

**Sara International Private Limited**  
**Corporate Identity Number (CIN) –U74140DL1973PTC006854**  
**Registered Office:** A-31 Hauz Khas, New Delhi, Delhi, India, 110016  
**Tel:** +91-120-466 7272 | **E-mail:** comp.secy@sara-intl.com | **Website:** https://saragroup.co.in/

**NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF SARA INTERNATIONAL PRIVATE LIMITED PURSUANT TO ORDER, DATED OCTOBER 10, 2025, OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH**

<b>Day</b>	Tuesday
<b>Date</b>	December 02, 2025
<b>Time</b>	11:30 AM
<b>Mode of Meeting</b>	As per the directions of the Hon'ble National Company Law Tribunal, New Delhi Bench, the meeting shall be conducted through <b>Video Conferencing (VC)</b> with the facility of remote e-voting
<b>Remote e-voting start date and time</b>	Friday, November 28, 2025 at 10:00 AM
<b>Remote e-voting end date and time</b>	Monday, December 01, 2025 at 05:00 PM

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**The Notice of the Meeting, Explanatory Statement under sections 102, 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and Annexures 1 to Annexure 4 along with Annexure A (Page nos. 22 to 122) constitute a single and complete set of documents and should be read in conjunction with each other, as they form integral part of this document.**

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH  
C.A. (CAA) No. 07/ ND/ 2025**

FORM NO. CAA. 2

[Pursuant to Section 230(3) of The Companies Act ,2013 and  
Rule 6 and 7 of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

In the matter of Sections 230 to 232 and other applicable sections and provisions of the Companies Act, 2013 read together with the Rules made thereunder;

AND

In the matter of Scheme of Amalgamation among Magnum Resources Private Limited (**MRPL / Transferor Company**) and Sara International Private Limited (**SIPL / Transferee Company**) and their respective shareholders and creditors;

**Sara International Private Limited**

A company incorporated under the provisions of Companies Act, 2013 having its registered office at A-31 Hauz Khas, New Delhi, Delhi, India, 110016  
CIN – U74140DL1973PTC006854

..... **SIPL / Transferee Company**

**NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF  
SARAINTERNATIONAL PRIVATE LIMITED (SIPL / TRANSFEREE COMPANY).**

**To,**

**The Secured Creditors of Sara International Private Limited**

*(Transferee Company or Company)*

Notice is hereby given that, by an order dated October 10, 2025, in the Company Scheme Application No. C.A.(CAA) 07/ ND/ 2024 (**Order**), the Hon'ble National Company Law Tribunal, New Delhi Bench (**Tribunal / NCLT**) has directed, *inter-alia*, that a meeting of the Secured Creditors (**Secured Creditors**) of Sara International Private Limited (**Company**) to be convened for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation among Magnum Resources Private Limited (**MRPL/Transferor Company**) and Sara International Private Limited (**SIPL/ Transferee Company**) and their respective shareholders and creditors (**Scheme**).

Pursuant to the said Order of the Hon'ble NCLT and as directed therein, the notice is hereby given that the meeting of the Secured Creditors of the Company will be held through **Video-Conferencing (VC)** on

Tuesday, December 02, 2025 at 11:30 AM (IST) (**Meeting**) in compliance with the provisions of the Companies Act, 2013 (**Act**) read with the applicable general circulars issued by the Ministry of Corporate Affairs and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**SS-2**).

The Scheme, if approved by the requisite majority of Secured Creditors of the Company as per Section 230(6) of the Act will be subject to subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

In compliance with the provisions of the Order of the Hon'ble NCLT and Section 108, and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**MCA**) for holding general meetings through **VC** and e-voting vide Circular dated September 22, 2025, the Company has provided the facility of remote e-voting prior to the Meeting as well as e-voting during the Meeting, using the services of National Securities Depository Limited (**NSDL**) so as to enable the Secured Creditors to consider and if thought fit, approve, with or without modification(s), the Scheme by way of approval of the resolution mentioned below. The Secured Creditors may refer the **Notes** to this Notice for the Instructions for joining the Meeting and manner of casting votes through remote e-voting or e-voting at the Meeting.

The Hon'ble Tribunal has appointed Mr. Arun Jain, Chartered Accountant as the Chairperson of the Meeting including for any adjournments thereof. The Hon'ble Tribunal has appointed Mr. Abhinav Bhatia, Company Secretary as Scrutinizer for the Meeting, including any adjournments thereof, to scrutinize the process of remote e-voting prior to the Meeting as well as e-voting during the Meeting, to ensure that it is fair and transparent.

Voting rights of a Secured Creditor shall be in proportion to the principal amount due for payment by the Company as on September 30, 2024.

The Explanatory Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**CAA Rules**), along with a copy of the Scheme and other Annexures to the Statement are enclosed herewith. A copy of this Notice, Statement and the Annexures are available on the website of the Company at <https://saragroup.co.in/> and the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Alternatively, a written request in this regard, along with your details, may be addressed to the Company Secretary at [comp.secy@sara-intl.com](mailto:comp.secy@sara-intl.com) and the Company will arrange to send the same to you at your email id.

A copy of the Notice together with the accompanying documents can be obtained free of charge on any day (except Saturday, Sunday, and public holidays) from the Registered Office of the Company at A-31 Hauz Khas, New Delhi, Delhi, India, 110016 between 10:00 AM (IST) to 12:00 Noon (IST) prior to the date of Meeting.

**TAKE NOTICE** that the following resolution is proposed under Section 230 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 Company, for the purpose of considering, and if thought fit, with or without modification(s), pass the following resolution with the requisite majority:

**“RESOLVED THAT** in terms of Sections 230-232 read with other applicable provisions of the Companies Act, 2013 along with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification or re-enactment thereof for the time being in force), applicable circulars and notifications issued by Ministry of Corporate Affairs, 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 (**Tribunal / 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), the arrangement embodied in the proposed Scheme of Amalgamation of Magnum Resources Private Limited (**MRPL/Transferor Company**) and Sara International Private Limited (**SIPL/ Transferee Company**) and their respective shareholders and creditor (**Scheme**), as enclosed with this Notice of the NCLT convened meeting of the Secured Creditors, be and is hereby approved.

**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, without being required to seek any further approval of the Secured Creditors and the Secured Creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution.

**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any director(s) and / or officer(s) of the Company to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary, or desirable, without any further approval from Secured Creditors of the Company.”

A copy of the Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act and Rule 6 of the CAA Rules, along with a copy of the Scheme and other Annexures as indexed are enclosed herewith.

**Date: 29.10.2025**

**Sd/-**

**Place: New Delhi**

**Deepit Singh**

**Registered Office:**

A-31 Hauz Khas, New Delhi, Delhi, India,  
110016

**Authorised Representative  
Sara International Private Limited**

**NOTES:**

1. Please note that pursuant to provisions of Section 230 of the Companies Act, 2013 (**Act**); Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**CAA Rules**); Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof); Secretarial Standard-2 on General Meetings, and other relevant laws and regulations, as may be applicable, and in accordance with the Order of the Hon'ble NCLT, Company has provided voting by Secured Creditors on the proposed resolution through remote e-voting / e-voting facility made available for the Meeting. The Company has appointed National Securities Depository Limited (**NSDL**) for the purposes of providing the **VC** facility and for purpose of providing remote e-voting / e-voting for the Meeting. The detailed procedure for participating in the meeting though **VC** is mentioned hereunder in this notice. The deemed venue for the aforesaid Meeting shall be the Registered Office of the Company.
2. The Statement pursuant to Sections 102, 230 to 232 of the Act read with other applicable provisions of the Act, and Rule 6 of the CAA Rules in respect of the business set out in this Notice of the meeting is annexed hereto.
3. Pursuant to the provisions of the Act, a Secured Creditor is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Secured Creditor of the Company. Since this meeting is being held pursuant to the MCA circulars and directions of NCLT through **VC** facility, physical attendance of Secured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by Secured Creditors will not be available for this meeting and therefore the proxy form, route map and attendance slip are not annexed to this notice.
4. Secured Creditors entitled to attend and vote, may vote through remote e-voting / e-voting facility made available for the Meeting and attend through **VC**. An institutional / body corporate which is a Secured 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.
5. As per the directions of the NCLT, the quorum of the Meeting of the Secured Creditors shall be as prescribed under section 103(1) of the Companies Act, 2013.

In case the respective quorum as noted above for the meetings is not present at the commencement of the respective meeting, the respective meeting shall be adjourned by 30 minutes and thereafter the persons present and voting at the respective meeting shall be deemed to constitute the quorum

6. The Notice in relation to the Meeting, together with the documents accompanying the same, is being sent to all the Secured Creditors of the Company as on September 30, 2024, through e-mails.
7. The Secured Creditors may note that the aforesaid documents are also available on the website of the Company at <https://saragroup.co.in/> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. A Secured Creditor whose name appears in the list of Secured Creditors as on September 30, 2024, only shall be entitled to exercise his / her / its voting rights on the resolution proposed in the notice and attend the Meeting of Secured Creditors. Voting rights of a Secured Creditor shall be in proportion to the principal amount due for payment by the Company as on September 30, 2024.
9. The NCLT has appointed Mr. Abhinav Bhatia, Company Secretary as the Scrutinizer for conducting remote e-voting and e-voting for the Meeting. The Scrutinizer shall submit his Consolidated Report

within two working days from the conclusion of the Meeting to the Chairperson of the Meeting or a person authorized by him in writing. The Scrutinizer's decision on the validity of the votes cast shall be final.

10. The results, together with the Scrutinizer's reports, will be displayed at the registered office of the Company situated at A-31 Hauz Khas, New Delhi, Delhi, India, 110016, on the website of the Company, <https://saragroup.co.in/> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. The voting period for remote e-voting (prior to the Meeting) shall commence on and from Friday, November 28, 2025; 10:00 AM (IST) and shall end on Monday, December 01, 2025; 05:00 PM (IST). Post this period the remote e-voting module shall be disabled by NSDL. Thereafter, the Company is additionally providing the facility of e-voting at the Meeting.
12. Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting. The Secured Creditor will be able to view the live proceedings of the Meeting on the NSDL's e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the Meeting through VC will be made available to Secured Creditors on a first come first serve basis as per MCA Circulars.
13. Pursuant to the provisions of the Act, the Institutional / Corporate shareholders (i.e., other than Individuals / HUF / NRI, etc.) are required to send legible scan of certified true copy of its board resolution or governing body resolution / power of attorney / authority letter etc., together with attested specimen signature(s) of the authorised representative(s), to attend the Meeting through VC on its behalf and vote at the Meeting. The said resolution / authorisation self-attested by the person so authorized to attend the Meeting, shall be sent to the Company at its registered office at A-31 Hauz Khas, New Delhi, Delhi, India, 110016 or via email to the Company, marking the same at [comp.secy@sara-intl.com](mailto:comp.secy@sara-intl.com) and to the scrutinizer appointed for the Meeting at [advabhinavbhatia@gmail.com](mailto:advabhinavbhatia@gmail.com) at least forty-eight (48) hours before the meeting.
14. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle a Secured Creditor from attending the Meeting. However, after exercising right to vote through remote e-voting prior to the Meeting, a Secured Creditor shall not vote again at the Meeting. In case the Secured Creditor cast their vote *via* both the modes i.e. remote e-voting prior to the Meeting as well as e-voting during the Meeting, then voting done through remote e-voting prior to the Meeting shall prevail once the vote on a resolution is cast by the Secured Creditor, whether partially or otherwise. The Secured Creditor shall not be allowed to change it subsequently. The Secured Creditor of Company attending the Meeting through VC who have not cast their vote through remote e-voting prior to the Meeting shall be entitled to exercise their vote using the e-voting facility made available during the Meeting through VC.

**THE SECURED CREDITORS ARE REQUESTED TO CAREFULLY READ ALL THE NOTES SET OUT HEREIN AND IN PARTICULAR, INSTRUCTIONS FOR JOINING THE MEETING AND MANNER OF CASTING VOTE THROUGH REMOTE E-VOTING OR E-VOTING AT THE MEETING.**

**INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE SECURED CREDITORS' MEETING THROUGH VC ARE ANNEXED HERewith AS ANNEXURE A.**

**If you have any queries or issues regarding attending Meeting & e-Voting from the NSDL e-Voting System, you can write an email id: - [evoting@nsdl.com](mailto:evoting@nsdl.com). or call on the no. - 02248867000.**

**Or**

**For any other queries, contact company at contact no. +91-120-4667272 & email at [comp.secy@sara-intl.com](mailto:comp.secy@sara-intl.com)**

**Scrutinizer of Meeting**

Mr. Abhinav Bhatia, the Scrutinizer shall unblock the votes cast during the Meeting and votes cast prior to the Meeting through remote e-voting and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Meeting.

The results declared along with the Scrutinizer's Report shall be disseminated on the website of the Company, i.e., <https://saragroup.co.in/> and on the website of NSDL, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Date: 29.10.2025**

**Sd/-**

**Place: New Delhi**

**Registered Office:**

A-31 Hauz Khas, New Delhi, Delhi, India,  
110016

**Deepit Singh  
Authorised Representative  
Sara International Private Limited**

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH  
C.A. (CAA) No. 07/ ND / 2025**

In the matter of Sections 230 to 232 read with other applicable sections and provisions of the Companies Act, 2013 read together with the Rules made there under;

AND

In the matter of Scheme of Amalgamation among Magnum Resources Private Limited (**MRPL/Transferor Company**) and Sara International Private Limited (**SIPL/ Transferee Company**) and their respective shareholders and creditors;

**Sara International Private Limited**

A company incorporated under the provisions of Companies Act, 2013 having its registered office at A-31 Hauz Khas, New Delhi, Delhi, India, 110016  
CIN – U74140DL1973PTC006854

..... **SIPL / Transferee Company**

**EXPLANATORY STATEMENT UNDER SECTION(S) 102, 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES (COMPROMISIES, ARRANGEMENTS AND AMALGAMATIONS) RULES, ACCOMPANYING THE NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF SARA INTERNATIONAL PRIVATE LIMITED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH, DATED OCTOBER 10, 2025**

**I. Meeting of the Scheme**

This is a Statement accompanying the Notice convening the Meeting of Secured Creditors of Sara International Private Limited pursuant to the Order dated October 10, 2025, passed by the Hon'ble National Company Law Tribunal, New Delhi Bench (**Tribunal / NCLT**), in the Company Application No. C.A. (CAA) No. 07/ ND / 2025 (**Order**). The Meeting of the Secured Creditors of Sara International Private Limited is being convened and held through **VC** with facility of remote e-voting and voting during the Meeting through e-voting system on Tuesday, December 02, 2025 at 11:30 AM (**Meeting**), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Scheme of Amalgamation among Magnum Resources Private Limited (**MRPL/Transferor Company**) and Sara International Private Limited (**SIPL/ Transferee Company**) and their respective shareholders and creditors under sections 230 – 232 read with other applicable provisions of the Companies Act, 2013 (**Scheme**).

In terms of the said Order, the quorum for the said Meeting shall be in accordance with the provisions of the Companies Act, 2013. 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.

Further the said Order, the Tribunal has appointed Mr. Arun Jain, CA as the Chairperson and Mr. Abhinav Bhatia, CS, as the Scrutinizer for the Meeting, including for any adjournment or adjournments thereof.

The Scheme provides for Amalgamation of the Transferor Companies into and with the Transferee Company in accordance with Part III of the Scheme.

A Copy of the Scheme of Arrangement is enclosed herewith as **Annexure 1**.

## **II. Background of the Companies involved in the Scheme:**

### **1. Magnum Resources Private Limited (MRPL/ Transferor Company)**

#### **a. Brief details**

- (i) Magnum Resources Private Limited is a private limited company, a company incorporated under the Companies Act 1956, having its registered office at A-31, Sara House, Hauz Khas, New Delhi-110016. The Transferor Company was incorporated on 3rd April 2002.
- (ii) The Transferor Company is primarily engaged in the business of trading of sewing machines, tools, spare parts & accessories
- (iii) Its Corporate Identity Number ('CIN') is U52392DL2002PTC114825, and its Permanent Account Number ('PAN') is AADCM8943N. Presently, the Transferor Company is the wholly owned subsidiary of Transferee Company.

#### **b. The main objects of the Transferor Company as appearing in the Memorandum of Association, are reproduced below:**

*"1. To carry on the business of liasioning, servicing, consulting, training, educating, in textiles and soft goods, gems & jewelry, handicrafts, household display items, home furnishings and accessories, toys, electricals & electronics.*

*2. To establish resource centres for raw material & product classification, design, prototyping & plant configurations and house testing norms for the products/services along with the source for the merchandise from the various sources/vendors/supplier.*

*3. To have a design & prototyping studio to provide assistance in product development.*

*4. To provide consulting & advisory services to the vendors, suppliers and have buyers for a range of services including compliance, testing, audits, establishing, benchmarks & best practices, strategy, operations, information technology, supply, chain management & technology.*

*5. To import, export & trade in computer software & hardware, relating to educational & training material, body of knowledge, and merchandise falling in the category of apparel, footwear,*

*accessories, raw material, trims, furniture and embellishments accessories for the home, gems & jewellery, toys, electricals, lifestyle goods, exhibits for the home & office and art.”*

**c. The Capital Structure of the Transferor Company:**

The Capital Structure of the Transferor Company as on March 31, 2025 (Pre- Scheme Capital) is as below:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized Share Capital</b>	
1,00,00,000 Equity Shares of Rs.10/- each	10,00,00,000
<b>Total</b>	<b>10,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
99,00,000 Equity Shares of Rs.10/- each	9,90,00,000
<b>Total</b>	<b>9,90,00,000</b>

Post effectiveness of the Scheme of Arrangement, **Transferor Company** will stand dissolved without being liquidated / wound-up, hence, there would no Post Scheme Capital of the Transferor Company.

**d. Financial Details of Transferor Company:** The audited financial statements for the period ended on March 31, 2025, of the Transferor Company is annexed herewith as **Annexure 3 (Colly)**.

**e. Details of Promoter (including Promoter group) and the Directors and Key Managerial Personnel (KMPs) of the Transferor Company as on September 30, 2024, are as follows:**

Details of Promoter and Promoter Group:

<b>Sr. No.</b>	<b>Name</b>	<b>Address</b>
1.	Sara International Private Limited	A-31, Sara House, Hauz Khas, New Delhi-110016
2.	Devinder Pal Singh	S-99, Panchsheel Park, New Delhi-110017
3.	Tushar Singh	S-99, Panchsheel Park, New Delhi-110017
4.	Deepit Singh	S-99, Panchsheel Park, New Delhi-110017

Details of Directors and KMP:

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Address</b>
1.	Tushar Singh	Managing Director	S-99, Panchsheel Park, New Delhi-110017
2.	Deepit Singh	Director (Non-Executive)	S-99, Panchsheel Park, New Delhi-110017

3.	Devinder Pal Singh	Director (Non-Executive)	S-99, Panchsheel Park, New Delhi-110017
4.	Akshay Sharma	Director (Executive) & CEO	A-2/45, Sector-3, Rohini, Northwest Delhi, Delhi-110085
5.	Prabir Jana	Director (Non-Executive)	DDA Flat - 123, Block No. C-7, Naveen Niketan Safdarjung Development Area, Hauz Khas, Delhi-110016
6.	Asim Kumar	Director (Non-Executive)	D-123, Panchsheel Enclave, New Delhi, South Delhi, Delhi-110017

**2. Sara International Private Limited (SIPL / Transferee Company / Company)**

**a. Brief details**

- (i) Transferee Company is a private limited company, incorporated on the 21st day of September 1973 as a private limited company in the name of “Sara Technical Services Private Limited”. The registered office of the Transferee Company is situated at A-31, Hauz Khas, New Delhi-110016.
- (ii) The Transferee Company is currently engaged in multiple business verticals, directly or indirectly through its subsidiaries, such as mining, commodities trading, textiles manufacturing, industrial solutions etc.
- (iii) Its Corporate Identity Number (‘CIN’) is U74140DL1973PTC006854, and its Permanent Account Number (‘PAN’) is AAACS1878B.

**b. The main objects of the Transferee Company as appearing in the Memorandum of Association, are reproduced below:**

*“1. To carry on the business of and act as research and development consultants of all types and provide technical and commercial assistance and services, prepare industrial or non-industrial scheme, supervise and set up production techniques, assist in finding markets for manufactured goods, promote technical training scheme, and management and/or organizational techniques and generally to do act, undertake and execute all and any other works, which will further the promotion of these objectives and help in designing and developing of new products, components materials, processes and methods of manufacture and testing to their best advantage.*

*2. To assist in the manufacture of prototype products, components and materials to prove their best performance and/or methods of manufacture and to undertake value engineering of products and components for optimizing methods of manufacture, use of material etc. and industrial styling of products and to carry on and render any other services or business which may seem to the company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of the Company’s property or properties or the rights and interests of the time being and all or any of the aforesaid purposes, to set up and maintain proper organization, equipments, design and drawing offices, research and development institutions and*

*other establishments undertakings or factories that may be considered expedient and in the interest of the Company.*

3. (i) *To subscribe to, become a member of any one or more Stock Exchanges, including over the counter exchanges, whether in India or outside India, for the purpose of carrying on the business of shares and/or debt, or*

*(ii) to appoint brokers, dealers, market makers, traders, underwriters, agents, sub- agents, Portfolio Managers for subscribing to or procuring subscription to and for sale, purchase of or otherwise trading in securities, stock, shares, debentures, debenture stocks, bonus, units, certificates of deposits, government securities or other financial instruments or obligations of any Body Corporate or authority, whether public or private and provisional documents relating to all these, or,*

*(iii) to carry on business, in India and / or elsewhere, of selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, supplying, trading or dealing in any manner whatsoever in all type of commodities including agricultural commodities, machines, ferrous and non-ferrous materials, precious or non-precious metals, foreign currency denominated instruments in debt and in equity and in all derivatives thereof, and to form subsidiaries, joint ventures or collaborations and to co-operate 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.*

4. *To purchase any land, plot(s) of land or immovable property or any right or interest therein, either singly or jointly or in partnership with any person(s) or body corporate or partnership firm and / or to divide the same into suitable plots or to develop and construct thereon residential, commercial complex(es), either singly or jointly or in partnership as aforesaid, comprising residential flat(s) and / or commercial space(s) / offices for sale on instalments or for self-use or for earning rental income thereon by letting out individual units comprised in such residential / commercial complex(es) and to act as real estate agents and to do consultancy business in the construction and allied activities.”*

**c. The Capital Structure of the Transferee Company:**

The Capital Structure of the Transferee Company as on March 31, 2025 (Pre- Scheme Capital) is as below:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized Share Capital</b>	
2,50,00,000 Equity Shares of Rs.10/- each	25,00,00,000

<b>Total</b>	<b>25,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
1,82,86,439 Equity Shares of Rs.10/- each	18,28,64,390
<b>Total</b>	<b>18,28,64,390</b>

**Post Scheme Capital Structure:**

There shall be no change in the issued share capital of the Transferee Company post the Scheme since no shares would be issued by the Transferee Company pursuant to the Scheme.

However, pursuant to Part III of the Scheme, consequent to transfer of the existing authorised share capital of Transferor Companies, the authorised equity share capital of the Transferee Company of INR 25,00,00,000/- (divided into 2,50,00,000 equity shares of INR 10/- each) shall stand enhanced to INR 35,00,00,000/- (divided into 3,50,00,000 equity shares of INR 10/- each).

