	0.00%	0.00%	-235.68%	Loss in current year Rs 0.01 lakhs against profit of Rs 0.00 Lakhs in previous year
(k) Return on Investment (Income gennerated from Investments /weighted average investments)	-	-	No change	Nil Return on Investment

Note No.-11 Related Party Transactions

The Management has identified the following Companies and individuals as related parties of the company for the period ended 31st March 2022, for the Purpose of reporting as per AS-18 " Related Party Transactions"

Related parties as identified by the management are given below:

a) Major Shareholders

1) M/s Sara Textiles Limited
2) M/s Sara Universal Pvt. Limited

b) Key Management Personnel and their relatives

1) Rakesh Kumar
2) Shyamvir Singh

As per our report of even date annexed
For Navin Sudhir & Associates
FRN : 003873N
Chartered Accountants

CA JAI BHAGWAN
Partner
M. No.-081039
Place : New Delhi
Date:

01 SEP 2022

For and on behalf of the Board of Directors of
Sarthi Infrabuild Private Limited

RAKESH KUMAR
DIRECTOR
DIN: 06490921

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

SARTHI INFRABUILD PRIVATE LIMITED

CIN: U45400DL2007PTC168033

UNAUDITED BALANCE SHEET AS AT SEPTEMBER 30TH, 2022

(Amount in Lakhs)

	PARTICULARS	Note No.	As at 30th September, 2022	As at 31st March, 2022
A	**EQUITY AND LIABILITIES**			
I)	**SHARE HOLDERS FUND**			
a)	SHARE CAPITAL	2	79.70	79.70
b)	RESERVE & SURPLUS	3	313.21	313.21
			392.91	392.91
II)	**Current liabilities**			
	Other Liabilities-Expenses Payable		0.01	0.01
	TOTAL		**392.92**	**392.92**
B	**ASSETS**			
I)	**NON CURRENT ASSETS**			
	INVESTMENTS (AT COST)	4	392.50	392.50
II)	**CURRENT ASSETS**			
a)	Cash & Cash equivalents	5	0.41	0.41
b)	Other Current Assets	6	0.02	0.02
			0.42	0.42
	TOTAL		**392.92**	**392.92**

Significant Accounting Policies 1

The accompanying notes form an integral part of these financial statements.

For and on behalf of the Board of Directors
Sarthi Infrabuild Private Limited

SARTHI INFRABUILD PVT. LTD.

RAKESH KUMAR
DIRECTOR
DIN: 06490921

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

SARTHI INFRABUILD PRIVATE LIMITED

CIN: U45400DL2007PTC168033

UNAUDITED STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED SEPTEMBER 30TH, 2022

(Amount in Lakhs)

Particulars	Note No.	For the period ended 30th September, 2022	For the year ended 31st March, 2022
A. INCOME			
Other Income		0	0.14
Total -Income		-	**0.14**
B. EXPENDITURES			
Employee benefits expense	7		
Other expenses	8	-	0.15
Total-Expenditures		-	**0.15**
Profit / (Loss) before exceptional and extraordinary items and tax		-	(0.01)
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax		-	(0.01)
Extraordinary items		-	-
Profit / (Loss) before tax		-	(0.01)
Less: Tax expense			
Current tax		-	-
MAT to be carried over		-	-
Profit / (Loss) for the year		-	(0.01)
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share (Face value of Rs 10/ each)	9	-	-
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

For and on behalf of the Board of Directors

Sarthi Infrabuild Private Limited

SARTHI INFRABUILD PVT. LTD.

RAKESH KUMAR
DIRECTOR
DIN: 06490921

SHYAMVIR SINGH
DIRECTOR
DIN: 09228947

Independent Auditor's Report
To the Members of SARA Textiles Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **SARA Textiles Limited ('the Company'),** which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss, and the Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in Indian prescribed under Section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its profits and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other

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information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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 Standards prescribed 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is 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 Standards on Auditing 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,

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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, 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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;

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a

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reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, 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 purpose of our audit of the accompanying financial statements;

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, and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;

d) in our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended;

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e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 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 financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B**

g) 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2022;

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2022; and

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever

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by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures 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.

v. The Company has not declared or paid any dividend during the year in accordance with Section 123 of the Companies Act, 2013.

3. 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.

For Dhanda Rajendra & Co
Chartered Accountants
Firm Registration No.: 018724N

Rajendra Prasad
Partner
Membership No: 098941
UDIN- 22098941AWOFMC5597

Place: Delhi
Date: 15/07/2022

DHANDA RAJENDRA & CO. FRN-018724N Chartered Accountants

F-165, Mangal Bazar, Near Sethi Dharamshala, Laxmi Nagar, New Delhi 110092
Ph; +91-11-49506231, E-Mail ; drc2002co.ca@gmail.com

"Annexure A" as referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we report that:

(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets

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

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment so as to cover all the assets in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on the examination of the registered deed provided to us, we report that, the title deeds of all the immovable properties of land and buildings disclosed in the financial statements are included in property, plant and equipment are held in the name of the Company as at the balance sheet date and are pledged with the banks and the same is verified from the entry made in "Title Deed Register" of the Bank.

(d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) a. The inventories were physically verified by the management at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate having regard to the size of the company and nature of its operations. Further, no discrepancies of 10% or more in the aggregate for each class of inventories, between physical inventory and book records, were noticed on such physical verification.

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b. The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets of the company. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements, book debt statements and other stipulated financial information filed by the Company with such banks or financial institutions till the date of this report are in agreement with the books of account of the Company of the respective quarters and no material discrepancies have been observed except as reported in Note No 52 of the financial statement.

(iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) of the Order is not applicable.

(iv) The Company has not granted any loans, made investments or provided guarantees or securities during the year and hence, reporting under clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The Central Government of India has not specified the maintenance of Cost Record under sub-section (1) of Section 148 of the Act for any of the products of the Company.

(vii) (a) According to information and explanation given to us and on the basis of our examination of the records of the Company, the Company has generally been regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employee state insurance, income-tax, and other material statutory dues, as applicable, to the appropriate authorities. Further, there were no undisputed amounts payable in respect thereof which were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to information and explanation given to us and as per the records of the Company, there are no dues referred in sub-clause (a) above, which have not been deposited as on 31.03,2022 on account of Dispute.

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(viii) 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).

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) According to information and explanation given to us by the management, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have not been used during the year for long-term purposes by the Company.

(e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies

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

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence, reporting under clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed, by us or company secretary in practice

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conducting secretarial audit under Section 204 of the Act, in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto 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) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) According to the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standard.

(xiv) (a) In our opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013.

(b) The company did not have an internal audit system for the period under audit.

(xv) In our opinion, the Company has not entered into any non-cash transactions, with the directors or persons connected with them, Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3 (xvi)(a), (b) and (c) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts

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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 balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **Dhanda Rajendra & Co**
Chartered Accountants
Firm Registration No.:018724N

Rajendra Prasad
(Partner)
Membership No: 098941
UDIN: 22098941ANQFMC5597

Place: Delhi
Date: ~~22.09.94~~ 15/07/2022

DHANDA RAJENDRA & CO. FRN-018724N Chartered Accountants

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"Annexure B" as referred to in paragraph 6(g) of our report of even date

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 SARA Textiles Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected

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depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

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

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

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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 2022, 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 **Dhanda Rajendra & Co**
Chartered Accountants
Firm Registration No.:018724N

Rajendra Prasad
(Partner)
Membership No: 098941
UDIN: 22098941AHQFMC5597

Place: Delhi
Date: 15/07/2022

DHANDA RAJENDRA & CO. FRN 018724N Chartered Accountants

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SARA TEXTILES LIMITED
BALANCE SHEET AS AT March 31, 2022

(Amount in Rs. Lacs)

	Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
I.	EQUITY AND LIABILITIES			
1.	Shareholder's funds			
	(a) Share Capital	3	4,591.16	4,591.16
	(b) Reserves and Surplus	4	3,335.12	3,027.96
			7,926.28	7,619.12
2.	Non- current liabilities			
	(a) Long-Term Borrowings	5	729.26	631.05
	(b) Deferred Tax Liabilities (Net)	6	290.68	308.83
	(c) Long Term Provisions	7	131.56	126.21
			1,151.50	1,066.09
3.	Current Liabilities			
	(a) Short Term Borrowings	8	4,785.22	5,095.40
	(b) Trade Payables	9		
	Total outstanding dues to micro enterprise and small enterprise		75.58	155.63
	Total outstanding dues other than micro enterprise and small enterprise		2,791.05	2,645.59
	(c) Other Current Liabilities	10	492.80	577.45
	(d) Short Term Provisions	11	132.08	42.16
			8,276.73	8,516.23
	TOTAL		17,354.51	17,201.44
II.	ASSETS			
1.	Non-Current assets			
	(a) Property, Plant and Equipment & Intangible Assets	12		
	Property, Plant and Equipment		3,554.61	3,887.41
	Intangible Assets		16.71	36.72
	(b) Non Current Investments	13	86.85	86.85
	(c) Non Current Assets	14	29.77	30.31
	(d) Long-Term Loans and Advances	15	364.03	436.33
			4,051.97	4,477.62
2.	Current assets			
	(a) Inventories	16	7,527.29	7,604.81
	(b) Trade Receivables	17	3,282.93	2,873.61
	(c) Cash and Bank Balance	18	655.47	674.17
	(d) Short-term Loans and Advances	19	1,553.92	1,304.06
	(e) Other Current Assets	20	282.93	267.17
			13,302.54	12,723.82
	TOTAL		17,354.51	17,201.44
III.	NOTES FORMING PART OF THE FINANCIAL STATEMENTS		1-53	

Signed in terms of our report of even date attached
For Dhanda Rajendra & Co
Chartered Accountants
(Firm Registration No. 018724N)

Rajendra Prasad
Partner
Membership No. 098941

Date: 05.07.2022
Place: Delhi

DHANDA RAJENDRA & CO FRN-018724N Chartered Accountants

For and on behalf of the Board of Directors
SARA Textiles Limited

Deepit Singh
Managing Director
DIN : 00035623

Devinder Pal Singh
Whole time Director
DIN : 00035519

Shruti Khatri
Company Secretary
Membership No. 32612

Himanshu Kamboj
Chief Financial Officer

SARA TEXTILES LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED Mar 31, 2022

(Amount in Rs. Lacs)

	Particulars	Note No.	For the Year ended 31.03.2022	For the Year ended 31.03.2021
I.	Revenue From Operations	21	23,064.68	18,176.93
II.	Other Income	22	276.50	117.48
III.	**Total Income (I+II)**		**23,341.17**	**18,294.41**
IV.	**Expenses**			
	Cost of materials consumed	23	12,125.74	7,987.18
	Purchases of Stock in Trade		3,176.98	5,136.52
	Changes in inventories of finished goods, work in progress and Stock-in- trade	24	292.01	-627.49
	Employee Benefits Expense	25	1,815.24	1,452.50
	Finance Costs	26	496.08	505.00
	Depreciation and Amortization Expense	12	413.71	579.34
	Other Expenses	27	4,575.56	3,206.53
	Total Expenses		**22,895.32**	**18,239.58**
V.	Profit Before Tax and Prior Period Items (III-IV)		445.85	54.83
VI.	Prior Period Items	28	12.17	1.55
VII.	**Profit Before Tax (V-VI)**		**433.68**	**53.28**
VIII.	**Tax Expense:**			
	(1) Current Tax		144.68	36.38
	Less: MAT Credit entitlement		-	-
	Net Current Tax		144.68	36.38
	(2) Deferred Tax		-18.15	-21.85
			126.53	**14.53**
IX.	**Profit/(Loss) for the year (VII-VIII)**		**307.15**	**38.75**
	Earning per Equity share (Face value of ` 10/- each) :	29		
	Basic Earning per share (`)		0.67	0.08
	Diluted Earning per equity share (`)		0.67	0.08
X.	NOTES FORMING PART OF THE FINANCIAL STATEMENTS		1- 53	

Signed in terms of our report of even date attached
For Dhanda Rajendra & Co
Chartered Accountants
(Firm Registration No. 018724N)

Rajendra Prasad
Partner
Membership No. 098941

Date: 15.07.2022
Place: Delhi

DHANDA RAJENDRA & CO. FRN-018724N Chartered Accountants

For and on behalf of the Board of Directors
SARA Textiles Limited

Deepit Singh
Managing Director
DIN : 00035623

Devinder Pal Singh
Whole time Director
DIN : 00035519

Shruti Khatri
Company Secretary
Membership No. 32612

Himanshu Kamboj
Chief Financial Officer

SARA TEXTILES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED Mar 31, 2022

(Amount in Rs. Lacs)

Particulars	As at 31.03.2022	As at 31.03.2021
I. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax, Prior Period and Exceptional Items	445.85	54.83
Adjustments for:-		
Depreciation and Amortization Expense	413.71	579.34
Interest and financial charges	496.08	505.00
Loss/(Profit) on Sale of Fixed Asset	-	0.09
Dividend Income	-	-0.17
Interest income	-14.44	-13.59
Operating profit before working capital changes and tax	1,341.20	1,125.50
Adjustment for working capital:-		
a) Loans and advances	-249.31	281.21
b) Trade Receivables	-409.32	-248.21
c) Inventories	77.52	-564.70
d) Other current assets	-84.37	-48.33
e) Current liabilities and Trade Payable	-134.46	-485.27
f) Long Term Provision for Retirement Benefits	33.08	7.49
Cash (used)/ generated from operations before tax and exceptional items	574.33	67.68
Prior Period Expenses	-12.17	-1.55
Direct Taxes paid	-10.20	-43.66
Cash Flow From Operating Activities	551.96	22.47
II. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	-60.90	-50.12
Sale of Fixed Assets	-	2.65
Dividend Income	-	0.17
Interest income	14.96	20.97
Cash Flow From Investing Activities	-45.94	-26.33
III. CASH FLOW FROM FINANCING ACTIVITIES		
Loan Received	783.87	1,050.00
Loan Repaid	-878.33	-96.30
Interest and financial charges	-498.37	-518.88
Cash Flow From Financing Activities	-592.83	434.82
Net Increase/ (Decrease) in Cash and Cash Equivalents (I+II+III)	-86.80	430.97
Cash and Cash equivalents at the beginning of the year	452.21	21.25
Cash and Cash equivalents at the end of the year	365.41	452.21
IV. NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1-43	

DHANDA RAJENDRA & CO. FRN-0[illegible]724N Chartered Accountants

SARA TEXTILES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED Mar 31, 2022

Notes:

(a) The above Cash flow statement has been prepared under the indirect method set out in AS-3 notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable.

(b) Figures in brackets represent cash outflow.

(c) Previous year's figures have been regrouped /reclassified wherever necessary to correspond with the current year's classification / disclosure.

Signed in terms of our report of even date attached
For Dhanda Rajendra & Co
Chartered Accountants
(Firm Registration No. 018724N)

Rajendra Prasad
Partner
Membership No. 098941

Date: 15-02-2022
Place: Delhi

DHANDA RAJENDRA & CO
FRN-018724N
Chartered Accountants

For and on behalf of the Board of Directors
Sara Textiles Limited

Deepit Singh
Managing Director
DIN : 00035623

Devinder Pal Singh
Whole time Director
DIN : 00035519

Shruti Khatri
Company Secretary
Membership No. 32612

Himanshu Kamboj
Chief Financial Officer

SARA TEXTILES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED Mar 31, 2022

(All Amount in Rs. Lacs)

Particulars	As at 31.03.2022	As at 31.03.2021
Note No. -3		
Share Capital		
Authorised Share Capital		
50,000,000 (Previous Year 50,000,000) Equity shares of Rs 10 each	5,000.00	5,000.00
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
45,911,644 (Previous Year 45,911,644) equity shares of Rs 10 each fully paid up	4,591.16	4,591.16

a. Reconciliation of the shares outstanding at the beginning and the end of the reporting period:

Equity Shares	No. of Shares	Amount (In Lacs)	No. of Shares	Amount (In Lacs)
At the beginning of the year	4,59,11,644	4,591.16	4,59,11,644	4,591.16
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	4,59,11,644	4,591.16	4,59,11,644	4,591.16

b. Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c. Details of share held by Holding Company	Amount (Rs in Lacs)	Amount (Rs in Lacs)
Sara International Private Limited		
28,482,328 (Previous Year 28,482,328) Equity Shares of Rs 10 Each, fully paid up	2,848.23	2,848.23

d. Details of shareholders holding more than 5% shares

Name of shareholder	As at 31.03.2022		As at 31.03.2021	
	Number of shares held	% of holding	Number of shares held	% of holding
Equity shares with voting rights				
Mr. Indra Banga	67,69,000	14.74%	67,69,000	14.74%
Mr. Tushar Singh	50,94,402	11.10%	50,94,402	11.10%
M/s Sara International Private Limited	2,84,82,328	62.04%	2,84,82,328	62.04%

e Shares Held by Promoters at the end of the year

Sl No	Name of the promoter as as 31 March 2022	No. of Shares	Percentage	% change during the year
1	Sh. Devinder Pal Singh	7,70,000	1.68%	No
2	Smt. Abha Singh	11,45,000	2.49%	No
3	Sh. Deepit Singh	8,10,000	1.76%	No
4	Sh. Tushar Singh	50,94,402	11.10%	No
5	Sh. Shyam Mohan Dwivedi	2,500	0.01%	No

Sl No	Name of the promoter as as 31 March 2021	No. of Shares	Percentage	% change during the year
1	Sh. Devinder Pal Singh	7,70,000	1.68%	No
2	Smt. Abha Singh	11,45,000	2.49%	No
3	Sh. Deepit Singh	8,10,000	1.76%	No
4	Sh. Tushar Singh	50,94,402	11.10%	No
5	Sh. Shyam Mohan Dwivedi	2,500	0.01%	No

Note No.- 4	As at 31.03.2022	As at 31.03.2021
Reserves & Surplus		
Securities Premium Reserve		
Opening Balance	327.22	327.22
Received During the year	-	-
Closing Balance	327.22	327.22
Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	2,700.75	2,661.99
Add: Profit /(Loss) for the Year	307.15	38.75
Closing Balance	3,007.90	2,700.75
Total	3,335.12	3,027.97

DHANDA RAJENDRA & CO FRN 0[illegible]24N Chartered Accountants

SARA TEXTILES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED Mar 31, 2022

Note No. -5

Long term borrowings

	Non Current Portion		Current Maturities	
Secured Loan	31.03.2022	31.03.2021	31.03.2022	31.03.2021
Term Loans (COVID & GECL Loan)				
From Banks *	729.26	629.80	497.69	379.33
Vehicle Loans**				
From Bank	-	1.25	-	0.84
Total	729.26	631.05	497.69	380.17

* Term loan on account of Guranteed Emergency Credit Line (GECL) of Rs 3.7 Crore (Previous Year Nil) and Covid-19 Emergency Credit Facility (CECF) of Rs 2 Crore (Previous Year Nil) availed from Punjab National Bank for a period of 48 Months including 12 months Moratorium period and 24 Months including 6 Months Moratorium Period with rate of Interest of RLLR +.85% i.e. 7.65 % and MCLR+.5% i.e. 8.25 % respectively.

Security: These loans are secured against Extension of charge on entire present and future current assets of the company.

* Term loan on account of Guranteed Emergency Credit Line (GECL) of Nil (Previous Year Rs 1.70 Crore) and Nil (Previous Year Rs 0.90 Crore) availed from Indian Bank for a period of 48 Months including 12 months Moratorium period and 36 Months including 6 Months Moratorium Period with rate of Interest of Repo Rate + 4% i.e. 8 % and 1 Yr MCLR i.e. 7.5 % respectively.

Security : These loans are secured against Extension of charges on the primary and Collateral security (Present and Future) as well as existing personal gurantees to be extended for Rs 0.90 Crore Term loan facility.

* Term loan on account of UGECL Extention 1 of Rs 1.98 Crore (Previous Year Nil) and Guaranteed Emergency Credit Line (GECL) of Rs 4.00 Crore (Previous Year Nil) and Covid-19 Emergency as per CELC guidelines of Nil (Previous Year Rs 2.20 Crore) availed from Union Bank of India for a period of 60 Months including 24 Months Moratorium Period and 48 Months including 12 Months Moratorium Period and 24 Months including 6 Months Moratorium Period with rate of Interest of 5.50% and 7.50% fixed and 8 % fixed.

Security : Primary: This loan is secured against against Pari-Passu first charge on inventory cum books debts/Current assets.
Collateral : Pari-Passu first charge on the fixed assets of the company along with other WC lenders.

* Term loan on account of Guranteed Emergency Credit Line (GECL) of Rs 1.62 Crore (Previous Year Nil) and Covid-19 Emergency Credit Facility (CECL) of Rs 0.67 Crore (Previous Year Nil) availed from State Bank of India for a remaining period of 36 Months and 17 Months with rate of Interest of EBLR + 0.75% i.e. 7.40% and 1 Yr MCLR i.e. 7.0 % respectively.

Security : Primary: This loan is secured against against Pari-Passu first charge on inventory cum books debts/Current assets.
Collateral : Pari-Passu first charge on the fixed assets of the company along with other WC lenders.

** Vehicle loans are secured by hypothecation of respective vehicle acquired under hire purchase agreement. Loans are repayable in monthly installment and will be fully repaid by FY 2023-24. The loans are carrying interest rate of 9.90 % as on 31.03.2022.