The authorized, issued, subscribed and fully paid-up share capital of the Transferee Company post the Scheme shall be as under:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized Share Capital</b>	
3,50,00,000 Equity Shares of Rs.10/- each	35,00,00,000
<b>Total</b>	<b>35,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
1,82,86,439 Equity Shares of Rs.10/- each	18,28,64,390
<b>Total</b>	<b>18,28,64,390</b>

- d. **Financial Details of Transferee Company:** The audited financial statements for the period ended on March 31, 2025, of the Transferee Company is annexed herewith as **Annexure 3 (Colly)**.
- e. **Details of Promoter (including Promoter group) and the Directors and Key Managerial Personnel (KMPs) of the Demerged Company as on September 30, 2024, are as follows:**

Details of Promoter and Promoter Group:

<b>Sr. No.</b>	<b>Name</b>	<b>Address</b>
1.	Devinder Pal Singh	S-99, Panchsheel Park, New Delhi-110017
2.	Deepit Singh	S-99, Panchsheel Park, New Delhi-110017
3.	Tushar Singh	S-99, Panchsheel Park, New Delhi-110017
4.	Abha Singh	S-99, Panchsheel Park, New Delhi-110017

Details of Directors and KMP:

Sr. No.	Name	Designation	Address
1.	Devinder Pal Singh	Managing Director	S-99, Panchsheel Park, New Delhi-110017
2.	Deepit Singh	Whole-time Director & CEO	S-99, Panchsheel Park, New Delhi-110017
3.	Tushar Singh	Whole-time Director	S-99, Panchsheel Park, New Delhi-110017
4.	Abha Singh	Director (Non-Executive)	S-99, Panchsheel Park, New Delhi-110017

**III. Brief Details of the Scheme of Arrangement:**

Sr. No.	Particulars	Particulars
1.	Parties involved in the Scheme	<ul style="list-style-type: none"> <li>Magnum Resources Private Limited (<b>MRPL/ Transferor Company</b>)</li> <li>Sara International Private Limited (<b>SIPL/ Transferee Company</b>)</li> </ul>
2.	Relationship between the Companies	Sara International Private Limited holds 100% shares of Magnum Resources Private Limited.
3.	Scheme of Amalgamation	The Scheme of Arrangement envisages merger of Transferor Company into and with the Transferee Company in accordance with Part III of this Scheme.
4.	Appointed Date	The opening of business hours on April 01, 2024, or such other date as may be approved by the NCLT, with effect from which the Scheme will be deemed to be effective in the manner described in the Scheme.
5.	Effective Date	The last of the dates on which the certified copy of the order of NCLT sanctioning the Scheme is filed by the applicant companies with the jurisdictional Registrar of Companies ( <b>RoC</b> ).
6.	Summary of Share Exchange Ratio	No shares shall be issued in respect of amalgamation of Transferor Company into and with the Transferee Company in terms of Part III of the Scheme since the Transferor Company is wholly owned subsidiary of the Transferee Company.

7.	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	<p>Amalgamation of the Transferor Company into the Transferee Company will result into the following benefits:</p> <p>a) The merger of the Transferor Company with the Transferee Company will enable similar business interest into one corporate entity, resulting into operational synergies, simplification of the structure and efficient administration and optimization of various costs.</p> <p>b) The combined talent pool of the companies shall result into diverse set of competencies, education, skills and enthusiasm to drive growth, contribute positively for the achievement of strategic goals.</p> <p>c) In the present scenario, international technology and strategic tie-ups have become the established means of growth. The enhanced net-worth, improved financial leverage of the merged entity would form a strong base and competitiveness to effectively negotiate the various tie-ups etc paving the way for increased profitability.</p> <p>d) Amalgamation of Companies would result into elimination of Inter-Company transactions and reduction in regulatory and legal compliances.</p>
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**Note: You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid is only extract thereof.**

**IV. Interest of Directors, Key Managerial Personnel (KMPs), their relatives and Debenture Trustee**

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferor Companies, Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their directorships in the respective companies as stated in para II of this Notice.

V. Statement disclosing details of Arrangement 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	Details
1	Details of capital or debt restructuring	There is no capital or debt restructuring undertaken by <b>MRPL and SIPL</b> pursuant to the Scheme
2	Benefits of the Arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)	Refer Para III.7 of the Explanatory Statement
3	Amount due to creditors as of September 30, 2024	<b>MRPL:</b> Secured Creditors: NIL Unsecured Creditors: INR 23,18,47,826  <b>SIPL:</b> Secured Creditors: INR 74,88,07,944 Unsecured Creditors: INR 27,17,53,876
4	If the Scheme of Arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or Arrangement, including holding, subsidiary or associate companies	Refer Para III.2 of the Explanatory Statement
5	Disclosure about effect of the compromise or Arrangement on:	
a	Key Managerial Personnel	The effect of the Scheme on the Key Managerial Personnel, Director, Promoter and non-promoter shareholders of the Transferor Company and Transferee Company is given in the reports adopted by the Board of Directors of the respective companies, which is enclosed as <b>Annexure 2 (Colly)</b> to this Notice.
b	Directors	
c	Equity shareholders (promoter shareholders and non-promoter shareholders)	
d	Creditors	
e	Depositors	
		All the liabilities (secured or otherwise), if any, of the Transferor Company, shall stand transferred to and become liabilities of the Transferee Company and respectively as per the details mentioned in the Scheme of Amalgamation.
		As on date, the Transferor Company and Transferee Company have no outstanding public deposits and therefore, the effect of the

		Scheme on any such public deposit holders or deposit trustee(s) does not arise.
f	Debenture Holders	As on date, the Transferor Company and Transferee Company has no outstanding debentures and therefore, the effect of the Scheme on any such debenture holders or debenture trustee(s) does not arise.
g	Deposit trustee and debenture trustee	As on date, the Transferor Company and Transferee Company have no outstanding debentures and therefore, the effect of the Scheme on any such debenture holders or debenture trustee(s) does not arise.
h	Employees of the Company	All the staff, workmen and other employees, if any, of the Transferor Company in service as on the Effective Date, shall become the staff, workmen and employees of the Transferee Company as per the details mentioned in the Scheme of Amalgamation.
6	Disclosure about effect of compromise or Arrangement on material interest of Directors, Key Managerial Personnel, their Relatives and Debenture Trustee	
a	Directors	None of the Directors, KMPs (as defined under the Companies Act 2013 and rules framed thereunder) of the Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their Directorship in the companies involved in the Scheme, if any.
b	Key Managerial Personnel	
c	Debenture Trustee	Not Applicable

## VI. Board Approvals:

Details of approval of the Board of Directors of the Participating Companies:

### 1. Magnum Resources Private Limited (MRPL/ Transferor Company)

The details of the approval of the Board of Directors of Transferor Company on November 25, 2024, to the Scheme are provided below:

Sr. No.	Name of the Director	Voted in Favour / Against / Abstained from voting
1.	Tushar Singh	Voted in Favour
2.	Deepit Singh	Voted in Favour
3.	Devinder Pal Singh	Voted in Favour

Sr. No.	Name of the Director	Voted in Favour / Against / Abstained from voting
4.	Akshay Sharma	Voted in Favour
5.	Prabir Jana	Voted in Favour
6.	Asim Kumar	Voted in Favour

2. **Sara International Private Limited (SIPL/ Transferee Company)**

The details of the approval of the Board of Directors of Transferee Company on November 25, 2024, to the Scheme are provided below:

Sr. No.	Name of the Director	Voted in Favour / Against / Abstained from voting
1.	Devinder Pal Singh	Voted in Favour
2.	Deepit Singh	Voted in Favour
3.	Tushar Singh	Voted in Favour
4.	Abha Singh	Voted in Favour

**VII. Approvals, sanction, or no-objection(s), if any from regulatory or any other government authorities required, received, or pending for the proposed Scheme of Arrangement:**

The Scheme is subject to approval from New Delhi Bench of National Company Law Tribunal.

Further, notice u/s 230(5) of the Companies Act, 2013 is being submitted with the Central Government (Regional Director, Ministry of Corporate Affairs), Registrar of Companies, Official Liquidator, Income Tax Authorities in respect of all the Participating Companies.

Additionally, a copy of the First Motion Order dated October 10, 2025, of Hon'ble National Company Law Tribunal, New Delhi Bench in the Company Scheme Application No. C.A.(CAA) No. 07/ ND/ 2025 is annexed herewith as **Annexure 4**.

**VIII. General:**

1. Copy of the draft Scheme is being sent to the Registrar of Companies and other authorities as per statutory requirements.
2. In respect of the Scheme, there is no compromise or arrangement with any of the creditors of Magnum Resources Private Limited and Sara International Private Limited.
3. Magnum Resources Private Limited and Sara International Private Limited are required to seek no objections from certain regulatory and governmental authorities for the Scheme such as the Registrar of Companies, Regional Director, Official Liquidator, and Income-tax authorities.
4. The National Company Law Tribunal, New Delhi Bench by its Order dated October 10, 2025, has dispensed with the requirement of convening the meeting of Equity Shareholders of Transferee Company since 100% consent received by way of affidavits. Further, the requirement of convening the meeting of Unsecured Creditors the Transferee Company has also been dispensed with in view of the fact that consent received by way of affidavits from majority of unsecured creditors. The

National Company Law Tribunal, New Delhi Bench by its Order dated October 10, 2025 has directed to convene the meeting of the Secured Creditors of the Transferee Company.

5. The National Company Law Tribunal, New Delhi Bench by its Order dated October 10, 2025, has dispensed with the requirement of convening the meeting of Equity Shareholders of Transferor Company since 100% consent received by way of affidavits. Further, the requirement of convening the meeting of Secured Creditors and Unsecured Creditors of the Transferor Company has also been dispensed with in view of the fact that there were NIL secured creditors and consents were received from majority of unsecured creditors of Transferor Company.
6. No investigation or proceedings are pending under applicable provisions of Companies Act, 2013 or provisions of the erstwhile Companies Act, 2013 against any Company involved in the Scheme.
7. No winding up petition has been admitted against the Companies involved in the Scheme.
8. A copy of the Scheme and Explanatory Statement shall be furnished to the Secured Creditor, free of charge, within 1 (one) day (except Saturdays, Sundays, and public holidays) on a requisition being so made for the same by such Unsecured Creditor.

#### **IX. Inspection of Documents**

The following documents will be open for obtaining extracts from or for making or obtaining copies or inspection by the Secured Creditors of Sara International Private Limited at the registered office of the Company on all working days, except Saturdays, Sundays and Public Holidays between 10:00 AM (IST) to 12:00 Noon (IST) up to the date of Meeting:

- a. Copy of the Order of Hon'ble NCLT passed in Company Application No. C.A. (CAA) No. 07/ ND/ 2025 directing, *inter-alia* the convening of meeting(s) of the Secured Creditors of Sara International Private Limited, *via VC* with facility of remote e-voting;
- b. Copy of the Company Application No. C.A. (CAA) No. 07/ ND/ 2025;
- c. Copy of Scheme of Amalgamation;
- d. Copy of this Notice and Explanatory Statement;
- e. Memorandum and Articles of Association of the Participating Companies;
- f. Audited financial statements of the Participating Companies for the financial year ended March 31, 2025;
- g. Certificates issued by Statutory Auditors of the Participating 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;
- h. Reports dated November 25, 2024, adopted by the respective Board of Directors of the Participating Companies, pursuant to the provisions of Section 232(2)(c) of the Act;
- i. All other documents referred to or mentioned in the Statement to this Notice.

Considering the rationale and benefits, the Board of Directors of the Participating Companies recommend the Scheme for approval of the shareholders, as it is in the best interest of the Company and its stakeholders.

The Directors of the Participating Companies, and their respective relatives do not have any concern or interest, financially or otherwise, in the Scheme.

**Date: 29.10.2025**

**Sd/-**

**Place: New Delhi**

**Registered Office:**

A-31 Hauz Khas, New Delhi, Delhi, India,  
110016

**Deepit Singh**  
**Authorised Representative**  
**Sara International Private Limited**

# ANNEXURE 1

**SCHEME OF AMALGAMATION**  
**AMONGST**  
**MAGNUM RESOURCES PRIVATE LIMITED**  
**("TRANSFEROR COMPANY")**  
**AND**  
**SARA INTERNATIONAL PRIVATE LIMITED**  
**("TRANSFeree COMPANY")**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**  
**UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE SECTIONS OF THE COMPANIES ACT,**  
**2013 READ WITH RULES MADE THEREUNDER**



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**A. PREAMBLE TO THE SCHEME OF AMALGAMATION AND BACKGROUND**

1. This Scheme of Amalgamation (hereinafter referred to as “the Scheme” or “this Scheme” or “the Scheme of Amalgamation”) is presented under the provisions of Section 230 to 232 and other relevant provisions of the Companies Act, 2013 (“Act”), for the: (i) amalgamation of Magnum Resources Private Limited (“Transferor Company”) into Sara International Private Limited (“Transferee Company”); (ii) transfer of the authorized share capital of the Transferor Company to the Transferee Company; and (iii) dissolution without winding up of the Transferor Company, pursuant to the provisions of Section 230 to 232 and other relevant provisions of the Act and the relevant provisions of this Scheme.

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

**2. DESCRIPTION OF COMPANIES:**

**i. Magnum Resources Private Limited**

- (i) Magnum Resources Private Limited (“MRPL” / “Transferor Company”) is a private limited company incorporated under Companies Act 1956, having its registered office at A-31, Sara House, Hauz Khas, New Delhi – 110016, with Permanent Account Number (“PAN”) is AADCM8943N and Corporate Identity Number (“CIN”) is U52392DL2002PTC114825. The Transferor Company was incorporated on 3<sup>rd</sup> April 2002 under the name Magnum Resources Private Limited. E-mail address of the Transferor Company is [comp.secy@sara-intl.com](mailto:comp.secy@sara-intl.com). The Transferor Company is engaged in the business of trading of sewing machines, tools, spare parts & accessories. The Equity Shares of the Transferor Company is not listed on any recognized stock exchanges.

**ii. Sara International Private Limited**

- (i) Sara International Private Limited (“SIPL” or “Transferee Company”) is a private limited company incorporated under Companies Act 1956, having its registered office at A-31, Hauz Khas, New Delhi – 110016, with Permanent Account Number (“PAN”) is AAACS1878B and Corporate Identity Number (“CIN”) is U74140DL1973PTC006854. The Transferee Company was incorporated on 21<sup>st</sup> September 1973 under the name ‘Sara Technical Services Private Limited’. The name of the Transferee Company was changed to ‘Sara International Private Limited’ with effect from 22<sup>nd</sup> September 1993. Further, the Transferee Company was converted into a public limited company and the name of the Transferee Company was changed to ‘Sara International Limited’ with effect from 29<sup>th</sup> March 1994. Further, the Transferee Company was converted into a private company and the name of the Transferee Company was changed to ‘Sara International Private Limited’ with effect from 12<sup>th</sup> January 2015. The Email address of the Transferee Company



*[Handwritten signature]*



[comp.secy@sara-intl.com](mailto:comp.secy@sara-intl.com). Transferee Company is engaged in multiple business verticals, directly or indirectly through its subsidiaries, such as mining, commodities trading, textiles manufacturing, industrial solutions etc. The Equity Shares of the Transferee Company are not listed on any recognized stock exchanges.

3. The amalgamation of Transferor Company 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.

#### B. RATIONALE OF THE SCHEME

Amalgamation of the Transferor Company into the Transferee Company will result into the following benefits:

- (i) The merger of the Transferor Company with the Transferee Company will enable similar business interest into one corporate entity, resulting into operational synergies, simplification of the structure and efficient administration and optimization of various costs.
- (ii) The combined talent pool of the companies shall result into diverse set of competencies, education, skills and enthusiasm to drive growth, contribute positively for the achievement of strategic goals.
- (iii) In the present scenario, international technology and strategic tie-ups have become the established means of growth. The enhanced net-worth, improved financial leverage of the merged entity would form a strong base and competitiveness to effectively negotiate the various tie-ups etc paving the way for increased profitability.
- (iv) Amalgamation of Companies would result into elimination of Inter-Company transactions and reduction in regulatory and legal compliances.



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**C. ARRANGEMENT WITH CREDITORS OF THE COMPANIES**

Under the Scheme, there is no arrangement proposed to be entered into with the creditors, either secured and/or unsecured creditors of the Companies. No compromise is offered under this Scheme to any of the creditors of the Companies. The liability towards the creditors of the Transferor Company under the Scheme, is neither being reduced nor being extinguished but shall be assumed and discharged by the Transferee Company respectively in its ordinary course of business.

**D. PARTS OF THE SCHEME**

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 Company 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-IV** deals with the general terms and conditions applicable and sets forth certain additional arrangements that form a part of this Scheme.

Though this Scheme is divided in various parts of the purpose of convenience, it is to be implemented as a single inseparable comprehensive Scheme of Amalgamation.



A handwritten signature in black ink, appearing to be 'Sindhu', is written above the stamp of SARA International Private Limited.



**PART- I**

**1.1 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:

- 1.1.1 **"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;
- 1.1.2 **"Applicable Law(s)"** means any statute, notification, byelaws, 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;
- 1.1.3 **"Appointed Date"** means the opening of business hours on 1<sup>st</sup> April, 2024 or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority / Appropriate Authority;
- 1.1.4 **"Appropriate Authority" or "Government Authority"** means any national, state, provincial, local or similar governmental, statutory, regulatory, administrative authority, agency, commission, departmental or public body or authority, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, including the Registrar of Companies, Regional Director, Official Liquidator, Competition Commission of India, Reserve Bank of India, National Company Law Tribunal and such other sectoral regulators or authorities as may be applicable;
- 1.1.5 **"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;
- 1.1.6 **"Companies"** means MRPL and SIPL, or any of them as the context may require; "Party" or "Company" shall mean each of them individually;



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- 1.1.7 **"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;
- 1.1.8 **"Equity Shares"**, with respect to a company, means the fully paid-up Equity Shares of such company;
- 1.1.9 **"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;
- 1.1.10 **"NCLT"** or **"National Company Law Tribunal"** or **"Tribunal"** means the National Company Law Tribunal, New Delhi Bench;
- 1.1.11 **"Parties"** means collectively, the Transferor Company and the Transferee Company;
- 1.1.12 **"Registrar of Companies"** or **"RoC"** means the Registrar of Companies, New Delhi;
- 1.1.13 **"Scheme"** or **"this Scheme"** means this Scheme of Amalgamation of the Transferor Company 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;
- 1.1.14 **"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.
- 1.1.15 **"Transferee Company"** or **'SIPL'** means Sara International Private Limited, a company incorporated under Companies Act 1956 having its registered office at A-31, Hauz Khas, New




Delhi - 110016. The Transferee Company was incorporated on 21<sup>st</sup> September 1973. Its Corporate Identity Number ('CIN') is U74140DL1973PTC006854, and its Permanent Account Number ('PAN') is AAACS1878B.

1.1.16 **"Transferor Company" or "MRPL"** means Magnum Resources Private Limited, a company incorporated under Companies Act 1956, having its registered office at A-31, Sara House, Hauz Khas, New Delhi-110016. The Transferor Company 1 was incorporated on 3rd April 2002. Its Corporate Identity Number ('CIN') is U52392DL2002PTC114825, and its Permanent Account Number ('PAN') is AADCM8943N and shall include without limitation;

- (i) all assets (whether moveable or immovable, 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 in such assets;
- (ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company;
- (iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company;
- (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;
- (v) all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company;
- (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;
- (vii) insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company is a party, or to the benefit of which the Transferor Company is eligible;
- (viii) all employees of the Transferor Company;
- (ix) all advance payments, earnest monies, security deposits, advance rentals, payment



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

- (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; 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.

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

## 1.2 INTERPRETATION

1.2.1 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, byelaws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.

1.2.2 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.



## PART-II

## 2 CAPITAL STRUCTURE

2.1 Magnum Resources Private Limited ('MRPL'):

The capital structure of the MRPL as on 30<sup>th</sup> September, 2024 is as under:

Share Capital	Amount (Rs.)
<b>Authorised Capital</b>	
1,00,00,000 equity shares of Rs. 10 each	10,00,00,000
<b>Total</b>	<b>10,00,00,000</b>
<b>Issued, Subscribed &amp; Paid-up Capital</b>	
99,00,000 equity shares of Rs. 10 each	9,90,00,000
<b>Total</b>	<b>9,90,00,000</b>

Since 30<sup>th</sup> September 2024 and until the date of the Scheme being approved by the Board of Directors of the MRPL, there has been no change in the issued, subscribed or paid-up capital of the MRPL.

2.2 Sara International Private Limited ('SIPL'):

The capital structure of SIPL as on 30<sup>th</sup> September, 2024 is as under:

Share Capital	Amount (Rs.)
<b>Authorised Capital</b>	
2,50,00,000 equity shares of Rs. 10 each	25,00,00,000
<b>Total</b>	<b>25,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
1,82,86,439 equity shares of Rs. 10 each	18,28,64,390
<b>Total</b>	<b>18,28,64,390</b>



Since 30<sup>th</sup> September 2024 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.

**2.3 Relationship between entities:**

The Transferee Company holds 100% of the Equity Share Capital on a fully diluted basis in the Transferor Company.



## PART-III

**3 AMALGAMATION OF MAGNUM RESOURCES PRIVATE LIMITED INTO SARA INTERNATIONAL PRIVATE LIMITED**

**3.1 TRANSFER AND VESTING OF THE TRANSFEROR COMPANY 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 Company, 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 Company, shall amalgamate 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 Company 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 Company or the Transferee Company. Without prejudice to the generality of the above, in particular, the Transferor Company shall stand amalgamated 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 Company, 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 Company 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 fulfil 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 Company 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 Company 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 Company 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 Company, 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 Company 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 Company, to enable the Transferee Company to receive the amounts thereunder. Where any of the outstanding receivables attributed to the Transferor Company have been received by the Transferor Company after the Appointed Date, but before the Effective Date, the same shall be deemed to have been received by the Transferor Company 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 Company, whether provided for or not in the books of accounts of the Transferor Company or disclosed in the balance sheet of such Transferor Company, 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 Company 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 Company requires satisfaction of the charge over the properties of the Transferor Company 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 Company have been discharged by the Transferor Company after the Appointed Date but before the Effective Date, such discharge shall be deemed to have been done by the Transferor Company for and on behalf of the Transferee Company. Where after the Appointed Date but before the Effective Date, Transferor Company 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 Company 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 Company,



as on the Appointed Date whether provided for or not in the books of accounts of the said Transferor Company, 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 Company. It is clarified that the Scheme shall not in any manner affect the rights and interests of the creditors of the said Transferor Company 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 Company 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 Company 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 Company 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 favour 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 Company or the Transferee Company, and may be enforced as fully and effectually as if, instead of the Transferor Company, 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 Company or to the benefit of which the Transferor Company 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 Company or the Transferee Company and shall be appropriately transferred or assigned by the concerned parties / Governmental Authority in favour 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 Company, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, shall be enforceable by or against the Transferee Company, as fully and effectually as if, instead of the Transferor Company, 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 Company 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 Company or granted to the Transferor Company 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 Company 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 Company 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 Company 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



Company 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 Company 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 Company 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 Company 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, the secured creditors of the Transferee Company shall be entitled to security over such properties and assets forming part of the Transferor Company on the Appointed Date on which the secured creditors of the Transferor Company have security, on a pari passu basis with the secured creditors of the Transferor Company, and the secured creditors of the Transferor Company shall be entitled to security over such properties and assets forming part of the Transferee Company on the Appointed Date on which the secured creditors of the Transferee Company have security, on a pari passu basis with the secured creditors of the Transferee Company. For the avoidance of doubt, it is clarified that all the assets of the Transferor Company and the Transferee Company which are not currently encumbered shall, subject to Applicable Laws, remain free and available for creation of any security thereon in future in relation to any new indebtedness that may be incurred by the Transferee Company. For this purpose, no further consent from the existing creditors shall be required and the sanction of this Scheme shall be considered as a specific consent of such creditors.

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 Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, 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

*[Handwritten Signature]*



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 Company 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 Company to which the Transferor Company is party, 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 Company and to carry out or perform all such formalities or compliances referred to above on behalf of the Transferor Company, inter alia, in its capacity as the successor entity of the Transferor Company.
- 3.1.5 The Transferee Company and the Transferor Company 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 Company, 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.



A handwritten signature in black ink, appearing to be "Sury", is written in a cursive style.



### 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 Company shall carry on and shall be deemed to have carried on the business activities of the Transferor Company and shall hold and stand possessed of the properties and assets of the Transferor Company, for and on account of and in trust for the Transferee Company;
- (ii) All profits or income accruing to or received by the Transferor Company 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 Company 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 Company shall be deemed to have been exercised by the Transferor Company 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 Company 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 Company in respect of the operations and / or the profits of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company 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 Company in respect of the profits or activities or operation of the Transferor Company 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 Company shall be for and on account of the Transferee Company.



A handwritten signature in black ink, appearing to be "Ajay", is written above the circular stamp of the transferee company.



- (vi) The Transferor Company 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 Company, 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 Company and the Transferee Company, or except pursuant to any prior commitment, obligation or arrangement existing or undertaken by the Transferor Company and/or the Transferee Company as on the Appointed Date, or except as contemplated in this Scheme, pending sanction of this Scheme, the Transferor Company 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 Company 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 Company, 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 COMPANY

- 3.3.1 Upon this Scheme coming into effect, the Transferor Company 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 As an integral part of the Scheme and upon the effectiveness of this Scheme, the authorised share capital of Transferor Company amounting to INR 10,00,00,000 (Rupees Ten Crores Only) shall stand consolidated and vested in and merged with the authorised share capital of the Transferee Company and the authorised share capital of the transferee company as set out in clause 2.2 of the Part B of the scheme shall stand enhanced to INR 35,00,000/- (Rupees Thirty Five Crores Only) divided into Equity Shares of face value of INR 10/- (Rupees Ten Only) each, without any further act, instrument or deed by the transferee company and without any liability for payment of additional fees or stamp duty in respect of such increase in stamp duty and fees have been paid by the Transferor Company on such authorised capital, the benefit of which shall stand vested in the Transferee Company pursuant to the scheme becoming effective on the effective date. Balance fees if any payable, after the aforesaid adjustment, by the Transferee Company shall be duly paid upon the sanctioning of the Scheme. Subsequent to the enhancement of the authorized share capital of the Transferee Company, as contemplated herein, the authorized share capital clause of the Memorandum of Association (Clause 5th) of the Transferee Company shall stand modified and read as follows:

*"The Authorised Share Capital of the Company is Rs.35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakh) equity shares of Rs 10 (Rupees Ten Only) each."*

For the avoidance of doubt, it is clarified that, in case, the authorised share capital of the Transferee Company and/ or the Transferor Company, as the case may be, undergoes any change, prior to this Scheme becoming effective. then Clause 3.4 shall automatically stand modified/ adjusted accordingly to take into account the effect of such change.

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 Company 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 3(a) of the memorandum of association of the Transferee Company and shall read as under:

*"1. To carry on the business of and act as research and development consultants of all types and provide technical and commercial assistance and services, prepare industrial or non-industrial scheme, supervise and set up production techniques, assist in finding markets for manufactured goods, promote technical training scheme, and management and/or organizational techniques and generally to do act, undertake and execute all and any other works, which will further the promotion of these objectives and help in designing and developing of new products, components materials, processes and methods of manufacture and testing to their best advantage.*

*2. To assist in the manufacture of prototype products, components and materials to prove their best performance and/or methods of manufacture and to undertake value engineering of products and components for optimizing methods of manufacture, use of material etc. and industrial styling of products and to carry on and render any other services or business which may seem to the company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of the Company's property or properties or the rights and interests of the time being and all or any of the aforesaid purposes, to set up and maintain proper organization, equipments, design and drawing offices, research and development institutions and other establishments undertakings or factories that may be considered expedient and in the interest of the Company.*

*3 (i) To subscribe to, become a member of any one or more Stock Exchanges, including over the counter exchanges, whether in India or outside India, for the purpose of carrying on the business of shares and/or debt, or*

*(ii) To appoint brokers, dealers, market makers, traders, underwriters, agents, sub- agents, Portfolio Managers for subscribing to or procuring subscription to and for sale, purchase of or otherwise trading in securities, stock, shares, debentures, debenture stocks, bonus, units, certificates of deposits, government securities or other financial instruments or obligations of any Body Corporate or authority, whether public or private and provisional documents relating to all*



these, or

- (iii) To carry on business, in India and / or elsewhere, of selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, supplying, trading or dealing in any manner whatsoever in all type of commodities including agricultural commodities, machines, ferrous and non-ferrous materials, precious or non-precious metals, foreign currency denominated instruments in debt and in equity and in all derivatives thereof, and to form subsidiaries, joint ventures or collaborations and to co-operate 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.
4. To purchase any land, plot(s) of land or immovable property or any right or interest therein, either singly or jointly or in partnership with any person(s) or body corporate or partnership firm and / or to divide the same into suitable plots or to develop and construct thereon residential, commercial complex(es), either singly or jointly or in partnership as aforesaid, comprising residential flat(s) and / or commercial space(s) / offices for sale on instalments or for self-use or for earning rental income thereon by letting out individual units comprised in such residential / commercial complex(es) and to act as real estate agents and to do consultancy business in the construction and allied activities.
5. To carry on the business of liasioning, servicing, consulting, training, educating, in textiles and soft goods, gems & jewelry, handicrafts, household display items, home furnishings and accessories, toys, electricals & electronics.
6. To establish resource centers for raw material & product classification, design, prototyping & plant configurations and house testing norms for the products/ services along with the source for the merchandise from the various sources/ vendors/ suppliers.
7. To have a design & prototyping studio to provide assistance in product development.
8. To provide consulting & advisory services to the vendors, suppliers and have buyers for a range of services including compliance, testing, audits, establishing, benchmarks & best practices, strategy, operations, information technology, supply, chain management & technology.
9. To import, export & trade in computer software & hardware, relating to educational & training material, body of knowledge, and merchandise falling in the category of apparel, footwear, accessories, raw material, trims, furniture and embellishments accessories for the home, gems & jewellery, toys, electricals, lifestyle goods, exhibits for the home & office and art."



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 The Transferor Company is the wholly owned subsidiary of the Transferee Company. Accordingly, upon the Scheme becoming effective, all the equity shares, as held by the Transferee Company in the Transferor Company, either by itself or through its nominees, shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company upon the Scheme coming into effect as the Transferee Company cannot issue shares of the Transferee Company to itself.

### 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 Company, as appearing in the books of Transferor Company 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 If and to the extent there are investments, loans and advances, deposits, or any other balances between the Transferor Company and Transferee Company, if any, shall stand cancelled.
- 3.7.4 Difference between the carrying amount of net assets of Transferor Company 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 3.7.3 above shall be recorded as Capital Reserve in the books of the Transferee Company.



- 3.7.5 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.
- 3.7.6 In case of any differences in accounting policies between the Transferee Company and any of the Transferor Company, 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.
- 3.7.7 As the Transferor Company shall stand dissolved without being wound up upon this Scheme becoming effective as mentioned in Clause 3.3 of this Scheme, hence there is no accounting treatment prescribed under this Scheme in the books of accounts of the Transferor Company.

### 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 Company 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 Company to any statutory authorities, or other collections made by the Transferor Company 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 Company 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 Company including deduction admissible on actual payment or on deduction of appropriate taxes or on payment of tax deducted at source (including, but not limited to, under Section 43B, Section 40, Section 40A etc. of the Income-tax Act, 1961) shall be eligible for deduction to the Transferee Company. 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, taxes / fees / duty paid under State Excise Act of any other state, Central Goods and Service Tax Act, 2017 (CGST Act), State Goods and Services Tax Act, 2017 (SGST Act) or Union Goods and Services Tax Act, 2017 (UTGST Act) applicable to any state / union territory in which the Transferor Company operates, Integrated Goods and Services Tax Act, 2017 (IGST Act) etc., notwithstanding the certificates / challans or other documents for payment of such taxes/ duties/ fees, as the case may be, being in the name of the Transferor Company.



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- 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 Company, 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 Company 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 Company, if any, be carried forward and set off against tax on future taxable income of the Transferee Company in accordance with provisions of Section 72A or other applicable provisions of the Income-tax Act, 1961. 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 Company 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 Company 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 Company 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 Company shall be deemed to have been undertaken by the Transferee Company. Further, any tax deducted at source by the Transferor Company 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 Company in relation to the Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company and/or Transferor Company, as applicable, in accordance with the Section 35DD of the Income-tax Act, 1961 over a period of five (5) years beginning with the previous year in which the Scheme becomes effective.
- 3.9 LEGAL, TAXATION AND OTHER 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, tax or other



proceedings initiated by or against the Transferor Company. 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 Company, 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 Company 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 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 Company or the Transferee Company. Initiation of assessment (including re-assessment) proceedings pertaining to the period prior to the Appointed date on / in connection to any of the Transferor Company, if any, under any provision of the Delhi Excise Act, 2009 or State Excise Act of any other state, Income-tax Act, 1961 and/or any other Applicable Laws shall be with respect to such Transferor Company only and that the same shall not extend to/ deemed to include the standalone Transferee Company or the Transferor Company (other than the Transferor Company on / in connection to which the assessment/ reassessment proceedings are initiated). 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, tax or other proceedings initiated by or against the Transferor Company transferred in its name and to have the same continued, prosecuted and enforced by or against the Transferee Company. For the avoidance of doubt, it is clarified that the Transferee Company undertakes to handle all legal or other proceedings which may be initiated by or against any of the Transferor Company 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 Company may be called upon to pay or secure in respect of any liability or obligation relating to the Transferor Company 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 Company 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 Company 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 Company



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 Company in respect of such employees forming part of the Transferor Company 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 Company, 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 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 Company 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 Company 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 Company (or an affiliate of the Transferor Company on behalf of the Transferor Company) 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 Company 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 Company 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 Company or the Transferee Company.

**3.11 CONTRACTS, DEEDS, ETC.**

3.11.1 Upon coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, including contracts for tenancies and licenses, deeds, bonds, agreements,



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incentives, benefits, exemptions, entitlements, arrangements, escrow arrangements and other instruments of whatsoever nature in relation to the Transferor Company to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on or against or in favour, as the case may be, of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto.

- 3.11.2 The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds, confirmations or other writings, confirmations or novation's or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions.
- 3.11.3 On the Scheme becoming effective, such contracts / escrow arrangements / deeds / any other arrangements shall stand transferred to or deemed to be transferred to the Transferee Company without any further act or instrument or deed and further it shall not be necessary to obtain the consent of any third party or other person who is party to any such contract / escrow arrangements / deeds / any other arrangement.



**PART-IV**

**4 GENERAL TERMS AND CONDITIONS APPLICABLE TO THE SCHEME**

**4.1 CONDITIONALITY OF THE SCHEME**

4.1.1. This Scheme is and shall be conditional upon and subject to:

- (i) 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 each of the Transferor Company and the Transferee Company, as may be directed by the Tribunal or any other competent authority, as may be applicable;
- (ii) the requisite consent, approval or permission of the Central Government, or any other statutory or regulatory authority, which by law may be necessary for the implementation of this scheme;
- (iii) the Scheme being sanctioned by the Tribunal under Section 230 to 232 and any other applicable provision of the Act;
- (iv) filling of the certified copies of the orders of the Tribunal sanctioning this Scheme, by the Transferor Company and the Transferee Company, under the applicable provisions of the Act with the jurisdictional RoC; and
- (v) All other sanctions, licenses and approvals as may be required by law in respect of this Scheme being obtained.

**4.2 APPLICATION TO THE TRIBUNAL**

4.2.1 The Transferor Company and the Transferee Company may, with all reasonable dispatch, make a joint application to the Tribunal under Sections 230 to 232 and other applicable provisions of the Act for the sanction of this Scheme and all matters ancillary or incidental thereto.

**4.3 EFFECTIVENESS OF THE SCHEME**

4.3.1 Upon the sanction of this Scheme and after the Scheme has become effective upon completion of the conditions listed in Clause 4.1 of this Part IV, with effect from the Appointed Date, the amalgamation of the Transferor Company with and into the Transferee Company shall be deemed to have occurred in accordance with Section 2 (1B) of the IT Act.

**4.4 MODIFICATIONS/ AMENDMENTS TO THE SCHEME**



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- 4.4.1 Each of the Transferor Company and the Transferee Company will be at liberty to apply to the Tribunal from time to time for necessary directions in matters relating to this Scheme or any terms thereof, in terms of the Act.
- 4.4.2 Each of the Transferor Company and the Transferee Company, through their respective Board of Directors, may assent to any modifications / amendments to the respective Part of this Scheme and / or to any conditions or limitations that the Tribunal or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. Each of the Transferor Company and the Transferee Company, through their respective authorized representatives, be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions, that may arise in relation to the meaning or interpretation of this Scheme or implementation thereof or in any manner whatsoever connected therewith, whether by reason of any directive or order of the Tribunal or any other authority or otherwise, howsoever arising out of, under or by virtue of this Scheme and/or any matters concerned or connected therewith and to do and execute all acts, deeds, matters and things necessary for giving effect to this Scheme.
- 4.4.3 The Board of Directors of the Transferor Company and the Transferee Company, respectively shall be entitled to revoke, cancel and declare the Scheme or any part thereof to be of no effect and/or to withdraw the Scheme or any part thereof and respective applications / petitions filed with the Tribunal if such Boards are of view that the coming into effect of the Scheme or of any part thereof, in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have adverse implication on all / any of the Companies or in case any condition or alteration imposed by the Tribunal or any other authority or entity is not on terms acceptable to them.
- 4.5 EFFECT OF NON-RECEIPT OF APPROVALS**
- 4.5.1 In the event of any of the said sanctions and approvals referred to in Clause 4.1 above not being obtained (or to the extent permissible under Applicable Law, waived) and / or the Scheme not being sanctioned by the Tribunal or such other competent authority / Appropriate Authorities and/ or the sanction order(s) not being passed by the Tribunal as aforesaid, any of the Companies may opt to terminate this Scheme and the Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.
- 4.5.2 The Board of Directors of the Companies shall be entitled to withdraw this Scheme prior to the Effective Date.



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- 4.5.3 Upon the termination of this Scheme as set out in Clause 4.5.1 and 4.5.2 above, no rights and liabilities shall accrue to or be incurred by respective Companies or their shareholders or creditors or employees or any other person. In such case, each Company shall bear its own costs and expenses or as may be otherwise mutually agreed.
- 4.5.4 The Board of Directors of the Companies, shall be entitled to revoke, cancel, and declare the Scheme of no effect if they are of the view that the coming into effect of the Scheme with effect from the Appointed Date could have adverse implications on the combined entity post the amalgamation.
- 4.5.5 If any part of this Scheme hereof is invalid, ruled illegal by any Tribunal of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Companies that such part shall be severable from the remainder of the Scheme. Further, if the deletion of such part of this Scheme may cause this Scheme to become materially adverse to the Companies, then in such case the Companies, shall attempt to bring about a modification in the Scheme, as will best preserve, for the Companies, the benefits, and obligations of the Scheme, including but not limited to such part.

#### 4.6 COSTS, CHARGES AND EXPENSES

- 4.6.1 All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto on or prior to the Effective Date shall be borne by the respective Parties.
- 4.6.2 All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto after the Effective Date shall be borne by the Transferee Company.

#### 4.7 SEVERABILITY OF ANY PART OF THE SCHEME

- 4.7.1 If any part of the Scheme is ruled invalid or illegal by any Court/Tribunal of competent jurisdiction, or unenforceable under present or future laws, or cannot be given effect to due to regulatory or other reasons, then it is the intention of the parties that, at the discretion of the parties, such part shall be severable from the remainder of the Scheme and the Scheme shall not be affected thereby, unless the deletion of such part shall cause the Scheme to become materially adverse to any party, in which case each of the Transferor Company and the Transferee Company, (acting through their respective Boards of Directors) shall attempt to bring about a modification in the Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part.




4.7.2 Notwithstanding the above, any revocation, cancellation or ineffectiveness of any part of the Scheme, either individually or collectively, shall not affect the effectiveness of the other part of the Scheme.

#### 4.8 VALIDITY OF EXISTING RESOLUTIONS

4.8.1 Upon the coming into effect of the Scheme, the resolutions passed by the Board of Directors and/or shareholders of the Transferor Company as are considered necessary by the Board of Directors of the Transferee Company and which are valid and subsisting shall continue to be valid and subsisting and be considered as the resolutions of the Transferee Company and if such resolutions have monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits as are considered necessary by the Board of Directors of the Transferee Company shall be added to the limits, if any, under the resolutions passed by the Board of Directors and/or shareholders of the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

#### 4.9 REPEAL AND SAVINGS

4.9.1 The transfer of assets, liabilities and business to, and the continuance of proceedings by or against, the Transferee Company as envisaged in this Scheme shall not affect any transaction or proceedings already concluded by any of the Transferor Company or the Transferee Company on or before the Appointed Date and after the Appointed Date until the Effective Date.

#### 4.10 REMOVAL OF DIFFICULTIES

4.10.1 The Transferor Company and the Transferee Company through mutual consent and acting through their respective Boards, jointly and as mutually agreed in writing may give such directions (acting jointly) and agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions arising under this Scheme, whether by reason of any orders of the Tribunal or of any directive or orders of any Appropriate Authority, under or by virtue of this Scheme in relation to the amalgamation contemplated in this Scheme and/or matters concerning or connected therewith or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any manner whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those to the extent permissible under Applicable Law; and do all such acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.

#### 4.11 PROPERTY IN TRUST

4.11.1 Notwithstanding anything contained in this Scheme, on or after Effective Date, until any property, asset, license, approval, permission, contract, agreement and rights and benefits



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arising therefrom pertaining to the Transferor Company are transferred, vested, recorded effected and/ or perfected, in the records of any Appropriate Authority, regulatory bodies or otherwise, in favour of the Transferee Company, the Transferee Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license asset approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authority and till such time as may be mutually agreed by the Transferor Company and Transferee Company, the Transferor Company will continue to hold the property and/or the asset, license, permission, approval, contract or agreement and rights and benefits arising therefrom, as may be, in trust for and on behalf of the Transferee Company.

**4.12 BINDING EFFECT**

4.12.1 Upon the Scheme becoming effective, the same shall be binding on the Companies, Governmental Authority and all concerned parties without any further act, deed, matter or thing.

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### Magnum Resources Private Limited

Corporate Office : Sara House, B-8, Sec - 4, Noida, U.P. (India)

Telephone: +91 120 466 7272

✉ info@magnumresources.co.in

🌐 magnumresources.co.in

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF MAGNUM RESOURCES PRIVATE LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON MONDAY, THE 25<sup>TH</sup> DAY OF NOVEMBER, 2024**

1. The Scheme of Amalgamation ("**Scheme**") between Magnum Resources Private Limited ("**MRPL**" / "**Transferor Company**") and Sara International Private Limited ("**SIPL**" / "**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 MRPL into SIPL.
2. The Board of Directors of the Company at its meeting held on 25<sup>th</sup> November, 2024 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;
5. **Share Entitlement Ratio Report:**  
The Transferor Company is the wholly owned subsidiary of the Transferee Company. Accordingly, upon the Scheme becoming effective, all the equity shares, as held by the Transferee Company in the Transferor Company, either by itself or through its nominees, shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company upon the Scheme coming into effect as the Transferee Company cannot issue shares of the Transferee Company to itself.
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 MRPL 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 Magnum Resources Private Limited

  
Tushar Singh  
Managing Director  
DIN: 02274509



**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SARA INTERNATIONAL PRIVATE LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON MONDAY, THE 25<sup>TH</sup> DAY OF NOVEMBER, 2024**

1. The Scheme of Amalgamation ("**Scheme**") between Magnum Resources Private Limited ("**MRPL**" / "**Transferor Company**") and Sara International Private Limited ("**SIPL**" / "**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 MRPL into SIPL.
2. The Board of Directors of the Company at its meeting held on 25<sup>th</sup> November, 2024 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;
5. **Share Entitlement Ratio Report:**

The Transferor Company is the wholly owned subsidiary of the Transferee Company. Accordingly, upon the Scheme becoming effective, all the equity shares, as held by the Transferee Company in the Transferor Company, either by itself or through its nominees, shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company upon the Scheme coming into effect as the Transferee Company cannot issue shares of the Transferee Company to itself.
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 MRPL 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 International Private Limited**

  
**Deepit Singh  
Whole Time Director & CEO  
DIN: 00035623**




**Independent Auditor's Report**
**To the Members of Magnum Resources Private Limited**
**Report on the Audit of the Standalone Financial Statements**
**Opinion**

We have audited the accompanying standalone financial statements of **Magnum Resources Private Limited ('the Company')**, which comprise the Balance Sheet as at 31<sup>st</sup> March, 2025, and the Statement of Profit & Loss and the Statement of Cash Flow for the year ended on that date and Notes to the financial statement, including a summary of significant accounting policies and other explanatory information (here in after refer 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 standalone 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 India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2025, its Losses and its 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

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

**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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance, but does not include the consolidated financial statements, standalone financial statements, and our auditor's report thereon.



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

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

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone 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 scepticism throughout the audit. We also:

- 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.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also



responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 the 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 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.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone 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 reasonably knowledgeable user of the standalone 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 standalone 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.

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far, as it appears from our examination of those books;
  - (c) The Balance sheet, and the Statement of Profit & Loss and the 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, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial Controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company did not have any pending litigations, which could have an impact on its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - 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 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 not declared or paid any dividend during the year in accordance with Section 123 of the Companies Act, 2013.
  - vi. Based on our examination, which included test checks and in accordance with requirements of the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, except for the instance mentioned below, the company has used accounting software for maintaining its books of account for the financial year ended 31<sup>st</sup> March 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:

- We are unable to comment if the audit trail (edit log) facility was enabled at the database level to log any direct data changes for accounting software operated by a third-party service provider for accounting transactions.




Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with."

proviso to Rule 3 (1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is applicable for the financial year ended 31st March 2025.

Place: New Delhi  
Date: 15<sup>th</sup> Sep., 2025  
UDIN: 25501904BMHPIX1784



FOR SUNIL K. KHANNA & CO.  
CHARTERED ACCOUNTANTS

  
(SUMEET KHANNA)  
M. No. 501904  
F.R.N. 000310N

**Annexure A to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March, 2025 we report that:

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 state 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 does not own any Intangible Assets.
  - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets in a phased manner over the period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and 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) As per the information and explanation provide to us and on based the records examined by us, we report that the title deeds of all the immovable properties, disclose in the financial statements under the head Property, Plant and Equipment are held in the name of the company as at the balance sheet date.
  - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
  - (e) According to information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) (a) The physical verification of Inventory has been conducted at reasonable intervals by the management during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate. Further, no discrepancies of 10% or more in aggregate for each class of inventories between physical inventory and book records were noticed on such physical verification.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not been sanctioned working capital limits in excess of ₹5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under clause (ix)(c) of CARO 2020 is not applicable.
- (iii) The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
  - (a) The Company has noy provided loans and stood guarantee or security to any other entity during the year.
  - (b) In our opinion, the investments made, guarantee provided, security given and the terms and conditions of the grant of loans and advances, during the year are, prima facie, not prejudicial to the Company's interest.
  - (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has not been stipulated and the repayments are payable on demand. The repayment of principal amounts and receipts of interest have generally been regular.



- (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans which are repayable on demand.
- (iv) According to the information and explanations received by us from the management, the Company has complied with the provision of Section 185 and 186 of the Companies Act, 2013 in respect of loans and investment made.
- (v) Based on our scrutiny of the company's records and according to the information and explanations provided by the management, the company has not accepted any loans or deposits which are deemed to be 'deposits' within the meaning of section 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) According to the information and explanations provided by the management, the company is not engaged in production of any such goods or provision of any such goods or provision of any such services for which the central government has prescribed particulars relating to utilization of material or labour or other items of cost. Hence, the provisions of section 148(1) of the Act do not apply to the company. Hence, in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required.
- (vii) In respect of statutory dues:
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (b) According to the records of the company, there are no dues of sales tax / income tax / value added tax / customs duty / excise duty / cess which have not been deposited on account of any dispute.
- (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) As per Information and Explanations given to us by the Management, the Company has not defaulted on repayment of Loans and other borrowings from any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or other lenders.
- (c) According to the Information and Explanations given to us by the Management, the term loans availed by the company were applied for the purpose 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, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company and as per the Information and Explanations provided by the Management, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.