Note No. -6	As at 31.03.2022	As at 31.03.2021
Deferred Tax Liability (Net)		
Deferred Tax Liability		
Impact of difference between Tax Depreciation and amortisation/depreciation charged for the financial reporting	328.48	345.04
	328.48	345.04
Deferred Tax Assets		
Provision for Gratuity	26.11	24.82
Provision for Leave Encashment	11.70	11.40
	37.81	36.21
Deferred Tax Liability (Net)	290.68	308.83

Note No. -7	As at 31.03.2022	As at 31.03.2021
Long term provisions		
(i) Provision for Gratuity	91.91	87.49
(ii) Provision for Leave Encashment	39.65	38.72
	131.56	126.21

Note No. -8	As at 31.03.2022	As at 31.03.2021
Short term borrowings		
From Banks (Secured)		
Packing Credit		
- Foreign Currency	706.63	0.00
- Indian Rupee	3535.29	4513.68
Bill discounting / Purchases		
- Foreign Currency	0.00	0.00
- Indian Rupee	44.62	201.54
Cash Credit	0.98	0.00
Current maturities of long term debt (Refer Note 5)	497.69	380.17
Total	4,785.22	5,095.40

Packing Credit loans are secured against hypothecation of stocks of raw material, packing material, work-in process and finished goods, consumable stores including stock lying with fabricators/processors and goods/documents in transit and Book-Debts.

Foreign Bill discounting / Purchases is secured against 1st Pari Pasu Charge on fixed assets and current assets (both present and future) of the Company.

The above packing Credit facility and bill discounting facility are further guaranteed by personal guarantee of two Directors (Mr. Devinder Pal Singh and Mr. Deepit Singh) of the company and by corporate guarantee of Sara International Private Limited (Holding Company).

DHINGRA RAJENDER & CO. FRN-016724N Chartered Accountants

SARA TEXTILES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED Mar 31, 2022

Note No. -9	As at 31.03.2022	As at 31.03.2021
Trade payables		
Dues to		
-Micro and Small Enterprises*	75.58	155.63
-Others**	2,791.05	2,645.59
Total	2,866.63	2,801.22

* The information required to be disclosed under the Micro, Small and Medium Enterprises (Development) Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

** Balances are subject to reconciliation with the respective parties.

Refer Note No 39 for Trade Payable ageing.

Note No. -10	As at 31.03.2022	As at 31.03.2021
Other current Liabilities		
Interest accrued but not due on borrowings	1.27	3.56
Other payables :		
- Salary and Wages Payable	171.16	130.91
- Duties & Taxes Payable	35.52	29.32
- Book Overdraft	-	14.46
- Advances from customers	191.62	263.94
- Other	93.23	135.26
	492.80	577.45

Note No. -11	As at 31.03.2022	As at 31.03.2021
Short term Provisions		
Provision for Gratuity	1.92	1.71
Provision for Leave Encashment	2.41	2.25
Provision for Bonus	65.51	38.16
- Provision for Income Tax (Net of advance Tax and TDS)	62.23	0.04
	132.08	42.16

Note No. -13		As at 31.03.2022		As at 31.03.2021
Non Current Investment (At cost unless stated otherwise):				
Unquoted Equity Shares				
A. Trade Investment				
(i) Investment in other entities				
12,500 Equity Shares (Previous Year 12,500) of Rs 10 each, fully paid up in Shivalik Solid Waste Management Limited	1.25	1.25	1.25	1.25
B. Other Investments				
(i) Investment in Associates				
418,000 Equity Share (Previous Year 418,000) of Rs 10 each, fully paid up in Appreciated Exim Private Limited	8.36		8.36	
525,000 Equity Share (Previous Year 525,000) of Rs 10 each, fully paid up in Celebration Infrabuild Private Limited	10.50		10.50	
445,000 Equity Share (Previous Year 445,000) of Rs 10 each, fully paid up in In style Infrastructure Private Limited	8.90		8.90	
392,000 Equity Share (Previous Year 392,000) of Rs 10 each, fully paid up in Sarathi Infrabuild Private Limited	7.84	35.60	7.84	35.60
(ii) Investment in Other entities				
25,000 Equity Shares (Previous Year 25,000) of Rs 10 each, fully paid up in Star Global Resources Limited	50.00	50.00	50.00	50.00
Total		86.85		86.85

Note No. -14	As at 31.03.2022	As at 31.03.2021
Non Current Assets		
Security Deposit	29.77	30.32
	29.77	30.32

Note No. -15	As at 31.03.2022	As at 31.03.2021
Long-Term Loans and Advances		
(Unsecured, considered good)		
MAT Credit Entitlement	364.03	436.33
	364.03	436.33

DHANDA RAJENDRA & CO. FRN-018721N Chartered Accountants

SARA TEXTILES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED Mar 31, 2022

Note No. -16	As at 31.03.2022	As at 31.03.2021
Inventories		
(At lower of cost or net realisable value)		
(a) Raw materials and Components *	1,079.56	892.08
(b) Work-in-progress*	4,240.27	5,146.85
(c) Finished goods (Include Stock in transit Rs 11,01,10,484 (PY Rs 8,01,87,849)*	2,077.11	1,463.94
(d) Stores and spares *	126.24	99.22
(e) Others		
- Scrap	4.12	2.72
	7,527.29	7,604.81

* As certified by the management

Note No. -17	As at 31.03.2022	As at 31.03.2021
Trade Receivables		
Secured considered good	-	-
Unsecured, considered good**	3,282.93	2,873.61
Doubtful	-	-
Total	3,282.93	2,873.61

** Balances are subject to reconciliation with the parties.
Refer Note 38 for Trade Receivables Ageing

Note No. -18	As at 31.03.2022	As at 31.03.2021
Cash and Bank Balance		
Cash and Cash Equivalents		
Balances with Banks		
- In Current Account	364.42	448.99
Cash in hand	0.99	3.22
	365.41	452.21
Other Bank balances		
Margin Money Deposit*	290.05	221.96
	290.05	221.96
Total	655.47	674.17

* The term deposit of Rs 2.90 Crore (Previous year Rs.2.21 Crore) are lying as margin money against the Letter of Credit / Bank Guarantees issued by the banks on behalf of the Company.

Note No. -19	As at 31.03.2022	As at 31.03.2021
Short Term loans and advances		
(Unsecured, considered good)		
Advances to supplier & others	302.19	230.44
Capital Advance	-	95.10
Other Loan and Advances		
- Prepaid expenses	12.75	4.79
- Amount recoverable in cash / kind	13.96	12.99
- Balances with statutory/government authorities	1,225.03	960.75
Total	1,553.92	1,304.06

Note No. -20	As at 31.03.2022	As at 31.03.2021
Other Current Assets		
Tuff Claim Receivable	217.54	219.25
Interest receivable on fixed deposit	0.84	1.36
Other Receivables	64.55	46.56
	282.93	267.17

DHANDA RAJENDRA & CO. FRN-018724N Chartered Accountants

SARA TEXTILES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

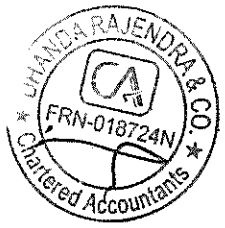
Note No. -12

(Amount in Rs Lacs)

Particulars	Gross Block				Accumulated Depreciation and Impairment				Written Down Value	
	Balance as at 01.04.2021	Additions during the Year	Sale/Deductions during the Year	Balance as at 31.03.2022	Balance as at 01.04.2021	For the Year	Dep Written Back	Balance as at 31.03.2022	As at 31.03.2022	As at 31.03.2021
I. Tangible Assets										
Freehold Land	228.86	-	-	228.86	-	-	-	-	228.86	228.86
Freehold Factory Building	2,518.11	-	-	2,518.11	940.48	78.81	-	1,019.30	1,498.82	1,577.63
Plant and Machinery	8,590.34	39.98	-	8,630.32	6,582.29	295.31	-	6,877.59	1,752.73	2,008.05
Computers	77.44	20.54	-	97.99	69.41	8.25	-	77.66	20.33	8.03
Office Equipments	444.81	0.37	-	445.18	405.32	5.97	-	411.30	33.88	39.48
Vehicles	63.35	-		63.35	39.78	5.36		45.14	18.22	23.57
Furniture Fixtures	45.15	-	-	45.15	43.37	0.00	-	43.37	1.78	1.78
	-	-			-	-				-
I. Intangible Assets	-	-			-	-				-
SAP Software	60.00	-	-	60.00	23.28	20.00	-	43.29	16.71	36.72
Total	12,028.06	60.90	-	12,088.96	8,103.93	413.71	-	8,517.64	3,571.32	3,924.13
Previous Year	11,984.48	50.12	6.54	12,028.06	7,528.39	579.34	3.80	8,103.93	3,924.13	

Note:

1. The Company has not done revaluation of PPE / Intangible assets.
2. The company does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
3. All immovable property appearing as on balance sheet date are in the name of the Company.



SARA TEXTILES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED Mar 31, 2022

(All Amount in Rs. Lacs)

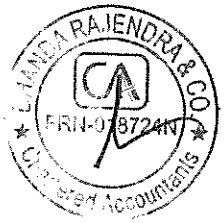
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note No. -21		
Revenue from Operation		
Sales of Products	21,377.82	16,973.41
Other Operating Revenues	1,686.85	1,203.52
Total	23,064.68	18,176.93
Sale of products comprises of:		
Manufactured goods		
Towels & Others	18,173.01	11,767.47
Total - Sale of manufactured goods	18,173.01	11,767.47
Traded goods		
Cotton, Bed Sets, Fabrics & Others	3,204.81	5,205.94
Total - Sale of traded goods	3,204.81	5,205.94
Total - Sale of products	21,377.82	16,973.41
Other operating revenues		
Sale of scrap	153.81	84.89
Duty drawback and other export incentives	1,452.03	1,059.47
Job Work Income	81.00	59.15
Total - Other operating revenues	1,686.85	1,203.52
Note No. -22		
Other Income		
Interest income		
- On Bank deposits	12.08	12.34
- Other Interest	2.36	1.25
Dividend Income	-	0.17
Other non-operating Income	0.16	6.06
Foreign Exchange Fluctuation	261.90	97.65
Total	276.50	117.48
Note No. -23		
Cost of Material Consumed		
Cost of material consumed	12,125.74	7,987.18
Note No. -24		
Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Inventories at the end of the year:		
Finished goods	2,077.11	1,463.94
Work-in-progress	4,240.27	5,146.85
Scrap	4.12	2.72
	6,321.50	6,613.51
Inventories at the beginning of the year:		
Finished goods	1,463.94	851.98
Work-in-progress	5,146.85	5,132.93
Scrap	2.72	1.10
	6,613.51	5,986.01
Net (increase) / decrease	292.01	(627.50)