- (f) The Company has not raised any loans during the year on the pledge of securities held in subsidiaries, joint ventures or associates companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised money 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) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) 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 the company by its officers or employees nor any fraud by the company has been noticed or reported during the course of our audit.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As per the Information and Explanations given to us by the Management, no whistle blower complaints have been received by the Company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in Note No. 26 of the Standalone Financial Statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) The reports of Internal Auditor has not been reviewed by us.
- (xv) According to the information and explanations given to us by the management and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xvi) (a) In our opinion, 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.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has 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 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) As per Information and Explanations given to us by the Managements, that Company has not having Net worth of rupees five hundred crore or more, or Turnover of rupees one thousand crore or more or Net profit of rupees five crore or more during the immediately preceding financial year. Hence, the Provision of section 35 given under Companies Act, 2013 are not applicable for the company during the financial year 2024-25. Therefore, reporting under clause 3(xx) of Order is not applicable for the company during the financial year.

Place: New Delhi  
Date: 15<sup>th</sup> Sep., 2025  
UDIN: 25501904BMHPIX1784



FOR SUNIL K. KHANNA & CO.  
CHARTERED ACCOUNTANTS

  
(SUMEET KHANNA)  
M. No. 501904  
F.R.N. 000310N

"Annexure B" as referred to in paragraph 6(g) of our report of even date

**Report on the Internal Financial Controls under Clause (1) 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 **Magnum Resources Private Limited** ("the Company") as of 31 March 2025 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 on internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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.


#### **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 2025, 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.

Place: New Delhi  
Date: 15<sup>th</sup> Sep., 2025  
UDIN: 25501904BMHPIX1784



FOR SUNIL K. KHANNA & CO.  
CHARTERED ACCOUNTANTS

  
(SUMEET KHANNA)  
M. No. 501904  
F.R.N. 000310N

**Magnum Resources Private Limited**  
CIN : U52392DL2002PTC114825  
**Balance Sheet as at 31 March, 2025**

		(Amount in 000)	(Amount in 000)
	Notes	As at 31 March, 2025	As at 31 March, 2024
<b>I. Equity and Liabilities</b>			
<b>A. Shareholders' Funds</b>			
(a) Share Capital	3	99,000.00	99,000.00
(b) Reserves and Surplus	4	(2,32,558.20)	(2,05,132.10)
		<u>(1,33,558.20)</u>	<u>(1,06,132.10)</u>
<b>B. Non Current Liabilities</b>			
(a) Long Term Provision	5	7,253.89	5,909.81
		<u>7,253.89</u>	<u>5,909.81</u>
<b>C. Current Liabilities</b>			
(a) Short-Term Borrowings	6	38,721.33	97,098.89
(b) Trade Payables	7	53,468.91	1,16,180.79
(c) Other Current Liabilities	8	1,09,842.38	44,464.18
		<u>2,02,032.61</u>	<u>2,57,743.86</u>
<b>TOTAL</b>		<u><u>75,728.31</u></u>	<u><u>1,57,521.57</u></u>
<b>II. Assets</b>			
<b>A. Non-Current Assets</b>			
(a) Property Plant & Equipment and Intangibles			
(i) Property Plant & Equipment	9(a)	303.32	360.74
		<u>303.32</u>	<u>360.74</u>
(b) Non Current Investments	9(b)	3,375.00	3,375.00
(c) Deferred tax assets (net)	28	35,488.97	35,488.97
<b>C. Current Assets</b>			
(a) Inventories	10	14,315.85	64,794.42
(b) Trade Receivables	11	10,927.19	33,410.91
(c) Cash and Cash Equivalents	12	3,942.23	8,633.30
(d) Short-term Loans and Advances	13	7,375.75	11,458.24
		<u>36,561.02</u>	<u>1,18,296.87</u>
<b>TOTAL</b>		<u><u>75,728.31</u></u>	<u><u>1,57,521.57</u></u>

See accompanying notes forming part of the financial statements (1-42)  
In terms of our report of even date attached.

For Sunil K. Khanna & Co.  
Chartered Accountants

CA. Sumeet Khanna  
M.No. 501904  
F.R.N. 000310N



For and on behalf of the Board of Directors  
of Magnum Resources Pvt. Ltd.

Tushar Singh  
(Managing Director)  
DIN: 02274509

Deep Singh  
(Director)  
DIN: 00035623

Date: 15th Sep., 2025  
Place: New Delhi

UDIN: 25501904BHHP1X1784

Devinder Pal Singh  
(Director)  
DIN: 00035519



**Magnum Resources Private Limited**  
CIN : U52392DL2002PTC114825  
**Statement of Profit and Loss for the year ended 31st March, 2025**

		(Amount in 000) For the year ended 31 March, 2025	(Amount in 000) For the year ended 31 March, 2024
<b><u>Continuing Operations</u></b>			
1. Revenue from Operations	14	2,11,571.09	3,43,473.13
Other Incomes	15	6,032.13	1,868.90
<b>Total Income</b>		2,17,603.22	3,45,342.04
2. <b>Expenses</b>			
a) Purchases of Traded Goods	16	1,23,710.01	3,32,289.38
b) (Increase)/ Decrease in Inventories of Finished & Semi finished Goods	17	50,478.57	(37,177.63)
c) Employee Benefit Expenses	22	39,648.10	45,793.88
d) Finance Costs	24	5,356.67	4,743.10
e) Depreciation and Amortisation expenses	9(a)	143.96	153.95
f) Other Expenses	23	25,692.01	32,018.87
<b>Total Expenses</b>		2,45,029.32	3,77,821.55
3. <b>Profit / (Loss) Before Tax</b>		(27,426.10)	(32,479.52)
4. <b>Tax Expense:</b>			
(a) Current Year's Tax Expense		-	-
(b) Deferred Tax		-	-
5. <b>Profit / (Loss) for the year</b>		(27,426.10)	(32,479.52)
6. <b>Earnings Per Share (of 10/- Each):</b>			
(a) Basic	25	(2.77)	(3.28)
(b) Diluted		(2.77)	(3.28)

See accompanying notes forming part of the financial statements (1-42)  
In terms of our report attached.

For Sunil K. Khanna & Co.  
Chartered Accountants



*Sumeet Khanna*  
CA. Sumeet Khanna  
M.No. 501904  
F.R.N. 000310N

For and on behalf of the Board of Directors  
of Magnum Resources Pvt. Ltd.

*Tushar Singh*  
Tushar Singh  
(Managing Director)  
DIN : 02274509

*Deepit Singh*  
Deepit Singh  
(Director)  
DIN : 00035623

Date: 15th Sep., 2025

Place: New Delhi

UDIN: 25501904 BMHPX 1784

*Devinder Pal Singh*  
Devinder Pal Singh  
(Director)  
DIN: 00035519



**MAGNUM RESOURCES PRIVATE LIMITED**  
CIN: U52392DL2002PTC114825  
**CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH, 2025**

	<b>(Amount in 000)</b>	<b>(Amount in 000)</b>
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>	<b><u>Current Year</u></b>	<b><u>Previous Year</u></b>
<b>PROFIT BEFORE TAX</b>	(27,426.10)	(32,479.52)
<b>Adjustment for :-</b>		
a) Depreciation	143.96	153.95
b) Interest & Finance Charges	5,356.67	4,743.10
c) Interest Income	(751.31)	(525.70)
d) Balances written off	(4,131.16)	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(26,807.94)</b>	<b>(28,108.17)</b>
<b>Adjustment for :-</b>		
a) Trade Payable and other Current Liabilities	8,141.55	33,091.36
b) Inventories	50,478.57	(37,177.63)
c) Debtors	22,483.72	942.34
d) Current Loans & Advance	4,082.49	(3,624.04)
Cash Generated from Operations	<b>58,378.39</b>	<b>(34,876.13)</b>
Taxes Paid	-	-
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(A) 58,378.39</b>	<b>(34,876.13)</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Purchase/Sale of Current Investment	-	99.95
Bank Interest Received	751.31	525.70
Purchase of Fixed Assets	(86.54)	(90.72)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(B) 664.77</b>	<b>534.92</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Raising of Short Term Loan	(58,377.56)	40,327.81
Interest & Finance Charges	(5,356.67)	(4,743.10)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(C) (63,734.23)</b>	<b>35,584.71</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	(4,691.07)	1,243.51
<b>CASH &amp; CASH EQUIVALENTS AS AT 01.04.2024 (Opening Balance)</b>	8,633.30	7,389.80
<b>CASH &amp; CASH EQUIVALENTS AS AT 31.03.2025 (Closing Balance)</b>	3,942.23	8,633.30

**Notes:-**

- i) The above cashflow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard 3 'Cash Flow Statements'.
- ii) Figures in brackets represent cash outflows.
- iii) Previous year's figures have been regrouped /reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date  
For Sunil K. Khanna & Co.  
Chartered Accountants

CA. Sumeet Khanna  
M. No. 501904  
F.R.No. 000310N



For and on behalf of the Board of Directors  
of Magnum Resources Pvt. Ltd.

Tushar Singh  
(Managing Director)  
DIN : 02274509

Deepit Singh  
(Director)  
DIN : 00035623

Date: 15th Sep., 2025

Place: New Delhi

UDIN: 25501904BMHP1X1784

Devinder Pal Singh  
(Director)  
DIN : 00035519



**Magnum Resources Private Limited**  
CIN: U52392DL2002PTC114825

**Notes forming part of the Financial Statements for the year ended 31st March, 2025**

**1. Corporate Information**

The company is having its registered office at A-31, Hauz Khas, New Delhi-110016 and is engaged in the Trading Of Sewing Machines, Tools, Spare Parts & Accessories.

**2. Significant Accounting Policies**

**a) Basis of Accounting and 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 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 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

**b) Depreciation and Amortisation**

Depreciation has been provided on the Useful Life Method as prescribed in Schedule II to the Companies Act, 2013.

**c) Revenue Recognition**

Incomes are recognised and accounted for on accrual basis.

**d) Property Plant and Equipment**

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.

**e) Investments**

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

**f) Borrowing costs**

Borrowing costs attributable to the acquisition and construction of asset are capitalised as part of the cost of such asset up to 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.

**g) 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.

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 liabilities are recognised for all timing differences. and the tax laws enacted or substantially enacted as at the reporting date.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there sufficient future taxable income 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.

**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.

**3. Share Capital**

	As at 31st March, 2025		As at 31 March, 2024	
	Number of Shares	Amount In 000	Number of Shares	Amount In 000
<b>a) Authorised Capital</b>				
Equity shares of Rs. 10/- each with voting rights	1,00,00,000	1,00,000.00	1,00,00,000	1,00,000.00
<b>Total</b>	<b>1,00,00,000</b>	<b>1,00,000.00</b>	<b>1,00,00,000</b>	<b>1,00,000.00</b>
<b>b) Issued, Subscribed &amp; Paid-Up capital</b>				
Equity shares of Rs. 10/- each with voting rights	99,00,000	99,000.00	99,00,000	99,000.00
<b>Total</b>	<b>99,00,000</b>	<b>99,000.00</b>	<b>99,00,000</b>	<b>99,000.00</b>
<b>c) Reconciliation of the shares outstanding at the beginning and the end of the reporting period</b>				
<b>Equity Shares</b>				
At the beginning of the year	99,00,000	99,000.00	99,00,000	99,000.00
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	<b>99,00,000</b>	<b>99,000.00</b>	<b>99,00,000</b>	<b>99,000.00</b>



- 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.
- e) The company declares and pays dividend in Indian Rupees. The dividend, if any, proposed by the Board of directors subject to approval of Shareholders in the ensuing Annual General Meeting. In the event of Liquidation of the company, the shareholders 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.

f) **Details of Shareholders holding more than 5% shares**

	As at 31st March, 2025		As at 31 March, 2024	
	Number of shares	%	Number of shares	%
<b>Equity shares of Rs.10/- Each fully paid</b>				
Sara International Private Limited	98,99,990	100.00%	97,00,000	97.98%

g) **Shares held by Promoters**

As at 31 March, 2024		As at 31st March, 2025		% Change During the Year
No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Mr. Devinder Pal Singh	1,00,000	1,00,000	1.01%	NIL
Mr. Deepit Singh	50,000	50,000	0.51%	NIL
Mr. Tushar Singh	50,000	50,000	0.51%	NIL
Sara International Private Limited	97,00,000	97,00,000	97.98%	NIL
<b>Total</b>	<b>99,00,000</b>	<b>99,00,000</b>	<b>100.00%</b>	

As at 31st March, 2025		As at 31st March, 2024		% Change During the Year
No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Mr. Devinder Pal Singh	-	-	0.00%	-1.01%
Mr. Deepit Singh	-	-	0.00%	-0.51%
Mr. Tushar Singh (Nominee of Sara International Private Limited)	10	10	0.00%	-0.50%
Sara International Private Limited	98,99,990	98,99,990	100.00%	2.02%
<b>Total</b>	<b>99,00,000</b>	<b>99,00,000</b>	<b>100.00%</b>	

4. **Reserve & Surplus**

	As at 31st March, 2025 (Amount In 000)	As at 31st March, 2024 (Amount In 000)
<b>General Reserves</b>		
Opening Balance	110.00	110.00
Add: Additions during the year	-	-
Closing Balance	110.00	110.00
<b>Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>		
Opening Balance	(2,05,242.10)	(1,72,762.58)
Add: Profit/(Loss) for the Year	(27,426.10)	(32,479.52)
Closing Balance	(2,32,668.20)	(2,05,242.10)
<b>Total</b>	<b>(2,32,558.20)</b>	<b>(2,05,132.10)</b>

5. **Long Term Provision**

Provision for Gratuity	6,332.25	5,296.86
Provision for Leave Encashment	921.64	612.95
<b>Total</b>	<b>7,253.89</b>	<b>5,909.81</b>

6. **Short- Term Borrowings**

<b>Unsecured Loan</b>		
From Others	-	55,162.00
From Related Party	38,721.33	41,936.89
<b>Total</b>	<b>38,721.33</b>	<b>97,098.89</b>

7. **Trade Payables**

Trade Payables		
- Due to Medium, Small & Micro Enterprises	211.24	471.69
- Others	53,257.66	1,15,709.10
<b>Total</b>	<b>53,468.91</b>	<b>1,16,180.79</b>

8. **Other Current Liabilities**

Advances Received from Customers	1,06,096.36	39,531.28
Provision for Gratuity	356.67	311.11
Provision for Leave Encashment	61.70	52.79
Others	2,795.56	3,778.54
Statutory Remittances	532.09	790.47
<b>Total</b>	<b>1,09,842.38</b>	<b>44,464.18</b>

9(b) **Non Current Investment**

<b>1) Investment in Associates</b>		
337500 Equity Shares of Rs. 10/- per Share fully paid		
AM Automation Solutions Pvt Ltd	3,375.00	3,375.00
<b>Total</b>	<b>3,375.00</b>	<b>3,375.00</b>



	As at 31st March, 2025 (Amount In 000)	As at 31st March, 2024 (Amount In 000)
<b>10. Inventories (Valued Lower of Cost and Net Realisable Value)</b> (As Valued & Certified by the Management)		
Traded Goods	14,315.85	64,794.42
<b>Total</b>	<b>14,315.85</b>	<b>64,794.42</b>
<b>11. Trade Receivables</b> (Unsecured, Considered good by the Management)		
- Outstanding for a period exceeding six months from the date they became due for payment	6,061.28	-
- Others	4,865.91	33,410.91
<b>Total</b>	<b>10,927.19</b>	<b>33,410.91</b>
<b>12. Cash &amp; Cash Equivalents</b>		
Cash In hand	178.62	254.42
<b>Bank Balances maintained with</b>		
Union Bank	526.66	3,910.14
HDFC Bank	2,098.82	4,010.97
Kotak Bank	(24.45)	(12.59)
<b>Fixed Deposit</b>		
HDFC Bank	1,008.75	324.61
Union Bank	153.83	145.75
<b>Total</b>	<b>3,942.23</b>	<b>8,633.30</b>
<b>13. Short-Term Loans &amp; Advances</b>		
<b>Advances Recoverable in Cash or Kind</b>		
Unsecured considered Good by management	200.98	593.31
Security Deposit	200.98	593.31
Prepaid Expences	54.61	289.61
Advance given to employees	68.48	308.86
Balance with Statutory Authorities	317.58	238.70
Other Loans & Advances	1,635.36	4,307.84
	5,098.75	5,719.93
<b>Total</b>	<b>7,174.77</b>	<b>10,864.93</b>
	7,375.75	11,458.24
<b>14. Revenue from Operations</b>		
<b>Sale of Product</b>		
Traded Goods	1,59,698.68	2,56,263.67
<b>Sale of Services</b>	18,404.60	23,102.04
<b>Inter Branch Sales</b>		
Traded Goods	33,467.81	64,107.42
<b>Total</b>	<b>2,11,571.09</b>	<b>3,43,473.13</b>
<b>15. Other Incomes</b>		
Foreign Exchange Fluctuation	99.68	108.51
Discount Income / Other income	1,030.42	1,234.70
Miscellaneous Income	19.56	0.00
Miscellaneous Bal W/off	4,131.16	0.00
Interest Income	751.31	525.70
<b>Total</b>	<b>6,032.13</b>	<b>1,868.90</b>
<b>16. Details of Purchases</b>		
Traded Goods and Services	1,23,710.01	3,32,289.38
<b>Total</b>	<b>1,23,710.01</b>	<b>3,32,289.38</b>
<b>17. (Increase)/Decrease In Inventories</b>		
<b>Inventories at the End of the Year</b>		
Traded Goods	14,315.85	64,794.42
	14,315.85	64,794.42
<b>Inventories at the Beginning of the Year</b>		
Traded Goods	64,794.42	27,616.79
	64,794.42	27,616.79
<b>(Increase)/Decrease In Inventories</b>	<b>50,478.57</b>	<b>(37,177.63)</b>



	As at 31 March, 2025 (Amount In 000)	As at 31st March, 2024 (Amount In 000)
<b>18. Details of Purchase of Traded Goods</b>		
Sewing Machines	90,372.71	2,90,823.72
Spares & Accessories & Service	33,337.30	41,465.66
<b>Total</b>	<b>1,23,710.01</b>	<b>3,32,289.38</b>
<b>19. Details of Sales of Traded Goods</b>		
Sewing Machines	1,62,826.46	2,06,730.59
Spares & Accessories	30,340.03	49,533.09
<b>Total</b>	<b>1,93,166.49</b>	<b>2,56,263.67</b>
<b>20. Details of Inventory at the Beginning for the Year</b>		
<b>Traded Goods</b>		
Sewing Machines	47,501.71	7,876.83
Spares & Accessories	17,292.71	19,739.96
<b>Total</b>	<b>64,794.42</b>	<b>27,616.79</b>
<b>21. Details of Inventory at the End for the Year</b>		
Sewing Machines	1,525.60	47,501.71
Spares & Accessories	12,790.25	17,292.71
<b>Total</b>	<b>14,315.85</b>	<b>64,794.42</b>
<b>22. Employee Benefit Expenses</b>		
Salaries & Perquisites	36,618.81	45,093.96
Gratuity	2,462.96	(141.52)
Leave Encashment	317.60	475.98
Staff Welfare	248.74	365.46
<b>Total</b>	<b>39,648.10</b>	<b>45,793.88</b>
<b>23. Other Expenses</b>		
Auditor Remuneration	109.00	100.00
Business Promotion	1,007.08	1,732.15
Commission & Brokerage	2,213.51	3,239.85
Donations	146.00	208.00
Electricity & Water	107.59	151.59
Festival Expenses	477.68	353.33
Freight	1,006.43	1,380.33
Insurance	235.47	55.41
Installation Charges	250.67	457.93
Interest on GST/ PF / TDS/ Sales Tax	19.14	65.50
Penalty on GST/ PF / TDS/ Sales Tax	0.20	27.15
Legal and Professional charges	5,222.37	6,799.62
Miscellaneous Bal W/off	-	942.34
Office Expenses	1,679.39	1,194.58
Prior Period Expenses	-	16.40
Printing & Stationery	95.69	125.77
Postage & Courier	936.40	1,481.42
Rent & Hiring Charges	4,279.73	4,598.47
Repair & Maintenance	535.53	1,063.77
Rates And Taxes	263.59	198.94
Website & ERP Expenses	1,393.79	1,195.79
Rebates & Discount	-	2.44
Telephone	134.48	81.04
Travel & Conveyance	4,193.77	5,329.99
Vehicle Running	1,384.49	1,217.05
<b>Total</b>	<b>25,692.01</b>	<b>32,018.87</b>
<b>24. Finance Cost</b>		
Interest & Bank Charges	5,356.67	4,743.10
<b>Total</b>	<b>5,356.67</b>	<b>4,743.10</b>
<b>25. Earning Per Share(EPS)</b>		
Profit/(Loss) After Tax ( Amount in 000)	(27,426.10)	(32,479.52)
Total Equity Shares outstanding at the year end ( No of shares)	99,00,000.00	99,00,000.00
Basic Earning Per share	(2.77)	(3.28)
Diluted Earning Per Share	(2.77)	(3.28)



26. **Related Party Disclosures**

As per Accounting Standard (AS) 18 on "Related Party Disclosure", the names of the related parties are given below: -

S. No.	Name	Relationship
1	D.P Singh	Key Managerial Personnel
2	Deepit Singh	
3	Tushar Singh	
4	Akshay Sharma	

S. No.	Name	Relationship
1	Mrs. Abha Singh	Relatives of Key Managerial Personnel
2	Mrs. Jaitika Bedi	
3	Mrs. Ekaterina Chalova	
4	Mrs. Deepali Sharma	

S. No.	Name	Relationship
1	Sara International Private Limited	Enterprise Over Which Significant Influence Exists
2	AM Automation Solutions Private Limited	
3	Gamut Textile Solutions Private Limited	
4	Sara Textiles Limited	

The details of transactions between the Company and the related parties as defined in the Accounting standard, during the year, are given below :-

Particulars	(Amount In 000)	(Amount In 000)
	Current Year	Previous Year
<b>Purchase of Traded Goods</b>		
Sara International Pvt. Ltd.	11,851.76	79,764.06
<b>Sales of Traded Goods</b>		
Sara International Pvt. Ltd.	6,037.34	7,178.75
Sara Textiles Ltd.	-	215.91
<b>Service Received</b>		
Sara International Pvt. Ltd.	3,000.00	3,105.00
<b>Outstanding Balances</b>		
<b>Trade Payable</b>		
Sara International Pvt. Ltd.	21,590.65	20,739.47
<b>Other Current Liabilities</b>		
Sara Textiles Ltd.	94,226.38	37,153.30
<b>Unsecured Loan &amp; Advances</b>		
Devinder Pal Singh	38,721.33	41,936.89
<b>Investments</b>		
A.M Automation Solutions Pvt Ltd	3,375.00	3,375.00
<b>Loan Given</b>		
A.M Automation Solutions Pvt Ltd	5,000.00	5,000.00
<b>27. Value of Import on CIF Basis</b>		
Trading Purchases	37,689.68	94,417.18
	<u>37,689.68</u>	<u>94,417.18</u>
<b>Director Travelling Expenses</b>		
a) In India	441.69	166.79
b) Foreign	237.76	220.91
	<u>679.45</u>	<u>387.70</u>

a) Transactions in foreign currency are recorded at the Exchange Rate prevailing in the due date of the transaction.  
b) Current assets and current liabilities relating to foreign exchange transaction remaining unsettled at the end of the year are translated at the closing rates and differences arising there from are dealt with Profit and Loss account.



	%	As at 31 March, 2025 (Amount In 000)	%	As at 31 March, 2024 (Amount In 000)
<b>Imported and Indigenous Raw Materials , components and Spare Parts Consumed.</b>				
Imported	30.47	37,689.68		28.06 93,242.22
Indigenous	69.53	86,020.34		71.94 2,39,047.16
		1,23,710.01		3,32,289.38
<b>28. Deferred Tax (liability)/Assets (Net)</b>				
Opening Balance		35,488.97		35,488.97
Impact of difference between Tax Depreciation and Depreciation charged from Financial reporting		-		-
Closing Balance		35,488.97		35,488.97

As per the management of the company, in the absence of reasonable certainty of taxable profits and due to continued losses under the Income Tax Act, 1961 no provision for Deferred Tax Assets/Liabilities have been made during the year.