DHANDA RAJENDRA & CO. FRN-018724N Chartered Accountants

SARA TEXTILES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED Mar 31, 2022

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note No. -25		
Employee Benefits Expense		
Salaries and Wages	1,678.57	1,325.38
Contribution to Provident and others Funds	60.61	72.94
Staff Welfare Expenses	76.07	54.18
Total	1,815.24	1,452.50
Note No. -26		
Finance Costs		
Interest Expenses		
- On Borrowings	285.47	295.18
- On Others	62.67	59.96
Other Borrowing costs including Bank Charges	147.95	149.86
	496.08	505.00
Note No. -27		
Other Expenses		
Job work charges	436.12	310.23
Consumption of stores and spare parts	354.14	370.91
Power and Fuel	1,486.97	1,026.77
Repairs to Buildings	4.11	4.94
Repairs to Machinery	40.00	22.19
Repairs Others	17.05	3.56
Insurance	48.91	43.33
Rates and taxes	1.35	14.62
Testing charges	20.73	10.40
Printing and stationery	2.82	1.48
Postage, telephone and telegram	36.97	36.13
Travelling, conveyance and vehicle maintenance	337.67	234.22
Legal and professional charges	233.73	124.94
Donation and charity	2.47	0.13
Membership and subscription	0.45	0.76
Exhibition expenses and business promotion	-	12.22
ECGC premium	40.90	35.59
Housekeeping expenses	39.27	13.02
Clearing and forwarding charges	1,205.67	724.63
Commission, discount and rebate	248.86	198.14
Loss on Sale of Assets	-	0.09
Miscellaneous Expenses	17.38	18.24
Total	4,575.56	3,206.53



SARA TEXTILES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED Mar 31, 2022

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note No. -28		
Prior Period Items		
Prior Period Expenses		
Clearing and forwarding charges	4.13	1.55
Legal & Professional Charges	1.42	-
Store & Spare parts	0.02	-
Packing expenses	0.27	-
Testing charges	4.65	-
Membership and subscription	0.23	-
Miscellaneous Expenses	0.13	-
Printing and stationery	0.53	-
Repair & Maintenance	0.79	-
Total	12.17	1.55
29. Earning Per Share		
Profit for the Year	307.15	38.75
Weighted average number of equity shares outstanding	459.12	459.12
Earnings Per Share - Basic/Diluted (Face Value Rs. 10/share)	0.67	0.08

DHANDA RAJENDRA & Co. FRN-010724N Chartered Accountants

SARA TEXTILES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MAR 2022

NOTE-1

Nature of Operations

Sara Textiles Limited is in the business of manufacturing of terry towels and export of textiles and cotton yarns. The Company enjoys a commanding presence and substantial market share in East Europe.

NOTE-2

Significant Accounting Policies

A. Basis of Accounting

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, on a going concern basis. These financial statements have been prepared to comply in all material aspects with the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable.

B. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

C. Inventories

a) Raw Material, Goods in Transit, Packing Material, Stores & Spares - At lower of cost or net realizable value.

b) Work in Process - At lower of cost or net realizable value.

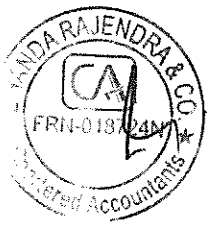
c) Finished Goods - At lower of cost or net realizable value.

d) Scraps - At lower of cost or net realizable value.

Cost of inventories is determined on Weighted average basis.

D. Revenue Recognition

Sales represent value of goods sold. Sales in the domestic market are recognized at the time of dispatch of materials to the buyers including the cases where delivery of documents is endorsed in favour of the buyers. Export sales are recognized on issue of Bill of Lading.



SARA TEXTILES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MAR 2022

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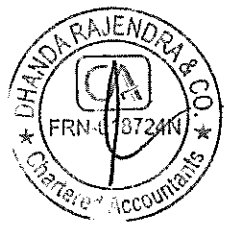
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Export incentives under various schemes are recognized in income in the year of actual shipment at estimated realizable value/actual credit earned.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend is recognized when the shareholders' right to receive payment is established by the balance sheet date.

E. Property, Plant and Equipment & Intangible Assets and Depreciation

1. **Property, Plant and Equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation / amortization. Costs include all expenses incurred to bring the asset to its present location and condition.

2. **Impairments**

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the 'net selling price' of assets and their 'value in use'.

3. **Intangible Assets**

Intangible assets are recognized if it is probable that the future economic benefits attributable to the asset will flow to the enterprise and cost of the asset can be measured reliably in accordance with Accounting Standard-26 "Intangibles" issued by the Institute of Chartered Accountants of India.

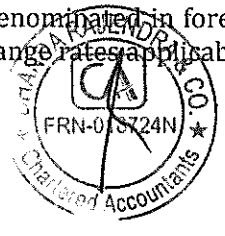
4. **Depreciation/ Amortization**

Depreciation on property, plant and equipment is charged on the basis of useful life of the fixed assets on pro-rata basis based on the useful life of assets given in Part 'C' of schedule II of the Companies Act, 2013, except in case of Plant and Machinery where as per the technical assessment by a certified engineer estimated useful life has been considered as 15 years after considering 2-3 shift working.

Depreciation on additions is charged proportionately from the date of acquisition/installation. Assets costing `5,000 or less individually have been fully depreciated in the month of purchase.

F. Foreign currency transactions

I. Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction.
II. Monetary items denominated in foreign currencies outstanding at the year end, are translated at exchange rates applicable on year end date.



III. Non-monetary items denominated in foreign currency, (such as fixed assets) are valued at the rate prevailing on the date of transaction and carried at cost.
IV. Any gains or losses arising due to exchange differences arising on translation or settlement are accounted for in the Statement of Profit and Loss.
V. In case of forward exchange contracts, the premium or discount arising at the inception of such contracts is amortized as income or expense over the life of the contract.

G. Derivative Accounting

Gains or losses in respect of Financial Derivatives are accounted in Profit & Loss Account on the date of settlement/date of balance sheet.

H. Grants

Cash subsidies relating to specific fixed assets are shown as deduction from the cost of the assets concerned in arriving at its book value.

I. Investments

Long-term investments are carried at cost, after providing for diminution in value, if it is of other than temporary nature. Current investments are carried at lower of cost and market value computed category-wise.

J. Borrowing Cost

Borrowing Costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as expense in the period in which these are incurred.

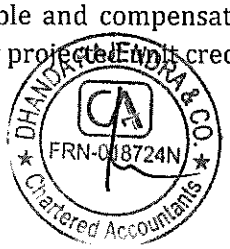
K. Employee Benefits

a. Retirement benefits in the form of provident fund is a defined contribution scheme and the contributions are charged to the Profit and Loss of the year when the contributions to the respective provident fund authorities are due. There are no other obligations other than the contribution payable to the respective fund's authorities.

b. Benefits in the form of ESI are a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective ESI authorities are due. There are no other obligations other than the contribution payable to the respective authorities.

c. Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done using projected unit credit method at the end of each financial year.

d. Encash-able and compensated absences are provided for based on estimates. Long term Encash-able and compensated absences are provided for based on actuarial valuation using projected unit credit method at the end of each financial year.



e. Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

L. Earnings Per Share

In determining basic earnings per share, the company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

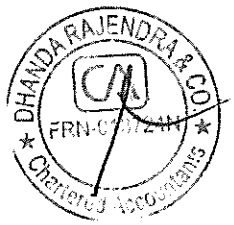
M. Taxation

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from timing differences between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future. However, in respect of unabsorbed deprecation or carry forward loss, the deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be realized in future.

N. Provisions and contingencies

Provisions are recognized when the Company has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure.



SARA TEXTILES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MAR 2022

Other Note to the financials

30. A. Contingent Liabilities for pending sales tax forms / Income Tax not provided in the books of account is Rs 14.23 Lacs (previous year `Rs 14.14 Lacs')

B. Capital Commitments:

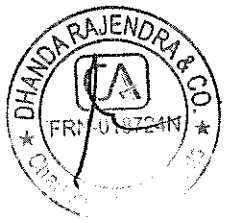
Particulars	**Current Year (in Lacs`)**	**Previous Year (in Lacs`)**
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
Total	**Nil**	**Nil**

31. In the opinion of the Board, value of Current Assets, Loans & Advances if realized in the normal course of business, would not be less than the value stated in the accounts.

32. **RELATED PARTY TRANSACTIONS**

A. As per Accounting Standard (AS) 18 on "Related Party Disclosure", the names of the related parties and their relationship are given below:

(i)	**Enterprises that control or are controlled by reporting enterprise**		
	Sara International Private Limited	-	Holding Company
(ii)	**Key Management Personnel and relatives of such personnel**		
	Mr. Devinder Pal Singh	-	Whole Time Director
	Ms. Abha Singh	-	Wife of Mr. Devinder Pal Singh
	Mr. Deepit Singh	-	Managing Director
	Mr. Shyam Mohan Dwivedi	-	Whole Time Director
	Mrs. Neha Sharma (related Party till 03 Dec 2020)	-	Company Secretary
	Mr. Sachin Pahuja (related Party till 12 Aug 2020)	-	Chief Financial Officer
	Mr. Himanshu Kamboj (related Party W.E.F. 1 Oct 2020)	-	Chief Financial Officer
	Mrs. Shruti Khatri (related Party W.E.F. 09 Mar 2021)	-	Company Secretary
(iii)	**Enterprises over which management, key management personnel or their relatives have significant influence** Magnum Resources Pvt. Ltd.		