<b>29. Payment to Auditors</b>				
Statutory Audit Fee-Standalone		100.00		75.00
Statutory Audit Fee-Consolidated		-		25.00
		100.00		100.00

**30. EMPLOYEES' BENEFIT- GRATUITY**

**Defined Benefit Plan**

Valuation in respect of Gratuity has been carried out by independent actuary as at the Balance date. The details are given as under:-

	As at 31 March, 2025 (Amount In 000)	As at 31 March, 2024 (Amount In 000)
<b>(I) Assumptions</b>		
a. Discount Rate (Per Annum)	6.95	7.23
b. Rate of increase in Compensation Levels	10.00	10.00
c. Rate of Return on Plan Assets	N.A.	N.A.
d. Expected Average remaining working lives of employees in no. of years	21.72	22.35
<b>(II) Changes in the present Value of Obligation</b>		
(a) Present Value of Obligation as at the beginning of the period	5,607.97	6,580.77
(b) Interest Cost	405.46	479.05
(c) Current Service Cost	1,075.81	966.11
(d) Past Service Cost	-	-
(e) Benefits paid	(1,382.00)	(759.29)
(f) Actuarial (Gain)/Loss	981.69	(1,586.67)
(g) Present Value of Obligation as at end of the period	6,688.92	5,607.97
<b>(III) Amount recognised in the Balance Sheet</b>		
(a) Present Value of Obligation as at the end of the period	6,688.92	5,607.97
(b) Fair Value of Plan Assets as at the end of the period	-	-
(c) (Asset)/Liability recognized in the Balance Sheet	6,688.92	5,607.97
<b>(IV) Expenses recognized in the Profit &amp; Loss Account</b>		
(a) Current Service Cost	1,075.81	966.11
(b) Past Service Cost	-	-
(c) Interest Cost	405.46	479.05
(d) Net actuarial (Gain)/Loss	981.69	(1,586.67)
(e) Benefit Paid	(1,382.00)	(759.29)
(f) Total Expenses recognized in the Profit and Loss Account	2,462.96	(141.52)

**31. EMPLOYEES' BENEFIT - LEAVE ENCASHMENT**

**Defined Benefit Plan**

Valuation in respect of Earned leave has been carried out by independent actuary as at the Balance date. The details are given as under:-

<b>(I) Assumptions</b>				
a. Discount Rate (Per Annum)		6.93		7.23
b. Rate of increase in Compensation Levels		10.00		10.00
c. Rate of Return on Plan Assets		N.A.		N.A.
d. Expected Average remaining working lives of employees in no. of years		21.17		22.35



(Amount In 000)  
As at 31 March, 2025

(Amount In 000)  
As at 31 March, 2024

<u>Changes in the present Value of Obligation</u>			
(II)	(a) Present Value of Obligation as at the beginning of the period	665.74	189.76
	(b) Interest Cost	48.13	13.97
	(c) Current Service Cost	225.95	214.10
	(d) Past Service Cost	-	-
	(e) Benefits paid	-	-
	(f) Actuarial (Gain)/Loss	43.51	247.91
	(g) Present Value of Obligation as at end of the period	983.34	665.74
<b>(III) Amount recognised in the Balance Sheet</b>			
	(a) Present Value of Obligation as at the end of the period	983.34	665.74
	(b) Fair Value of Plan Assets as at the end of the period	-	-
	(c) (Asset)/Liability recognized in the Balance Sheet	983.34	665.74
<b>(IV) Expenses recognized in the Profit &amp; Loss Account</b>			
	(a) Current Service Cost	225.95	214.10
	(b) Past Service Cost	-	-
	(c) Interest Cost	48.13	13.97
	(d) Net actuarial (Gain)/Loss	43.51	247.91
	(e) Benefit Paid	-	-
	(f) Total Expenses recognized in the Profit and Loss Account	317.60	475.98

32. **Trade Payable Ageing Schedule**

Particulars	Outstanding for following period from due date of payment					Total
	Less than 6 months	6 month to 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	58.05	69.21	-	-	-	127.26
(ii) Others	22,891.12	25,068.30	5,382.23	-	-	53,341.65
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Undisputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>22,949.17</b>	<b>25,137.50</b>	<b>5,382.23</b>	<b>-</b>	<b>-</b>	<b>53,468.91</b>

33. **Trade Receivables ageing schedule**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables – Considered Good	4,865.91	-	1,071.00	1,194.16	-	7,131.07
(ii) Undisputed Trade Receivables – Considered Doubtful	-	-	189.35	481.75	-	671.10
(iii) Disputed Trade Receivables -- Considered Good	-	-	-	-	3,125.02	3,125.02
(iv) Disputed Trade Receivables -- Considered Doubtful	-	-	-	-	-	-
<b>Total</b>	<b>4,865.91</b>	<b>-</b>	<b>1,260.35</b>	<b>1,675.91</b>	<b>3,125.02</b>	<b>10,927.19</b>

34. As per the information and explanations given to us by the management, Company has Following Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:

- (a) Repayable on demand or  
(b) Without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	% to the total Loans and Advances in the nature of loans
Promoters	-	-
Related Parties	5,000.00	0.44
KMPs	-	-
Related Parties	-	-

35. **Key Ratios**

Particular	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	% Changes	Remarks
Current Ratio Current Ratio = Current Assets / Current Liabilities	0.18	0.46	-61%	Negative Impact- Current Liabilities have increased due to Substantial Increase in Advance recovered from customer
Debt - Equity Ratio Debt-Equity Ratio = Total Debts / Shareholder,s Equity	0.07	0.06	23%	Positive Impact- Company has more equity then debt.
Debt Service Coverage Ratio Service Coverage Ratio = Earnings available of Debt Service / Debt Service.	-	-	-	NA
Return on Equity Ratio* Return on Equity Ratio = Net Profit After Taxes / Shareholder's Equity	0.21	0.31	-33%	Negative Impact- Losses after Tax have Substantially Increased



Inventory Turnover Ratio Inventory Turnover Ratio = Turnover or COGS / Average Inventory	4.40	6.39	-31%	Negative Impact- Inventory Turnover ratio have decreased due to Substantial increase in Closing Inventories
Trade Payable Turnover Ratio Trade Payable Turnover Ratio = Net Credit Purchase / Average Trade Payable	1.46	5.71	-74%	Negative Impact- Trade payable ratio have decreased due to increase in credit purchase
Trade Receivable Turnover Ratio Trade Receivable Turnover Ratio = Net Credit Sales / Average Trade Receivable	13.88	7.81	78%	Positive Impact- Trade receivable ratio improved due to better collection efficiency despite a decline in sales
Net Capital Turnover Ratio Net Capital Turnover Ratio = Net Sales / Working Capital	(1.28)	(2.46)	-48%	Negative Impact- Due to decline in sale and working capital compared to the previous year
Net Profit Ratio Net Profit Ratio = Net Profit / Net Sales	(0.13)	(0.09)	-37%	Negative Impact- Losses before Interest Tax have been Substantially Increased
Return on Capital Employed Return on Capital Employed = Earning Before Interest Taxes / Capital Employed	0.22	0.32	-33%	Negative Impact- Losses before Interest Tax have been Substantially Increased
Return on Investment	N.A.	N.A.	N.A.	N.A.

36. All Accounts whether in debit or credit are subject to confirmation from the parties concerned. However, as per the decision of the management they have been considered good.
37. Previous Year Figures have been Re-grouped and Re-arranged wherever considered necessary.
38. As per the information and explanations given to us by the management, the company has not been declared as a will-full defaulter by any bank, financial institution or any other lender during the financial year 2024-25.
39. As per the information and explanation given to us by the management, the Company has not been done any transaction with struck off Company during the year ended 31st March, 2025.
40. As per the information and explanations given to us by the management, the Company has not traded or invested in Crypto currency and Virtual currency during the financial year.
41. As per the information and explanations given to us by the management, the Company does not have any benami property held in its name .No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the Rules made thereunder.
42. Proposed merger and amalgamation between Magnum Resources Private Limited ( Transferrer Company ) and Sara International Pvt Ltd. (Transferee Company) , a joint petition under Sections 230-232 of the Companies Act 2013 has been Filed before the Honable National Company law tribunal, New Delhi Bench, Court-VI, As per the order dated 23.01.2025, the Honable Tribunal recorded that more than 90% of the shareholders and more than 90% of the Value of creditors of both companies have filed consent affidevits in support of the proposed amalgamation. The amalgamation process is currently Pending final approval before the NCLT. No effect of the merger has been given in the financial statement as at 31.03.2025, and the accounts have been prepared on a standalone basis, in accordance with applicable accounting standards and legal provisions.

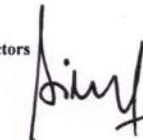
In terms of our report of even date attached.  
For Sunil K. Khanna & Co.  
Chartered Accountants

CA. Sumeet Khanna  
M.No. 501904  
F.R.N. 000310N



  
Tushar Singh  
(Managing Director)  
DIN: 02274509

For and on behalf of the Board of Directors  
of Magnum Resources Pvt. Ltd

  
Deepit Singh  
(Director)  
DIN: 00035623

  
Devinder Pal Singh  
(Director)  
DIN: 00035519

Date: 15th Sep., 2025  
Place: New Delhi  
UDIN: 25501904BMHP1X1784



**MAGNUM RESOURCES PRIVATE LIMITED**  
CIN: U52392DL2002PTC114825

Note-9(a)  
(Amount in 000)


Particulars	C O S T				D E P R E C I A T I O N				Written Down Value		
	As On 01.04.2024	Additions During The Year	Sales Transfer During The year	Total	As On 01.04.2024	Adjustment/ Transfer	Deduction During The Year	For The Year	Total	As On 31.03.2025	As On 31.03.2024
Computers	7,886.78	86.54	-	7,973.32	7,804.95	-	-	89.11	7,894.06	79.26	81.83
Office Equipments	1,541.48	-	-	1,541.48	1,429.90	-	-	27.39	1,457.29	84.19	111.58
Furniture & Fixtures	1,159.29	-	-	1,159.29	991.96	-	-	27.45	1,019.41	139.88	167.33
Vehicles	4,065.14	-	-	4,065.14	4,065.14	-	-	-	4,065.14	-	-
<b>Curreny Year</b>	<b>14,652.69</b>	<b>86.54</b>	<b>-</b>	<b>14,739.23</b>	<b>14,291.94</b>	<b>-</b>	<b>-</b>	<b>143.96</b>	<b>14,435.90</b>	<b>303.32 #</b>	<b>360.74</b>
<b>Previous Year</b>	<b>14,561.96</b>	<b>90.72</b>	<b>-</b>	<b>14,652.69</b>	<b>14,137.99</b>	<b>-</b>	<b>-</b>	<b>153.95</b>	<b>14,291.94</b>	<b>360.74 #</b>	<b>423.97</b>

  
Tushar Singh  
(Managing Director)  
DIN : 02274509

  
Deepit Singh  
(Director)  
DIN : 00035623



**FOR SUNIL K. KHANNA & CO.**  
**CHARTERED ACCOUNTANTS.**

  
SUMEET KHANNA  
M. NO. 501904  
F.R.N. 000310N

Date: 15th Sep., 2025

Place: New Delhi

UDIN: 25501904 BMHP1X1784

  
Devinder Pal Singh  
(Director)  
DIN : 00035519



**Independent Auditor's Report**  
**To the Members of Sara International Private Limited**

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

**Opinion**

We have audited the accompanying standalone financial statements of **Sara International Private Limited ('the Company')**, which comprise the Balance Sheet as at 31<sup>st</sup> March, 2025, and the Statement of Profit & Loss and the Statement of Cash Flow for the year ended on that date and Notes to the financial statement, including a summary of significant accounting policies and other explanatory information (here in after refer 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 standalone 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 India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2025, its profits and its 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

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

**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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance, but does not include the consolidated financial statements, standalone financial statements, and our auditor's report thereon.

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

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

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone 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 scepticism throughout the audit. We also:

- 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.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also



responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 the 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 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.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone 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 reasonably knowledgeable user of the standalone 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 standalone 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.

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far, as it appears from our examination of those books;
  - (c) The Balance sheet, and the Statement of Profit & Loss and the 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, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial Controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed its pending litigations in **Note No. 57** of the Notes to Accounts, which could have an impact on its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - 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 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 not declared or paid any dividend during the year in accordance with Section 123 of the Companies Act, 2013.
  - vi. Based on our examination, which included test checks and in accordance with requirements of the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, except for the instance mentioned below, the company has used accounting software for maintaining its books of account for the financial year ended 31<sup>st</sup> March 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:

- We are unable to comment if the audit trail (edit log) facility was enabled at the database level to log any direct data changes for accounting software operated by a third party service provider for accounting transactions.



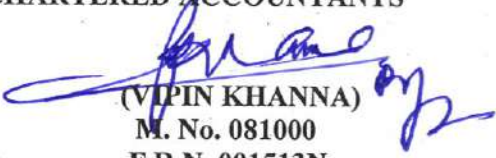
Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with."

As per the proviso to Rule 3 (1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March 2025.

Place: New Delhi  
Date: 28th July, 2025  
UDIN: 25081000BMOQAU3358



FOR VIPIN KHANNA & CO.  
CHARTERED ACCOUNTANTS

  
(VIPIN KHANNA)  
M. No. 081000  
F.R.N. 001513N

### Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March, 2025 we report that:

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 state 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 does not own any Intangible Assets.
  - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets in a phased manner over the period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and 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) As per the information and explanation provide to us and on based the records examined by us, we report that the title deeds of all the immovable properties, disclose in the financial statements under the head Property, Plant and Equipment are held in the name of the company as at the balance sheet date.
  - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
  - (e) According to information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) (a) The physical verification of Inventory has been conducted at reasonable intervals by the management during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate. Further, no discrepancies of 10% or more in aggregate for each class of inventories between physical inventory and book records were noticed on such physical verification.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs.5crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly return or statements with banks, which are in agreements with the unaudited books of account (Also refer Note 55 to the standalone financial statements).
- (iii) The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
  - (a) The Company has provided loans and stood guarantee or security to any other entity during the year. Kindly refer Note no.46 of Standalone financial Statements.
  - (b) In our opinion, the investments made, guarantee provided, security given and the terms and conditions of the grant of loans and advances, during the year are, prima facie, not prejudicial to the Company's interest.
  - (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has not been stipulated and the repayments are payable on demand. The repayment of principal amounts and receipts of interest have generally been regular.
  - (d) In respect of loans granted by the Company, there is no overdue amount remaining



- outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has granted any loans or advances in the nature of loans which are repayable on demand. Kindly refer Note no.54 of Standalone financial Statements.
- (iv) According to the information and explanations received by us from the management, the Company has complied with the provision of Section 185 and 186 of the Companies Act, 2013 in respect of loans and investment made.
- (v) Based on our scrutiny of the company's records and according to the information and explanations provided by the management, the company has not accepted any loans or deposits which are deemed to be 'deposits' within the meaning of section 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) According to the information and explanations provided by the management, the company is not engaged in production of any such goods or provision of any such goods or provision of any such services for which the central government has prescribed particulars relating to utilization of material or labour or other items of cost. Hence, the provisions of section 148(1) of the Act do not apply to the company. Hence, in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required.
- (vii) In respect of statutory dues:
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (b) According to the records of the company, there are no dues of sales tax / income tax / value added tax / customs duty / excise duty / cess which have not been deposited on account of any dispute.
- (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) As per Information and Explanations given to us by the Management, the Company has not defaulted in repayment of Loans and other borrowings from any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or other lenders.
- (c) According to the Information and Explanations given to us by the Management, the term loans availed by the company were applied for the purpose 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, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company and as per the Information and Explanations provided by the Management, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised any loans during the year on the pledge of securities held in



subsidiaries, joint ventures or associates companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.

- (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) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) 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 the company by its officers or employees nor any fraud by the company has been noticed or reported during the course of our audit.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As per the Information and Explanations given to us by the Management, no whistle blower complaints have been received by the Company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in Note No. 31 of the Standalone Financial Statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) The reports of Internal Auditor has been reviewed by us.
- (xv) According to the information and explanations given to us by the management and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xvi) (a) In our opinion, 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.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) 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 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) As per Information and Explanations given to us by the Managements, that Company has not having Net worth of rupees five hundred crore or more, or Turnover of rupees one thousand crore or more or Net profit of rupees five crore or more during the immediately preceding financial year. Hence, the Provision of section 35 given under Companies Act, 2013 are not applicable for the company during the financial year 2024-25. Therefore, reporting under clause 3(xx) of Order is not applicable for the company during the financial year.

Place: New Delhi  
Date: 28th July, 2025  
UDIN: 25081000BMOQAU3358



FOR VIPIN KHANNA & CO.  
CHARTERED ACCOUNTANTS

  
(VIPIN KHANNA)  
M. No. 081000  
F.R.N. 001513N

"Annexure B" as referred to in paragraph 6(g) of our report of even date

**Report on the Internal Financial Controls under Clause (1) 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 International Private Limited** ("the Company") as of 31 March 2025 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 on internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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.


### **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 2025, 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.

Place: New Delhi  
Date: 28<sup>th</sup> July, 2025  
UDIN: 25081000BMOQAU3358



**FOR VIPIN KHANNA & CO.  
CHARTERED ACCOUNTANTS**

  
(VIPIN KHANNA)  
M. No. 081000  
F.R.N. 001513N

**SARA INTERNATIONAL PRIVATE LIMITED**  
(CIN:- U74140DL1973PTC006854)

**Balance Sheet As at 31 March, 2025**

	Notes	As at 31 March, 2025	(Amt in Lacs) As at 31 March, 2024
<b>I Equity and Liabilities</b>			
<b>A. Shareholders' Funds</b>			
(a) Share Capital	3	1828.64	2006.54
(b) Reserves and Surplus	4	9707.51	10901.07
		11536.16	12907.61
<b>B. Non Current Liabilities</b>			
(a) Long-Term Borrowings	5	2349.99	2827.00
(b) Other Non-Current Liabilities	6	17121.67	50.04
		19471.65	2877.04
<b>C. Current Liabilities</b>			
(a) Short-Term Borrowings	7	4173.60	5144.91
(b) Trade Payables	8	5460.15	2244.47
(c) Other Current Liabilities	9	312.75	17432.92
		9946.51	24822.31
<b>TOTAL</b>		40954.32	40606.96
<b>II Assets</b>			
<b>A. Non-Current Assets</b>			
(a) Property, Plant & Equipment and Tangible Assets			
(i) Property, Plant & Equipment	10	1205.14	1169.29
(b) Non Current Investments	11	7379.55	7306.44
(c) Deferred Tax Assets (Net)	42	1084.55	1084.55
(d) Other Non-Current Assets	12	17063.98	17.42
		26733.22	9577.71
<b>B. Current Assets</b>			
(a) Current Investments	13	1237.12	1267.17
(b) Inventories	14	348.35	229.77
(c) Trade Receivables	15	7169.82	3923.96
(d) Cash and Cash Equivalents	16	914.84	18281.95
(e) Loans and Advances	17	4550.96	7326.40
		14221.10	31029.25
<b>TOTAL</b>		40954.32	40606.96

See accompanying notes forming part of the financial statements (1-60)  
In terms of our report of even date attached.

For Vipin Khanna & Co.  
Chartered Accountants

CA Vipin Khanna  
M.No. 081000  
F.R.N. 001513N

Place : Delhi  
Date : 28th July, 2025  
UDIN : 25081000BMOQAUB358



For and on behalf of the Board of Directors  
of Sara International Pvt. Ltd.

Devinder Pal Singh  
(Managing Director)  
(DIN 00035519)

Tushar Singh  
(Whole time Director)  
(DIN 02274509)

Deepit Singh  
(Whole Time Director & CEO)  
(DIN 00035623)

Jyoti Dagar  
(Company Secretary)  
(M. No. A52615)



**SARA INTERNATIONAL PRIVATE LIMITED**  
(CIN:- U74140DL1973PTC006854)

**Statement of Profit and Loss for the year ended 31 March, 2025**

	Notes	For the year ended 31 March, 2025	(Amt in Lacs) For the year ended 31 March, 2024
<b>A Continuing Operations</b>			
1. Revenue from Operations	18	29347.26	30449.06
Other Incomes	19	2602.46	1966.56
<b>Total Income</b>		31949.72	32415.62
2. Expenses			
a) Purchases of Traded Goods	20	27450.88	25791.30
b) Value of Stock in Trade Converted into Traded Goods	21	- 118.58	403.07
d) Employee Benefit Expenses	26	633.78	564.19
e) Other Expenses	27	2271.95	3685.28
f) Finance Costs	28	1037.92	1230.16
g) Depreciation	10	76.23	58.34
<b>Total Expenses</b>		31352.19	31732.34
3. Profit Before Tax and Prior Period Items		597.53	683.29
4. Prior Period Items		.88	8.06
5. Profit Before Tax		598.41	691.34
6. Tax Expense:			
(a) Current Year's Tax Expense			
Income Tax		199.76	288.04
(b) Deferred Tax		-	-
7. Profit / (Loss) for the year		398.65	403.31
8. Earnings Per Share (of 10/- Each):	29		
(a) Basic		2.18	2.01
(b) Diluted		2.18	2.01

See accompanying notes forming part of the financial statements (1-60)  
In terms of our report of even date attached.

For Vipin Khanna & Co.  
Chartered Accountants

CA Vipin Khanna  
M.No. 081000  
F.R.N. 001513N

Place : Delhi  
Date : 28th July, 2025  
UDIN : 250810008MOQAU3358



For and on behalf of the Board of Directors  
of Sara International Pvt. Ltd.

Devinder Pal Singh  
(Managing Director)  
(DIN 00035519)

Tushar Singh  
(Whole time Director)  
(DIN 02274509)

Deepit Singh  
(Whole Time Director & CEO)  
(DIN 00035623)

Jyoti Dagar  
(Company Secretary)  
(M. No. A52615)



**SARA INTERNATIONAL PRIVATE LIMITED**  
(CIN:- U74140DL1973PTC006854)  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2025**

	<u>(Amt in Lacs)</u> <u>Current Year</u> <u>31.03.2025</u>	<u>(Amt in Lacs)</u> <u>Previous Year</u> <u>31.03.2024</u>
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
<b>PROFIT BEFORE TAX</b>	598.41	691.34
<b>Adjustment for :-</b>		
a) Depreciation	76.23	58.34
b) Interest & Finance Charges	1037.92	1230.16
c) Loss / (Profit) on Sale of Fixed Assets	- 10.49	.07
d) Loss / (Profit) on Investments	- 202.70	- 195.84
e) Provision for Gratuity and Leave Encashment	27.96	52.42
f) Dividend and Misc. Income		
i) Interest	- 1532.11	- 1404.11
ii) Dividend	- 4.84	- .19
g) Rebate and Claims	353.45	330.87
h) Discount Received	- 2.08	- 8.09
i) Forex Fluctuation	- 54.70	- 39.55
j) Misc W/off	- 15.54	1032.88
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>271.52</b>	<b>1748.29</b>
<b>Adjustment for :-</b>		
a) Trade Payable, Short Term Borrowing and other Current Liabilities	2167.86	13598.17
b) Inventories	- 118.58	403.07
c) Debtors	- 3597.23	339.89
d) Loans & Advance	2844.40	- 1385.02
Cash Generated from Operations	1567.96	14704.41
Taxes Refund/(Paid)	- 199.76	- 288.04
<b>CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>1368.20</b>	<b>14416.38</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Sale of Fixed Assets	17.10	.59
Interest Received	1532.11	1404.11
Dividend Received	4.84	.19
Purchase of Fixed Assets	- 118.69	- 3.61
Long Term Fixed Deposit	- 17045.27	-
Trade Investment (Net)	232.75	835.61
Sales/(Purchase) of Long term Investment	- 73.11	26.23
<b>CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>- 15450.27</b>	<b>2263.12</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Receipt/(Payment) of Long term Borrowing	- 477.02	1791.16
Buy Back of Shares	- 1770.11	-
Interest & Finance Charges	- 1037.92	- 1230.16
<b>CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	<b>- 3285.04</b>	<b>561.01</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	- 17367.11	17240.51
CASH Cash & Cash Equivalents as at 01.04.2024 (Opening Balance)	18281.95	1041.45
CASH Cash & Cash Equivalents as at 31.03.2025 (Closing Balance)	914.84	18281.95

**Notes:-**

- i) The above cashflow statement has been prepared under the Indirect Method as set out in Accounting Standard 3 on Cash Flow Statements as prescribed under the Companies (Accounting Standards) Rules, 2014
- ii) Figures in brackets represent cash outflows.