SARA TEXTILES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MAR 2022

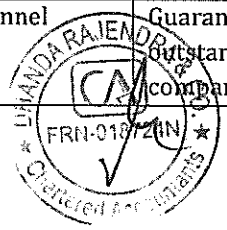
B. Transactions during the year with related parties:

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

	Particulars	Nature of Payment	Current year (in Lacs`)	Previous year (in Lacs`)
(a)	**Holding Company**			
	Sara International Pvt. Ltd.	Sale of Good/License (Incl. Tax)	Nil	Nil
		Purchase of Raw Material	151.79	Nil
		Services received	64.80	53.25
(b)	**Key Management personnel and their relatives**			
	Mr. Devinder Pal Singh	Managerial Remuneration	12.00	15.27
	Mr. Devinder Pal Singh	Loan Received	200.00	Nil
	Mr. Devinder Pal Singh	Repayment of loan received	200.00	Nil
	Mr. Shyam Mohan Dwivedi	Managerial Remuneration	48.00	46.29
	Mrs. Neha Sharma	Salary & Allowances	Nil	0.40
	Mr. Sachin Pahuja	Salary & Allowances	Nil	2.59
	Mr. Himanshu Kamboj	Salary & Allowances	12.60	11.36
	Mrs. Shruti Khatri	Salary & Allowances	1.80	0.11
(c)	**Enterprise over which major shareholders and key Management Personnel and their relatives have significant influence**			
	Magnum Resources Pvt. Ltd.	Purchase of Goods	7.81	6.83

C. Outstanding (Recoverable)/ Payable Balances:

	Particulars	Nature of Payment	Current year (in Lacs`)	Previous year (in Lacs`)
(a)	**Holding Company**			
	Sara International Pvt. Ltd.	Guarantee Received & outstanding on behalf of the company.	44.76	51.84
	Sara International Pvt. Ltd.	Purchase of goods	(215.81)	(86.75)
(b)	**Key Management personnel and their relatives**			
	Mr. Devinder Pal Singh	Managerial Remuneration Payable	1.00	0.60
	Mr. Shyam Mohan Dwivedi	Managerial Remuneration Payable	4.00	4.00
	Mr. Sachin Pahuja	Salary & Allowances Payable	Nil	Nil
	Mr. Nand Lal Pahuja	Expense Payable	Nil	Nil
	Mr. Himanshu Kamboj	Salary & Allowances Payable	1.05	1.05
	Mrs. Shruti Khatri	Salary & Allowances Payable	0.15	0.11
	Key Managerial Personnel	Guarantee Received & outstanding on behalf of the company	44.76	51.84



(c)	**Enterprise over which major shareholders and key Management Personnel and their relatives have significant influence**			
	Magnum Resources Pvt. Ltd.	Purchase of goods	0.16	(95.10)

Note:

The Managerial Remuneration and Salary & allowance to Key management personnel does not include the provisions made for Gratuity and leave benefits, as they are determined on actuarial basis of the company as a whole.

33. Trade Payables- Micro and Small Enterprises

Particulars	Current Year (in Lacs`)	Previous Year (in Lacs`)
a) Amount remaining unpaid to any supplier:	-	-
Principal amount	75.58	155.63
Interest due thereon	-	-
b) Amount of interest paid in terms of Section 16 of the MSMED Act along-with the amount paid to the suppliers beyond the appointed day.	-	-
c) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
d) Amount of interest accrued and remaining unpaid	-	-
e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowances as a deductible expenditure under Section 23 of MSMED Act.	-	-

34. Remuneration paid to Auditors is stated as below:

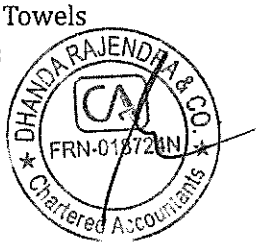
Particulars	Current Year (in Lacs`)	Previous Year (in Lacs`)
Statutory Audit Fee (excluding tax)	4.00	3.00
Taxation matters (excluding tax)	Nil	Nil
Other consultancy and Certification (excluding tax)	Nil	Nil
Out of Pocket Expenses (including tax)	Nil	Nil
Total	4.00	3.00

35. Segment Information

As per Accounting Standard (AS) 17 on "Segment Reporting", reportable primary segments have been identified as stated below:

a) Manufacturing of Terry Towels

b) Trading of Textile Items

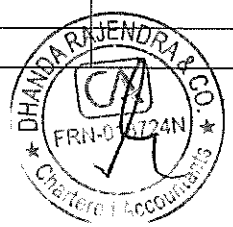


SARA TEXTILES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MAR 2022

(Amount in Lacs`)

Business Segment	**Manufacturing**	**Trading**	**Total**
Sales	18,173.01	3,204.81	21,377.82
	(11,767.47)	(5,205.94)	(16,973.41)
Other Operating Income	1,686.85	-	1,686.85
	(1,203.52)	-	(1,203.52)
Total Revenue	**19,859.86**	**3,204.81**	**23,064.68**
	(12,970.99)	**(5,205.94)**	**(18,176.93)**
Segment Result	427.82	5.90	433.72
	(26.06)	(9.07)	(35.13)
Unallocated Interest & Other Income	-	-	14.60
			(19.83)
Unallocated Expenses, Interest & Financial Charges	-	-	2.47
			(0.13)
Profit Before Tax			445.85
			(54.83)
Income Tax			144.68
			(36.38)
Deferred Tax			- 18.15
			(-21.85)
Prior Period Items			12.17
			(1.55)
Profit After Tax			307.15
			(38.75)
Segment Assets	15,985.26	348.91	16,334.17
	(15,651.82)	(437.77)	(16,089.58)
Unallocated Assets			1,020.34
			(1,111.86)

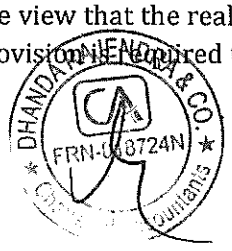


Business Segment	Manufacturing	Trading	Total
Total Assets			17,354.51
			(17,201.44)
Segment Liabilities	8,822.26	152.03	8,974.28
	(8,998.61)	(192.89)	(9,191.50)
Unallocated Liabilities			453.94
			(390.81)
Total Liabilities			9,428.23
			(9,582.31)
Depreciation	413.71		413.71
	(579.34)	-	(579.34)
Capital Expenditure	60.90	-	60.90
	(50.12)	Nil	(50.12)
B.) Secondary Segment-Geographical Segment			
		Current Year	**Previous Year**
Segment Revenue			
Domestic		5,167.64	6,646.32
Exports		16,210.18	10,327.09
Segment Assets			
Domestic		14,725.93	14,866.01
Exports		2,628.58	2,335.43
Segment Assets Purchased			
Domestic		60.90	50.12
Exports		Nil	Nil

(Figures in bracket are previous year figures)

36. IMPAIRMENT OF ASSETS

In pursuance of Accounting Standard [28] on "impairment of Assets" specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2103 Act") / the Companies Act, 1956 ("the 1956 Act"), as applicable, the company has reviewed the carrying amount of its fixed assets for the purpose of ascertaining impairment, if any. On such review as March 31, 2021, the management is of the view that the realizable value of the fixed assets is more than the carrying amount and no provision is required to be made.



SARA TEXTILES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MAR 2022

37. EMPLOYEES' BENEFIT

A. Defined Contribution Plans

Particular	Current Year (in Lacs`)	Previous Year (in Lacs`)
Contribution to provident fund including family pension fund	25.74	36.68

B. Defined Benefit Plan

Valuation in respect of Gratuity and Leave Encashment has been carried out by independent actuary as at the Balance Sheet date. The details of the same are given as under:

		Current Year		Previous Year	
(I)	**Assumptions**	**Gratuity**	**Leave Encashment**	**Gratuity**	**Leave Encashment**
(a)	Discount Rate (Per Annum)	7.18%	7.18%	6.76%	6.76%
(b)	Rate of increase in Compensation Levels	6.00%	6.00%	6.00%	6.00%
(c)	Rate of Return on Plan Assets	N.A	N.A	N.A	N.A
(d)	Expected Average remaining working lives of employees in no. of years	25.08	25.08	23.56	23.56

(II)	**Changes in Benefit Obligation (Amount in Lacs`)**				
		Current Year		Previous Year	
		Gratuity	**Leave Encashment**	**Gratuity**	**Leave Encashment**
(a)	Present Value of Obligation (Opening)	89.20	40.96	89.71	35.42
(b)	Interest Cost	6.03	2.77	6.06	2.39
(c)	Current Service Cost	27.96	12.89	24.73	13.04
(d)	Actuarial (Gain)/Loss	(29.35)	(14.56)	(31.31)	(9.89)
(e)	Benefits paid	Nil	Nil	Nil	Nil
(f)	Present Value of Obligation as at year end	93.84	42.06	89.20	40.96

(III)	**Amount recognized in the Balance Sheet (Amount in Lacs`)**				
		Current Year		Previous Year	
		Gratuity	**Leave Encashment**	**Gratuity**	**Leave Encashment**
(a)	Present Value of Obligation as at year end	93.84	42.06	89.20	40.96

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SARA TEXTILES LIMITED

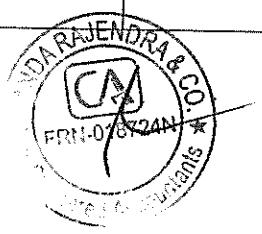
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MAR 2022

(b)	Fair Value of Plan Assets as at year end	-	-	-	-
(c)	(Asset)/Liability recognized in the Balance Sheet	93.84	42.06	89.20	40.96

(IV)	**Expenses recognized in the Profit & Loss Account (Amount in Lacs`)**				
		Current Year		**Previous Year**	
		Gratuity	**Leave Encashment**	**Gratuity**	**Leave Encashment**
(a)	Current Service Cost	27.96	12.89	24.73	13.04
(b)	Interest Cost	6.03	2.77	6.06	2.39
(c)	Net actuarial (Gain)/Loss	(29.35)	(14.56)	(31.31)	(9.89)
(d)	Total Expenses recognized in the Profit and Loss Account	(4.64)	1.10	(0.51)	5.54

(V)	**Other Disclosure (Amount in Lacs`)**						
	Gratuity (Unfunded)						
	Particulars	**2016-17**	**2017-18**	**2018-19**	**2019-20**	**2020-21**	**2021-22**
	Present Value of Obligation at the end of the year	63.32	66.14	74.61	89.71	89.20	93.84
	Fair Value of Plan Assets at the end of the year	-	-	-	-	-	-
	Surplus/(Deficit)	(63.32)	(66.14)	(74.61)	(89.71)	(89.20)	(93.84)
	Experience adjustments on plan liabilities (Gain)/Loss	15.60	21.41	19.95	28.20	31.31	25.21
	Experience adjustments on plan assets (Gain)/Loss	-	-	-	-	-	-

(VI)	**Other Disclosure (Amount in Lacs`)**						
	Leave Encashment (Unfunded)						
	Particulars	**2016-17**	**2017-18**	**2018-19**	**2019-20**	**2020-21**	**2021-22**
	Present Value of Obligation at the end of the year	29.62	28.25	25.80	35.42	40.96	42.06
	Fair Value of Plan Assets at the end of the year	-	-	-	-	-	-
	Surplus/(Deficit)	(29.62)	(28.25)	(25.80)	(35.42)	(40.96)	(42.06)
	Experience adjustments on plan liabilities (Gain)/Loss	10.37	8.23	9.41	7.12	9.89	12.58
	Experience adjustments on plan assets (Gain)/Loss	-	-	-	-	-	-



38. Trade Receivable Ageing

(Amount in Lacs`)

Particulars	Less than 6 Months	6 Months – 1 Year	1 -2 Year	2 -3 Year	More than 3 Years	Total
(i) Undisputed Trade Receivables – Considered Goods	3129.72	71.98	80.01	1.23	-	3282.93
(ii) Undisputed Trade Receivables – Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables – Considered Doubtful	-	-	-	-	-	-
(iv) Disputed Trade Receivables – Considered Doubtful	-	-	-	-	-	-
	3129.72	**71.98**	**80.01**	**1.23**	**-**	**3282.93**

39. Trade Payable Ageing

(Amount in Lacs`)

Particulars	Less than 1 Year	1 -2 Year	2 -3 Year	More than 3 Years	Total
(i) MSME	74.64	0.94	-	-	75.58
(ii) Others	2740.09	21.24	25.53	4.19	2791.05
(iii) Disputed Dues – MSME	-	-	-	-	-
(iv) Disputed Dues – Others	-	-	-	-	-
	2814.73	**22.18**	**25.53**	**4.19**	**2866.63**

40. Value of Imports (Calculated on CIF basis)

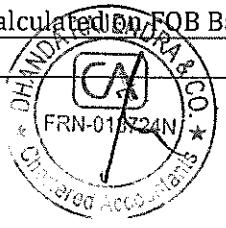
(Amount in Lacs`)

	Current Year	Previous Year
Capital Goods	Nil	Nil
Components and Spare parts	113.58	29.56
Total	**113.58**	**29.56**

41. Earning in Foreign Currency

(Amount in Lacs`)

	Current Year	Previous Year
Export of Goods (Calculated on FOB Basis)	16098.31	10327.09
Total	**16098.31**	**10327.09**



42. Expenditure in Foreign Currency

(Amount in Lacs`)

	Current Year	Previous Year
Commission Paid	75.06	61.36
Quality Claim Paid	74.49	59.01
Exhibition and Business Promotion Expenses	6.28	-
Travelling Expenses	2.03	-
Total	**157.86**	**120.37**

43. The exposure to foreign currency not hedged by derivatives or otherwise (excluding receivables against foreign bill discounting)

Particulars	FX	Amount (Foreign Currency)		Amount (Indian Rupee in Lacs)	
		31.03.2022	31.03.2021	31.03.2022	31.03.2021
Trade receivables	EURO	8,24,137	6,01,358	702.55	514.32
Trade receivables	USD	17,71,815	23,85,900	1356.90	1709.19
Trade receivables	NZD	Nil	37,725	Nil	19.37

44. Value of Stores/ Spares & Components Consumed

	%	Value (Rs in Lacs`)	%	Value (Rs in Lacs`)
	Current Year		Previous Year	
Imported	32%	113.58	8%	29.56
Indigenous	68%	240.56	92%	341.35
Total		**354.14**		**370.91**

45. Value of Raw Material consumed

	%	Value (Rs in Lacs`)	%	Value (Rs in Lacs`)
	Current Year		Previous Year	
Imported	Nil	Nil	Nil	Nil
Indigenous	100%	12125.74	100%	7987.18
Total		**12125.74**		**7987.18**



SARA TEXTILES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MAR 2022

46. Key Ratios

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	% Change	Remark
Current Ratio *Current Ratio = Current Assets/Current Liabilities*	1.61	1.49	7.57	
Debt-Equity Ratio *Debt-Equity Ratio = Total Debt/Shareholder's Equity*	0.70	0.75	-7.47	
Debt Service Coverage Ratio *Debt Service Coverage Ratio = Earnings available of Debt Service/Debt Service*	0.24	0.20	22.63	
Return on Equity Ratio *Return on Equity Ratio = Net Profit After Taxes/Average Shareholder's Equity*	0.04	0.01	674.97	Due to increase in operation post covid, the company has earned a substantial profit in current year.
Inventory turnover ratio	2.83	2.32	21.89	
Trade payables turnover ratio	4.23	2.85	48.35	The trade payable is almost same as compared to last year in spite of increase in purchase in current year as the company has taken the GECL loan and repaid the trade payable which therefore leads to decrease in trade payable and increase in ratio.
Trade Receivables turnover ratio *Trade Receivables turnover ratio = Net Credit Sales/Average Trade Receivable*	6.94	6.17	12.50	
Net capital turnover ratio *Net capital turnover ratio = Net Sales/Working capital*	4.25	4.03	5.44	

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Net profit ratio *Net profit ratio = Net Profit/Net Sales*	0.01	0.00	529.31	Due to increase in operation post covid, the company has earned a substantial profit in current year.
Return on Capital employed *Return on Capital employed = Earning Before Interest & Taxes/Capital Employed*	0.07	0.04	65.61	Due to increase in operation post covid, the company has earned a substantial profit in current year.
Return on investment	N.A.	N.A.	N.A.	

47. The company is not declared will-full defaulter by any bank or financial institution or any other lender during the financial year.

48. The Company has not done any transaction with Struck off Companies during the year ended 31st March 2022 (Nil during year ended 31st March 2021).

49. The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory person.

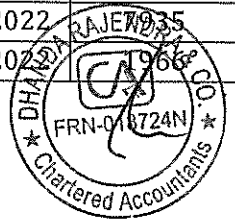
50. The company has not traded or invested in crypto currency and virtual currency during the financial year.

51. No funds have been advanced or loaned or invested (either from borrowed funds 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 lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

52. The company has been sanctioned working capital limit in excess of Rs 5 Cr from banks during the year on the basis of security of current assets of the company. The quarterly statement filled by the company with such banks are in agreement with the books of the accounts of the company except following.

(Amount in Rs. Lacs)

Nature of Current assets	Quarter ended	As per quarterly statement	As per financial statement	Differences	Reason for difference
Inventory	March 2022	7935	7527	408	**Refer Note 1**
Export Debtors	March 2022	1966	2628	-662	**Refer Note 2**



SARA TEXTILES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MAR 2022

Note 1 (a). Difference due to valuation of WIP and FG taken at tentative rate which was lower in Stock Statement.

(b). Difference in due to some invoices considered in Stock in Transit in Stock statement where as their bills of lading date was of March 22. The same is because we have to submit the Stock Statement by 20th of next month and the details of bills of lading are not available by that time. The same are considered as Export Sales in Balance Sheet.

Note 2. In the quarterly statement exports debtors of Rs 6.62 crore reversed on account of estimation that bill of lading will be not generated before 31 March 2022. How-ever at the time of finalisation of books of accounts bills of lading is generated hence considered as export sales. This results into understatement of export debtors in the quarterly statement filled with the bank statement.

53. The figures of the previous year have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Signed in terms of our report of even date attached

For Dhanda Rajendra & Co
Chartered Accountants
(Firm Reg. No 018724N)

Rajendra Prasad
Partner
Membership No. 098941

Date: 15/07/2022
Place: Delhi

DHANDA RAJENDRA & CO. FRN-018724N Chartered Accountants

For and on behalf of Board of Directors
M/s SARA Textiles Limited

Deepit Singh
Managing Director
DIN No.: 00035623

Devinder Pal Singh
Whole Time Director
DIN No.: 00035519

Shruti Khatri
Company Secretary
Membership No-32612

Himanshu Kamboj
Chief Financial Officer

SARA TEXTILES LIMITED

Prov. BALANCE SHEET AS AT SEP 30, 2022

(Amount in Rs. Lacs)

	Particulars	Note No.	As at 30.09.2022	As at 31.03.2022
I.	EQUITY AND LIABILITIES			
1.	**Shareholder's funds**			
	(a) Share Capital	3	4,591.16	4,591.16
	(b) Reserves and Surplus	4	3,447.07	3,335.12
			8,038.24	**7,926.28**
2.	**Non- current liabilities**			
	(a) Long-Term Borrowings	5	1,007.69	729.26
	(b) Deferred Tax Liabilities (Net)	6	297.45	290.68
	(c) Long Term Provisions	7	133.73	131.56
			1,438.86	**1,151.50**
3.	**Current Liabilities**			
	(a) Short Term Borrowings	8	4,691.82	4,785.22
	(b) Trade Payables	9		
	Total outstanding dues to micro enterprise and small enterprise		145.45	75.58
	Total outstanding dues other than micro enterprise and small enterprise		2,585.55	2,791.05
	(c) Other Current Liabilities	10	492.65	492.80
	(d) Short Term Provisions	11	96.38	132.08
			8,011.85	**8,276.73**
	TOTAL		**17,488.95**	**17,354.51**
II.	ASSETS			
1.	**Non-Current assets**			
	(a) Property, Plant and Equipment & Intangible Assets	12		
	Property, Plant and Equipment		3,647.37	3,554.61
	Intangible Assets		8.36	16.71
	(b) Non Current Investments	13	86.85	86.85
	(c) Non Current Assets	14	29.77	29.77
	(d) Long-Term Loans and Advances	15	334.85	364.03
			4,107.20	**4,051.97**
2.	**Current assets**			
	(a) Inventories	16	7,230.13	7,527.29
	(b) Trade Receivables	17	3,540.83	3,282.93
	(c) Cash and Bank Balance	18	322.71	655.47
	(d) Short-term Loans and Advances	19	2,057.46	1,553.92
	(e) Other Current Assets	20	230.63	282.93
			13,381.75	**13,302.54**
	TOTAL		**17,488.94**	**17,354.51**

SARA TEXTILES LIMITED

SARA TEXTILES LIMITED

Prov. STATEMENT OF PROFIT & LOSS FOR THE HALF YEAR ENDED Sep 30, 2022

(Amount in Rs. Lacs)

	Particulars	Note No.	For the Year ended 30.09.2022	For the Year ended 31.03.2021
I.	Revenue From Operations	21	11,719.17	23,064.68
II.	Other Income	22	57.89	276.50
III.	**Total Income (I+II)**		**11,777.05**	**23,341.17**
IV.	**Expenses**			
	Cost of materials consumed	23	6,147.97	12,125.74
	Purchases of Stock in Trade		1,896.39	3,176.98
	Changes in inventories of finished goods, work in progress and Stock-in- trade	24	148.90	292.01
	Employee Benefits Expense	25	890.83	1,815.24
	Finance Costs	26	257.58	496.08
	Depreciation and Amortization Expense	12	200.00	413.71
	Other Expenses	27	2,055.83	4,575.56
	Total Expenses		**11,597.50**	**22,895.32**
V.	Profit Before Tax and Prior Period Items (III-IV)		179.55	445.85
VI.	Prior Period Items	28	2.00	12.17
VII.	**Profit Before Tax (V-VI)**		**177.55**	**433.68**
VIII.	**Tax Expense:**			
	(1) Current Tax		58.82	144.68
	Less: MAT Credit entitlement		-	-
	Net Current Tax		58.82	144.68
	(2) Deferred Tax		6.77	-18.15
			65.59	**126.53**
IX.	**Profit/(Loss) for the year (VII-VIII)**		**111.96**	**307.15**
	Earning per Equity share (Face value of ` 10/- each) :	29		
	Basic Earning per share (`)		0.24	0.67
	Diluted Earning per equity share (`)		0.24	0.67