As per our report of even date  
For Vipin Khanna & Co.  
Chartered Accountants

CA Vipin Khanna  
M. No. 081000  
F.R.No. 001513N



For and on behalf of the Board of Directors  
of Sara International Pvt. Ltd.

Devinder Pal Singh  
(Managing Director)  
(DIN 00035519)

Tushar Singh  
(Whole time Director)  
(DIN 02274509)

Deepit Singh  
(Whole Time Director & CEO)  
(DIN 00035623)

Jyoti Dagar  
(Company Secretary)  
(M. No. A52615)



Place : Delhi  
Date : 28th July, 2025

UDIN : 25081000BMOQAU3358

CIN:- U74140DL1973PTC006854

#### 1. Corporate Information

The company is having its registered office at A-31, Hauz Khas, New Delhi - 110016, and its corporate office at Sara House, B-8, Sector-4, Noida - 201301 and 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.

#### 2. Significant Accounting Policies

##### a) Basis of Accounting and 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 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 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act.

The Financial Statements of the company incorporates the accounts of Foreign Branch Office in Dubai (U.A.E.) and Foreign Regional Representative Office at China, on the basis of records available at the Corporate Office of the company at Noida, U.P.

##### b) Depreciation and Amortisation

Depreciation has been provided on the written down value Method on Pro-rata basis as per the rates prescribed in Schedule II to the Companies Act, 2013.

##### c) 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 recognised on issue of Bill of Lading.

Merchandise Trade transactions have been recognised on the basis of Invoices, copies of bill of lading and other records available with the management.

Export incentives under various schemes are recognized in income in the year of actual shipment at realizable value/actual credit earned.

Interest is recognized on a time proportion basis taking into account outstanding and the rate applicable.

Dividend is recognized when the shareholders' right to receive payment is established by the balance sheet date.

##### d) 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 sale.

##### e) Investments

Investments, are carried individually at cost, after providing for diminution in value, if it is not of a temporary nature.

##### f) 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.

##### g) Provision for Current and Deferred Tax

Tax expense comprises of current and deferred tax. Current income tax and fringe benefit tax is measured at the amount expected to be paid to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are 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 reasonable certainty that tax assets will be realized in future. However in respect of unabsorbed depreciation and carried forward loss, the deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future. In financial year 2024-25 no Deferred Tax Assets or Liability has been created.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Credit Available in respect of MAT under the Income Tax Act, 1961, the said asset is created by way of a credit to the Profit & Loss Account and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

##### 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.

##### i) Inventories

As certified by the management of the company the items of inventories are valued on first in first out basis (FIFO) at lower of cost plus attributable expenses or net realizable value. Stocks, Immovable Properties & Mutual Funds converted from capital assets to stock-in-trade are valued at fair market value on the date of conversion.

##### j) Foreign Currency Transactions

Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of transaction. Monetary assets and Liabilities related to foreign currency transaction remaining unsettled are translated at year-end rates.

In respect of transactions covered by forward exchange contract, the difference between the contract rate and spot rate on the date of the transaction is recognized in the profit and loss account over the period of contract.

##### k) Financial Derivatives

Gains or losses in respect of Financial Derivatives are accounted in Profit & Loss Account on the date of Settlement/balance sheet.



l) **Employees' Benefits**

i) **Long Term Employee Benefit:- Defined Benefit Plans**

Defined Benefit Plan i. e. gratuity is provided on the basis of valuation as at the balance sheet date carried out by independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method

ii) **Actuarial Gains and Losses**

Actuarial Gains and Losses comprise experience adjustments and the effects of the changes in actuarial assumptions are recognised immediately in the Profit & Loss Account as income or expense.

iii) **Short Term Employee Benefits**

Employee benefits which fall due wholly within twelve months after the end of period in which the employees render the related service are recognised at the amount expected to be paid for it.

m) **Provision**

A provision is recognized when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to such obligation, in respect of which a reliable estimate can be made.

n) **Contingent Liabilities**

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in financial statement.

o) **Earning per Share**

In determining basic earning per share, the company considers the net profit attributable to equity shareholder. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the period. In determining diluted earning per share, the net profit attributable to equity shareholder and weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

p) **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 the 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.

3. **Share Capital**

	<u>As at 31 March, 2025</u>		<u>As at 31 March, 2024</u>	
	Number of shares	Amount in Lacs	Number of shares	Amount in Lacs
a) Equity Shares of Rs. 10/- each with voting rights	2,50,00,000	2500.00	2,50,00,000	2500.00
<b>Total</b>	<b>2,50,00,000</b>	<b>2500.00</b>	<b>2,50,00,000</b>	<b>2500.00</b>
b) <b>Issued, Subscribed &amp; Paid-Up Capital</b>				
Equity shares of Rs. 10/-each with voting rights	1,82,86,439	1828.64	2,00,65,439	2006.54
<b>Total</b>	<b>1,82,86,439</b>	<b>1828.64</b>	<b>2,00,65,439</b>	<b>2006.54</b>

c) Company has Bought Back shares from existing shareholders of the companies. Therefore there is a 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. The dividend, if any, proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

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.

e) **Details of Shareholders holding more than 5% shares :-**

Name of Shareholder	<u>As at 31 March, 2025</u>		<u>As at 31 March, 2024</u>	
	Number of shares	% Holding in Shares	Number of shares	% Holding in Shares
Abha Singh	45,71,609	25.00	52,25,844	26.04
Devinder Pal Singh	45,71,610	25.00	1,30,23,195	64.90
Deepit Singh	45,71,610	25.00		
Tushar Singh	45,71,610	25.00		

f) **Shares held by Promoters**

	No of Shares	% of Total Shares	% Change During the year
<b>As on 31st March, 2024</b>			
Devinder Pal Singh	1,30,23,195	64.90%	NIL
Abha Singh	52,25,844	26.04%	NIL
Deepit Singh	35,200	0.18%	NIL
Tushar Singh	2,200	0.01%	NIL



	No of Shares	% of Total Shares	% Change During the year
<b>As on 31st March, 2025</b>			
Devinder Pal Singh	45,71,610	25.00%	-39.90%
Abha Singh	45,71,609	25.00%	-1.04%
Deepit Singh	45,71,610	25.00%	24.82%
Tushar Singh	45,71,610	25.00%	24.99%
<b>4. Reserves &amp; Surplus</b>			
	<b>As at 31 March, 2025</b>		<b>As at 31 March, 2024</b>
	(Amt in Lacs)		(Amt in Lacs)
<b>(a) General Reserves</b>			
Opening Balance	2734.01		2734.01
Add : Additions during the year	-		-
Closing Balance	2734.01		2734.01
<b>(b) Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>			
Opening Balance	6007.26		5603.95
Add : Profit/ (Loss) for the year	398.65		403.31
Less : Transfer to during year	177.90		-
Closing Balance	6228.01		6007.26
<b>(c) Securities Premium account</b>			
-Opening Balance	2232.78		2232.78
Add : Additions during the year	-		-
Less : Transfer during year	1592.21		-
Closing Balance	640.57		2232.78
<b>(d) Foreign Currency Translation Reserve</b>			
Opening Balance	- 72.98		- 72.98
Add : Additions during the year	-		-
Less : Transfer to Reserve	-		-
Closing Balance	- 72.98		- 72.98
<b>(d) Capital Redemption Reserve</b>			
Opening Balance	-		-
Add : Additions during the year	177.90		-
Closing Balance	177.90		-
<b>Total</b>	<b>9707.51</b>		<b>10901.07</b>

	Non Current Portion		Current Maturities	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>5. Long-Term Borrowings</b>				
<b>Secured Loans</b>				
<b>Term Loans</b>				
Punjab National Bank *	-	208.76	210.57	214.43
Punjab National Bank**	166.42	282.40	123.86	114.09
Yes Bank Ltd	560.75	679.99	117.73	107.63
<b>Vehicle Loans</b>				
Punjab National Bank^	18.97	23.22	4.95	4.63
Union Bank Loan ^^	16.74	21.15	5.10	4.74
Union bank loan ^^^	5.79	9.14	3.57	3.29
Union Bank Loan ^^^^	21.93	26.43	4.58	4.19
Union Bank Loan ^^^^^	59.39	75.91	16.51	15.09
Tata Motors Finance Ltd	-	-	-	6.13
<b>Unsecured Loan</b>				
From Others	1500.00	1500.00	-	-
<b>Total</b>	<b>2349.99</b>	<b>2827.00</b>	<b>486.87</b>	<b>474.22</b>

a) ^ Vehicle Loans from Punjab National Bank are secured against first charge on the vehicles purchased out of the term loans and are carrying interest @ 6.85% p.a., repayable in 84 monthly Instalments of Rs 52,600/- each inclusive of interest. The term loans are guaranteed by personal guarantee of the Directors of the company.

b) ^^Vehicle Loans from Union Bank of India are secured against first charge on the vehicles purchased out of the term loans and are carrying interest @ 7.3% p.a., repayable in 84 monthly Instalments of Rs 33,340/- each inclusive of interest. The term loans are guaranteed by personal guarantee of the Directors of the company.

c) ^^^Vehicle Loans from Union Bank of India are secured against first charge on the vehicles purchased out of the term loans and are carrying interest @ 8.2% p.a., repayable in 60 monthly Instalments of Rs 34,633/- each inclusive of interest. The term loans are guaranteed by personal guarantee of the Directors of the company.

d) ^^^^^Vehicle Loans from Union Bank of India are secured against first charge on the vehicles purchased out of the term loans and are carrying interest @ 8.8% p.a., repayable in 84 monthly Instalments of Rs 55,957/- each inclusive of interest. The term loans are guaranteed by personal guarantee of the Directors of the company.



- c) Vehicle Loans from Union Bank of India are secured against first charge on the vehicles purchased out of the term loans and are carrying floating interest @ 9% p.a., repayable in 60 monthly instalments of Rs. 1,88,901/- each inclusive of interest. The term loans are guaranteed by personal guarantee of the Directors of the company.
- f) Vehicle Loans from Tata Motor Finance Limited are secured against first charge on the vehicles purchased out of the term loans and are carrying interest @ 10.90% p.a., repayable in 60 monthly instalments of Rs. 50,000/- each inclusive of interest. The term loans are guaranteed by personal guarantee of the Directors of the company.
- g) \* \* Term Loan from Punjab National Bank are secured with extension of charge over entire present and future current assets of the company and secured with charge on the assets financed under the Scheme. The term loan is carrying interest @ 8.25% p.a. The term loan has a moratorium period of 24 months till January, 2025. Thereafter, the loan is repayable in 48 monthly instalments.
- h) \* Term Loan from Punjab National Bank are secured with extension of charge over entire present and future current assets of the company and secured with charge on the assets financed under the Scheme. The term loan is carrying interest @ 8.35% p.a., repayable in monthly instalments of Rs 17,66,666/- each inclusive of interest.48 (Including moratorium period of 12 months)
- i) Term Loan from Yes Bank Limited are secured with charge over entire present and future current assets and movable fixed assets of the company and secured with charge Equitable Mortgage on commercial property located in Sector 15, Gurugram and Sector 4, Noida (UP) and also secured with unconditional and irrevocable Personal Guarantee of Mr. Devinder Pal Singh and Mrs. Abha Singh. The term loan is carrying interest @ 9% p.a. and is repayable in 115 monthly instalments of Rs 11,12,250/-.
- j) Unsecured Loan received in 2022-23 from Mr. Hariandarpal Singh Banga being relative of Director for Rs. 15,00,00,000/- and renewed for a period of 36 months carrying interest @9.25% p.a. and repayable in April 2027.

	As at 31 March, 2025 (Amt in Laacs)	As at 31 March, 2024 (Amt in Laacs)
<b>6. Other Non-Current Liabilities</b>		
Long Term Provision for Gratuity	48.08	41.98
Long Term Provision for Leave Encashment	10.83	8.06
Arbitration Award Proceeds*	17062.76	-
	17121.67	50.04
<b>7. Short Term Borrowings</b>		
<b>A) From Banks</b>		
<b>i) Secured</b>		
Cash Credit	1920.94	1326.00
<b>ii) Unsecured</b>		
Short Term Borrowing - In Foreign Currency	1445.99	3227.98
<b>B) Others</b>		
Current Maturity of Long Term Borrowing (Ref Note. 5)	486.87	474.22
<b>Unsecured Loans</b>		
From Directors	200.00	-
From Others	119.81	116.72
<b>Total</b>	4173.60	5144.91
a) Cash Credit Limits are secured against Pari Passu Charge of Current Assets both Present & Future by way of hypothecation of Stocks of Traded Goods, Other Current Assets, Movable & Immovable Assets except those assets charged under Specific Term Loans and deposit of original foreign letter of credit of approved banks or confirmed orders of overseas buyers. The facilities are secured with member bank under multiple banking arrangements against personal guarantee of the Directors and Equitable Mortgage of Residential properties owned by Mr. Devinder Pal Singh & Mrs. Abha Singh, Directors of the company.		
<b>8. Current Liabilities</b>		
<b>Trade Payables</b>		
Total outstanding due of MSME*	11.84	2.31
Total outstanding due of creditors other than MSME**	5448.31	2242.16
	5460.15	2244.47
* The information required to be disclosed under the Micro, Small and Medium (Development) Act, 2006 has been determined to the extent such parties have been identified on the be		
** Balance are subjected to reconciliation with the respective parties. (Refer Note No. 46 for Trade Payables Ageing Schedule)		
<b>9. Other Current Liabilities</b>		
Advances Received from Customers	12.42	47.58
Statutory Remittances	10.29	40.58
Arbitration Award Proceeds*	-	17062.76
Other Liabilities	223.45	234.50
Provision for Gratuity	66.32	47.26
Provision for Leave Encashment	.27	.23
<b>Total</b>	312.75	17432.92

(\* Refer Note No.57)



**SARA INTERNATIONAL PRIVATE LIMITED**  
**SCHEDULE OF FIXED ASSETS AS ON 31ST MARCH 2025**

Note: 10  
Property, Plant & Equipment

PARTICULARS	G R O S S B L O C K (A T C O S T)			D E P R E C I A T I O N			N E T B L O C K		
	AS ON 01.04.2024	ADDITIONS/ ADJUSTMENT DURING THE YEAR	DEDUCTION/ TRANSFERS	AS ON 31.03.25	AS ON 01.04.2024	ADJUSTMENT/ TRANSFER DURING THE YEAR	IMPACT OF ADOPTION OF SCHEDULE II	AS ON 31.03.2025	AS ON 31.03.2024
<b>A) Tangible Assets</b>									
Land	861.01	-	-	861.01	-	-	-	861.01	861.01
- Owned Building	578.24	-	-	578.24	410.18	13.22	-	423.40	168.06
- Owned Residential Flat	46.49	-	-	46.49	38.16	.60	-	38.76	8.33
- Owned Vehicles	496.76	109.86	3.65	602.97	399.64	55.97	.17	455.44	147.53
- Owned Furniture & Fixtures	140.27	.77	-	141.04	130.93	.68	-	131.61	9.34
- Owned Computers	169.35	2.32	-	171.68	160.57	2.72	-4.67	167.95	8.79
- Owned Office Equipments	265.54	5.74	-	271.28	249.98	3.05	1.54	251.50	15.55
- Owned Electricity & Fittings	21.74	-	-	21.74	20.66	-	-	20.66	1.09
<b>Current Year</b>	<b>2579.41</b>	<b>118.69</b>	<b>3.65</b>	<b>2694.45</b>	<b>1410.12</b>	<b>76.23</b>	<b>- 2.96</b>	<b>1489.31</b>	<b>1205.14</b>
<b>Previous Year</b>	<b>2588.91</b>	<b>3.61</b>	<b>13.11</b>	<b>2579.41</b>	<b>1364.23</b>	<b>58.34</b>	<b>12.45</b>	<b>1410.12</b>	<b>1169.29</b>
									<b>1224.68</b>

As per our report of even date  
For Vipin Khanna & Co.  
Chartered Accountants



CA Vipin Khanna  
M.No. 087000  
F.R.N. 001513N

Place: Delhi  
Date: 28th July, 2025  
UDIN: 250810008MOQAU3358

For and on behalf of the Board of Directors  
of Sara International Pvt. Ltd.

Devinder Pal Singh  
(Managing Director)  
(DIN 00035519)

Deepit Singh  
(Whole Time Director & CEO)  
(DIN 00035623)

Tushar Singh  
(Whole time Director)  
(DIN 02274509)

Jyoti Dagar  
(Company Secretary)  
(M. No. A52615)



11. Non Current Investments:

	Face Value per Share	As at 31 March, 2025		As at 31 March, 2024	
		Number of shares	(Amt in Lacs)	Number of shares	(Amt in Lacs)
<b>I) Equity Share-Unquoted (Non-Trade)</b>					
<b>a) Subsidiary Companies In India</b>					
Sara Textiles Ltd.	10	2,84,82,329	3175.45	2,84,82,328	3175.45
Sara Universal Pvt. Ltd. (Merged in Sara Textiles Ltd. w.e.f. 1-4-2023)	10	-	-	5,00,000	74.00
Sara India Financial Services Pvt Ltd.	10	-	-	1,00,000	10.00
Magnum Resources Pvt. Ltd.	10	98,99,990	998.84	97,00,000	978.84
<b>b) Subsidiary Companies In Foreign</b>					
Sara Minereo DMCC, Dubai	AED 1000	100	13.67	100	13.67
Sara Albania SHPK	LEK 1000	100	165.16	100	165.16
Sara Minerals Holding AG	CHF 100	1,000	70.39	1,000	70.39
Sara International HK Pvt Ltd.	USD	3,81,500	275.64	3,81,500	275.64
SG African Minerals (Pty) Ltd	Rand 100	1,000	4.42	1,000	4.42
<b>c)</b>					
<b>Investment in Limited Liability Partnership</b>					
Dominor Investment Holding LLP	-	--	2046.46	--	1669.62
<b>d) Investment in Immovable Property</b>					
MVL IT Park, Sec -15, Part II, Silokhra, Gurugram	-	5880 Sq. Ft.	529.20	5880 Sq. Ft.	529.20
<b>e) Other</b>					
Star Global Resources Ltd	10	-	-	64,000	240.00
HDB Financial Services Limited.		6,195.00	70.00	6,195	70.00
Clear Dekho Eyewear Pvt Ltd.	10	2,938	30.32	272	30.06
<b>Total</b>			<b>7379.55</b>		<b>7306.44</b>
<b>12. Other Non-Current Assets</b>					
Security Deposits			18.70		17.42
Long Term Fixed Deposit with Scheduled Banks in India					
			17045.27		-
			<b>17063.98</b>		<b>17.42</b>

13. Current Investments:

	Face Value per share	As at 31 March, 2025		As at 31 March, 2024	
		Number of shares	(Amt in Lacs)	Number of shares	(Amt in Lacs)
<b>Equity Shares (Quoted)</b>					
Blue Circle Services Ltd.	10	43,394	329.95	43,394	329.95
Fortis Malar Hospitals Ltd.	10	10,953	3.70	10,953	3.70
Garg Furnace Limited	10	400	.08	400	.08
Singer India Ltd.	2	-	-	1,03,322	81.63
Ventura Textiles Limited	10	937	.15	937	.15
			<b>333.88</b>		<b>415.51</b>
<b>Preference Shares (Unquoted)</b>					
High Street Essentials Pvt. Ltd.	100	4,209	75.00	4,209	75.00
			75.00		75.00
<b>Debentures</b>					
<b>Klub*</b>					
Novasatum Foods Pvt Ltd	25,000	40	5.29	40	5.29
			5.29		5.29

\*Debentures have partial Principal Redemption hence the number of units does not reduce until the end of the maturity period.

	As at 31 March, 2025		As at 31 March, 2024	
	Number of Units	(Amt in Lacs)	Number of Units	(Amt in Lacs)
<b>Mutual Funds:</b>				
Reliance Mutual Fund ATF Liquid BEES	2,313	.02	2,313	.02
<b>AIF:</b>				
LAN Fund I	82,599	78.92	87,804	87.80
EISAF II Onshore Fund	106	12.70	138	14.23
Grand Anicut Fund I	12,296	122.96	13,705	137.05
Grand Anicut Angel Fund (Agnikul)	23,660	23.66	23,660	23.66
Grand Anicut Fund II	58,470	584.70	50,861	508.61
		822.95		771.37
<b>Total</b>		<b>1237.12</b>		<b>1267.17</b>



	As at 31 March, 2025 (Amt in Lacs)	As at 31 March, 2024 (Amt in Lacs)
Aggregate Cost of Un-Quoted Investments	7379.55	7236.44
Aggregate Market Value of Quoted Equity	13.06	101.92
Aggregate Cost of Quoted Equity	333.88	415.51
Aggregate Cost of Mutual Funds & Other Investment	822.95	841.37
	<u>8536.38</u>	<u>8493.32</u>
<b>14. Inventories</b> (Valued at Lower of Cost and Net Realisable Value by the Management)		
Traded Goods	348.35	229.77
<b>Total</b>	<u>348.35</u>	<u>229.77</u>
<b>15. Trade Receivables</b> (Unsecured, Considered Good by the Management)*		
- Outstanding for a period exceeding six months from the date they became due for payment	227.56	229.43
- Others	6942.26	3694.54
<b>Total</b>	<u>7169.82</u>	<u>3923.96</u>
* Balance are subjected to reconciliation with the respective parties. (Refer Note No.47 for Trade Receivables Ageing Schedule)		
<b>16. Cash &amp; Cash Equivalents</b>		
Cash in Hand	17.45	5.89
<u>Balance with Scheduled Banks in</u>		
Current Accounts	40.11	8.64
Term Deposits	201.75	17507.37
<u>Balance With Other Banks:</u>		
i) Current Accounts	149.98	147.08
ii) Term Deposits	505.55	612.97
<b>Total</b>	<u>914.84</u>	<u>18281.95</u>
<b>17. Loans &amp; Advances</b>		
<b>Advances Recoverable in Cash or Kind</b>		
Unsecured Considered Good by the management	3160.64	5125.81
	<u>3160.64</u>	<u>5125.81</u>
<b>Other Loans &amp; Advances</b>		
Loans & Advances to Subsidiary Company	-	1122.37
Inter-Corporate Loans & Advances	884.10	461.00
Income Accrued But Not Due	212.42	197.72
Balances with Statutory/ Government Authorities	69.71	134.46
Staff Advances	6.88	-
Prepaid Expenses	48.09	39.61
Advance Income Tax (Net of Provision for Tax)	169.11	245.43
	<u>1390.32</u>	<u>2200.58</u>
<b>Total</b>	<u>4550.96</u>	<u>7326.40</u>
<b>18. Revenue from Operations</b>		
Sale of Product		
- Traded Goods	29347.26	30449.06
<b>Total</b>	<u>29347.26</u>	<u>30449.06</u>



	As at 31 March, 2025 (Amt in Lacs)	As at 31 March, 2024 (Amt in Lacs)
<b>19. <u>Other Incomes</u></b>		
Handling Charges	-	3.82
Consultancy Income	60.72	129.76
Commission Income	478.38	-
Claim/Discount Received	2.08	8.09
Business Auxiliary Services	57.79	-
Dividend Received	4.84	.19
Foreign Exchange Fluctuation (Net)	54.70	39.55
Interest Earned	1532.11	1404.11
Profit on Sale of Fixed Assets	10.49	-.07
Miscellaneous Balances Written Off (Net)	15.54	-
Profit on Investments (Net)	202.70	195.84
Provisions Written Back	10.32	36.26
Rent Received	172.80	149.00
<b>Total</b>	<b>2602.46</b>	<b>1966.56</b>
<b>20. <u>Details of Purchases</u></b>		
Traded Goods	27450.88	25791.30
<b>Total</b>	<b>27450.88</b>	<b>25791.30</b>
<b>21. <u>(Increase)/Decrease in Inventories</u></b>		
<b>Inventories at the end of the year</b>		
Traded Goods	348.35	229.77
<b>Total</b>	<b>348.35</b>	<b>229.77</b>
<b>Inventories at the beginning of the year</b>		
Traded Goods	229.77	632.84
<b>Total</b>	<b>229.77</b>	<b>632.84</b>
	<b>- 118.58</b>	<b>403.07</b>
<b>22. <u>Details of Purchase</u></b>		
Sewing Machines	1653.33	1272.82
Steel and Copper	4918.74	2789.64
Chrome Ore Lumps	10121.85	16564.82
Coke and Coal	-	283.17
Manganese Ore	-	317.09
Agro Commodities	3521.89	-
Fabric & Others	7235.07	4563.76
<b>Total</b>	<b>27450.88</b>	<b>25791.30</b>
<b>23. <u>Details of Sales</u></b>		
Sewing Machines	1534.87	1973.87
Steel and Copper	4953.87	2839.27
Chrome Ore Lumps	11924.47	20588.40
Coke and Coal	93.75	116.15
Manganese Ore	-	325.43
Agro Commodities	3530.70	-
Fabric & Others	7309.60	4605.94
<b>Total</b>	<b>29347.26</b>	<b>30449.06</b>
<b>24. <u>Details of Inventory at the beginning of the year</u></b>		
<b>Traded Goods</b>		
Industrial Sewing Machine	112.15	632.84
Coke and Coal	117.63	-
<b>Total</b>	<b>229.77</b>	<b>632.84</b>



	As at 31 March, 2025 (Amt in Laacs)	As at 31 March, 2024 (Amt in Laacs)
<b>25. Details of Inventory at the end of the year</b>		
<b>Traded Goods</b>		
Industrial Sewing Machine	348.35	112.15
Coke and Coal	-	117.63
<b>Total</b>	<b>348.35</b>	<b>229.77</b>
<b>26. Employee Benefit Expenses</b>		
Director's Remuneration	55.33	59.33
Salaries & Perquisites	504.42	398.76
Staff Welfare	25.83	35.38
Gratuity	35.75	55.43
Leave Encashment	2.81	5.85
Employees State Insurance	.51	.54
Provident Fund	9.14	8.91
<b>Total</b>	<b>633.78</b>	<b>564.19</b>
<b>27. Other Expenses</b>		
Auditor's Remuneration	5.56	4.69
Printing and Stationery	4.00	2.26
Postage and Courier	7.83	7.32
Legal and Professional Charges	402.54	367.22
Telephone, Fax and Telex	8.06	7.72
<b>Travelling Expenses</b>		
i) Foreign Travelling	106.75	111.45
ii) In India	3.86	9.77
Conveyance	8.21	6.39
Donation	1.10	2.51
Subscription and Membership	42.14	39.98
Electricity and Water	23.94	22.54
Insurance Charges	26.58	40.64
Diminution in Investment	317.60	95.00
Office Maintenance	34.36	22.49
Repairs and Maintenance - Building	5.52	4.88
Repairs and Maintenance - Others	22.15	23.87
Rent	70.60	63.94
Rates and Taxes	19.15	68.99
Security Expenses	18.43	16.60
Vehicle Maintenance	18.26	15.77
Miscellaneous Balances Written Off (Net)	-	1032.88
Business Promotion	99.50	64.57
Commission & Brokerage	60.03	124.68
Customs Duty	34.36	52.36
Freight Paid	381.19	926.35
Inspection & Fumigation Expenses	175.02	199.43
Rebates /Claims Paid	353.45	330.87
Investment Management Expense	16.01	19.61
Miscellaneous Expenses	5.73	.51
<b>Total</b>	<b>2271.95</b>	<b>3685.28</b>
<b>28. Finance Cost</b>		
<b>Interest Paid to Banks</b>		
i) Working Capital	573.72	644.31
ii) Term Loan	143.11	151.58
Bank Charges	181.80	260.98
Interest Paid to Others	139.29	173.29
<b>Total</b>	<b>1037.92</b>	<b>1230.16</b>



	<u>As at 31 March, 2025</u> (Amt in Lacs)	<u>As at 31 March, 2024</u> (Amt in Lacs)
<b>29. Earnings Per Share (EPS)</b>		
Opening Equity Shares (Nos.)		
Shares Issued during the year (Nos.)	2,00,65,439	2,00,65,439
Closing Equity Shares (Nos.)	<u>(17,79,000)</u>	<u>-</u>
	1,82,86,439	2,00,65,439
Profit/(Loss) attributable to Equity Shareholder for Basic and Diluted earnings per share (Rs. Lacs)	398.65	403.31
Weighted average of Equity Shares outstanding during the year for Basic Earning Per Share (Nos.)	1,82,86,439	2,00,65,439
Weighted average of Equity Shares outstanding during the year for diluted earning per share (Nos.)	1,82,86,439	2,00,65,439
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic earnings per share (Rs.)	2.18	2.01
Diluted earnings per share (Rs.)	2.18	2.01

**30. Related Party Disclosures**

As per Accounting Standard (AS) 18 on "Related Party Disclosure", the names of the related parties are given below:-

S.No.	Name	Relationship
1	Devinder Pal Singh	<b>Key Managerial Personnel</b>
2	Abba Singh	
3	Dcepit Singh	
4	Tushar Singh	
5	Jvoti Dagar	
1	Jaitika Bedi	<b>Relatives of Key Managerial Personnel</b>
2	Ekaterina Chalova	
3	Harinder Pal Singh Banga	
4	Ankit Kumar	
5	Neeraj Julka	
6	Shivani Dewan	
1	Sara Textiles Ltd.	<b>Enterprise Over Which Significant Influence Exists</b>
2	Sara Universal Pvt. Ltd. (Merged in Sara Textiles Ltd. w.e.f. 1-4-2023)	
3	Magnum Resources Pvt. Ltd.	
4	Sara Star Shipping & Logistics Ltd. (Strike Off)	
5	Sara India Financial Services Private Limited (Strike Off)	
6	KJM Minerals	
7	Bath Boutique Pvt. Ltd.	
8	Dominor Investment Holding LLP	
9	Russian Caviar House LLP	
10	Sara Albania SHPK	
11	Sara Minerco DMCC	
12	Sara International HK Private Limited	
13	Sara Minerals Holding AG	
14	SG African Minerals (Pty) Ltd	
15	Sara Supply Chain Solutions LLP (Strike Off)	
16	Gamut Textile Solutions Pvt. Ltd. (Strike Off)	
17	Sara Minerco Trading GMBH	
18	AM Automation Solutions Pvt Ltd	
19	Knab Finance Advisors Pvt Ltd	

The details of transactions between the Company and the related parties as defined in the Accounting standard, during the year, are given below:-

Particulars	<u>As at 31.03.2025</u> (Amt in Lacs)	<u>As at 31.03.2024</u> (Amt in Lacs)
<b>Purchase of goods</b>		
SG African Minerals (Pty) Ltd	7216.14	6649.79
Sara Textiles Ltd	78.88	453.02
Magnum Resources Pvt Ltd	60.37	71.79
AM Automation Solutions Pvt Ltd	1.77	-
<b>Service Received</b>		
Sara Textiles Ltd	1.74	-
<b>Sales of Goods</b>		
Magnum Resources Pvt Ltd	118.52	797.64
Sara Textiles Ltd	1.88	-



	As at 31.03.2025 (Amt in Lacs)	As at 31.03.2024 (Amt in Lacs)
<b><u>Service Provided</u></b>		
AM Automation Solutions Pvt Ltd	.72	.38
Sara Textiles Ltd	117.79	128.33
Magnum Resources Pvt Ltd	-	1.05
<b><u>Business Promotion/Diwali Expenses</u></b>		
Bath Boutique Pvt. Ltd.	1.40	3.84
<b><u>Payments made by the company on behalf of enterprises</u></b>		
Bath Boutique Private Limited	.10	.29
Sara India Financial Services Pvt Ltd	-	.25
<b><u>Investments made in</u></b>		
Dominor Investment Holding LLP	647.80	33.06
<b><u>Reduction in Balance of Current A/c</u></b>		
Dominor Investment Holding LLP	262.22	-
<b><u>Directors Remuneration</u></b>		
Deepit Singh	46.10	52.30
<b><u>Salaries</u></b>		
Jyoti Dagar	7.52	5.83
Ekaterina Chalova	18.00	18.00
Jatika Bedi	25.00	-
<b><u>Salary Advance</u></b>		
Deepit Singh	96.00	19.50
Ekaterina Chalova	-	2.50
<b><u>Salary Advance Recovered</u></b>		
Deepit Singh	96.00	19.50
Ekaterina Chalova	-	2.50
<b><u>Profit/Loss Recorded</u></b>		
Dominor Investment Holding LLP	- 8.74	35.71
<b><u>Imprest Given</u></b>		
Deepit Singh	83.78	13.66
Devinder Pal Singh	81.71	2.45
Tushar Singh	7.50	1.23
Abha Singh	9.21	-
Jyoti Dagar	.38	.39
<b><u>Imprest Received</u></b>		
Deepit Singh	34.10	13.85
Devinder Pal Singh	81.71	2.45
Tushar Singh	7.61	9.44
Abha Singh	9.21	-
Jyoti Dagar	.38	.39
<b><u>Sitting Fees</u></b>		
Abha Singh	6.50	6.50
<b><u>Rent Received</u></b>		
Sara Textiles Ltd	142.80	119.00
Magnum Resources Pvt Ltd	30.00	30.00
<b><u>Rent Paid</u></b>		
Deepit Singh	4.56	3.60
Devinder Pal Singh	10.20	10.20
Abha Singh	3.00	3.00
<b><u>Loan Given</u></b>		
Sara Universal Pvt. Ltd. (Merged in Sara Textiles Ltd. w.e.f. 1-4-2023)	-	11.00
Tushar Singh	-	100.00
Dominor Investment Holding LLP	538.10	380.00
Knab Finance Advisors Pvt Ltd	260.00	275.00
Sara Textiles Ltd	410.00	-
<b><u>Loan received back by companies</u></b>		
Sara Universal Pvt. Ltd. (Merged in Sara Textiles Ltd. w.e.f. 1-4-2023)	1122.37	-
Dominor Investment Holding LLP	415.40	-
Knab Finance Advisors Pvt Ltd	260.00	250.00
Sara Textiles Ltd	110.00	-



SARA INTERNATIONAL PRIVATE LIMITED  
NOTES FORMING PART OF THE FINANCIAL STATEMENTS  
YEAR ENDED 31ST MARCH, 2025

	As at 31.03.2025 (Amt in Lacs)	As at 31.03.2024 (Amt in Lacs)
<b><u>Loan Repaid</u></b>		
Devinder Pal Singh	-	35.00
Deepit Singh	-	45.00
Abha Singh	-	92.43
<b><u>Loan Taken by Company</u></b>		
Abha Singh	200.00	-
<b><u>Guarantees Given to Companies</u></b>		
Sara Textiles Ltd	8945.00	5381.34
<b><u>Interest Received</u></b>		
Tushar Singh	-	7.19
Sara Universal Private Limited (Merged in STL w.e.f. 01-04-2023)	13.01	-
Knab Finance Advisors Pvt Ltd	5.10	-
Sara Textiles Ltd	19.87	-
Dominor Investment Holding LLP	12.19	-
	39.76	-
<b><u>OUTSTANDING BALANCES</u></b>		
<b><u>Sundry Creditors</u></b>		
Sara Textiles Limited	-	122.87
SG African Minerals (Pty) Ltd	210.02	-
<b><u>Sundry Debtors</u></b>		
Sara Textiles Limited	152.75	17.80
Magnum Resources Pvt Ltd	215.91	206.89
AM Automations Solutions Pvt Ltd	110.62	-
<b><u>Advance Received from Customers</u></b>		
Sara Minerco DMCC	-	23.68
<b><u>Loans &amp; Advance Recoverable</u></b>		
Tushar Singh	100.00	100.00
Knab Finance Advisors Pvt Ltd	81.00	81.00
SG African Minerals (Pty) Ltd	-	1174.60
Dominor Investment Holding LLP	503.10	380.00
Sara Textiles Limited	300.00	-
Sara Albania Shpk	82.31	80.19
Sara Universal Pvt. Ltd. (Merged in Sara Textiles Ltd. w.e.f. 1-4-2023)	-	1122.37
<b><u>Loans &amp; Advances Payable</u></b>		
Abha Singh	200.00	-
<b><u>Interest Recoverable</u></b>		
Tushar Singh	30.46	12.73
Dominor Investment Holding LLP	35.78	14.19
Knab Finance Advisors Pvt Ltd	7.69	12.63
Sara Universal Pvt. Ltd. (Merged in Sara Textiles Ltd. w.e.f. 1-4-2023)	-	97.83
Sara Textiles Ltd	5.24	-
<b><u>Imprest</u></b>		
Devinder Pal Singh	49.68	-
<b><u>Imprest Recoverable</u></b>		
Tushar Singh	.15	-
<b><u>Expenses Payable</u></b>		
Abha Singh (Interest Payable)	.30	-
Abha Singh (Sitting Fees Payable)	.90	-
Abha Singh (Rent Payable)	.23	-
Deepit Singh	.34	.60
Tushar Singh	-	.03
Deepit Singh (Director Remuneration)	.70	1.05
Devinder Pal Singh	.77	-
<b><u>Investments</u></b>		
Dominor Investment Holding LLP	2046.46	1668.70
Magnum Resources Private Limited	998.84	978.84
Sara Minerco DMCC, Dubai	13.67	13.67
Sara Minerals Holding AG	70.39	70.39
Sara Textiles Ltd.	3175.45	3175.45
Sara Universal Pvt. Ltd. (Merged in Sara Textiles Ltd. w.e.f. 1-4-2023)	-	74.00
Sara Albania SHPK	165.16	165.16
Sara International HK Pvt Ltd.	275.64	275.64
Sara India Financial Services Pvt Ltd.	-	10.00
SG African Minerals (Pty) Ltd	4.42	4.42



	As at 31.03.2025 (Amt in Laacs)	As at 31.03.2024 (Amt in Laacs)
<b>Guarantee Outstanding</b>		
Sara Textiles Ltd	8945.00	5381.34
<b>31. Contingent Liability</b>		
a) Guarantee issue by the banks for which Counter Guarantees have been given by the Company	141.91	-
b) Corporate Guarantee given to banks on behalf of Sara Textiles Limited, subsidiary of Company	8944.60	5381.34
c) Claim against the company not acknowledged as debts	23.04	23.04
	<u>9109.55</u>	<u>5404.38</u>
32. Debit and Credit balances of parties' and transactions within accounts are subject to confirmation/reconciliation. In the opinion of the management, consequential revenue impact if any is not likely to be material.		
33. Sundry Debtors and Loan & Advances include the following amounts due from the companies under the same management.		
<b>Name of the Company</b>	<b>Balance as at</b>	<b>Maximum Balance during the year</b>
	<b>31.03.25</b>	<b>31.03.24</b>
	<b>31.03.25</b>	<b>31.03.24</b>
Magnum Resources Pvt. Ltd.	215.91	206.89
	243.90	1157.21
34. In the opinion of the board, value of Current Assets and Loans & Advances if realized in the normal course of business, would not be less than the value stated in the accounts.		
35. Amount due to Micro and Small Enterprises as defined in the "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. The disclosures relating to micro and small enterprises is as below:		
	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
	<b>(Amt in Laacs)</b>	<b>(Amt in Laacs)</b>
Dues of Micro and Small Enterprises at the end of the year	11.84	2.31
<b>36. Director's Travelling Expenses</b>		
	<b>For the year ended 31</b>	<b>For the year ended</b>
	<b>March, 2025</b>	<b>31 March, 2024</b>
a) In India	29	2.41
b) Foreign	34.13	46.15
	<u>34.41</u>	<u>48.56</u>
<b>37. Auditor's Remuneration</b>		
a) Statutory Audit Fee	4.25	4.25
b) GST	.77	.77
Total	<u>5.02</u>	<u>5.02</u>
<b>38. Earning in Foreign Currency</b>		
Export of Goods on FOB Basis	321.60	378.56
<b>39. Expenditure/Remittances in Foreign Currency</b>		
Bank Interest	-	3.80
Business Promotion Exp	29.38	23.14
Inspection & Fumigation Charges - Outward	15.15	3.17
Difference in Exchange - Operation	- 64.11	- 39.55
Electricity Exp.	.19	.21
Fax & Telephone Exp.	.24	.23
Legal & Professional Charges	.57	.17
Office Exp.	.31	.25
Printing & Stationery	.63	.62
Purchase of Goods	965.56	1370.32
Rates & Taxes	6.52	5.28
Rent	9.18	9.09
Salary & Allowance	42.02	28.67
Staff Welfare	1.62	-
Sampling Charges	-	7.79
Travelling Expenses	53.45	36.33
Total	<u>1060.69</u>	<u>1449.52</u>
<b>40. Value of Imports (Calculated on CIF basis)</b>		
Purchase of Goods	1011.87	1453.73
Total	<u>1011.87</u>	<u>1453.73</u>



#### 41. SEGMENT INFORMATION

In accordance with AS-17 on Segment reporting, reportable segment have been identified on the basis of the products sold by the company and the following table presents the revenue, Profit & Loss and Assets and Liabilities information relating to the year.

	For the year ended 31 March, 2025 (Amt in Lacs)	For the year ended 31 March, 2024 (Amt in Lacs)
<b>I) Revenue by Segment</b>		
Sewing Machines	1534.87	1973.87
Steel and Copper	4953.87	2839.27
Chrome Ore Lumps	11924.47	20588.40
Coke and Coal	93.75	116.15
Manganese Ore	-	325.43
Agro Commodities (Soybeans)	3530.70	-
Fabric & Others	7309.60	4605.94
	<u>29347.26</u>	<u>30449.06</u>
Add: Interest & Other Incomes	2602.46	1966.56
Net Sales/Income from Operations	<u>31949.72</u>	<u>32415.62</u>
<b>Segment wise cost</b>		
Sewing Machines	1417.12	1793.52
Steel and Copper	4918.74	2789.64
Chrome Ore Lumps	10121.85	16564.82
Coke and Coal	117.63	165.54
Manganese Ore	-	317.09
Agro Commodities (Soybeans)	3521.89	-
Fabric & Others	7235.07	4563.76
	<u>27332.30</u>	<u>26194.37</u>
<b>II) Segment wise Profit/Loss before Interest &amp; Tax</b>		
Sewing Machines	117.74	180.35
Steel and Copper	35.13	49.63
Chrome Ore Lumps	1802.62	4023.59
Coke and Coal	+23.88	-49.39
Manganese Ore	-	8.34
Agro Commodities (Soybeans)	8.81	-
Fabric & Others	74.53	42.18
Interest and Other Income	2602.46	1966.56
Total	<u>4617.42</u>	<u>6221.25</u>
Less: Depreciation	76.23	58.34
Less: Other unallocable expenses	3942.77	5471.57
	<u>598.41</u>	<u>691.34</u>
<b>Segmental Capital Employed</b>		
Fixed Assets used in the company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. The management believes that it is currently not practicable to furnish segmental disclosures relating to total assets and liabilities.		

#### 42. Deferred Tax Liabilities / Assets

In accordance with AS-22 on "Accounting for Taxes on Income" as prescribed under the Companies (Accounting Standards) Rules, 2006 as per Section of the Companies Act, 2013, Net Deferred Tax as on 31st March, 2025 has been accounted for, as detailed below:-

	As at 31.03.2025 (Amt in Lacs)	As at 31.03.2024 (Amt in Lacs)
Deferred Tax Liability		
Difference between Book & Tax Depreciation & Other	803.26	803.26
Deferred Tax Assets		
Retirement Benefits, Carry Forward Losses & Others	1887.81	1887.81
Net Deferred Tax (Asset)/ Liability	<u>- 1084.55</u>	<u>- 1084.55</u>

As per the management of the company, in the absence of reasonable certainty of taxable profits under the Income Tax Act, 1961 no provision for Deferred Tax Assets/ Liabilities have been made during the year.

#### 43. Unsecured Loans

As per information and other records furnished by the management, the unsecured loans outstanding in foreign currency totalling to US \$1,39,990.



44. EMPLOYEES' BENEFIT

Defined Benefit Plan

Valuation in respect of Gratuity has been carried out by independent actuary as at the Balance date.  
 The details are given as under:-

	As at 31.03.2025 (Amt in Laacs)	As at 31.03.2024 (Amt in Laacs)
(I) <u>Assumptions</u>		
(a) Discount Rate (Per Annum)	6.93%	7.23%
(b) Rate of increase in Compensation Levels	6.00%	6.00%
(c) Rate of Return on Plan Assets	N.A.	N.A.
(d) Expected Average remaining working lives of employees in no. of years	19.16%	19.48%
(II) <u>Changes in the present Value of Obligation</u>		
(a) Present Value of Obligation as at the beginning of the period	42.84	42.67
(b) Interest Cost	3.10	3.14
(c) Past Service Cost	-	-
(d) Current service cost	5.88	3.69
(e) Benefits paid	- 11.82	- 8.85
(f) Actuarial (Gain)/Loss	17.61	2.19
(g) Present Value of Obligation as at end of the period	57.61	42.84
(III) <u>Amount recognised in the Balance Sheet</u>		
(a) Present Value of Obligation as at 31st March, 2025	57.61	42.84
(b) Fair Value of Plan Assets as at 31st March, 2025	-	-
(c) (Asset)/Liability recognized in the Balance Sheet	- 57.61	- 42.84
(IV) <u>Expenses recognized in the Profit &amp; Loss Account</u>		
(a) Current Service Cost	5.88	3.69
(b) Past Service Cost	-	-
(c) Interest Cost	3.10	3.14
(d) Net actuarial (Gain)/Loss	17.61	2.19
(e) Benefit Paid	-	-
(f) Total Expenses recognized in the Profit and Loss Account	26.59	9.02

Defined Benefit Plan

Valuation in respect of Leave encashment has been carried out by independent actuary as at the Balance date.  
 The details are given as under:-

	As at 31.03.2025 (Amt in Laacs)	As at 31.03.2024 (Amt in Laacs)
(I) <u>Assumptions</u>		
(a) Discount Rate (Per Annum)	6.93%	7.23%
(b) Rate of increase in Compensation Levels	6.00%	6.00%
(c) Rate of Return on Plan Assets	N.A.	N.A.
(d) Expected Average remaining working lives of employees in no. of years	19.16%	19.48%
(II) <u>Changes in the present Value of Obligation</u>		
(a) Present Value of Obligation as at the beginning of the period	8.29	2.45
(b) Interest Cost	.60	.18
(c) Current Service Cost	3.27	1.56
(d) Benefits paid	-	-
(e) Actuarial (Gain)/Loss	- 1.06	4.11
(f) Present Value of Obligation as at end of the period	11.10	8.29
(III) <u>Amount recognised in the Balance Sheet</u>		
(a) Present Value of Obligation as at 31st March, 2025	11.10	8.29
(b) Fair Value of Plan Assets as at 31st March, 2025	-	-
(c) (Asset)/Liability recognized in the Balance Sheet	11.10	8.29
(IV) <u>Expenses recognized in the Profit &amp; Loss Account</u>		
(a) Current Service Cost	3.27	1.56
(b) Interest Cost	.60	.18
(c) Net actuarial (Gain)/Loss	- 1.06	4.11
(d) Benefit Paid	-	-
(e) Total Expenses recognized in the Profit and Loss Account	2.81	5.85

45. Particulars of Loans, Guarantees or Investment in accordance with Section 186 of the Companies Act, 2013.

Loans, Guarantees given or Investments made during the Financial year 2024-25

Name of Entity	Aggregate amount during the year	Balance o/s at the balance sheet date	Nature	(Amt in Laacs)	
				ROI	Purpose
Knab Finance Advisors	135.00	81.00	Loan	13.05%	Loan
Dominor Investment Holding LLP	503.10	503.10	Loan	13.05%	Loan
Star Global Resources Limited	425.00	-	Loan	13.05%	Loan
Sara Textiles Ltd.	410.00	300.00	Loan	12.00%	Loan
Sara Textiles Ltd.	-	8945.00	Corporate Guarantee	-	Corporate Guarantee