SARA TEXTILES LIMITED
SARA

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

COURT NO. VI, NEW DELHI

CA (CAA) -04/ND/2023

IN THE MATTER OF SECTIONS 230-232 OF THE COMPANIES ACT, 2013

Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

In the matter of Scheme of Arrangement

OF

M/s. Sara Universal Private Limited

(Applicant Company No. 1 /Transferor Company no.1)

AND

M/s. Appriciated Exim Private Limited

(Applicant Company No. 2/ Transferor Company-2)

AND

M/s. In Style Infrastructures Private Limited

(Applicant Company No. 3/ Transferor Company-3)

AND

M/s. Celebration Infrabuild Private Limited

राष्ट्रीय कम्पनी विधि अधिकरण पीठ National Company Law Tribunal New Delhi Bench

Vishal Rana 10-03-2023

(Applicant Company No. 4/ Transferor Company-4)

AND

M/s. Sarthi Infrabuild Private Limited

(Applicant Company No. 5/ Transferor Company-5)

WITH

M/s. Sara Textiles Limited

(Applicant Company No. 6/ Transferee Company)

CORAM:

SH. BACHU VENKAT BALARAM DAS, MEMBER (JUDICIAL)

SH. RAHUL BHATNAGAR, MEMBER (TECHNICAL)

MEMO OF PARTIES:

M/s. Sara Universal Private Limited

(CIN U51399DL2000 PTC103130)

Registered office at: A-31, Hauz Khas, New Delhi-110016

...Applicant Company No. 1 /Transferor Company-1

AND

M/s. Appriciated Exim Private Limited

(CIN U51909DL2007PTC160756)

राष्ट्रीय कम्पनी विधि अधिकरण
National Company Law Tribunal
नई दिल्ली पीठ
New Delhi Bench

Registered office at: 201 A, Krishna Plaza, 2nd Floor,

Sector-8, Rohini, New Delhi- 110085

...Applicant Company No. 2/ Transferor Company-2

AND

M/s. In Style Infrastructures Private Limited

(CIN – U45200DL2007PTC160753)

Registered office at: C-8 Kh. No. 67.66/2,63,

Ground Floor, Hargovind Enclave, Rajpur Khurd,

Chattarpur, Delhi-110068

...Applicant Company No. 3/ Transferor Company-3

AND

M/s. Celebration Infrabuild Private Limited

(CIN – U45400DL2007PTC168386)

Registered office at: C-8 Kh. No. 67.66/2,63,

Ground Floor Hargovind Enclave, Rajpur Khurd,

Chattarpur Delhi-110068

...Applicant Company No. 4/ Transferor Company-4

AND

M/s. Sarthi Infrabuild Private Limited

(CIN – U45400DL2007PTC168033)

Registered office at: C-8 Kh. No. 67.66/2,63,

Ground Floor Hargovind Enclave, Rajpur Khurd,

Chattarpur Delhi-110068

...Applicant Company No. 5/ Transferor Company-5

WITH

M/s. Sara Textiles Limited

(CIN – U18101DL2003PLC123708)

Registered office at: A-31, Hauz Khas, New Delhi-110016

...Applicant Company No. 6/ Tranferee Company

For the Applicants: Adv. Rajeev Kumar

Order Delivered on: 03.03.2023

ORDER

Per- Rahul Bhatnagar, Member (Technical)

1. This is joint application filed by the applicant companies herein, Sara Universal Private Limited (for brevity "Transferor Company No. 1"), Appriciated Exim Private Limited (for brevity

National Company Law Tribunal New Delhi Bench

"Transferor Company No. 2"), Style Infrastructures Private Limited (for brevity "Transferor Company No. 3"), Celebration Infrabuild Private Limited (for brevity "Transferor Company No. 4"), Sarthi Infrabuild Private Limited (for brevity "Transferor Company No. 5") and SARA Textiles Limited (for brevity "Transferee Company") under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Arrangement by way of Amalgamation (hereinafter referred to as the "SCHEME") proposed between the applicants.

2. Affidavits in support of the above application sworn by Mr. Deepit Singh, Authorized Signatory of Applicant Company No.1; Mr. Shyamvir Singh, Authorized Signatory of Applicant Company No. 2, Mr. Arvind Damodar Kate, Authorized Signatory of Applicant Company No. 3; Mr. Rakesh Kumar, Authorized Signatory of Applicant Company No. 4 & 5, and Mr. Deepit Singh, Authorized Signatory of Transferee Company, who have been authorized vide board resolutions dated 27.09.2022 and 22.10.2022 for the Applicant Companies, have

been duly filed, along with the application. It was also represented that the registered office of the applicant companies are under the domain of Registrar of Companies, NCT of New Delhi & Haryana and within the territorial jurisdiction of this Tribunal.

3. The Applicant Company No. 1/Transferor Company – M/s. Sara Universal Private Limited bearing Corporate Identification No. (CIN): U51399DL2000PTC103130) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 06.01.2000, having its registered office at A-31, Hauz Khas, New Delhi-110016. The Authorized Share Capital of the Applicant Company No. 1/Transferor Company is Rs. 50,00,000/- divided into 5,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 50,00,000/- divided into 5,00,000 Equity Shares of Rs. 10/- each.

4. The Applicant Company No. 2/Transferor Company – M/s. Appriciated Exim Private Limited bearing Corporate Identification No. (CIN): U51909DL2007PTC160756) was

incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 19.03.2007, having its registered office at 201A, Krishna Plaza, 2nd Floor, Sector-8, Rohini, Delhi-110085. The Authorized Share Capital of the Applicant Company No. 2/Transferor Company is Rs. 1,00,00,000 divided into 10,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 84,60,000/- divided into 8,46,000 Equity Shares of Rs. 10/- each.

5. The Applicant Company No. 3/Transferor Company – M/s. Style Infrastructures Private Limited bearing Corporate Identification No. (CIN): U45200DL2007PTC160753) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 19.03.2007, having its registered office at C-8 Kh. No. 67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chattarpur, Delhi-110068. The Authorized Share Capital of the Applicant Company No. 3/Transferor Company is Rs. 1,00,00,000/- divided into 10,00,000 Equity Shares of Rs. 10/-

each. The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 93,00,000/- divided into 9,30,000 Equity Shares of Rs. 10/- each.

6. The Applicant Company No. 4/Transferor Company – M/s. Celebration Infrabuild Private Limited bearing Corporate Identification No. (CIN): U45400DL2007PTC168386) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 18.09.2007, having its registered office at C-8 Kh. No 67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chattarpur, Delhi-110068. The Authorized Share Capital of the Applicant Company No. 1/Transferor Company is Rs. 1,25,00,000/- divided into 12,50,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,06,00,000/- divided into 10,60,000 Equity Shares of Rs. 10/- each.

7. The Applicant Company No. 5/Transferor Company – M/s. Sarthi Infrabuild Private Limited bearing Corporate Identification No. (CIN): U45400DL2007PTC168033) was incorporated under the provisions of the Companies Act, 1956,

as a private limited company vide Certificate of Incorporation dated 11.09.2007, having its registered office at C-8 Kh. No 67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chattarpur, Delhi- 110068. The Authorized Share Capital of the Applicant Company No. 5/Transferor Company is Rs. 1,00,00,000/- divided into 10,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 79,70,000/- divided into 7,97,000 Equity Shares of Rs. 10/- each.

8. The Transferee Company is a private limited company incorporated under the provisions of Companies Act, 1956 on 26.12.2003 vide CIN U18101DL2003PLC123708 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at A-31, Hauz Khas, New Delhi- 110016. The Authorized Share Capital of the Transferee Company is Rs. 50,00,00,000/- divided into 5,00,00,000 Equity Shares of Rs. 10/- each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 45,91,16,440/- divided into 4,59,11,644 Equity Shares of Rs. 10/- each.

9. The Transferor Company as well as the Transferee Company have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses, as well as their last Audited Annual Accounts for the Financial year 31.03.2022.

10. The Applicant Companies, vide their respective meeting of the Board of Directors held on 27.09.2022 and 22.10.2023 have unanimously approved the proposed Scheme of Amalgamation as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record.

11. It has been stated that the Transferor Company No. 1 has 2 Equity Shareholders and 1 Beneficial Shareholder. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Company has nil Secured Creditors and 3 Unsecured Creditors. Certificate from Chartered Accountants certifying list of creditors was annexed. In relation to the Shareholders and Unsecured Creditor, it seeks to dispense with holding/convening of the meetings as their

consent affidavits were placed on record. Since there were no Secured Creditors therefore the necessity of convening/holding a meeting does not arise.

12. It has been stated that the Transferor Company No. 2 has 4 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Company has nil Secured Creditors and 1 Unsecured Creditor. Certificate from Chartered Accountants certifying list of creditors was annexed. In relation to the Shareholders and Unsecured Creditor, it seeks to dispense with holding/convening of the meetings as their consent affidavits were placed on record. Since there were no Secured Creditors therefore the necessity of convening/holding a meeting does not arise.

13. It has been stated that the Transferor Company No. 3 has 4 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were

annexed to the application. It was further represented that the Company has nil Secured/Unsecured Creditors. Certificate from Chartered Accountants certifying list of creditors was annexed. In relation to the Shareholders, it seeks to dispense with holding/convening of the meetings as their consent affidavits were placed on record. Since there were no Secured/Unsecured Creditors therefore the necessity of convening/holding a meeting does not arise.

14. It has been stated that the Transferor Company No. 4 has 4 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Company has nil Secured Creditors and 1 Unsecured Creditor. Certificate from Chartered Accountants certifying list of creditors was annexed. In relation to the Shareholders and Unsecured Creditor, it seeks to dispense with holding/convening of the meetings as their consent affidavits were placed on record. Since there were no Secured Creditors

therefore the necessity of convening/holding a meeting does not arise.

15. It has been stated that the Transferor Company No. 5 has 4 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Company has nil Secured Creditors and nil Unsecured Creditors. Certificate from Chartered Accountants certifying list of creditors was annexed. In relation to the Shareholders, it seeks to dispense with holding/convening of the meetings as their consent affidavits were placed on record. Since there were no Secured/Unsecured Creditors, therefore the necessity of convening/holding a meeting does not arise.

16. It has been stated that the Transferee Company has 9 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and 8 of them, comprising 97.61% in value have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Company has 3 Secured Creditors and 289

Unsecured Creditors. Certificate from Chartered Accountants certifying list of creditors was annexed. In relation to the Shareholders, it seeks to dispense with holding/convening of the meetings as their consent affidavits were placed on record. In relation to the Secured and Unsecured Creditors, it seeks directions to convene their meeting.