## 46. Trade Payables Ageing Schedule

Particulars	Outstanding for following period from due date of payment					(Amt in Laacs)
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total	
(i) MSME	11.84	-	-	-	11.84	
(ii) Others	5422.61	-	6.24	19.46	5448.31	
(iii) Disputed dues - MSME	-	-	-	-	-	
(iv) Disputed dues - Others	-	-	-	-	-	
	5434.45	-	6.24	19.46	5460.15	

## 47. Trade Receivables Ageing Schedule

Particulars	Outstanding for following period from due date of payment					(Amt in Laacs)
	Less than 6 Months	6 months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivable - Consider good	6942.26	-	9.44	25.54	192.59	7169.82
(ii) Undisputed Trade receivable - Consider	-	-	-	-	-	-
(iii) Disputed Trade receivable considered good	-	-	-	-	-	-
(iv) Disputed Trade receivable considered doubtful	-	-	-	-	-	-
	6942.26	-	9.44	25.54	192.59	7169.82

## 48. Key Ratios

Particular	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	% Changes	Remarks
<b>Current Ratio</b> <i>Current Ratio = Current Assets / Current Liabilities</i>	1.4298	1.2529	14%	<b>Positive Impact-</b> Current Assets and Current Liabilities have decreased substantially due to reclassifications of Deposits & Liabilities w.r.t. Railway Arbitration from Current to Non Current.
<b>Debt - Equity Ratio</b> <i>Debt-Equity Ratio = Total Debts / Shareholders Equity</i>	0.2037	0.2190	-7%	<b>Negative Impact-</b> Shareholder's fund has been decreased due to buy back of shares by the company.
<b>Debt Service Coverage Ratio</b> <i>Debt Service Coverage Ratio = Earnings available of Debt Service / Debt Service.</i>	1.5757	1.5554	1%	<b>Positive Impact-</b> Decrease in Finance Cost mainly due to reduction in Rate of Interest by the banks.
<b>Return on Equity Ratio*</b> <i>Return on Equity Ratio = Net Profit After Taxes / Average Shareholder's Equity</i>	0.0326	0.0317	3%	<b>Positive Impact-</b> Profit after taxes have increased due to Increase in Other Income & decrease in Finance Cost as compared to Previous Year.
<b>Inventory Turnover Ratio</b> <i>Inventory Turnover Ratio = Turnover or COGS / Average Inventory</i>	94.5552	60.7324	56%	<b>Positive Impact-</b> COGS have increased & Inventory levels also have been increased as compared to previous year.
<b>Trade Payable Turnover Ratio</b> <i>Trade Payable Turnover Ratio = Net Credit Purchase / Average Trade Payable</i>	7.1258	11.4598	-38%	<b>Negative Impact-</b> Trade Payable Turnover Ratio have decreased due to substantial purchases made in the last quarter.
<b>Trade Receivable Turnover Ratio</b> <i>Trade Receivable Turnover Ratio = Net Credit Sales / Average Trade Receivable</i>	5.2908	7.1556	-26%	<b>Negative Impact-</b> Trade Receivable Turnover Ratio have decreased due to substantial sales made in last quarter
<b>Net Capital Turnover Ratio</b> <i>Net Capital Turnover Ratio = Net Sales / Working Capital</i>	6.8655	4.8509	42%	<b>Positive Impact-</b> An increase in the ratio reflects improved efficiency in utilizing working capital to generate sales.
<b>Net Profit Ratio</b> <i>Net Profit Ratio = Net Profit / Net Sales</i>	0.0125	0.0124	0%	No Change
<b>Return on Capital Employed</b> <i>Return on Capital Employed = Earning Before Interest Taxes / Capital Employed</i>	0.0528	0.1217	-57%	<b>Negative Impact-</b> Ratio decreased due to reclassification of Current Liabilities to Non Current Liabilities w.r.t. S.E Railway Arbitration case.
<b>Return on Investment</b>	N.A.	N.A.	N.A.	N.A.

49. As per the information and explanations given to us by the management, the company has not been declared as a will-full defaulter by any bank, financial institution or any other lender during the financial year 2024-25.

50. As per the information and explanation given to us by the management, the Company has not been done any transaction with struck off Company during the year ended 31st March, 2025.

51. As per the information and explanations given to us by the management, the Company does not have any charge or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.



52. As per the information and explanations given to us by the management, the Company has not traded or invested in Crypto currency and Virtual currency during the financial year.
53. As per the information and explanations given to us by the management, Company has Following Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013.) either severally or jointly with any other person, that are repayable on demand :

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	0.00%
Related Parties	1208.10	26.55%

54. No fund have been advanced or loaned or invested (either from borrowed funds or any other source 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.
55. 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 filed by the company with such banks are in agreement with the books of the accounts of the company except following :

Nature of Current Assets	Quarter Ended	As per quarterly statement	As per financial statement	Difference	Reason for difference
Inventory	Mar-25	347.88	348.35	.47	Variance Rs. .47 Lacs is due to change in the valuation.
Debtors	Mar-25	5928.28	7169.82	3241.54	a) Overseas Branch Debtors - Rs. 3248.27 Lacs. b) adjustment made for the balance of Rs. 6.73 Lacs at the year end after the annual reconciliation.
Creditors	Mar-25	1053.65	5460.15	4406.50	a) Overseas Branch Creditors - Rs 4373.52 Lacs b) adjustment made for the balance of Rs. 32.98 Lacs on year end after the annual reconciliation.

56. Previous year figures have been regrouped where necessary to confirm to current year's classification.
57. An Arbitral Order was passed in favour of the company on 09.06.2021 corrected on 27.07.2021 for a claim of Rs 130.00 Cr against Southeastern Railways along with pendent lite interest and future interest @ 8% PA from the date of award till the date of Payment. The company thereafter filed an application with Hon'ble Delhi High Court on 05.01.2023 for the execution of Arbitral Order, which was decided in favour of the company on 09.05.2023. As per Order of Hon'ble Delhi High Court counter party has paid an amount of Rs 1,70,45,27,259/- (Rupees One Seventy Crore Forty-Five Lakh Twenty-Seven Thousand Two Hundred Fifty-Nine only) on 19.05.2023 and 20.05.2023 to the company against furnishing of Bank Guarantee of equivalent amount in favour of Registrar General, High Court of Delhi. On the other hand, counter party i.e. South Eastern Railways has also moved an application with Hon'ble Delhi High Court u/s Section 34 of the Arbitration & Conciliation Act, 1996 on 18.01.2023 against the arbitral order award to grant time to petitioner to place on record Additional documents which were part of arbitral record. The matter is still pending in the Hon'ble Delhi High Court. Since the matter was pending with Hon'ble Delhi High Court, so the Company has accounted for the amount received as non current liability in its financial statement as on 31.03.2025.
58. The Company has not done any transactions with Struck Off Companies during the year ended 31st March, 2025 (NIL during the year ended 31st March, 2025).
59. The Annual Financial Statements have been prepared on the going concern basis, since the director have every reason to believe that the company has adequate resources in place to continue in operation for the foreseeable future.
60. Proposed merger and amalgamation between Magnum Resources Private Limited (Transferor Company) and Sara International Private Limited (Transferee Company), a joint petition under Sections 230-232 of the Companies Act, 2013 has been filed before the Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench, Court-VI. As per the Order dated 23.01.2025, the Hon'ble Tribunal recorded that more than 90% of the shareholders and more than 90% of the value of creditors of both companies have filed consent affidavits in support of the proposed amalgamation. The amalgamation process is currently pending final approval before the NCLT. No effect of the merger has been given in the financial statements as at 31.03.2025, and the accounts have been prepared on a standalone basis, in accordance with applicable accounting standards and legal provisions.

In terms of our report of even date attached.  
 As per our report of even date

For Vipin Khanna & Co.  
 Chartered Accountants

CA Vipin Khanna  
 M.No. 088000  
 F.R.N. 041513N

Place : Delhi  
 Date : 28th July, 2025  
 UDIN : 25081000BMOQAU3358



Devinder Pal Singh  
 (Managing Director)  
 (DIN 0035519)

Tushar Singh  
 (Whole time Director)  
 (DIN 02274509)

For and on behalf of the Board of Directors  
 of Sara International Pvt. Ltd.

Deep Singh  
 (Whole Time Director & CEO)  
 (DIN 00035623)

Jyoti Dagar  
 (Company Secretary)  
 (M. No. A52615)



# ANNEXURE 4

## IN THE NATIONAL COMPANY LAW TRIBUNAL NEW DELHI BENCH (COURT- VI)

C.A.(CAA)-7/230-232/ND/2025

An Application under section 230 read with section 232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions of law.

### IN THE MATTER OF THE SCHEME OF AMALGAMATION:

#### **BETWEEN**

**1. MAGNUM RESOURCES PRIVATE LIMITED**

(CIN: U52392DL2002PTC114825

Registered office at A-31, Sara House, Hauz Khas,  
New Delhi, India, 110016.

**...Applicant Company -1/Transferor Company**

#### **AND**

**2. SARA INTERNATIONAL PRIVATE LIMITED**

(CIN: U74140DL1973PTC006854),

Registered office at A-31 Hauz Khas,  
New Delhi, Delhi, India, 110016.

**... Applicant Company -2/Transferee Company**

**Order Pronounced on: 10.10.2025**

#### **CORAM**

**JUSTICE JYOTSNA SHARMA,**

**MS. ANU JAGMOHAN SINGH**

**HON'BLE MEMBER (JUDICIAL)**

**HON'BLE MEMBER (TECHNICAL)**

#### **PRESENT**

**For the Petitioner** : Adv. Rajeev

#### **ORDER**

1. This is a joint application filed by the Applicant companies herein, Magnum Resources Private Limited, ("Transferor Company"), Sara International Private

Limited, (Transferee Company"), (hereinafter jointly referred to as the "Applicant Companies") 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.

2. The Learned Counsel for the Applicant Companies submits that the present Scheme is a Scheme of Arrangement for Amalgamation between "Transferor Company and Transferee Company" (For brevity 'Scheme') under the provisions of Sections 230 to 232 of the Companies Act, 2013.
3. Magnum Resources Private Limited (CIN U52392DL2002PTC114825), (hereinafter referred to as the "Transferor Company") a company incorporated on 3.04.2002 under the provisions of the Companies Act, 1956 and having its registered office at A-31, Sara House, Hauz Khas, New Delhi, India, 110016. The main object of the Transferor Company was to carry on the business of liasioning, servicing, consulting, training, educating, in textiles and soft goods, gems & Jewellery, etc.
4. Sara International Private Limited (CIN U74140DL1973PTC006854), a company incorporated on 21.11.1973 under the provisions of the Companies Act, 1956 and having its registered office at A-31 Hauz Khas, New Delhi, Delhi, India, 110016. The main object of the Transferee Company is to carry on the business of and act as research and development consultants of all types and provide technical and commercial assistance and services, prepare industrial or non-industrial scheme, supervise and set up production techniques, assist in finding markets for manufactured goods, promote technical training scheme, etc,.
5. The Transferor Company and Transferee Company have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses, and also filed their latest Audited Financial Statements for the Financial Year "FY" ended March 31, 2024.

6. The Applicant companies, vide their meeting of the Board of Directors held on 25.11.2024 have approved the proposed Scheme of Amalgamation. Copies of said resolutions passed in the said board meetings have been placed on record.
7. Applicant Companies submitted that the Scheme is not prejudicial to the interests of the shareholders and creditors of the Petitioner Companies. It is further submitted that the proposed Scheme is beneficial to the Petitioner Companies and their respective Shareholders and Creditors.
8. The Applicant Companies submitted that Transferor Company has 2 (Two) equity shareholders and 100% of them have given their consent to the Scheme by way of affidavits. The list of equity shareholders of Transferor Company, along with consent affidavits, is attached with this Application. It is submitted that the Transferor Company has Nil secured Creditors and 167 unsecured creditors and 95.98% of them have given their consent to the Scheme by way of affidavits. The list of unsecured creditors of Transferor Company, along with their consent affidavits, annexed with the present Application, therefore, the necessity of convening/holding a meeting does not arise. With respect to Transferor Company, the required consent certificate, authorized by the Chartered Accountant, has been placed on record.
9. Applicant Companies submitted that the Transferee Company have 4 (Four) equity shareholders and 100% of them have given their consent to the Scheme by way of affidavits. The list of equity shareholders of Transferee Company, along with consent affidavits, is attached with this Application. It is submitted that the Transferee Company has 6 (Six) Secured creditors and none of the Secured creditors of the Transferee Company have given their consent to the Scheme. The list of Secured creditors of Transferee Company, along with their consent affidavits, annexed with the present Application. It is further submitted that the Transferee Company have 104 Unsecured Creditor and 90.82% of them have given their consent to the Scheme by way of

affidavits. The list of Unsecured Creditor of Transferee Company, along with consent affidavits, is attached with this Application. With respect to Transferee Company, the required consent certificate, authorized by the Chartered Accountant, has been placed on record.

10. The appointed date as specified in the Scheme is 01.04.2024.
11. The Applicant Companies through an affidavit dated confirmed that the provisions relating to the accounting treatment for the proposed amalgamation, as contained in the Scheme, were in conformity with the applicable provisions of the Companies Act, 2013, Certificates from respective Statutory Auditors of the Companies on the accounting treatment, as proposed in the Scheme, were annexed to the Petition and it is clearly stated that the accounting treatment is in conformity with the applicable prescribed under Section 133 of Companies Act, 2013
12. The Applicant Companies submitted that there is no investigation or proceedings are pending against the Transferor Company and the Transferee Company.
13. Vide order dated 23.01.2025, this Tribunal has appointed Ms. Tanvi Bansal, Adv. (Enrollment No. D/10641/2022; e-mail: [tanvibansal.Law@gmail.com](mailto:tanvibansal.Law@gmail.com)), as a Court Commissioner to examine the veracity of the numerous consent affidavits filed by creditors and shareholders and file her report on her finding.
14. In compliance of the order dated 23.01.2025, the Court Commissioner filed her report dated 01.02.2025 wherein the Commissioner observed that there was no discrepancy between what was stated in the certificate issued by the Chartered Accountant and the corresponding affidavits of consent submitted by the Shareholders, Secured Creditor of Applicant No. 1 and Equity Shareholder, Secured Creditors and Unsecured Creditors of the Applicant No. 2. However the Commissioner observed with effect to Unsecured Creditors of

the Transferor Company (Applicant No. 1) constituting 16.16% in number and 95.98% in value have provided their consents to the Scheme of Amalgamation. Discrepancy exists between the amounts stated in the certificate issued by the Chartered Accountant and the corresponding figures reflected in the affidavits of consent submitted by five (5) unsecured creditors of the Applicant No. 1 and the total difference amounts to approximately Rs. 12,25,489/-.

15. In response to the Commissioner report dated 23.01.2025, the Petitioner Company have filed an affidavit along with CA certificate dated 30.06.2025, wherein the discrepancy in each case has been explained by the Chartered Accountant, it has been stated that "it is pertinent to note that if the total value of creditors is also reduced considering the value of consents as appearing in the Consent Affidavits instead of the value shown in the CA certified list of Unsecured Creditors for these 5 Unsecured Creditors, the revised consent percentage shall be 95.97% of the total value of Unsecured Creditors of MRPL, which is above the 90% threshold; and alternatively, if we consider the value of consents as appearing in the Consent Affidavits and value of total unsecured creditors as per the CA certified list of Unsecured Creditors for these 5 Unsecured Creditors, the revised consent percentage shall be 95.46% of the total value of Unsecured Creditors of MRPL, which is also above the 90% threshold.. The Court Commissioner appeared on dated 25.09.2025 and stated that they are satisfied with the response of the petitioner company. Same has been recorded vide order dated 25.09.2025.
16. Taking into consideration the submissions and the documents filed therewith, the following directions are issued with respect to 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:

- I. In relation to the Transferor Company:

- a) **With respect to 2 Equity shareholders:** In view of consent affidavits from all the 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 Creditor, therefore, the necessity of convening meeting does not arise.
- c) **With respect to 167 Unsecured Creditors:** In view of the consent affidavits from the Seven Unsecured Creditor, having 95.97% voting share, been filed, the requirement to convene the meeting of Unsecured Creditors members is dispensed with. However, the Applicant Companies is directed to serve individual notices along with the proposed Scheme to the remaining Unsecured Creditors whose consent affidavit are not on record.

II. In relation to the Transferee Company:

- a) **With respect to 4 Equity shareholders:** In view of consent affidavits from all the Equity Shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.
- a) **With respect to 6 Secured Creditors:** Since none of the Secured Creditors of the Transferee company has given the consent for the Scheme, therefore, in the interest of justice, a meeting of the Secured Creditors shall be convened at the venue, date, time, and mode as decided by the Chairperson in consultation with the counsel for the Applicant Companies. The quorum for the meeting shall be four (4) members.

b) **With respect to 104 Unsecured Creditors:** In view of the consent affidavits from the Seven Unsecured Creditor, having 90.82% voting share, been filed, the requirement to convene the meeting of Unsecured Creditors members is dispensed with. However, the Applicant Companies is directed to serve individual notices along with the proposed Scheme to the remaining Unsecured Creditors whose consent affidavit are not on record.

17. In respect of the meetings of the Secured Creditors of the Transferee Company, it is hereby directed as under:

17.1 At least one month before the meetings, notice convening the said meetings at the day, date and time as fixed in accordance with paras stated above, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, shall be sent to the respective Secured Creditors of the Transferee Company, by electronic mail to their registered e-mail address, as per the records available with the Transferee Company. The Transferee Company shall ensure that, the Secured Creditors whose e-mail addresses are not available or who have not received notice convening said meetings, can access/download the respective notices of from the website of the Transferee Company at: <https://www.siemens.com/in/en/company/investor-relations/scheme-of-arrangement.html>.

17.2 At least 30 (Thirty) days before the meetings of Secured Creditors of the Transferee Company, notice convening the said meetings, at the date and time fixed in accordance with paras stated above be published each in "Business Standard" (English, Delhi Edition) and in "Business Standard" (Hindi, Delhi Edition), stating that copies of the Scheme and the said

statement required to be furnished pursuant to Section 230(3) of the Companies Act, 2013 can be obtained free of charge from the registered office of the Transferee Company, or by emailing the Transferee Company at [corporate-secretariat.in@siemens.com](mailto:corporate-secretariat.in@siemens.com).

17.3 The Transferee Company undertakes to:

- i. Issue respective notices convening meetings of its Secured Creditors as per Form No CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- ii. Issue statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. Advertise the notice convening meetings as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016;
- iv. Publish the notice convening the meetings Secured Creditors on its website;

17.4 Arun Jain, CA, Mobile: 9818126753, Email Id [ca.anjain@gmail.com](mailto:ca.anjain@gmail.com), is hereby appointed as the Chairperson for the meeting of the Secured Creditors of the Transferee Company.

17.5 Abhinav Bhatia, CS, Mobile: 9999551989, Email Id [advabhinavbhatia@gmail.com](mailto:advabhinavbhatia@gmail.com), is hereby appointed as the Scrutinizer for the meeting of the Secured Creditors of the Transferee Company.

17.6 The Fees of the Chairperson for the aforesaid meetings shall be Rs. 1,50,000 and the Fees of the Scrutinizer shall be Rs. 50,000 in addition to meeting their incidental expenses.

17.7 The voting by the authorised representative, in case of a body corporate be permitted, provided that the authorisation duly signed is filed with the Transferee Company in physical mode at its registered office or electronic mode at the designated email addresses, at least 48 (Forty-Eight) hours before the aforesaid meetings, as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

- 17.8 The Chairperson appointed for the aforesaid meetings to issue respective notices of the meetings referred above. The Chairperson shall have all powers under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as may be applicable for meeting of the Secured Creditors of the Transferee Company, in relation to the conduct of the meetings including for deciding procedural questions that may arise at the meetings or at any adjournment thereof or any other matter including, any amendment to the Scheme or resolution, if any, proposed at the said meetings.
- 17.9 The quorum for the meeting of the Secured Creditors of the Transferee Company shall be as prescribed under Section 103(1) of the Companies Act, 2013.
- 17.10 In case the respective quorum as noted above for the meetings is not present at the commencement of the respective meeting, the respective meeting shall be adjourned by 30 minutes and thereafter the persons present and voting at the respective meeting shall be deemed to constitute the quorum.
- 17.11 The value and number of the Secured Creditors of the Transferee Company shall be in accordance with the books/ records maintained by the Transferee Company or depository records, and where the entries in the books/ records are disputed, the Chairperson of the meeting shall determine the value and number for the purpose of the aforesaid meeting and his decision in that behalf would be final.
- 17.12 The Chairperson shall file an affidavit not less than 7 (Seven) days before the date fixed for holding the meeting of the Secured Creditors of the Transferee Company and report to this Tribunal that the directions regarding the issue of notices and advertisements have been duly complied with, as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- 17.13 The Chairperson shall report to this Tribunal, the result of the aforesaid meetings within 7 (Seven) days of the conclusion of the said meetings

and the report shall be verified by his undertaking as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

18. Notice of this Petition shall also be served on the following:

- a) Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;
- b) Registrar of Companies at 4th floor, IFCI Tower, 61, Nehru Place, NewDelhi-110019;
- c) Official liquidator, Lok Nayak Bhavan, 8<sup>th</sup> Floor, Khan Market, New Delhi-110001;
- d) Nodal Officer i.e., Principal Chief Commissioner of Income Tax, Delhi, Income Tax Office, Central Revenue Building, IP Estate, New Delhi-110002 and the jurisdictional Assessing officer within whose jurisdiction the Petitioner Company's assessments are made. The notices to Income Tax Authorities shall disclose sufficient details like PAN, ward numbers and assessing officers so that timely and proper reply may be filed.
- e) Any other sectoral regulators required to be served.

19. The present Petition stands allowed on the aforesaid terms and hence, disposed of.

**Sd/-**

**(ANU JAGMOHAN SINGH)**

**MEMBER (TECHNICAL)**

**Sd/-**

**(JYOTSNA SHARMA)**

**MEMBER (JUDICIAL)**

**ANNEXURE A**

**The remote e-voting for the Secured Creditor Meeting of Sara International Private Limited begins on November 28, 2025, at 10:00 A.M. and ends on December 01, 2025, at 5:00 P.M.**

**Instructions:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member/ Creditor section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your Login id and password details casting your vote electronically and for attending the Meeting of Creditors through VC/ OAVM are attached in the pdf file enclosed herewith. Please note that the password to open the pdf file is the unique id mentioned above.
5. For the first time the system will ask to reset your password.
6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.
8. After you click on the “Login” button, Home page of e-Voting will open.
9. You will be able to see the EVEN no. of the company.
10. Click on “EVEN” of company to cast your vote.
11. Now you are ready for e-Voting as the Voting page opens.
12. Cast your vote by selecting appropriate options i.e. assent or dissent and click on “Submit” and also “Confirm” when prompted.
13. Upon confirmation, the message “Vote cast successfully” will be displayed.
14. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
15. Once you confirm your vote on the resolution, you will not be allowed to modify your vote
16. If you face any problems/experience any difficulty or if you forgot your password, please feel free to contact on 022 - 4886 7000 or contact on email id [evoting@nsdl.com](mailto:evoting@nsdl.com).

**THE INSTRUCTIONS FOR SECURED CREDITORS FOR E-VOTING ON THE DAY OF THE SECURED CREDITOR MEETING ARE AS UNDER:**

1. The procedure for e-Voting on the day of the Secured Creditor Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Creditors, who will be present in the Secured Creditors meeting through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Secured Creditors Meeting.

**INSTRUCTIONS FOR SECURED CREDITORS FOR ATTENDING THE SECURED CREDITORS MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Creditors will be provided with a facility to attend the Secured Creditors Meeting through VC/OAVM through the NSDL e-Voting system. Creditors may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.