17. The Transferor Company and the Transferee Company are closely held private limited group companies under common management and control. The proposed amalgamation of the Transferor Company with the Transferee Company will result in consolidation of various group companies and pooling their resources into a single entity. It will also result in most beneficial utilization of the existing resources in the combined entity.

18. The Applicant Companies have stated that the provisions relating to the accounting treatment for the proposed scheme were in conformity with the applicable provisions of the Companies Act, 2013. Certificates from the Statutory Auditor of the Applicant Companies on the accounting treatment, as proposed in the Scheme, were annexed to the application and it

is clearly stated that the Accounting treatment is in conformity with that prescribed under Section 133 of Companies Act, 2013.

19. The Applicant Companies have stated that no litigation, proceedings or any investigation under Sections 235 to 251 of the Companies Act, 2013 or Sections 210 to 227 of the Companies Act, 2013 were pending against any of the Applicant Companies.

20. The appointed date as specified in the Scheme and confirmed by this Tribunal is 01st April, 2022.

21. Taking into consideration the submissions and the documents filed therewith, the following directions are issued forthwith in respect of convening/holding or dispensing with the meetings of the Shareholders, Secured and Unsecured Creditors as well as issue of notices including by way of paper publication as follows:

A. <u>In relation to the Transferor Company No. 1:</u>

a) With respect to shareholders: In view of consent affidavits from all the shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.

b) **With respect to Secured Creditors:** There are nil Secured Creditors; therefore the necessity of convening a meeting does not arise.

c) **With respect to Unsecured Creditors:** In view of consent affidavit from all the Unsecured Creditors, convening the meeting of Unsecured Creditors is dispensed with.

B. <u>In relation to the Transferor Company No. 2:</u>

a) **With respect to shareholders:** In view of consent affidavits from the 4 equity shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.

b) **With respect to Secured Creditors:** There are nil Secured Creditors; therefore the necessity of convening a meeting does not arise.

c) **With respect to Unsecured Creditors:** In view of consent affidavit from 1 Unsecured Creditor, convening the meeting of Unsecured Creditors is dispensed with.

C. <u>In relation to the Transferor Company No. 3:</u>

a) **With respect to shareholders:** In view of consent affidavits from the 4 equity shareholders, having 100% voting share,

been filed, convening the meeting of shareholders/members is dispensed with.

b) **With respect to Secured Creditors:** There are nil Secured Creditors; therefore the nccessity of convening a meeting does not arise.

c) **With respect to Unsecured Creditors:** There are nil Unsecured Creditors; therefore the necessity of convening a meeting does not arise.

D. **In relation to the Transferor Company No. 4:**

a) **With respect to shareholders:** In view of consent affidavits from the 4 equity shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.

b) **With respect to Secured Creditors:** There are nil Secured Creditors; therefore the necessity of convening a meeting does not arise.

c) **With respect to Unsecured Creditors:** In view of consent affidavit from 1 Unsecured Creditor, convening the meeting of Unsecured Creditors is dispensed with.

E. **In relation to the Transferor Company No. 5:**

a) **With respect to shareholders:** In view of consent affidavits from the 4 shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.

b) **With respect to Secured Creditors:** There are nil Secured Creditors; therefore the necessity of convening a meeting does not arise.

c) **With respect to Unsecured Creditors:** There are nil Unsecured Creditors; therefore the necessity of convening a meeting does not arise.

F. <u>In relation to the Transferee Company:</u>

a) **With respect to Equity shareholders:** In view of consent affidavits from the 8 out of 9 shareholders having 97.61% voting share been filed, convening the meeting of shareholders/members is dispensed with.

d) **With respect to Secured Creditors:** The meeting of the Secured Creditors of the Transferee Company is directed to be held at the venue, date, time and mode as decided by the

Chairperson in consultation with the counsel for Applicant Companies. The quorum for the meeting will be 2 in number

e) **With respect to Unsecured Creditors:** The meeting of the Unsecured Creditors of the Transferee Company is directed to be held at the venue, date, time and mode as decided by the Chairperson in consultation with the counsel for Applicant Companies. The quorum for the meeting will be 220 in number

22. Mr. Sanjay Kumar Singh, IAS (Retd.) (Mobile No. 9868216569, Email Id- ssconnect999@gmail.com) is appointed as the **Chairperson**, Ms. Suruchi Suri, Advocate (Mobile No. 9810255518, Email Id- suruchi.suri@surico.in) is appointed as **Alternate Chairperson** and C.A Pranshu Singhal (Mobile No. 9810263201 Email Id- capranshusinghal@gmail.com), is appointed as **Scrutinizer** for the meetings of the Secured/Unsecured Creditors of the Transferee Company in terms of the direction issued herein.

23. In case the quorum as noted above for the aforesaid meeting is not present at the meeting, then the meeting shall be adjourned by half an hour. Thereafter the persons present and



voting shall be deemed to constitute the quorum. The Chairperson and Alternate Chairperson appointed herein along with the Scrutinizer shall ensure that the proxy Registers are properly maintained.

24. The Fees of the Chairperson for the aforesaid meetings shall be Rs. 1,00,000/-. The Fees of the Alternate Chairperson Shall be Rs. 75,000/- and the Fees of the Scrutinizer shall be Rs. 50,000/- in addition to meeting their incidental expenses. The Chairperson will file his report within a week from the date of holding of the aforesaid meeting. The fees of Chairperson, Alternate Chairperson and Scrutinizer along with the travelling expenses and other out of pocket expenses shall be borne by the Applicant Companies. A copy of this order shall be supplied to the learned counsels for the Applicant Companies who in turn shall supply a copy of the same to the Chairperson, Alternate Chairperson and the Scrutinizer.

25. Individual notices shall be sent to the Creditors as above by the Applicant Companies through email or through registered post or speed post, 30 days in advance before the scheduled date of meeting, indicating the day, date, the place fixed for and

time of meeting as aforesaid, together with a copy of the Scheme and copy of explanatory statement as required under the Companies Act, 2013 and the Rules, along with the proxy forms and any other documents as may be prescribed under the Act. These will be provided free of cost. A compliance affidavit of service will be filed with this Tribunal.

26. The Applicant Companies shall publish an advertisement at least 30 clear days before the aforesaid meetings, indicating the day, date and the place fixed and time of meetings as aforesaid, which will be published in "Financial Express" (English) and "Jansatta" (Hindi), both Delhi NCR editions. The Applicant Companies shall also publish the notice on their websites, if any and file a compliance affidavit of service with this Tribunal.

27. The Chairperson shall be responsible to report the results of the meetings to the Tribunal in Form No. CAA 4, as per Rule 14 of the Rules within 7 (seven) days of the conclusion of the meetings. The Chairperson shall be assisted by the Authorized Representative / Company Secretary of the Applicant Companies and the Scrutinizer, who will assist the Chairperson

and Alternate Chairperson in preparing and finalizing the reports.

28. Voting shall be allowed on the proposed Scheme by voting in person, by proxy, through postal ballot or through electronic means as may be decided by the Chairperson in consultation with the counsel of the Applicant Companies in terms of the provisions of the Companies Act, 2013 and Rules framed there under.

29. Notice of this application shall also be served on the following:

i. Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;

ii. Registrar of Companies at 4th floor, IFCI Tower, 61, Nehru Place, New Delhi-110019;

iii. Official liquidator, Lok Nayak Bhavan, 8th Floor, Khan Market, New Delhi-110001;

iv. Income Tax Department, Income Tax Office, Additional Commissioner Of Income Tax, Special Range 4, Central Revenue Building, IP Estate, New Delhi-110002. The notices to Income Tax Authorities shall disclose sufficient

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details like PAN, ward numbers and assessing officers so that timely and proper reply may be filed.

v. Any other sectoral regulators required to be served.

The application stands allowed on the aforesaid term and accordingly disposed off.

SD/-

(RAHUL BHATNAGAR)

MEMBER (TECHNICAL)

SD/-

(BACHU VENKAT BALARAM DAS)

MEMBER (JUDICIAL)

राष्ट्रीय कम्पनी विधि अधिकरण National Company Law Tribunal नई दिल्ली New Delhi Bench

Vishal Rana
10-03-2023

10/03/2023

सहायक पंजीयक
ASSISTANT REGISTRAR
राष्ट्रीय कम्पनी विधि अधिकरण
NATIONAL COMPANY LAW TRIBUNAL
C.G.O. COMPLEX, NEW DELHI-110 003

Annexure A

Remote e-Voting Instructions for Creditors:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

▸ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. **User ID:** Enter your User ID.
Your User ID is Event No + Reference Number provided to you.

B. **PAN:**
Enter your 10-digit Permanent Account Number (PAN) (Creditors who have not updated their PAN with the Company shall use the sequence number provided to you, if applicable.

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with the Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with the Company.

- Creditors who have not recorded 'C' and 'D', shall provide their Reference Number in 'D' above

▸ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

▸ Click "confirm" (Your password is now generated).

2. Click on 'Login' under **'SHARE HOLDER'** tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**
4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
7. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

If you have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID,** select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'.**

• In case Creditors is having valid email address, Password will be sent to his / her registered e-mail address.
• Creditors can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
• The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.
• It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

During the voting period, Creditors can login any number of time till they have voted on the resolution(s) for a particular "Event".

In case Creditors have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

InstaVote Support Desk
Link Intime India Private Limited

LINKIntime

InStaMeet

Annexure A

Process and manner for attending the General Meeting through InstaMeet for Creditors:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in

▸ Select the **"Company"** and **'Event Date'** and register with your following details: -

A. **Demat Account No. or Folio No:** Enter your Folio No. (Reference Number) provided to you on your registered email address.
B. **Certificate No.:** Enter your Certificate No. provided to you on your registered email address. (non- mandatory)
C. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Creditors who have not updated their PAN with the Company shall use the sequence number provided to you, if applicable.)
D. **Mobile No.:** Enter your mobile number.
E. **Email ID:** Enter your email id, as recorded with the Company.

▸ Click "Go to Meeting" (You are now registered for InstaMeet, and your attendance is marked for the meeting).

Instructions for Creditors to Speak during the General Meeting through InstaMeet:

1. Creditors who would like to speak during the meeting must register their request 3 days in advance with the company on the e-mail id provided in the Notice.
2. Creditors will get confirmation on first cum first basis depending upon the provision made by the client.
3. Creditors will receive "speaking serial number" once they mark attendance for the meeting.
4. Creditors may also ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Instructions for Creditors to Vote during the General Meeting through InstaMeet:

During the voting session **Creditors** may click the voting button which is appearing on the right-hand side of your VC meeting screen. Once the electronic voting is activated by the scrutinizer during the meeting, **Creditors** can cast the vote as under:

1. On the VC page, click on the link for e-Voting "Cast your vote"
2. Enter your Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Creditors, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Creditors who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Creditors are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Creditors are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Creditors connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case Creditors have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk
Link Intime India Private Limited